

COVER SHEET

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S.E.C Registration Number

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(Company's Full Name)

L	O	P	E	Z		B	U	I	L	D	I	N	G	,	O	R	T	I	G	A	S		A	V	E	N	U	E	,
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(Business Address: No. Street City / Town / Province)

ATTY. WILLIAM S. PAMINTUAN

Contact Person

(632) 8632-8014

Company Telephone Number

1	2	-	3	1
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Month Day

Fiscal Year

	1	7	-	C
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FORM TYPE

0	5
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Month

2	8
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Day

Annual Meeting

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Secondary License Type, if Applicable

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Dept. Requiring this Doc.

Art. I, Sec. 2 and Art. II Sec. 6 of the By-Laws
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Amended Articles Number/Section

40,440 (as of Jan 2025)

Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

Cashier

STAMPS									
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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. **Date of Report:** March 1, 2025
2. **SEC Identification Number:** PW-102
3. **BIR Tax Identification Code:** 000-101-528-000
4. **Name of Issuer as specified in its Charter:** Manila Electric Company
5. **Country of Incorporation:** Philippines
6. **Industry Classification:** (SEC use only)
7. **Address of principal office:** Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City
Postal Code: 1605
8. **Issuer's telephone numbers including area code:** (02) 8632-8014
9. **Former name, former address and former fiscal year, if changed since last report:** Not Applicable
10. **Securities registered pursuant to Sections 18 and 12 of the SRC or Sections 4 and 8 of the RSA:**

Number of Shares of Common Stock Outstanding

1,127,092,509

Debt Securities

PhP2.868 Billion

11. **Item Number reported:** *Item 9 (Other Events)*

Please find attached the 2024 Audited Consolidated Financial Results of Manila Electric Company.

SIGNATURE

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.

MANILA ELECTRIC COMPANY
Issuer


WILLIAM S. PAMINTUAN
Senior Vice President
Assistant Corporate Secretary and
Information Disclosure Officer

Date: March 1, 2025

*Cc: Disclosure Department Listings and Disclosure Group Philippine Stock Exchange
Issuer Compliance and Disclosure Department
Philippine Dealing & Exchange Corp.*

Manila Electric Company and Subsidiaries

Consolidated Financial Statements
as at December 31, 2024 and 2023
and Years Ended December 31, 2024,
2023 and 2022

and

Independent Auditor's Report



INDEPENDENT AUDITOR'S REPORT

The Board of Directors and the Stockholders
Manila Electric Company

Opinion

We have audited the consolidated financial statements of Manila Electric Company (the Company) 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 each 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 those 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.

Revenue from sale of electricity

The Group's revenue from its electricity distribution business represents 91% of its consolidated revenues and arise from its service contracts with a large number of customers that are classified as either commercial, industrial or residential, located within the Group's franchise area. This matter is significant to our audit because the revenue recognized depends on (a) the complete capture of electric consumption based on the meter readings over the franchise area taken on various dates; (b) the propriety of rates computed and applied across customer classes including the application of adjustments promulgated by the Energy Regulatory Commission (ERC); and (c) the reliability of the information technology (IT) systems involved in processing the billing transactions.

Notes 2, 23, 24, 30 and 32 provide the relevant disclosures related to the rate-setting regulations and regulatory policies of the ERC.

Audit response

We obtained an understanding and evaluated the design of, as well as tested the controls over, the customer master file maintenance, accumulation and processing of meter data, and interface of data from the billing system to the financial reporting system. In addition, we performed a test recalculation of the bill amounts using the ERC-approved rates, adjustments and formulae, as well as actual pass-through costs incurred, and compared them with the amounts reflected in the billing statements. We involved our internal specialist in understanding the IT processes and in understanding and testing the IT general controls over the IT systems supporting the revenue process.

Adequacy of allowance for expected credit losses for receivables

The Group applies the simplified approach in calculating expected credit loss (ECL). Under this approach, the Group establishes a provision matrix that is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment. The balance of the allowance and the provision for credit losses as of and for the year ended December 31, 2024 amounted to ₱8,854 million and ₱871 million, respectively. The use of the ECL model is significant to our audit as it involves the exercise of significant management judgment. Key areas of judgment include the following: segmenting the Group's credit risk exposures; defining default; determining assumptions to be used in the ECL model such as timing and amounts of expected net recoveries from defaulted accounts, and impact of any financial support and credit enhancements extended by any party; and incorporating forward-looking information (called overlays), in calculating ECL.

The disclosures in relation to the allowance for credit losses using the ECL model are included in Notes 5, 13 and 27 to the consolidated financial statements.



Audit response

We obtained an understanding of the methodologies and models used for the Group's different credit exposures and assessed whether these considered the requirements of PFRS 9 to reflect an unbiased and probability-weighted outcome, the time value of money, and the best available forward-looking information.

We (a) assessed the Group's segmentation of its credit risk exposures based on homogeneity of credit risk characteristics; (b) tested the definition of default against historical analysis of accounts and credit risk management policies and practices in place, (c) tested historical loss rates by inspecting historical recoveries and write-offs, and the effects of any financial support and credit enhancements provided by any party; (d) compared the classification of outstanding exposures to their corresponding aging buckets; and (e) evaluated the forward-looking information used for overlay through statistical test and corroboration using publicly available information and our understanding of the Group's receivable portfolios and industry practices.

Further, we compared the data used in the ECL models, such as the historical aging analysis and default and recovery data from the source system reports to the data warehouse and from the data warehouse to the loss allowance analysis/models and financial reporting systems. To the extent that the loss allowance analysis is based on credit exposures that have been disaggregated into subsets with similar risk characteristics, we traced or re-performed the disaggregation from source systems to the loss allowance analysis. We also assessed the assumptions used where there are missing or insufficient data.

Provisions and contingencies

The Group is involved in certain proceedings and claims for which it has recognized provisions for probable costs and/or expenses and/or has disclosed relevant information about such contingencies. This matter is significant to our audit because the determination of whether any provision should be recognized and the estimation of the potential liability resulting from these assessments require significant judgment by management. The inherent uncertainty over the outcome of these matters is brought about by the differences in the interpretation and implementation of the relevant laws and regulations.

Notes 2, 19, 22 and 29 to the consolidated financial statements provide the relevant disclosures related to this matter.

Audit response

We examined the bases of management's assessment of the possible outcomes and the related estimates of the probable costs and/or expenses that are recognized and/or disclosed in the Group's consolidated financial statements and involved our internal specialists when necessary. We discussed with management the status of the claims and/or assessments and obtained correspondences with the relevant authorities and opinions from the internal and external legal counsels. We evaluated the position of the Group by considering the relevant laws, rulings and jurisprudence. We also reviewed the disclosures on provisions and contingencies in the Group's consolidated financial statements.



Accounting for business combination

As disclosed in Note 3 to the consolidated financial statements, in 2023, MGen Renewable Energy, Inc. (“MGreen”), a wholly owned subsidiary of the Company through MERALCO PowerGen Corporation, acquired 50.5% voting equity interest in SP New Energy Corporation (“SPNEC”) for a total consideration of ₱27,900 million. The acquisition was accounted for as a business combination under PFRS 3, *Business Combinations*, and reported in the 2023 consolidated financial statements based on provisional purchase price allocation. In 2024, the fair values of the net assets acquired and the purchase price allocation were finalized. Apart from the significance of the amounts involved, we consider the accounting for this acquisition as a key audit matter because the determination of the fair values of the assets acquired and liabilities assumed coming from SPNEC requires significant management judgment and estimation based on the available information, specifically about the acquired property and equipment and intangible assets, as at the acquisition date.

Audit response

We reviewed the share purchase agreement and other related contracts covering the acquisition and assessed whether the acquisition has been appropriately accounted for. We reviewed the final purchase price allocation and evaluated management’s basis in determining the fair values of the assets acquired and liabilities assumed coming from SPNEC using the available information as of the acquisition date. We assessed the competence, capabilities and objectivity of the external appraiser who was engaged to prepare the appraisal report used in the final purchase price allocation, by considering their qualifications, experience and reporting responsibilities. We involved our internal specialist in evaluating the methodologies and assumptions used in arriving at the fair values of the property and equipment and intangible assets. We also assessed the adequacy of the related disclosures in Note 3 to the consolidated financial statements.

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.
- 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.

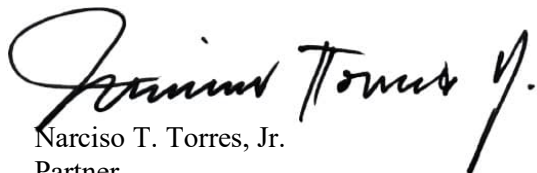
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 Narciso T. Torres, Jr.

SYCIP GORRES VELAYO & CO.



Narciso T. Torres, Jr.

Partner

CPA Certificate No. 84208

Tax Identification No. 102-099-147

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

BIR Accreditation No. 08-001998-111-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10465393, January 2, 2025, Makati City

February 24, 2025



MANILA ELECTRIC COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		December 31	
		2024	2023
			(As restated - Note 3)
		Note	
			(Amounts in millions)
ASSETS			
Noncurrent Assets			
Utility plant, generation plant and others	7 and 10	₱288,501	₱272,441
Investments in associates and interests in joint ventures	8 and 23	47,513	38,388
Investment properties	9	1,487	1,493
Intangible assets	7 and 10	41,559	53,634
Deferred tax assets - net	28	26,382	24,628
Financial and other noncurrent assets	2, 11, 15, 26, 27 and 30	32,900	35,228
Total Noncurrent Assets		438,342	425,812
Current Assets			
Cash and cash equivalents	12 and 27	84,480	82,789
Trade and other receivables	13, 24 and 27	64,697	48,270
Inventories	14	11,422	11,130
Financial and other current assets	11, 15, 23 and 27	19,017	20,433
Total Current Assets		179,616	162,622
Total Assets		₱617,958	₱588,434
EQUITY AND LIABILITIES			
Equity Attributable to Equity Holders of the Parent Company			
Common stock	16	₱11,273	₱11,273
Additional paid-in capital		4,111	4,111
Equity reserve	3	955	(111)
Employee stock purchase plan	16	1,049	1,049
Hedging reserve	16 and 27	1,277	—
Unrealized fair value gains on financial assets at fair value through other comprehensive income ("FVOCI")	11	801	490
Remeasurement adjustments on retirement and other post-employment liabilities	26	942	3,418
Share in remeasurement adjustments on associates' retirement liabilities	8	(28)	(29)
Share in other comprehensive income and cumulative translation adjustments of associates	8	1,575	307
Cumulative translation adjustments of subsidiaries		(682)	52
Treasury shares	16	(13)	(11)
Retained earnings	16	123,339	101,746
Equity Attributable to Equity Holders of the Parent Company		144,599	122,295
Non-controlling Interests	16	41,283	45,808
Total Equity		185,882	168,103

(Forward)



December 31			
		2023	
		(As restated -	
	Note	2024	Note 3)
		(Amounts in millions)	
Noncurrent Liabilities			
Interest-bearing long-term financial liabilities -			
net of current portion	17 and 27	₱54,797	₱62,272
Customers' deposits - net of current portion	18, 22 and 27	33,274	34,128
Long-term employee benefits	26	16,263	10,263
Provisions	19, 22 and 29	9,855	11,350
Refundable service extension costs -			
net of current portion	22 and 27	3,753	4,051
Deferred tax liabilities - net	28	8,769	9,845
Other noncurrent liabilities	2, 5, 7, 24 and 29	68,991	54,698
Total Noncurrent Liabilities		195,702	186,607
Current Liabilities			
Notes payable	21 and 27	34,287	27,583
Trade payables and other current liabilities	2, 16, 22, 23, 27 and 29	191,472	192,154
Customers' refund	2, 20 and 27	2,853	2,846
Income tax payable		2,070	1,550
Current portion of interest-bearing long-term			
financial liabilities	17 and 27	5,692	9,591
Total Current Liabilities		236,374	233,724
Total Liabilities		432,076	420,331
Total Liabilities and Equity		₱617,958	₱588,434

See accompanying Notes to Consolidated Financial Statements.



MANILA ELECTRIC COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

		Years Ended December 31		
	Note	2024	2023	2022
<i>(Amounts in millions, except per share data)</i>				
REVENUES				
	6, 23, 24, 30			
Sale of electricity	and 32	₱456,918	₱430,181	₱413,950
Sale of other services	23	13,444	13,431	12,579
		470,362	443,612	426,529
COSTS AND EXPENSES				
Purchased power	24 and 30	346,534	328,248	322,645
Salaries, wages and employee benefits	25 and 26	17,974	16,521	15,836
Depreciation and amortization	7, 9, 10 and 25	17,529	16,625	16,031
Coal and fuel		11,705	16,133	22,577
Contracted services		10,037	10,074	8,440
Provision for probable losses and expenses from claims - net	2, 19 and 29	6,401	6,848	5,831
Taxes, fees and permits		2,662	2,325	2,132
Power plant operations and maintenance cost		2,225	1,881	1,906
Provision for expected credit losses ("ECL")	13	849	998	2,498
Other expenses	23 and 25	9,413	7,626	8,452
		425,329	407,279	406,348
OTHER INCOME (EXPENSES)				
Equity in net earnings of associates and joint ventures	8	10,267	11,479	12,035
Interest and other financial charges	17, 18 and 21	(5,302)	(5,129)	(3,754)
Interest and other financial income	11 and 12	3,884	3,321	2,063
Foreign exchange gains (losses)		185	(44)	1,011
Others	2, 5, 7, 8, 23, 30 and 32	2,617	829	3,700
		11,651	10,456	15,055
INCOME BEFORE INCOME TAX		56,684	46,789	35,236
PROVISION FOR (BENEFIT FROM) INCOME TAX	28			
Current		12,232	9,153	4,122
Deferred		(2,018)	(1,042)	2,526
		10,214	8,111	6,648
NET INCOME		₱46,470	₱38,678	₱28,588
Attributable To				
Equity holders of the parent company	31	₱45,859	₱38,023	₱28,431
Non-controlling interests		611	655	157
		₱46,470	₱38,678	₱28,588
Earnings Per Share Attributable to Equity Holders of the Parent Company	31			
Basic		₱40.69	₱33.74	₱25.23
Diluted		40.69	33.74	25.23

See accompanying Notes to Consolidated Financial Statements.



MANILA ELECTRIC COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

		Years Ended December 31		
	Note	2024	2023	2022
		(Amounts in millions)		
NET INCOME		₱46,470	₱38,678	₱28,588
OTHER COMPREHENSIVE INCOME				
Items that will be reclassified to profit or loss in subsequent years:				
Unrealized fair value gains (losses) on fair value through other comprehensive income ("FVOCI") financial assets	11	194	88	(280)
Share in cumulative translation adjustments of associates	8	333	8	654
Cumulative translation gains of subsidiaries		16	1	11
Net other comprehensive income that will be reclassified to profit or loss in subsequent years		543	97	385
Items that will not be reclassified to profit or loss in subsequent years:				
Remeasurement gains (losses) on retirement and other post-employment liabilities	26	(3,301)	(5,152)	6,135
Income tax effect		825	1,288	(1,534)
		(2,476)	(3,864)	4,601
Change in fair value of cash flow hedges	16 and 27	1,277	—	—
Unrealized fair value gains on equity securities at FVOCI		130	101	99
Income tax effect		(13)	(10)	(10)
		117	91	89
Share in other comprehensive income (losses) of associates		185	329	(990)
Share in remeasurement gains (losses) on associates' retirement liabilities	8	1	(13)	9
Net other comprehensive income (loss) that will not be reclassified to profit or loss in subsequent years		(896)	(3,457)	3,709
OTHER COMPREHENSIVE INCOME (LOSS), NET OF INCOME TAX		(353)	(3,360)	4,094
TOTAL COMPREHENSIVE INCOME, NET OF INCOME TAX		₱46,117	₱35,318	₱32,682
Total Comprehensive Income Attributable To				
Equity holders of the parent company		₱45,506	₱34,663	₱32,525
Non-controlling interests		611	655	157
		₱46,117	₱35,318	₱32,682

See accompanying Notes to Consolidated Financial Statements.



MANILA ELECTRIC COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022

	Equity Attributable to Equity Holders of the Parent Company														Total Equity
	Common Stock (Note 16)	Additional Paid-in Capital	Equity Reserve (Note 3)	Employee Stock Purchase Plan (Note 16)	Hedging Reserve (Note 16)	Unrealized Fair Value Gains on Financial Assets at FVOCI (Note 11)	Remeasure- ment Adjustments on Retirement and Other Post- Employment Liabilities (Note 26)	Share in Remeasure- ment Adjustments on Associates' Retirement Liabilities (Note 8)	Share in Other Comprehen- sive Income and Cumulative Translation Adjustments of Associates (Note 8)	Cumulative Translation Adjustments of Subsidiaries	Treasury Shares (Note 16)	Retained Earnings (Note 16)	Equity Attributable to Equity Holders of the Parent Company	Non- controlling Interests As restated - Note 3)	
	(Amounts in millions)														
At January 1, 2024	₱11,273	₱4,111	(₱111)	₱1,049	₱—	₱490	₱3,418	(₱29)	₱307	₱52	(₱11)	₱101,746	₱122,295	₱45,808	₱168,103
Net income	—	—	—	—	—	—	—	—	—	—	—	45,859	45,859	611	46,470
Other comprehensive income (loss)	—	—	—	—	1,277	311	(2,476)	1	518	16	—	—	(353)	—	(353)
Total comprehensive income (loss)	—	—	—	—	1,277	311	(2,476)	1	518	16	—	45,859	45,506	611	46,117
Dividends	—	—	—	—	—	—	—	—	—	—	—	(24,266)	(24,266)	(1,264)	(25,530)
Effect of deconsolidation of Miescor Infrastructure Development Corporation ("MIDC")	—	—	—	—	—	—	—	—	—	—	—	—	—	(6,571)	(6,571)
Effect of changes in ownership in CIS Bayad Center, Inc. ("Bayad") and Radius Telecoms, Inc. ("Radius")	—	—	1,066	—	—	—	—	—	—	—	—	—	1,066	1,079	2,145
Others	—	—	—	—	—	—	—	—	750	(750)	(2)	—	(2)	1,620	1,618
	—	—	1,066	—	—	—	—	—	750	(750)	(2)	(24,266)	(23,202)	(5,136)	(28,338)
At December 31, 2024	₱11,273	₱4,111	₱955	₱1,049	₱1,277	₱801	₱942	(₱28)	₱1,575	(₱682)	(₱13)	₱123,339	₱144,599	₱41,283	₱185,882



Equity Attributable to Equity Holders of the Parent Company

	Common Stock (Note 16)	Additional Paid-in Capital	Equity Reserve (Note 3)	Employee Stock Purchase Plan (Note 16)	Unrealized Fair Value Gains (Losses) on Financial Assets at FVOCI (Note 11)	Remeasure- ment Adjustments on Retirement and Other Post- Employment Liabilities (Note 26)	Share in Remeasure- ment Adjustments on Associates' Retirement Liabilities (Note 8)	Share in Other Comprehen- sive Income and Cumulative Translation Adjustments of Associates (Note 8)	Cumulative Translation Adjustments of Subsidiaries	Treasury Shares (Note 16)	Retained Earnings (Note 16)	Equity Attributable to Equity Holders of the Parent Company	Non- controlling Interests (Notes 3 and 6)	Total Equity
(Amounts in millions)														
At January 1, 2023	₱11,273	₱4,111	(₱111)	₱1,049	₱311	₱7,282	(₱16)	(₱30)	₱51	(₱11)	₱85,755	₱109,664	₱14,445	₱124,109
Net income	—	—	—	—	—	—	—	—	—	—	38,023	38,023	655	38,678
Other comprehensive income (loss)	—	—	—	—	179	(3,864)	(13)	337	1	—	—	(3,360)	—	(3,360)
Total comprehensive income (loss)	—	—	—	—	179	(3,864)	(13)	337	1	—	38,023	34,663	655	35,318
Dividends	—	—	—	—	—	—	—	—	—	—	(22,032)	(22,032)	(66)	(22,098)
Effect of consolidation of SP New Energy Corporation ("SPNEC")	—	—	—	—	—	—	—	—	—	—	—	—	30,382	30,382
Others	—	—	—	—	—	—	—	—	—	—	—	—	392	392
	—	—	—	—	—	—	—	—	—	—	(22,032)	(22,032)	30,708	8,676
At December 31, 2023 (As restated - Note 3)	₱11,273	₱4,111	(₱111)	₱1,049	₱490	₱3,418	(₱29)	₱307	₱52	(₱11)	₱101,746	₱122,295	₱45,808	₱168,103
At January 1, 2022	₱11,273	₱4,111	(₱116)	₱1,049	₱502	₱2,681	(₱25)	₱306	₱40	(₱11)	₱75,394	₱95,204	₱10,124	₱105,328
Net income	—	—	—	—	—	—	—	—	—	—	28,431	28,431	157	28,588
Other comprehensive income (loss)	—	—	—	—	(191)	4,601	9	(336)	11	—	—	4,094	—	4,094
Total comprehensive income (loss)	—	—	—	—	(191)	4,601	9	(336)	11	—	28,431	32,525	157	32,682
Dividends	—	—	—	—	—	—	—	—	—	—	(18,070)	(18,070)	(95)	(18,165)
Others	—	—	5	—	—	—	—	—	—	—	—	5	4,259	4,264
	—	—	5	—	—	—	—	—	—	—	(18,070)	(18,065)	4,164	(13,901)
At December 31, 2022	₱11,273	₱4,111	(₱111)	₱1,049	₱311	₱7,282	(₱16)	(₱30)	₱51	(₱11)	₱85,755	₱109,664	₱14,445	₱124,109

See accompanying Notes to Consolidated Financial Statements.



MANILA ELECTRIC COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Years Ended December 31		
	Note	2024	2023	2022
<i>(Amounts in millions)</i>				
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		₱56,684	₱46,789	₱35,236
Adjustments for:				
Depreciation and amortization	7, 9 and 10	17,529	16,625	16,031
Equity in net earnings of associates and joint ventures	8	(10,267)	(11,479)	(12,035)
Interest and other financial charges	17, 18 and 21	5,302	5,129	3,754
Interest and other financial income	11 and 12	(3,884)	(3,321)	(2,063)
Provision (reversal of provision) for impairment losses	7 and 8	(117)	(1,179)	2,601
Provision (reversal of provision) for probable losses and expenses from claims – net	2 and 29	2,627	791	(15,022)
Provision for expected credit losses (“ECL”)	8	1,821	998	2,548
Others		(141)	5	(592)
Operating income before working capital changes		69,554	54,358	30,458
Decrease (increase) in:				
Trade and other receivables		(31,336)	1,589	(15,083)
Inventories		(293)	(753)	(812)
Financial and other current assets		(1,721)	3,034	(4,100)
Increase (decrease) in:				
Trade payables and other current liabilities		10,565	(2,961)	18,253
Customers’ deposits		(753)	2,066	1,143
Customers’ refund		7	(59)	(24)
Long-term employee benefits		2,670	2,218	(1,336)
Cash generated from operations		48,693	59,492	28,499
Income tax paid		(6,683)	(1,518)	(3,317)
Net cash flows provided by operating activities		42,010	57,974	25,182
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to:				
Financial assets at <i>FVOCI</i>	11	(22,730)	(43,013)	(26,267)
Utility plant, generation plant and others	7	(39,150)	(24,800)	(33,663)
Intangible assets	10	(5,361)	(4,137)	(8,533)
Short-term investments		(1,060)	(2,482)	(2,784)
Debt securities at amortized cost	11	(247)	(1,058)	(18,587)
Investments in associates and interests in joint ventures	8	(2,095)	(13)	(504)
Investment properties	9	–	(2)	(3)
Proceeds from maturity of:				
Financial assets at <i>FVOCI</i>		23,161	43,039	30,396
Debt securities at amortized cost		7,710	20,761	22,707
Short-term investments		1,059	2,675	3,025
Acquisition of <i>SPNEC</i> – net of <i>SPNEC</i> ’s cash upon acquisition	3	–	(5,853)	–
Interest and other financial income received		3,900	3,120	2,033
Proceeds from disposal of utility plant, generation plant and others		194	7	914
Proceeds from cash flow hedge	16	2,238	–	–
Dividends received from associates and joint ventures		10,253	10,106	4,039
Increase in non-controlling interests		881	454	4,164
Decrease in financial and other noncurrent assets		2,484	2,765	982
Net cash provided by (used in) investing activities		(18,763)	1,569	(22,081)

(Forward)



Years Ended December 31				
	Note	2024	2023	2022
<i>(Amounts in millions)</i>				
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from availment of:				
Notes payable	21 and 33	₱7,742	₱1,331	₱2,920
Interest-bearing long-term financial liabilities	17 and 33	6,523	2,803	32,507
Payments of:				
Dividends	16 and 33	(23,823)	(21,691)	(16,890)
Interest-bearing long-term financial liabilities	17 and 33	(8,133)	(8,500)	(18,679)
Interest and other financial charges		(2,608)	(4,564)	(4,310)
Notes payable		(1,038)	(3,239)	(2,263)
Proceeds from disposal of non-controlling interests		—	—	6
Increase (decrease) in other noncurrent liabilities		(254)	1,255	4,433
Net cash used in financing activities		(21,591)	(32,605)	(2,276)
NET INCREASE IN CASH AND CASH EQUIVALENTS		1,656	26,938	825
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		82,789	55,832	55,007
EFFECT OF CHANGES IN FOREIGN EXCHANGE RATES ON CASH AND CASH EQUIVALENTS		35	19	—
CASH AND CASH EQUIVALENTS AT END OF YEAR	12	₱84,480	₱82,789	₱55,832

See accompanying Notes to Consolidated Financial Statements.



MANILA ELECTRIC COMPANY AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

The businesses of Manila Electric Company (“*MERALCO*”) and its subsidiaries (the “*MERALCO Group*”) consist of certain unregulated and regulated segments of the energy supply chain; engineering design services; construction and consulting services; payment fulfilment and bills collection services; after-the-meter and energy management services; insurance and reinsurance; electric mobility; and telecommunication and information technology services.

The regulated and unregulated segments of the energy supply chain of the *MERALCO Group* include electricity distribution, power generation, retail electricity supply (“*RES*”), and management of electric distribution facilities.

MERALCO holds a 25-year congressional franchise under Republic Act (“*RA*”) No. 9209 valid through June 28, 2028 to construct, operate, and maintain the electric distribution system in the cities and municipalities of Bulacan, Cavite, Metro Manila, and Rizal and certain cities, municipalities and barangays in the provinces of Batangas, Laguna, Pampanga, and Quezon. The Energy Regulatory Commission (“*ERC*”) granted *MERALCO* a consolidated Certificate of Public Convenience and Necessity (“*CPCN*”) for the operation of electric service within its franchise area, which shall be valid within the franchise period. On February 4, 2025, the Senate approved on third and final reading House Bill 10926 renewing *MERALCO*’s franchise for another 25 years starting 2028. This followed the same approval granted by the House of Representatives in November 2024 on the proposed measure. As at February 24, 2025, the consolidated bill is set to be enacted into law once endorsed to the Office of the President.

Clark Electric Distribution Corporation (“*Clark Electric*”), a 65%-owned subsidiary of *MERALCO* is a registered private distribution utility with a franchise granted by Clark Development Corporation (“*CDC*”) to own, operate and maintain the electric distribution system within the Clark Freeport Zone and the sub-zones. The *Clark Electric* franchise is valid through October 2047.

Through a 60%-owned subsidiary, Shin Clark Power Holdings, Inc. (“*Shin Clark*”), *MERALCO* together with a consortium, composed of Axia Power Holdings Philippines Corporation (a wholly-owned subsidiary of Marubeni Corporation), KPIC Netherlands BV [a wholly-owned subsidiary of the Kansai Electric Power, Inc. (“*Kansai*)], and Chubu Electric Power Co., Inc. (“*Chubu*)”, hold a 90% interest in Shin Clark Power Corporation (“*Shin Clark Power*”). *Shin Clark Power* is a company formed with Bases Conversion and Development Authority (“*BCDA*”) through a 25-year joint venture agreement to provide electricity distribution services within the New Clark City (“*NCC*”). *NCC* consists of a 9,450 hectare development within the Clark Special Economic Zone located in Capas and Bamban towns in the Tarlac province.

MERALCO also manages the electric distribution facilities of Pampanga Electric Cooperative II (“*PELCO II*”) through Comstech Integration Alliance, Inc. (“*Comstech*”) under a 25-year Investment Management Contract (“*IMC*”) until August 10, 2034 and that of the Cavite Economic Zone (“*CEZ*”) under a 25-year concession agreement with Philippine Economic Zone Authority (“*PEZA*”) until May 25, 2039.

MERALCO Group’s participation in *RES* is directly through the local *RES* units, *MPower* and *Cogent Energy*, and indirectly through affiliate *RES* entities, Vantage Energy Solutions and Management, Inc. (“*Vantage*”), MeridianX Inc. (“*MeridianX*”), Phoenix Power Solutions, Inc. (“*Phoenix Power*”) and Global Energy Supply Corporation (“*GESC*”). Clarion Energy Management Inc. (“*Clarion*”), a



wholly-owned subsidiary of *Clark Electric*, filed its application for a *RES* license with the *ERC* is awaiting issuance of license by the *ERC*.

MERALCO PowerGen Corporation (“*MGen*”) is MERALCO’s power generation investment vehicle. Global Business Power Corporation (“*GBPC*”), which has a total of 831 *MW* of coal and diesel capacities, is a wholly-owned subsidiary of *MGen*. Through *MGen Renewable Energy, Inc.* (“*MGreen*”), *MGen* owns, operates and engages in the development, construction and operation of solar-powered generation facilities. To date, it owns a total of 434 *MWac* of operating solar plant facilities. Through 53.7% stake in SP New Energy Corporation (“*SPNEC*”), *MGreen* is developing 3,500 *MW* (gross) solar facilities with a 4,000 *MWh* battery energy storage system. *MGen* also holds a combined 58% interest in PacificLight Power Pte Ltd. (“*PacificLight Power*”), which owns and operates a 2 x 400 *MW* liquefied natural gas (“*LNG*”) plant in Jurong Island, Singapore. *PacificLight Power* is developing a 100 *MW* of fast-start *LNG* plant due to commence operations in the second quarter of 2025.

MERALCO is owned directly by two (2) major shareholder groups, Metro Pacific Investments Corporation (“*Metro Pacific*”) and JG Summit Holdings, Inc. (“*JG Summit*”). As at December 31, 2024, *Metro Pacific* has combined direct equity interest in MERALCO and indirect ownership through its wholly-owned subsidiary, Beacon Electric Asset Holdings, Inc. *Metro Pacific*’s combined direct and indirect ownership interests in MERALCO totaled 47.46% while *JG Summit* has 26.37% direct ownership interest in MERALCO. The remaining 26.17% common shares are held by institutional investors and the public.

The shares of MERALCO are listed and traded in the Philippine Stock Exchange (“*PSE*”) with ticker symbol, *MER*.

The registered office address of MERALCO is Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City, Metro Manila, Philippines.

The consolidated financial statements were approved and authorized for issue by the Board of Directors (“*BOD*”) on February 24, 2025.

2. Rate Regulations

As distribution utilities (“*DUs*”), MERALCO, *Clark Electric* and *Shin Clark Power* are subject to the rate-making regulations and regulatory policies of the *ERC*. Billings of MERALCO, *Clark Electric* and *Shin Clark Power* to customers are itemized or “unbundled” into a number of bill components that reflect the various activities and costs incurred in providing electricity distribution services. The adjustment to each bill component is governed by mechanisms promulgated and enforced by the *ERC*, mainly: [i] the “Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities, as amended”, which govern the recovery of pass-through costs, including over- or under-recoveries of the bill components, namely, (a) generation charge, (b) transmission charge, (c) system loss (“*SL*”) charge, (d) lifeline and inter-class rate subsidies, and (e) local franchise and business taxes as modified by Rules on Recovery of Pass-Through Taxes (Real Property, Local Franchise, and Business Taxes) of Distribution Utilities; and [ii] the “Rules for the Setting of Distribution Wheeling Rates” (“*RDWR*”), as modified, which govern the determination of MERALCO’s distribution, supply, and metering charges.



The following is a discussion of matters related to rate-setting of *MERALCO* and *Clark Electric*:

Performance-Based Regulations (“PBR”)

MERALCO

MERALCO is among the Group A entrants to the *PBR*, together with two (2) other private *DUs*.

Rate-setting under *PBR* is governed by the *RDWR*. Under *PBR*, tariffs are set once every Regulatory Period (“*RP*”) based on a rate-setting framework which includes the required operating and capital expenditures as well as regulated return on the regulatory asset base (“*RAB*”) of each *DU*, to meet operational performance and service level requirements responsive to the need for adequate, reliable and quality power, efficient service, and growth of all customer classes in the franchise area as approved by the *ERC*. *PBR* also employs a mechanism that penalizes or rewards a *DU* depending on its network and service performance.

Rate filings and settings are done on a *RP* basis. One (1) *RP* consists of four (4) Regulatory Years (“*RYs*”). Each *RY* for *MERALCO* begins on July 1 and ends on June 30 of the following year.

Interim Average Rate beginning RY 2016

On July 10, 2015, the *ERC* provisionally approved an interim average rate (“*IAR*”) of ₱1.3810 per *kWh* (excluding efficiency adjustment) and the rate translation per customer class, which was reflected in the customer bills starting July 2015.

On July 13, 2022, *MERALCO* received the Decision of the *ERC* dated June 16, 2022 which approved a revised and final *IAR* of ₱1.3522 per *kWh* as the final distribution rate for the period from July 1, 2015 to June 30, 2022. The *ERC* likewise approved the corresponding distribution rate structure based thereon. *MERALCO* was authorized to continue implementing the *ERC*-approved *IAR* of ₱1.3522 per *kWh* until otherwise directed. *MERALCO* implemented the Decision beginning its August 2022 billing.

MERALCO recognized provisions for any resulting over-recoveries. The movements in and the balance of the “Other noncurrent liabilities” and “Trade payables and other current liabilities” accounts in the consolidated statements of financial position include these provisions, consistent with the limited disclosure as allowed in Philippine Financial Reporting Standards (“*PFRS*”) Accounting Standards as it may prejudice the position of *MERALCO*.

Regulatory Reset Costs

While *MERALCO* was implementing and billing its customers using the *ERC*-approved *IAR* of ₱1.3522, the *ERC* further ordered the refund of all regulatory reset costs approved, authorized and included in the *IAR*. The total amount of ₱263.9 million covering the *2RP* and *3RP*, or an equivalent of ₱0.0731 per *kWh*, has been fully refunded in July 2019.

On December 17, 2024 the *ERC* also ordered *MERALCO* to refund the collected regulatory reset costs, including interest, amounting to ₱987.2 million, subject to further verification by the *ERC*. *MERALCO* implemented a one-time refund of ₱0.226 per *kWh* in its February 2025 billing, as a separate line item in its electricity bill to customers, and *MERALCO* will no longer collect, as part of its distribution wheeling rate, the amount of ₱0.0023 per *kWh*, representing the regulatory reset experts costs. In a letter dated January 17, 2025, *MERALCO* wrote the *ERC* to ask for the basis for the



computations and basis for the refund. As at February 24, 2025, the *ERC* has yet to reply to *MERALCO*'s letter.

See *Note 20 – Customers' Refund*.

Distribution Rate True-Up ("DRTU") Applications

The *ERC* has issued Orders for the *DRTU* refunds totalling to ₱48,247 million which were implemented starting 2021 and were fully refunded to the customers in May 2023 billing. This resulted in an excess refund of ₱862 million, which was reported to the *ERC* in June 2023, with proposed recovery mechanism. As at February 24, 2025, the *ERC* has not responded to *MERALCO*'s letter.

Several intervenors have filed petitions before the Court of Appeals ("CA") and the Supreme Court ("SC") questioning the decision approving certain *DRTU* refund application. As at February 24, 2025, the petitions are pending before the *CA* and *SC*.

Capital Expenditure ("CAPEX")

Absent the final rules governing the 4th *RP* and 5th *RP* rate-setting, *MERALCO* filed its applications for approval of authority to implement its *CAPEX* program for each of the *RYs* beginning July 1, 2015 until June 30, 2022. This is consistent with the provisions of Section 20(b) of Commonwealth Act No. 146, as amended, otherwise known as the Public Service Act.

Except with respect to partial approval by the *ERC* of the *RY* 2016 *CAPEX* amounting to ₱15,466 million and provisional authority granted by the *ERC* to implement certain projects for *RY* 2017 amounting to ₱8,758 million, all other applications remain pending with the *ERC*. As at February 24, 2025, *MERALCO* is awaiting the final resolution and approval of the *ERC*.

Pending *ERC*'s approval, *MERALCO* manifested several projects as "urgent" or "emergency in nature" and proceeded with the implementation of said *CAPEX*.

Regulatory Reset Process Application

After a series of resolutions, Omnibus Motions and Motions for Reconsideration by parties of interest, the *ERC* issued Resolution No. 17, Series of 2024, effective beginning January 3, 2025, modifying the 2021 *RDWR*, which clarified the coverage of the Lapsed Period of *MERALCO* to be from July 1, 2015 to June 30, 2025, and directed *MERALCO* to submit a reset application for the new *SRP* (July 1, 2025 to June 30, 2029), not later than 30 days from effectivity of rules. *MERALCO* filed its reset application for the new *SRP* on February 7, 2025. Hearings at the *ERC* have been scheduled starting March 3, 2025.

In the meantime, in compliance with an Order of the *ERC* dated December 17, 2024, *MERALCO* filed an application for the confirmation of the true-up calculation of the *AWAT* for the period July 1, 2022 to December 31, 2024. A separate or supplemental application for the period January 1, 2025 to June 30, 2025 shall be filed once the actual weighted average rates are determined for the said period. Hearings at the *ERC* have been scheduled starting February 28, 2025.

Clark Electric

Clark Electric is among the six (6) Group D entrants to the *PBR*. Similar to *MERALCO*, it is subject to operational performance and service level requirements approved by the *ERC*. A *RY* for *Clark Electric* begins on October 1 and ends on September 30 of the following year.



PBR Reset for Clark Electric

Pending the issuance by the *ERC* of the final rules to govern the reset of Group D entrants, *Clark Electric* continued to bill its customers using the last approved *MAP* for *RY* 2015. Similarly, *Clark Electric* filed and manifested as urgent its *CAPEX* requirements with the *ERC* to be able to implement such projects immediately. As at February 24, 2025, the applications remain pending with the *ERC*.

Clark Electric recognized provisions for any resulting over-recoveries. The movements in and the balance of the “Provisions” account in the consolidated statements of financial position include these provisions, consistent with the limited disclosure as allowed in *PFRS* Accounting Standards as it may prejudice the position of *Clark Electric*.

SC Decision on Unbundling Rate Case

On May 30, 2003, the *ERC* issued an Order approving *MERALCO*’s unbundled tariffs that resulted in a total increase of ₱0.17 per *kWh* over the May 2003 tariff levels. The Order was elevated by certain consumer and civil society groups before the *CA* which set aside the *ERC*’s ruling on *MERALCO*’s rate unbundling and remanded the case to the *ERC*. Further, the *CA* opined that the *ERC* should have asked the Commission on Audit (“*COA*”) to audit the books of *MERALCO*.

In an En Banc decision promulgated on December 6, 2006, the *SC* set aside and reversed the *CA* ruling saying that a *COA* audit was not a prerequisite in the determination of a utility’s rates. However, the *SC* directed the *ERC* to request *COA*’s assistance to undertake a complete audit of the books, records and accounts of *MERALCO*. The *COA* audit, which began in September 2008, was completed with the submission of the *ERC* of its report on November 12, 2009.

On June 21, 2011, the *ERC* maintained and affirmed its findings and conclusions in its Decision dated March 20, 2003 and Order dated May 30, 2003. The *ERC* stated that the *COA* recommendation to apply disallowances under *PBR* to rate unbundling violates the principle against retroactive rate-making. In a Decision dated February 29, 2016, the *CA* dismissed the Petition for Review and affirmed the Orders dated June 21, 2011 and February 4, 2013 of the *ERC*. The motion for reconsideration filed by the intervenors was denied by the *CA* through a Resolution dated August 8, 2016.

On October 11, 2016, *MERALCO* received a Petition for Review on Certiorari filed by the intervenors before the *SC* appealing the dismissal of its Petition. On November 13, 2019, *MERALCO* received a Decision dated October 8, 2019 partially granting the Petition filed by *NASECORE*, which among other things, (i) voided the adoption by the *ERC* of the current or replacement cost in the valuation of *MERALCO*’s *RAB*; and (ii) remanded the case to the *ERC* to determine, within 90 days from finality of the Decision: (1) the valuation of the *RAB* of *MERALCO*; and (2) the parameters whether expenses that are not directly and entirely related to the operation of a *DU* shall be passed on wholly or partially to consumers.

MERALCO, the other *DUs* and the *ERC* filed their respective motions for reconsideration which are pending before the *SC*. Two (2) additional *DUs* filed their respective Motions for Leave to intervene and to file their motions for reconsideration. As at February 24, 2025, the case is pending before the *SC*.



Applications for the Confirmation of Under- or Over-recoveries of Pass-through Charges

MERALCO

The *ERC* issued resolutions to govern the recovery of pass-through costs, including under- or over-recoveries with respect to the following bill components: generation charge, transmission charge, *SL* charge, lifeline and inter-class rate subsidies, senior citizen discounts, local franchise and business taxes, including the timelines for *DUs* to file their respective application and post-verification.

On various dates, the *ERC* provisionally approved *MERALCO*'s applications for net over-recoveries of generation, transmission, net lifeline subsidy, *SL* and net senior citizens discount totalling ₱657.4 million (February 2011 to October 2013) and ₱6,927 million (January 2014 to December 2016). As at February 24, 2025, hearings are still ongoing.

Separately, *MERALCO* also filed for recovery of net under-recoveries of generation charge for special programs of ₱250.7 million, excluding carrying charges, covering the period March 2007 to December 2011. As at February 24, 2025, the *ERC* has not acted on such application.

On June 1, 2023, *MERALCO* filed an application with the *ERC* to confirm its net generation charge under-recoveries of ₱6,413 million, net transmission charge under-recoveries of ₱607 million, net lifeline subsidy over-recoveries of ₱1 million, net *SL* under-recoveries of ₱764 million and net senior citizen discount over-recoveries of ₱3 million from January 2020 to December 2022, and net real property tax ("*RPT*") under-recoveries of ₱229 million and net local franchise tax ("*LFT*") over-recoveries of ₱27 million from January 2021 to December 2022. Initial hearings were conducted.

In the Decision dated March 8, 2023, received by *MERALCO* on August 29, 2023, which approved the termination of the Power Supply Agreement ("*PSA*") between *MERALCO* and Panay Energy Development Corporation ("*PEDC*"), it was directed that the recovery of *PEDC*'s actual fuel losses due to Change in Circumstances ("*CIC*") from April 2 to September 25, 2022, amounting to ₱884 million, be included in the *ERC*'s evaluation of *MERALCO*'s true-up confirmation.

In compliance therewith, *MERALCO* filed a Motion for Leave to Admit Attached Supplemental Application with the *ERC* on October 3, 2023. The Supplemental Application prayed that *MERALCO* be allowed to recover the additional amount of ₱884 million pertaining to the recovery of the *CIC* claims of *PEDC*. As at February 24, 2025, the *ERC* has yet to act on *MERALCO*'s motion.

Clark Electric

Clark Electric filed an application for the approval of the calculations for the Automatic Cost Adjustment and True-up Mechanism for generation, transmission and *SL* rates on April 1, 2014 covering the period January 2011 to December 2013 in conformity with the *ERC* resolutions. After a clarificatory meeting with the *ERC*, *Clark Electric* filed a Manifestation for the implementation of the January 2017 *ERC* Decision starting in its March 2022 billing. The Other Transmission Cost Adjustment ("*OTCA*") and Other Generation Rate Adjustment ("*OGA*") were fully refunded and the Other System Loss Cost Adjustment ("*OSLA*") was fully collected in April 2023.

On May 31, 2023, *Clark Electric* filed its True-up Application covering the years 2020-2022 with the *ERC*. Hearings were conducted on August 24 and 31, 2023. As at February 24, 2025, the application remains pending with the *ERC*.



Application for Approval of the Staggered Recovery and Payment of the Differential Generation Charge for February 2017 Supply

On January 31, 2017, *MERALCO* filed an Application seeking the *ERC*'s approval of the staggered recovery and payment scheme for the generation charge for the February 2017 supply month to mitigate the impact of scheduled outages and maintenance of certain generation power plants. On March 6, 2017, the *ERC* provisionally approved the recovery of the incremental fuel cost through a staggered scheme. The incremental fuel cost was included in the March 2017 until May 2017 billings to customers. As at February 24, 2025, the *ERC* has not issued its final decision.

Application for the Recovery of Differential Generation Costs

On February 17, 2014, *MERALCO* filed for the recovery of the unbilled generation costs for December 2013 supply month amounting to ₱11,075 million. An amended application was filed on March 25, 2014 to adjust the unbilled generation costs for recovery to ₱1,310 million, following the receipt of the Wholesale Electricity Spot Market ("*WESM*") billing adjustments based on regulated Luzon *WESM* prices. The *ERC* suspended the proceedings, pending resolution of related cases at the *SC* involving generation costs for the November and December 2013 supply months and the regulated *WESM* prices for the said period.

In a Decision dated August 3, 2021, the *SC* voided the March 3, 2014 Order of the *ERC* which imposed regulated *WESM* prices for the November and December 2013 supply months. The Decision is now final and executory and entry of judgement has been issued by the *SC*. In a letter dated September 25, 2023, *MERALCO* wrote the *ERC* on its proposed recovery mechanism for the November and December 2013 supply months as a result of the Decision. As directed by the *ERC*, *MERALCO* and the Independent Electricity Market Operator ("*IEMOP*") have completed the reconciliation of the final amount to be recovered, and have sent a joint letter dated March 12, 2024 to the *ERC*. As at February 24, 2025, the same is pending with the *ERC*.

Deferred Purchase Price Adjustment

On October 12, 2009, the *ERC* released its findings on *MERALCO*'s implementation of the collection of the approved pass-through cost under-recoveries for the period June 2003 to January 2007. The *ERC* directed *MERALCO* to refund to its customers ₱268 million of deferred purchased power adjustment ("*PPA*") transmission line costs related to Quezon Power (Philippines) Limited Company ("*QPPL*") and deferred accounting adjustments incurred along with ₱184 million in carrying charges, or an equivalent ₱0.0169 per *kWh*. *MERALCO* implemented the refund beginning November 2009 until September 2010. However, the *ERC* did not rule on *MERALCO*'s deferred *PPA* under-recoveries of ₱106 million, which is not a transmission line fee. On November 4, 2009, *MERALCO* filed an *MR* with the *ERC*. As at February 24, 2025, the *MR* is still pending resolution by the *ERC*.



Applications for Recovery of LFT

MERALCO has filed distinct applications with request for provisional authority to implement new *LFT* rates based on Ordinances from the cities of Manila, Quezon, Binan, Makati, Valenzuela, Taguig and Pasig. Some hearings have been completed and are awaiting final approval. Applications for recovery of taxes paid have been filed and pending decision of the *ERC*.

The *ERC* Resolution No. 2, Series of 2021, “Rules on Recovery of Pass-Through Taxes (Real Property, Local Franchise, and Business Taxes)”, approved the recovery of *RPT*, *LFT* and Business Taxes as pass-through charges and therefore excluded the same among the financial building blocks in the annual revenue requirement of the *PBR*. In compliance therewith, recovery of *LFT* after 2021 is on a pass-through basis.

SC Decision on the ₱0.167 per kWh Refund

Following the *SC*’s final ruling that directed *MERALCO* to refund affected customers ₱0.167 per *kWh* for billings made from February 1994 to April 2003, the *ERC* approved the release of the refund in four (4) phases. On December 18, 2015, *MERALCO* filed a Motion seeking the *ERC*’s approval for the continuation of the implementation of the refund to eligible accounts or customers under Phases I to IV, three (3) years from January 1, 2016 or until December 31, 2018. In said Motion, *MERALCO* likewise manifested to the *ERC* that, in order to give eligible customers, the opportunity to claim their refund, and, so as not to disrupt the *SC* Refund process, *MERALCO* shall continue implementing the refund even after the December 2015 deadline, until and unless the *ERC* directs otherwise. In its Order dated December 18, 2019, the *ERC* granted *MERALCO*’s Motion and authorized *MERALCO* to continue with the implementation of the *SC* Refund to eligible accounts or customers under Phases I to IV until June 30, 2019 and submit a proposed scheme on how the unclaimed refund will be utilized for purposes of reducing the distribution rates of customers. On February 18, 2019, *MERALCO* filed a Partial Compliance with Manifestation and Motion. On March 8, 2019, *MERALCO* filed a Compliance with Manifestation and Motion.

On July 12, 2019, *MERALCO* filed its Compliance with Manifestation informing the *ERC* that on July 1, 2019, *MERALCO* deposited all the unclaimed amounts of the *SC* Refund as of June 30, 2019 in an interest-bearing bank account. *MERALCO* further manifested in said Compliance that it shall continue with the processing of the refund claims of eligible customers and should the refund claims of these customers be evaluated to be valid, *MERALCO* shall, for the benefit of the customers, withdraw the refund amount from the bank account, release the same to the concerned customers and accordingly inform the *ERC* of the refunds paid. On September 10, 2019, *MERALCO* filed an Urgent Manifestation and Motion with respect to the Order dated December 19, 2018 of the *ERC*. The *ERC* has yet to rule on the Urgent Manifestation and Motion by *MERALCO*. In its letter dated July 23, 2020, *MERALCO* informed the *ERC* of the updated balance of the *SC* Refund. *MERALCO* continues to process the refund claims of eligible customers.

An *ERC*-ordered audit of the *SC* Refund process and balance was performed by an independent firm of accountants in 2021. As at February 24, 2025, there has been no further action from the *ERC*.

See Note 20 – Customers’ Refund.



3. Statement of Compliance and Basis of Consolidation

Statement of Compliance

The consolidated financial statements of *MERALCO* and its subsidiaries have been prepared in compliance with *PFRS* Accounting Standards.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of *MERALCO* and its directly and indirectly owned subsidiaries, collectively referred to as the *MERALCO Group*. The following table presents such subsidiaries and the respective percentage of ownership:

Subsidiaries	Place of Incorporation	Principal Business Activity	2024		2023	
			Percentage of Ownership		Percentage of Ownership	
			Direct	Indirect	Direct	Indirect
Corporate Information Solutions, Inc. (“ <i>CIS</i> ”)	Philippines	e-Transactions	100	—	100	—
<i>Bayad</i> ¹	Philippines	Bills payment collection	5	87.75	—	95
Customer Frontline Solutions, Inc. (“ <i>CFSF</i> ”) ¹	Philippines	Teller services	—	100	—	95
Meralco Energy, Inc. (“ <i>MServ</i> ”)	Philippines	Energy systems management	100	—	100	—
eMeralco Ventures, Inc. (“ <i>e-MVT</i> ”)	Philippines	e-Business development	100	—	100	—
		Information technology				
Paragon Vertical Corporation (“ <i>Paragon</i> ”)	Philippines	(“ <i>IT</i> ”) and multi-media services	—	100	—	100
<i>Radius</i> ²	Philippines	Telecommunication services	—	65.1	—	100
		Development of power generation plants				
<i>MGen</i>	Philippines		100	—	100	—
Calamba Aero Power Corporation ³	Philippines	Power generation	—	100	—	100
Atimonan Land Ventures Development Corporation	Philippines	Real estate	—	100	—	100
Atimonan One Energy, Inc. (“ <i>AIE</i> ”) ³	Philippines	Power generation	—	100	—	100
MPG Mauban LP Corporation	Philippines	Holding company	—	100	—	—
MPG Holdings Phils., Inc.	Philippines	Holding company	—	100	—	100
	British Virgin Islands					
MPG Asia Limited (“ <i>MPG Asia</i> ”)	Islands	Holding company	—	100	—	100
<i>Solvre</i> , Inc. ³	Philippines	Retail electricity supplier	—	100	—	100
<i>MGreen</i>	Philippines	Renewable energy	—	100	—	100
LagunaSol Corporation (“ <i>LagunaSol</i> ”) ³	Philippines	Renewable energy	—	100	—	100
Greentech Solar Energy, Inc. (“ <i>GSEI</i> ”)	Philippines	Renewable energy	—	100	—	100
MGreen International Limited (“ <i>MGreen International</i> ”)	British Virgin Islands	Holding company	—	100	—	100
Nortesol III Inc. (“ <i>NorteSol</i> ”) ³	Philippines	Renewable energy	—	70	—	70
Powersource First Bulacan Solar, Inc. (“ <i>First Bulacan</i> ”)	Philippines	Renewable energy	—	60	—	60
CACI Power Corporation	Philippines	Power generation	—	60	—	60
PH Renewables Inc. (“ <i>PHRI</i> ”)	Philippines	Power generation	—	60	—	60
Greenery For Global Inc. (“ <i>Greenery</i> ”) ⁸	Philippines	Renewable energy	—	98.16	—	57
		Development of power generation plants				
<i>SPNEC</i> ⁵	Philippines		—	53.7	—	50.5
Terra Nueva, Inc. (“ <i>TNP</i> ”)	Philippines	Real estate	—	53.7	—	50.5
Solar Philippines Tarlac Corporation (“ <i>Solar Philippines Tarlac</i> ”)	Philippines	Renewable energy	—	53.7	—	50.5
Terra Solar Philippines, Inc. (“ <i>Terra Solar</i> ”)	Philippines	Renewable energy	—	53.7	—	50.5



Subsidiaries	Place of Incorporation	Principal Business Activity	2024		2023	
			Percentage of Ownership			
			Direct	Indirect	Direct	Indirect
Solar Philippines Calatagan Corporation (“ <i>Solar Philippines Calatagan</i> ”)	Philippines	Renewable energy	—	33.3	—	34.3
SP Holdings, Inc.	Philippines	Holding company	—	53.7	—	50.5
<i>GBPC</i>	Philippines	Holding company	—	100	—	100
ARB Power Ventures, Inc.	Philippines	Holding company	—	100	—	100
Toledo Power Company (“ <i>TPC</i> ”)	Philippines	Power generation	—	100	—	100
Toledo Holdings Corporation	Philippines	Real estate	—	100	—	100
Global Trade Energy Resources Corp.	Philippines	Trading of coal	—	100	—	100
GBH Power Resources, Inc.	Philippines	Power generation	—	100	—	100
<i>GESC</i>	Philippines	Retail electricity supplier	—	100	—	100
Mindanao Energy Development Corporation	Philippines	Power generation	—	100	—	100
Global Hydro Power Corporation	Philippines	Power generation	—	100	—	100
Global Renewable Power Corporation	Philippines	Renewable energy	—	100	—	100
Panay Power Holdings Corporation	Philippines	Holding company	—	89	—	89
<i>PEDC</i>	Philippines	Power generation	—	89	—	89
Panay Power Corporation	Philippines	Power generation	—	89	—	89
Global Formosa Power Holdings, Inc.	Philippines	Holding company	—	93	—	93
Cebu Energy Development Corporation (“ <i>CEDC</i> ”)	Philippines	Power generation	—	52	—	52
Global Luzon Energy Development Corporation (“ <i>GLEDC</i> ”)	Philippines	Power generation	—	57	—	57
Lunar Power Core, Inc.	Philippines	Holding company	—	57	—	57
MGen Gas Energy Holdings, Inc. (“ <i>MGas</i> ”)	Philippines	Holding company	—	100	—	—
MSpectrum, Inc. (“ <i>Spectrum</i> ”)	Philippines	Renewable energy	100	—	100	—
<i>Vantage</i>	Philippines	Retail electricity supplier	100	—	100	—
Meralco Financial Services Corporation (“ <i>Finserve</i> ”)	Philippines	Property management and leasing	100	—	100	—
Lighthouse Overseas Insurance Limited (“ <i>LOIL</i> ”)	Bermuda	Insurance	100	—	100	—
MRAIL, Inc. (“ <i>MRail</i> ”)	Philippines	Engineering, construction and maintenance of mass transit system	100	—	100	—
<i>Phoenix Power</i> ³	Philippines	Retail electricity supplier	100	—	100	—
Movem Electric, Inc. (“ <i>Movem</i> ”)	Philippines	Maintenance and operation of transport service networks	100	—	100	—
Meralco Industrial Engineering Services Corporation (“ <i>MIESCOR</i> ”) ⁴	Philippines	Engineering, construction and consulting services	100	—	100	—
Miescor Builders Inc. (“ <i>MBI</i> ”)	Philippines	Electric transmission and distribution operation and maintenance services	—	100	—	100
Miescor Logistics Inc. (“ <i>MLP</i> ”)	Philippines	General services, manpower/maintenance	—	100	—	100
<i>MIDC</i> ⁶	Philippines	Construction and leasing of communication towers and other infrastructure	—	—	—	51
<i>Clark Electric</i>	Philippines	Power distribution	65	—	65	—
<i>Clarion</i> ²	Philippines	Retail electricity supplier	—	65	—	65
<i>Comstech</i>	Philippines	Management of power distribution	60	—	60	—
<i>MeridianX</i>	Philippines	Retail electricity supplier	—	60	—	60
Greater Pampanga Power Corp. ³	Philippines	Power distribution	—	60	—	60
Meridian Power Ventures Limited (“ <i>MPV Limited</i> ”) ³	Hongkong	Investment holdings	100	—	100	—



Subsidiaries	Place of Incorporation	Principal Business Activity	2024		2023	
			Percentage of Ownership			
			Direct	Indirect	Direct	Indirect
<i>Shin Clark</i>	Philippines	Holding company	60	–	60	–
<i>Shin Clark Power</i>	Philippines	Power distribution	–	54	–	54

¹ On July 31, 2024, CIS has agreed to sell 10% of its equity interest in Bayad to Kayana Solutions, Inc [("Kayana"), formerly Limitless Growth Ventures Inc.]. On December 2, 2024, MERALCO acquired 5% equity interest of Densan System Co., Ltd ("Densan") in Bayad and CFSI.

² On April 30, 2024, PLDT, Inc. ("PLDT") subscribed to 2,491,516 common shares of Radius, representing 34.9% equity interest.

³ Has not started commercial operations.

⁴ MIESCOR Retirement Fund has less than 1% equity interest in MIESCOR.

⁵ The Option Agreement between MGen, SPNEC and Solar Philippines Power Project Holdings, Inc. ("SP Holdings") gives SPNEC an option to transfer some or all of the subsidiaries to SP Holdings but in any case, excluding SPNEC, SPTC, SPCC, TNI and Terra Solar. In January 2024, MGreen acquired additional 2.17 billion shares of SPNEC, resulting in 53.7% equity interest, consisting of 17.9 million common shares and 19.4 million redeemable voting preferred shares,

⁶ In September 2024, MIESCOR entered into a Multi-party Share Swap Agreement which resulted in a reduction of MIESCOR's equity interest in MIDC from 51% to 25.56%.

⁷ Incorporated on February 5, 2024.

⁸ On March 26, 2024, MGreen infused additional P96.9 million in CACI which was used to return the capital of Mit-Renewables Philippines Corporation for its 40% proportionate share in Greenergy. As a result, MGreen's effective ownership increased to 98.16%.

The *MERALCO Group* controls an investee if and only if it has (a) power over the investee; (b) exposure or rights, to variable returns from its involvement with the investee; and (c) the ability to use its power over the investee to affect its returns.

When the *MERALCO Group* has less than majority of the voting or similar rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee, including (a) the contractual arrangement with the other vote holders of the investee; (b) rights arising from other contractual arrangements; and (c) the *MERALCO Group's* voting rights and potential voting rights.

The *MERALCO Group* re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one (1) or more of the three (3) elements of control. Consolidation of a subsidiary begins when the *MERALCO Group* obtains control over the subsidiary and ceases when it loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date it gains control until the date it ceases to control the subsidiary.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events with similar circumstances. All intra-group balances, income and expenses, unrealized gains and losses and dividends resulting from intra-group transactions are eliminated in full.

Non-controlling interests represent the portion of profit or loss and net assets of subsidiaries not attributed, directly or indirectly, to *MERALCO*.

Non-controlling interests account is presented separately in the consolidated statement of income, consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to equity holders of the parent company.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if such results in a deficit.



A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction. In transactions where the non-controlling interest is acquired or sold without loss of control, any excess or deficit of consideration paid over the carrying amount of the non-controlling interest is recognized as part of “Equity reserve” account in the equity attributable to the equity holders of the parent company in the consolidated statement of financial position.

If the *MERALCO Group* loses control over a subsidiary, it: (a) derecognizes the assets (including goodwill) and liabilities of the subsidiary; (b) derecognizes the carrying amount of any non-controlling interest; (c) derecognizes the cumulative translation adjustments deferred in equity; (d) derecognizes the equity reserve attributable to the change in ownership of the subsidiary without loss of control; (e) recognizes the fair value of the consideration received; (f) recognizes the fair value of any investment retained; (g) recognizes any surplus or deficit in profit or loss; and (h) reclassifies *MERALCO*’s share of components previously recognized in the consolidated statement of comprehensive income to the consolidated statement of income.

Business Combination

On October 12, 2023, *MGreen* executed an Option Agreement together with *SP Holdings*, then parent company of *SPNEC*, and *SPNEC*, to secure a right to subscribe to common and redeemable voting preferred shares of *SPNEC* for a total consideration of ₱15.9 billion.

On the same date, a Put Option Agreement was executed by and among *MGreen*, *SP Holdings* and *SPNEC*, covering *MGreen*’s grant to *SP Holdings* of an option to require *MGreen* to purchase 8.0 million common shares at the price of ₱1.15 per share (the “Put Option Price”), for a total price of up to ₱9.2 billion. The Put Option Agreement also includes additional put option price equivalent to ₱0.10 per share or ₱800.0 million, subject to certain conditions.

On December 27, 2023, *MGreen* acquired 50.5% voting equity interest of *SPNEC* upon full payment of its subscription of common shares and redeemable voting preferred shares under the foregoing agreements.

The purchase consideration included the value of certain entities which may be transferred back to *SP Holdings* at the option of *SPNEC*.

The details of the purchase consideration are as follows:

	Amounts in millions (As restated)
Cash paid	₱15,894
Liabilities related to Put Option Agreement	12,006
Total purchase consideration	₱27,900

The assets and liabilities of *SPNEC* recognized in the consolidated statements of financial position as at December 31, 2024 and 2023 included those which were based on their fair values as at the acquisition date.



The fair values of the assets and liabilities of *SPNEC* as at the date of acquisition are as follows:

	As previously reported	As restated
Generation plant and others	₱20,001	₱22,603
Deposits for land acquisition	3,696	3,397
Intangible assets	29,347	29,630
Deferred tax assets	10	5
Other noncurrent assets	583	531
Cash and cash equivalents	10,041	10,041
Trade and other receivables	415	290
Inventories	75	25
Other current assets	706	744
Interest-bearing long-term financial liabilities	(3,097)	(3,097)
Deferred tax liabilities	(3,532)	(4,686)
Other noncurrent liabilities	(477)	(480)
Trade and other payables	(453)	(483)
Other current liabilities	(617)	(238)
Net identifiable assets	56,698	58,282
Less: Non-controlling interests	3,034	3,034
Net assets	₱53,664	55,248
Equity interest acquired	50.5%	50.5%
Net assets acquired	₱27,100	₱27,900

MERALCO elected to measure the non-controlling interest in the acquiree at the proportionate share of its interest of the latter's identifiable net assets.

In January 2024, *MGreen* acquired additional 2.17 billion shares of *SPNEC*, resulting in 53.7% equity interest, consisting of 17.9 million common shares and 19.4 million redeemable voting preferred shares.

On September 3, 2024, *SPNEC* exercised its put option and executed a Deed of Absolute Sale of Shares with *SP Holdings* to sell its shares in certain entities for ₱80.0 million. Consequently, *SPNEC* derecognized in its financial statements the related assets, liabilities, non-controlling interests and equity reserve of these entities with net amount of ₱176.0 million and recognized a loss of ₱96.0 million.

Changes in Ownership

MIDC

On March 1, 2024, *MIESCOR* entered into a Multi-Party Share Swap Agreement with Connect Infrastructure (Philippines) Pte. Limited ("*Connect*"), PTCI Holdings Pte. Ltd. ("*PHPL*"), and Pylon Holdings Corp. ("*Pylon*"). Under the agreement, the shareholders of *MIDC* and *PhilTower Consortium, Inc.* ("*PhilTower*") (collectively referred to as the "*TowerCos*") shall transfer their respective ownerships in the *TowerCos* to Pylon. After the swap, *MIESCOR* owns 35.6% of *Pylon* with *Pylon* owning 100% each of *MIDC* and *PhilTower*. As a result, *MIESCOR* lost its power to govern the financial and operating policies of *MIDC* with the reduction in the voting rights at meetings of the Board of Directors. Accordingly, upon approval by the Philippine Competition Commission ("*PCC*") and the Securities and Exchange Commission ("*SEC*"), and completion of other conditions of the transaction on September 13, 2024, *MIESCOR* derecognized in its financial statements the related assets, liabilities and non-controlling interests of *MIDC*, and recognized an



investment in *Pylon* equivalent to the carrying amount of its investment in *MIDC*. No gain or loss was recognized as a result of the transaction.

Derecognized assets, liabilities and non-controlling interests of *MIDC* are as follows:

	Amounts in millions
Property and equipment	₱8,088
Intangible assets	15,092
Other noncurrent assets	53
Cash and cash equivalents	465
Trade and other receivables	912
Inventories	974
Other current assets	3,285
Interest-bearing long-term financial liabilities	(9,749)
Trade and other payables	(5,710)
Net identifiable assets	13,410
Less: Non-controlling interests	6,571
Net assets	₱6,839

Radius

On April 30, 2024, *PLDT* subscribed to 2,491,516 common shares of *Radius*, representing 34.9% equity interest for ₱2.1 billion. As a result, *MERALCO* recognized a non-controlling interest and equity reserve of ₱1.0 billion and ₱1.1 billion, respectively, as it retained majority of voting rights in *Radius*.

Bayad

On July 31, 2024, *CIS* sold 10% equity interest in *Bayad* to *Kayana* for ₱320.0 million. *MERALCO* recognized a non-controlling interest and equity reserve of ₱35.8 million and ₱237.6 million, respectively, as it retained majority of voting rights in *Bayad*.

On December 9, 2024, *Densan* sold its 5% equity interest in *Bayad* and *CFSI* for ₱241.5 million to *MERALCO*. Consequently, *MERALCO* recognized a reduction in non-controlling interest and equity reserve of ₱19.9 million and ₱221.6 million, respectively.

4. Material Accounting Policies, Changes and Improvements

Changes in Accounting Policies and Disclosures

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

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



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

The amendments clarify:

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

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

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

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

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

The amendments have no material impact on the consolidated financial statements of the *MERALCO Group*.

Pronouncements issued but not yet effective are listed below. The *MERALCO Group* intends to adopt the following pronouncements when they become effective. Adoption of these pronouncements is not expected to have a significant impact on the *MERALCO Group*'s consolidated financial statements unless otherwise indicated.

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

Effective beginning on or after January 1, 2027

- *PFRS 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*

Material Accounting Policies

The principal accounting policies adopted in the preparation of the consolidated financial statements are as follows:

Utility Plant, Generation Plant and Others

Utility plant, generation plant and others, except land, are stated at cost, net of accumulated depreciation, amortization and impairment losses, if any. Cost includes the cost of replacing part of such utility plant, generation plant and other properties when such cost is incurred, if the recognition criteria are met. All other repair and maintenance costs are charged to operating expenses as incurred in the consolidated statement of income. The present value of the expected cost for the decommissioning of the asset after use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Land is stated at cost less any impairment in value.

The *MERALCO Group's* utility plant, generation plant and others acquired before January 1, 2004 are stated at deemed cost. The revalued amount recorded as at January 1, 2004 was adopted as deemed cost as allowed by the transition provisions of *PFRS 1*. The balance of revaluation increment was closed to the retained earnings account.

See *Note 16 – Equity* for the related discussion.

Depreciation and amortization of utility plant, generation plant and others are computed using the straight-line method over the following estimated useful lives:

Asset Type	Estimated Useful Lives
Subtransmission and distribution	10-40 years, depending on the life of the significant parts
Power plant machinery and equipment	3-25 years
Buildings and improvements	15-40 years
Data transmission cables and communication equipment	5-15 years
Office furniture, fixtures and other equipment	5-20 years
Transportation equipment	5-10 years
Others [(include right-of-use (“ <i>ROU</i> ”) assets]	2-45 years

An item of utility plant, generation plant and others is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising as a result of the derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of income in the year the asset is derecognized.

The asset's residual values, useful lives and methods of depreciation and amortization are reviewed, and adjusted prospectively, if appropriate, at each reporting year to ensure that the residual values,



periods and methods of depreciation and amortization are consistent with the expected pattern of economic benefits from items of utility plant, generation plant and others.

Construction in Progress

Construction in progress is stated at cost, which includes cost of construction, plant and equipment, capitalized borrowing costs and other direct costs. Construction in progress is not depreciated until such time that the relevant assets are substantially completed and available for their intended use.

Borrowing Costs

Borrowing costs are capitalized if they are directly attributable to the acquisition, construction or production of a qualifying asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. Capitalization of borrowing costs commences when the activities necessary to prepare the qualifying asset for its intended use or sale have been undertaken and expenditures and borrowing costs have been incurred. Borrowing costs are capitalized until the asset is substantially completed and available for its intended use.

Borrowing costs include interest charges and other costs incurred in connection with the borrowing of funds, as well as any exchange differences arising from any foreign currency denominated borrowings used to finance the projects, to the extent that they are regarded as an adjustment to interest costs.

All other borrowing costs are expensed as incurred.

Investments in Associates and Interests in Joint Ventures

An associate is an entity where *MERALCO Group* has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but has no control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

Investments in associates and interests in joint ventures are accounted for using the equity method of accounting and are initially recognized at cost.

Under the equity method, the investment in an associate or interest in a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

If its share in losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture, the *MERALCO Group* discontinues recognizing its share of further losses. The interest in an associate or joint venture is the carrying amount of the investment or joint venture determined using the equity method together with any long-term interest that in substance forms part of the



MERALCO Group's net investment in associate or joint venture. After the *MERALCO Group's* interest is reduced to zero, additional losses are provided for, and a liability is recognized, only to the extent that the *MERALCO Group* has incurred legal or constructive obligation or made payments in behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, it resumes recognizing its share of their profits only after its share of the profit equals the share of loss not recognized.

The consolidated statement of income reflects the *MERALCO Group's* share in the results of operations of the associate or joint venture. Any change in the other comprehensive income ("OCI") of those investees is presented as part of the *MERALCO Group's* OCI. In addition, when there has been a change recognized directly in the equity of the associate or joint venture, the *MERALCO Group* recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the *MERALCO Group* and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the *MERALCO Group's* share in the profit or loss of its associates and joint ventures is shown on the face of the consolidated statement of income and represents profit or loss after tax.

The financial statements of the associate or joint venture are prepared for the same reporting year as the *MERALCO Group*. When necessary, adjustments are made to bring the accounting policies in line with those of the *MERALCO Group*.

After application of the equity method, the *MERALCO Group* determines whether it is necessary to recognize an impairment loss on its investment in associate or interest in joint venture. At each reporting date, the *MERALCO Group* determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the *MERALCO Group* calculates the amount of impairment as the difference between the recoverable amount of the investment in associate or interest in joint venture and its carrying value, then recognizes the loss as part of equity in net earnings of an associate or a joint venture in the consolidated statement of income.

Upon loss of significant influence over the associate or joint control over the joint venture, the *MERALCO Group* measures and recognizes any remaining investment at its fair value. Any difference between the carrying amount of the investment in associate or interest in joint venture upon loss of significant influence or joint control and the fair value of the remaining investment and proceeds from disposal is recognized in the consolidated statement of income.

Business Combinations and Goodwill

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

When a business is acquired, an assessment is made of the identifiable assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic and other pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.



If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is remeasured at fair value as at acquisition date and any resulting gain or loss is recognized in the consolidated statement of income.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration, which is deemed to be an asset or liability will be recognized in accordance with *PFRS 9* in the consolidated statement of income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred, any non-controlling interest in the acquiree and, in a business combination achieved in stages, the acquisition-date fair value of the previously held equity interest in the acquiree, over the fair value of net identifiable assets acquired. If the difference is negative, such difference is recognized as gain in the consolidated statement of income.

If the initial accounting for a business combination is incomplete by the end of the reporting date in which the business combination occurs, the provisional amounts of the items for which the accounting is incomplete are reported in the consolidated financial statements. During the measurement period, which shall be no longer than one (1) year from the acquisition date, the provisional amounts recognized at acquisition date are retrospectively adjusted to reflect new facts and circumstances obtained that existed as at the acquisition date and, if known, would have affected the measurement of the amounts recognized as at that date. During the measurement period, additional assets or liabilities are also recognized if new information is obtained about facts and circumstances that existed as at the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as at that date.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from acquisition date, allocated to each of the cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units, beginning on the acquisition date.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of, is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in such circumstance is measured based on relative values of the operation disposed and the portion of the cash-generating unit retained.

Business combinations involving entities under common control are accounted for similar to the pooling-of-interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling company. Any difference between the consideration paid and the share capital of the "acquired" entity is reflected within equity as additional paid-in capital. The consolidated statement of income reflects the results of the combining entities for the full year, irrespective of when the combination takes place. Comparatives are presented as if the entities had always been combined since the date the entities were under common control.



Investment Properties

Investment properties, except land, are stated at cost, net of accumulated depreciation and accumulated impairment loss, if any. The carrying amount includes transaction costs and costs of replacing part of an existing investment property at the time such costs are incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property.

Investment properties include properties that are being constructed or developed for future use.

Land classified as investment property is carried at cost less any impairment in value.

The *MERALCO Group*'s investment properties acquired before January 1, 2004 are stated at deemed cost.

See *Note 16 – Equity* for the related discussions.

Investment properties, except land, are being depreciated on a straight-line basis over the useful life of 40 years.

Investment properties are derecognized either when they have been disposed of or when these are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss from the derecognition of the investment properties is recognized in the consolidated statement of income in the year these are disposed or retired.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner-occupation or the commencement of an operating lease to another party. If owner-occupied property becomes an investment property, this is accounted in accordance with the policy stated under utility plant, generation plant and others up to the date of the change in use. Transfers are made from investment property when, and only when, there is a change in use, evidenced by the commencement of owner-occupation or the commencement of development with a view to sale. Transfers from investment property are recorded using the carrying amount of the investment property as at the date of change in use.

Intangible Assets

Intangible assets acquired separately are initially measured at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and any accumulated impairment loss. The useful lives of intangible assets are assessed at the individual asset level as having either finite or indefinite useful lives.

Intangible assets with finite lives are amortized over the useful economic lives of five (5) to 30 years using the straight-line method and assessed for impairment whenever there is an indication that the intangible assets may be impaired. At a minimum, the amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at each reporting date. Changes in the expected useful life or the expected consumption pattern of future economic benefit embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and treated as change in accounting estimates. The amortization expense of intangible assets with finite lives is recognized in the consolidated statement of income.

Intangible assets with indefinite useful lives are not amortized, but are assessed for impairment annually either individually or at the cash-generating unit level. The assessment of intangible assets with indefinite useful life is done annually at every reporting date to determine whether such



indefinite useful life continues to exist. Otherwise, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the consolidated statement of income.

Intangible assets generated within the business are not capitalized and expenditures are charged to profit or loss in the year these are incurred.

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 (a) in the principal market for the asset or liability, or (b) 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 *MERALCO 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 nonfinancial 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 valuation techniques used are those 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:

- i. Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- ii. Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- iii. 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 *MERALCO 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 date.

For the purpose of fair value disclosures, the classes of assets and liabilities are identified on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.



Impairment of Nonfinancial Assets

At each reporting date, an assessment is done to determine whether there is an indication that a nonfinancial asset [utility plant, generation plant and others, intangible assets, investment properties, investments in associates and interests in joint ventures and receivable from the Bureau of Internal Revenue (“BIR”)], may be impaired. If any such indication exists, an estimate of the asset’s recoverable amount is made. An asset’s recoverable amount is the higher of an individual asset’s or a cash-generating unit’s fair value less costs to sell and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The fair value is the amount obtainable from the sale of the asset in an arm’s-length transaction. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation factors/parameters, quoted share prices for publicly traded securities or other available fair value indicators. 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. Impairment losses are recognized in the consolidated statement of income.

An assessment is also 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 any such indication exists, the individual asset’s or cash-generating unit’s recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset’s recoverable amount since the last impairment loss was recognized. If a reversal of impairment loss is to be recognized, the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined had no impairment loss has been recognized for the asset in prior year. Such reversal is recognized in the consolidated statement of income. After such reversal, the depreciation and amortization expense are adjusted in future years to allocate the asset’s revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Intangible assets with indefinite useful lives are tested for impairment annually at every reporting date or more frequently, if events or changes in circumstances indicate that the carrying value may be impaired, either individually or at the cash-generating unit level, as appropriate. The amount of impairment is calculated as the difference between the recoverable amount of the intangible asset and its carrying amount. The impairment loss is recognized in the consolidated statement of income. Impairment losses relating to intangible assets may be reversed in future years.

Goodwill is reviewed for impairment annually at every reporting date or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of the cash-generating unit or group of cash-generating units, to which the goodwill relates. Where the recoverable amount of the cash-generating unit or group of cash-generating units is less than the carrying amount of the cash-generating unit or group of cash-generating units to which goodwill has been allocated, an impairment loss is recognized. Impairment losses relating to goodwill shall not be reversed in future years.

If the allocation of goodwill acquired in a business combination to cash-generating units or group of cash-generating units is incomplete, an impairment testing of goodwill is only carried out when impairment indicators exist. Where impairment indicators exist, impairment testing of goodwill is performed at a level at which the acquirer can reliably test for impairment.



Financial Instruments - Initial Recognition and Subsequent Measurement

Financial Assets

Initial Recognition and Measurement

At initial recognition, financial assets are classified and measured at amortized cost, *FVOCI*, and fair value through profit or loss ("*FVPL*").

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

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.

The business model for managing financial assets refers to how financial assets are managed in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized at the trade date, i.e., the date that a commitment to purchase or sell the asset is made.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four (4) categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at *FVOCI* with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at *FVOCI* with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at *FVPL*

Financial Assets at Amortized Cost (Debt Instruments)

This category is the most relevant to the *MERALCO Group*. Financial assets are measured at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are *SPPI* on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest rate ("*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. The *MERALCO Group*'s financial



assets at amortized cost include cash and cash equivalents, trade and other receivables, short-term investments, debt securities at amortized cost and advance payments to a supplier.

Financial Assets at FVOCI (Debt Instruments)

Debt instruments are measured at *FVOCI* if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are *SPPI* on the principal amount outstanding.

For debt instruments at *FVOCI*, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the consolidated statement of income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in *OCI*. Upon derecognition, the cumulative fair value change recognized in *OCI* is recycled to profit or loss. The *MERALCO Group*'s debt instruments at *FVOCI* include investments in corporate and government bonds.

Financial Assets Designated at FVOCI (Equity Instruments)

Upon initial recognition, equity investments may be classified irrevocably 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 to receive payment has been established, except when such proceeds are partial recovery 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.

The *MERALCO Group* elected to classify irrevocably its non-listed equity investments and investments in club shares under this category.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e., removed from the consolidated statement of financial position) when:

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

When the rights to receive cash flows from an asset have been transferred or a pass-through arrangement has been entered, an evaluation of the extent that such risks and rewards of ownership is retained shall be made.



When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the transferred asset to the extent of *MERALCO Group's* continuing involvement and an associated liability are recognized. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations 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 could be required to repay.

Modification of Financial Assets

A financial asset is derecognized when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new asset, with the difference between its carrying amount and the fair value of the new asset recognized as a derecognition gain or loss in the consolidated statement of income, to the extent that an impairment loss has not already been recorded.

Both qualitative and quantitative factors are considered in assessing whether a modification of financial asset is substantial or not. When assessing whether a modification is substantial, the following factors, among others, are used:

- Change in currency
- Introduction of an equity feature
- Change in counterparty
- If the modification results in the asset no longer considered *SPPI*

A quantitative assessment similar to that being performed for modification of financial liabilities is also done. In performing the quantitative assessment, the new terms of a financial asset are considered to be substantially different if the present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original *EIR* is at least 10% different from the present value of the remaining cash flows of the original financial asset.

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset, the gross carrying amount of the financial asset is calculated as the present value of the renegotiated or modified contractual cash flows discounted at the original *EIR* (or credit-adjusted *EIR* for purchased or originated credit-impaired financial assets) and a modification gain or loss is recognized in the statement of comprehensive income.

When the modification of a financial asset results in the derecognition of the existing financial asset and the subsequent recognition of a new financial asset, the modified asset is considered a new financial asset. Accordingly, the date of the modification shall be treated as the date of initial recognition of that financial asset when applying the impairment requirements to the modified financial asset. The newly recognized financial asset is classified as Stage 1 for *ECL* measurement purposes, unless the new financial asset is deemed to be purchased or originated credit-impaired financial assets ("*POCI*").

Impairment of Financial Assets

An allowance for *ECL* is assessed for all debt instruments not held at *FVPL*. *ECLs* are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that are expected to be received, discounted at an approximation of the original *EIR*. The expected cash flows shall include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.



ECLs are measured in a way that reflects the following:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

ECLs are recognized in two (2) stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, *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 on an individual or collective basis but are not credit-impaired, 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*).

Financial assets are credit-impaired when one (1) or more events that have a detrimental impact on the estimated future cash flows of those financial assets have occurred. For these credit exposures, lifetime *ECLs* are recognized and interest revenue is calculated by applying the credit-adjusted *EIR* to the amortized cost of the financial assets.

For trade receivables and contract assets, a simplified approach is applied in calculating *ECLs*. Changes in credit risk are not tracked, instead a loss allowance based on lifetime *ECLs* of each customer segment (e.g., residential, commercial, industrial, etc.) is recognized at each reporting date. A provision matrix that is based on its current credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment has been established and used. In determining the *ECLs* of trade receivables, the credit loss experience for each contract status of customers for the current year, adjusted for forward-looking factors as well as the economic environment, was considered.

For debt instruments, the low credit risk simplification is applied. At every reporting date, an assessment is made on 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 internal credit rating of the debt instrument is reassessed. There is significant increase in credit risk when contractual payments are more than 30 days past due.

The *MERALCO Group's* debt instruments at *FVOCI* comprise solely of quoted bonds that are graded in the top investment category and, therefore, are considered to be low credit risk investments. As a policy, *ECLs* are measured on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the expected lifetime credit losses.

Credit losses are recognized based on a 12-month *ECL* for debt investment securities that are assessed to have low credit risk at the reporting date. A financial asset is considered to have low credit risk if:

- the financial instrument has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term, may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.



At each reporting date, an assessment is made for any significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition, using reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis.

Exposures that have not deteriorated significantly since origination, or where the deterioration remains within the investment grade criteria, are considered to have a low credit risk. The provision for credit losses for these financial assets is based on a 12-month *ECL*. The low credit risk exemption has been applied on debt investments that meet the investment grade criteria from the time of origination.

An exposure will migrate through the *ECL* stages as asset quality deteriorates. If, in a subsequent year, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime *ECL* to 12-month *ECL*.

A financial asset is considered in default when contractual payments are 300 days past due (average days to terminate customer contract). In certain cases, a financial asset is also considered to be in default when internal or external information indicates that it is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held. 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 *FVPL*, 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.

The *MERALCO Group's* financial liabilities include interest-bearing long-term financial liabilities, customers' deposits and refunds, refundable service extension costs, notes payable, and trade payables and other current liabilities.

Subsequent Measurement

Financial liabilities at FVPL

Financial liabilities at *FVPL* include financial liabilities held for trading and financial liabilities designated upon initial recognition as at *FVPL*.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into that are not designated as hedging instruments in hedge relationships as defined by *PFRS 9*. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.



Gains or losses on liabilities held for trading are recognized in the consolidated statement of income. Financial liabilities designated upon initial recognition at *FVPL* are designated at the initial date of recognition, and only if the criteria in *PFRS 9* are satisfied. The *MERALCO Group* has not designated any financial liability as at *FVPL*.

Loans and borrowings

This is the category most relevant to the *MERALCO Group*. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the *EIR* method. Gains and losses are recognized in the consolidated statement 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 statement of income. This category generally applies to interest-bearing loans and borrowings.

Derecognition

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

Exchange or Modification of Financial Liabilities

Both qualitative and quantitative factors are used in assessing whether a modification of financial liabilities is substantial or not. The terms are considered substantially different if the present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original *EIR*, is at least 10% different from the present value of the remaining cash flows of the original financial liability. However, under certain circumstances, modification or exchange of a financial liability may still be considered substantial, even where the present value of the cash flows under the new terms is less than 10% different from the present value of the remaining cash flows of the original financial liability. There may be situations where the modification of the financial liability is so fundamental that immediate derecognition of the original financial liability is appropriate (e.g., restructuring a financial liability to include an embedded equity component).

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the fair value of the new liability is recognized in the consolidated statement of income.

When the exchange or modification of the existing financial liability is not considered as substantial, the gross carrying amount of the financial liability is recalculated based on the present value of the renegotiated or modified contractual cash flows discounted at the original *EIR* and a modification gain or loss is recognized in the consolidated statement of income.

If modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognized as part of the gain or loss on the extinguishment. If the modification is not accounted for



as an extinguishment, any costs or fees incurred adjust the carrying amount of the financial instrument and are amortized over the remaining term of the modified financial instrument.

The *MERALCO Group* has not availed of any reliefs and has not renegotiated the terms of its existing loan agreements with its lenders.

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.

Inventories

Inventories are stated at the lower of cost or net realizable value. Costs of acquiring materials and supplies including costs incurred in bringing each item to their present location and condition are accounted using the moving average and weighted average cost method, as applicable. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost to sell or the current replacement cost of the asset.

Value-Added Tax ("VAT")

Input *VAT* pertains to the 12% indirect tax paid in the course of trade or business on purchases of goods or services.

Output *VAT* pertains to the 12% tax due on the local sale of goods or services.

If at the end of any taxable month, the output *VAT* exceeds the input *VAT*, the outstanding balance is included under "Trade payables and other current liabilities" account. If the input *VAT* exceeds the output *VAT*, the excess shall be carried over to the succeeding months and included under "Financial and other current assets" account.

Provisions

Provisions are recognized when there is a present obligation, legal or constructive, as a result of a past event, and when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When a provision, or a portion of such provision is expected to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liabilities.

Retirement Benefits

MERALCO and certain subsidiaries have distinct, funded, noncontributory defined benefit retirement plans covering all permanent employees. *MERALCO*'s retirement plan provides for post-retirement benefits for employees hired as at December 31, 2003. Retirement benefits for employees of *MERALCO* hired beginning January 1, 2004 are for defined payment upon retirement of qualified



employees. *MERALCO* also has a contributory provident plan introduced in January 2009 whereby employees hired beginning January 1, 2004 may elect to participate.

The net defined benefit liability or asset of the retirement plan is the aggregate of the present value of the defined benefit obligation at the end of the reporting date 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 of (i) service costs; (ii) net interest on the net defined benefit liability or asset; and (iii) remeasurements of the 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 statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the year 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 statement 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 year in which they arise. Remeasurements are not reclassified to profit or loss in subsequent year.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the *MERALCO Group*, nor can they be paid directly to *MERALCO* or any of its subsidiaries or affiliates. 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 *MERALCO Group*'s right to be reimbursed for some or all of the expenditures required to settle a defined benefit obligation is recognized as a separate asset at fair value when, and only when, reimbursement is virtually certain.

The retirement costs under the defined contribution plan are recorded based on contributions to the defined contribution plan as services are rendered by the employee.



Termination Benefits

Termination benefits are provided in exchange for employee's severance as a result of either an entity's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.

Employee Leave Entitlements

Employee entitlements to annual leave are recognized as a liability when such accrues to the employees. The undiscounted liability for leave expected to be settled wholly before 12 months after the end of the reporting year is recognized for services rendered by employees up to the end of the reporting year.

Unused sick leaves are accumulated, up to a certain limit, and commuted to cash upon separation or retirement. An actuarial valuation of the obligations on the accumulated unused sick leaves is conducted periodically in accordance with the relevant accounting standards.

Long-term Incentive Plan

The liability relating to the *BOD*-approved long-term incentive plan comprises the present value of the obligation at the end of the reporting date.

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 in exchange for those goods or services. The revenue arrangements are assessed against specific criteria to determine if the seller is acting as a principal or as an agent. The *MERALCO Group* has concluded that it is acting as a principal in majority of its revenue arrangements.

The following specific recognition criteria must also be met before revenue from contracts with customers is recognized:

Sale of Electricity

As *DU*, revenues are recognized upon supply of power to the customers and are stated at amounts invoiced to customers, inclusive of pass-through components, and net of any discounts and/or rebates. The Uniform Filing Requirements ("*UFR*") on the rate unbundling released by the *ERC* on October 30, 2001 specified the following bill components: (a) generation charge, (b) transmission charge, (c) *SL* charge, (d) distribution charge, (e) supply charge, (f) metering charge, (g) Currency Exchange Rate Adjustment ("*CERA*") I and II, where applicable and (h) inter-class rate and lifeline subsidies. *VAT*, business taxes such as *LFT*, *RPT* (beginning March 2021), the Power Act Reduction (for residential customers) adjustment, universal charges, and Feed-in-Tariff - Allowance ("*FiT-All*") are also separately presented in the customer's billing statement. Taxes billed and collected on behalf of the national government and local government unitss"), universal charges and *FiT-All* [billed and collected on behalf of Power Sector Assets and Liabilities Management Corporation ("*PSALM*") and National Transmission Corporation ("*TransCo*")], respectively] do not



form part of the revenues of the distribution utilities. Revenues are adjusted for the over and/or under-recoveries of pass-through charges.

As *RES*, revenues are recognized upon supply of power to the customers, based on the actual energy delivered.

Revenue from Contracts with Customers - Recognized at Point in Time

Revenues from the following are recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods:

Coal Sales

Coal sales are recognized when the coal is delivered and the legal title is passed to the customer. Coal sales are included in sale of electricity in the consolidated statement of income.

Interest Income

Interest income is recognized as interest accrues, using the *EIR* method. The *EIR* is the rate that discounts estimated future cash receipts through the expected life of the financial instrument.

Lease Income

Income arising from lease of investment properties and pole positions is accounted for on a straight-line basis over the lease term.

Lease income is presented as part of sale of other services in the consolidated statement of income.

Revenue from Contracts with Customers - Recognized Over Time

MGen and its subsidiaries ("*MGen Group*") has Electric Power Purchase Agreement ("*EPPA*") with customers, Ancillary Services Procurement Agreement ("*ASPA*") with National Grid Corporation of the Philippines ("*NGCP*"), and electricity trading transactions in *WESM*.

Revenue is recognized when it satisfies an identified performance obligation by transferring a promised good or service to a customer. A good or service is considered to be transferred when the customer obtains control. At contract inception, it is determined whether control of a promised good or service shall be transferred over time. If the *MGen Group* does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods and services.

Revenue from contracts with customers is consummated whenever the electricity generated is transmitted through the transmission line designated by the buyer, for a consideration.

Revenue from sale of electricity is recognized monthly based on the actual energy delivered and made available to customers or minimum energy off take or contracted capacity, adjusted by actual days of downtime, whichever is higher.

Revenue from sale of electricity through ancillary services to *NGCP* is recognized monthly based on the capacity scheduled and/or dispatched and provided.



Energy fees derived from trading operations are recognized based on actual delivery of such electricity supplied and made available to customers multiplied by the applicable tariff rate as agreed with its customers.

Sale of Services

Revenue from construction contracts of *MIESCOR* and its subsidiaries (“*MIESCOR Group*”) and *MServ* is recognized over time on the basis of direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract (output method). Progress is measured based on the monthly project accomplishment which integrates the performance to date of the construction activities.

Construction contracts are generally accounted for as a single performance obligation and are not segmented among types of services. For engineering and construction contracts, these two (2) are combined into one performance obligation since these are not distinct within the context of the contract. The combined performance obligation qualifies as a good or service (or a bundle of goods or services) that is distinct.

Contract Assets

A contract asset is the right to consideration in exchange for goods and services transferred to the customer. If goods or services are transferred to a customer before the customer settles its obligation, a contract asset is recognized for the earned consideration that is conditional.

The *MERALCO Group*’s contract assets include unbilled receivables and under-recoveries of pass-through charges.

Contract Liabilities

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

The following are considered as contract liabilities:

Assets Funded by Customers

In accordance with the Distribution Services and Open Access Rule (“*DSOAR*”), the costs of non-standard connection facilities to connect the customers to a distribution utility’s distribution network and to provide the customers with ongoing access to the supply of electricity are funded by the customers. The distribution utility assesses whether the constructed or acquired non-standard connection facilities meet the definition of an asset in accordance with *PAS 16*. If the definition of an asset is met, such asset is recognized at its acquisition or construction cost with an equivalent credit to the liability account. Such liability to the customers is included under “Other noncurrent liabilities” account in the consolidated statement of financial position, and is recognized as income over the average duration of relationship with the customer. Assets funded by customers do not form part of the distribution utility’s regulatory asset base until amounts are refunded to the customers.



Cost and Expense Recognition

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

Contract costs relating to satisfied performance obligations are recognized as these are incurred. Contract costs principally include all direct materials, labor costs and indirect costs related to contract performance. Project mobilization costs and incremental costs of obtaining a contract with a customer are recognized as an asset if it is expected that such costs will be recovered and the contract term is for more than one (1) year. The project mobilization costs and costs of obtaining a contract are amortized over the expected construction period following the pattern of revenue recognition. Costs incurred prior to obtaining a contract with a customer are not capitalized but are expensed as incurred. Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenues. The amount of such loss is determined irrespective of whether or not work has commenced on the contract, based on the stage of completion of the contract activity, or the amount of profits expected to arise on other contracts which are not treated as a single construction contract.

Total contract costs incurred and estimated earnings recognized in excess of total billings are recognized as an asset.

Lease Liabilities

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

In calculating the present value of lease payments, the incremental borrowing rate at the lease commencement date is used if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term Leases and Leases of Low-value Assets

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



Leases

At contract inception, an assessment is made whether such contract contains a lease. A lease is a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange of a consideration.

Company as Lessee

At commencement date of the lease, a *ROU* asset and a corresponding lease liability are recognized on the statement of financial position, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the lease payments are booked as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Lease liability is measured at the present value of the unpaid lease payments, discounted using the interest rate implicit in the lease (if readily available) or the *MERALCO Group's* incremental borrowing rate. Incremental borrowing rate is the rate of interest that would have to be paid to borrow over a similar term and with a similar security the funds necessary to obtain an asset of a similar value to the *ROU* asset in a similar economic environment.

Lease payments included in the measurement of the lease liability consist of fixed payments, variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee, and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, lease liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in the fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the *ROU* asset, or profit and loss if the *ROU* asset is already reduced to zero.

ROU asset is measured at cost, which consist of the initial measurement of the lease liability, any initial direct costs incurred, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date.

ROU assets are depreciated on a straight-line basis using the expected useful life or lease term, whichever is shorter. *ROU* assets are also assessed for impairment when such indicators exist.

Company as Lessor

Leases where the risks and benefits of ownership of the asset are not substantially transferred are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the year in which these are earned.

Foreign Currency-Denominated Transactions and Translations

The Philippine peso is primarily the functional and presentation currency of all entities in the *MERALCO Group* except for *LOIL* and *MPG Asia*. It is the currency of the primary economic environment. This is also the currency that mainly influences the revenue from and cost of rendering services. Each entity in the *MERALCO Group* determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.



The functional currency of *LOIL* and *MPG Asia* is the United States (“U.S.”) dollar.

Transactions in foreign currencies are initially recorded in the functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated using functional currency closing rate of exchange prevailing at the reporting date. All differences are recognized in the consolidated statement of income except for foreign exchange differences that relate to capitalizable borrowing costs on qualifying assets. Nonmonetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rate as at the date of the initial transactions.

As at the reporting date, the monetary assets and liabilities of subsidiaries, *LOIL* and *MPG Asia* whose functional currency is other than Philippine peso, are translated into Philippine peso at the rate of exchange prevailing at the end of the reporting date, and income and expenses are translated monthly using the weighted average exchange rate for the month. The exchange differences arising on translation are recognized as a separate component of *OCI* as cumulative translation adjustments. On the disposal or derecognition of a subsidiary, the amount of cumulative translation adjustments recognized in *OCI* is recognized in the consolidated statement of income.

Income Taxes

Current Income Tax

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

Deferred Income Tax

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

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

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

Deferred income tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in associates and interests in joint ventures, deferred income 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 income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent these have become probable that future taxable profit will allow the deferred income tax assets to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply when the assets are realized or the liabilities are settled, based on tax rates and tax laws that are enacted or substantively enacted as at the reporting date.

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

Deferred income tax items are recognized in correlation to the underlying transactions either in profit or loss or directly in equity.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed in the notes to consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized unless the realization of the assets is virtually certain. These are disclosed in the notes to consolidated financial statements when an inflow of economic benefits is probable.

Events After the Reporting Date

Post reporting date events that provide additional information as at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post reporting date events that are non-adjusting events are disclosed in the notes to consolidated financial statements, when material.

5. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the *MERALCO Group's* consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent assets and liabilities, at the end of the reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amounts of the assets or liabilities affected in future periods.

Judgments

In the process of applying the accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements.

Determination of Functional Currency

The functional currencies of the entities under the *MERALCO Group* are the currencies of the primary economic environment in which each entity operates. It is the currency that mainly influences the revenue from and cost of rendering services.



Based on the economic substance of the underlying circumstances, the functional and presentation currency of *MERALCO* and its subsidiaries, except *LOIL* and *MPG Asia*, is the Philippine peso, while that of *LOIL* and *MPG Asia* is the U.S. dollar.

Uncertain Tax Position

The *MERALCO Group* assesses whether it has any uncertain tax position in accordance with *IFRIC 23*. Significant judgement is applied in identifying uncertainties over the income tax treatments. Based on review and assessment of the income tax computations and filings, in consultation with external tax expert, it is determined that it is not probable that its uncertain tax treatments will be accepted by the taxation authorities. Any effect of each uncertain tax treatment is quantified using the most likely amount which the *MERALCO Group* expects to better predict the resolution of the uncertainty.

Operating Lease Commitments

As Lessor

There are several lease arrangements where the entities in the *MERALCO Group* act as a lessor. Based on the terms and conditions of the arrangements, it has evaluated that the significant risks and rewards of ownership of such properties are retained, ownership of the assets is not transferred to the lessees at the end of the lease term and the lessees do not have a bargain purchase option over the assets. Consequently, the lease agreements are accounted for as operating leases.

As Lessee

There are also various operating lease agreements used in operations.

For lease accounted under *PFRS 16*, *ROU* assets are recognized and lease liabilities are measured at the present value of lease payments to be made over the lease term using the *MERALCO Group's* incremental borrowing rate.

The *MERALCO Group* availed the exemption of *PFRS 16* for its short-term lease with the term of 12 months or less and low value assets. Accordingly, lease payments on these leases are recognized as expense on a straight-line basis over the lease term.

Arrangement that Contains a Lease

As assessed, the *PPAs* and *PSAs* do not qualify as leases and are accounted for as ordinary service contracts, since the distribution utilities do not have the right to direct the use, operate and were not involved in the design of the identified assets.

Principal versus Agent

Revenue recognition requires certain judgments on its arrangements with power generation companies such as *PPAs* and *PSAs* to be made. The *MERALCO Group* has concluded that it is acting as a principal in substantially all of its revenue arrangements.

Revenue from sale of electricity requires *MERALCO*, *Clark Electric* and *Shin Clark Power* to bill customers based on various billing cycle cut-off dates, while recording of related purchased power cost is based on calendar month as provided in the terms of the *PPAs* and *PSAs*. The difference between the amounts initially billed to customers and the settlement of the actual billings with power



generation companies is adjusted to revenue at month end based on *ERC Resolution No. 16, A Resolution Adopting the Rules Governing the Automatic Cost Adjustment and True-up Mechanisms and Corresponding Confirmation Process for Distribution Utilities, as amended*.

Moreover, revenues from electricity, re-connection and other non-standard connection services arise from a single performance obligation which is satisfied over the period when the services are expected to be provided.

Entity in which the MERALCO Group Holds more than the Majority of the Voting Rights Accounted for as a Joint Venture

MERALCO, through MGen, has a 51% interest in SBPL. While MERALCO has majority of the voting rights in SBPL, it does not have sole control of SBPL. MERALCO's investment in SBPL is accounted for as a joint venture since key operating and financial decisions of SBPL require the unanimous vote and consent of the parties sharing control.

Entity in which the MERALCO Group Holds more than the Majority of the Voting Rights Accounted for as an Associate

MERALCO, through MGen, has a total of 58% direct and indirect interest in PacificLight and PacificLight Renewables Pte Ltd ("PLP Renewables"). MERALCO's investments in PacificLight and PLP Renewables are accounted for as associates since their relevant and significant activities and policies require the majority votes of the BOD and MGen does not hold the majority of the BOD.

Entity in which the MERALCO Group Holds 50% of the Voting Rights Accounted for as an Associate

MERALCO, through MGen, has 50%-less-one-share stake in Alsons Thermal Energy Corporation ("ATEC"). MERALCO's investment in ATEC is accounted for as an associate since MERALCO has no presumptive control over ATEC as it does not represent the majority of the total voting interest, and none of the qualitative factors denoting control exists based on *PFRS 10*.

Entity in which the MERALCO Group Holds less than 20% of the Voting Rights Accounted for as an Associate

MERALCO, through Finserve, has 10% interest in AF Payments, Inc. ("AF Payments"). AF Payments is considered an associate and, thus, MERALCO/Finserve's interest in AF Payments is accounted for using the equity method as MERALCO/Finserve is deemed to have significant influence as evidenced by its representation in the BOD which guarantees MERALCO/Finserve's participation in the decision making and policy making process of AF Payments.

Acquisitions

The MERALCO Group evaluates each investment under *PFRS 3* to determine whether to treat an acquisition as an asset acquisition or a business combination. For those transactions treated as asset acquisitions, the purchase price is allocated to the assets acquired, with no recognition of goodwill. For those acquisitions that meet the definition of a business combination, the acquisition method of accounting is applied where assets acquired and liabilities assumed are recorded at fair value at the date of each acquisition, and the results of operations are included with our results from the dates of the respective acquisitions. When determining the fair value of tangible assets acquired, the age, condition and the economic useful life of the asset are taken into consideration to determine the



estimated cost to replace the asset. When determining the fair value of intangible assets acquired, the applicable discount rate and the timing and amount of future cash flows, including rate and terms of renewal and attrition are considered.

The date when control is obtained is determined based on when power to direct the relevant activities of the acquiree is established. *MGreen* assessed that the control in *SPNEC* was obtained on December 27, 2023, with the election of *MGreen*'s nominees as directors and key officers of *SPNEC*.

Contingencies

There are possible claims from or obligation to other parties from past events and whose existence may only be confirmed by the occurrence or non-occurrence of one (1) or more uncertain future events not wholly within its control. Management has determined that the present obligations with respect to contingent liabilities and claims with respect to contingent assets do not meet the recognition criteria, and therefore has not recorded any such amounts.

See *Note 3 - Statement of Compliance and Basis of Consolidation, Note - 22 Trade Payables and Other Current Liabilities and Note 29 - Contingencies and Legal Proceedings.*

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty as 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 reporting period are discussed as follows:

Estimating Useful Lives of Utility Plant, Generation Plant and Others, Intangible Assets with Finite Lives, and Investment Properties

The useful lives of utility plant, generation plant and others, intangible assets with finite lives, and investment properties are estimated based on the periods over which such assets are expected to be available for use. The estimate of the useful lives of the utility plant, generation plant and others, intangible assets with finite lives, and investment properties is based on management's collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful lives are reviewed at least at each financial reporting date and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limitations on the use of such assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in the factors mentioned in the foregoing. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of utility plant, generation plant and others, intangible assets with finite lives, and investment properties would increase recorded operating expenses and decrease noncurrent assets.

The total depreciation and amortization expense of utility plant, generation plant and others amounted to ₱15,542 million, ₱14,770 million and ₱14,117 million for the years ended December 31, 2024, 2023 and 2022, respectively. Total carrying values of utility plant, generation plant and others, net of accumulated depreciation and amortization, amounted to ₱288,501 million and ₱272,441 million as at December 31, 2024 and 2023, respectively.

Total depreciation of investment properties amounted to ₱4 million for each of the years ended December 31, 2024, 2023 and 2022. Total carrying values of investment properties, net of accumulated depreciation, amounted to ₱1,487 million and ₱1,493 million as at December 31, 2024 and 2023, respectively.



Total amortization of intangible assets with finite lives amounted to ₱1,983 million, ₱1,851 million and ₱1,910 million for the years ended December 31, 2024, 2023 and 2022, respectively. Total carrying values of intangible assets with finite lives, net of accumulated amortization, amounted to ₱41,559 million and ₱53,634 million as at December 31, 2024 and 2023, respectively.

See Note 7 – Utility Plant, Generation Plant and Others, Note 9 – Investment Properties and Note 10 – Intangible Assets.

Impairment of Nonfinancial Assets

PFRS Accounting Standards require that an impairment review be performed when certain impairment indicators are present. These conditions include obsolescence, physical damage, significant changes in the manner by which an asset is used, worse than expected economic performance, drop in revenues or other external indicators, among others. In the case of goodwill, at a minimum, such asset is subject to an annual impairment test and more frequently whenever there is an indication that such asset may be impaired. This requires an estimation of the value in use of the cash-generating unit to which the goodwill is allocated. Estimating the value in use requires preparation of an estimate of the expected future cash flows from the cash-generating unit and choosing an appropriate discount rate in order to calculate the present value of those cash flows.

Determining the recoverable amount of utility plant, generation plant and others, intangible assets, investment properties, investments in associates and interests in joint ventures, goodwill and other noncurrent assets, requires (i) the determination of future cash flows expected to be generated from the continued use as well as ultimate disposition of such assets and (ii) making estimates and assumptions that can materially affect the consolidated financial statements. Future events may cause management to conclude that utility plant, generation plant and others, intangible assets, investment properties, investments in associates and interests in joint ventures, goodwill and other noncurrent assets are impaired. Any resulting impairment loss could have material adverse impact on the consolidated financial position and financial performance.

The preparation of estimated future cash flows involves significant estimations and assumptions. While management believes that the assumptions are appropriate and reasonable, significant changes in the assumptions may materially affect the assessment of recoverable values and may lead to future impairment charges under *PFRS* Accounting Standards.

The carrying values of nonfinancial assets subject to impairment review are as follows:

Account	2024	2023
		(As restated – Note 3)
	<i>(Amounts in millions)</i>	
Utility plant, generation plant and others	₱288,501	₱272,441
Investments in associates and interests in joint ventures	47,513	38,388
Intangible assets	41,559	53,634
Investment properties	1,487	1,493
Receivable from the <i>BIR</i>	181	181

See Note 7 – Utility Plant, Generation Plant and Others, Note 8 – Investments in Associates and Interests in Joint Ventures, Note 9 – Investment Properties, Note 10 – Intangible Assets and Note 11 – Financial and Other Noncurrent Assets.



Realizability of Deferred Income Tax Assets

The carrying amounts of deferred income tax assets are reviewed at the end of each reporting year and these may be reduced to the extent that such deferred tax assets are no longer probable that sufficient taxable income will be available to allow all or part of the deferred income tax assets to be utilized.

Assessment on the recognition of deferred income tax assets on deductible temporary differences is based on the level and timing of forecasted taxable income for the subsequent reporting period. This forecast is based on past results and future expectations on revenues and expenses as well as future tax planning strategies. Management believes that sufficient taxable profit will be generated to allow all or part of the recorded or recognized deferred tax assets to be utilized. The amounts of the deferred income tax assets considered realizable could be adjusted in the future if estimates of taxable income are revised.

Based on the foregoing assessment, following are the relevant consolidated information with respect to deferred income tax assets:

	2024	2023
	<i>(Amounts in millions)</i>	
Recognized deferred income tax assets	₱34,224	₱32,433
Unrecognized deferred income tax assets	7,280	6,055

See Note 28 – *Income Taxes and Local Franchise Taxes*.

Provision for ECL of Receivables and Contract Assets

The *MERALCO Group* applies the *PFRS 9* simplified approach to measure *ECL* which uses a lifetime expected loss allowance for all trade and other receivables and contract assets.

ECL is provided for certain identified trade receivables which have been the subject of disputes from customers. In determining the *ECLs* of trade receivables, the credit loss experience for each contract status of customers for the current year, adjusted for forwarding looking factors, and taking into account the economic environment is considered. The contract assets relate to unbilled receivables and have substantially the same risk characteristics as the trade and other receivables. The *MERALCO Group* has concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

Forward-looking information is incorporated in the assessments for any significant increase in credit risk since the initial recognition and measurement of *ECL*. A range of relevant forward-looking macroeconomic assumptions such as inflation rate, gross domestic product and unemployment rate for the determination of unbiased general industry adjustments and any related specific industry adjustments that support the calculation of *ECLs* are considered.

ECLs for trade and other receivables amounted to ₱871 million, ₱1,036 million and ₱2,311 million for the years ended December 31, 2024, 2023 and 2022, respectively. Trade and other receivables, net of allowance for *ECL*, amounted to ₱64,697 million and ₱48,270 million as at December 31, 2024 and 2023, respectively.

See Note 13 – *Trade and Other Receivables*.



Estimating Net Realizable Value of Inventories

Inventories consist of materials and supplies used in the electricity distribution, power generation and services segments, and are valued at the lower of cost or net realizable value. The cost of inventories is written down whenever the net realizable value of inventories becomes lower than the cost due to damage, physical deterioration, obsolescence, and change in price levels or other causes (i.e., pre-termination of contracts). The lower of cost or net realizable value of inventories is reviewed on a periodic basis. Inventory items identified to be obsolete and no longer usable are written off and charged as expense in the consolidated statement of income.

The carrying values of inventories amounted to ₱11,422 million and ₱11,130 million as at December 31, 2024 and 2023, respectively.

See *Note 14 – Inventories*.

Estimation of Retirement Benefit Costs

The cost of defined benefit retirement plans and other post-employment benefits as well as the present value of the retirement obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future retirement benefits increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Retirement and other post-employment benefits expense amounted to ₱1,668 million, ₱1,180 million and ₱1,686 million for the years ended December 31, 2024, 2023 and 2022, respectively. Retirement and other post-employment benefit liabilities as at December 31, 2024 and 2023 amounted to ₱13,389 million and ₱8,823 million, respectively.

In determining the appropriate discount rate, management considers the interest rates of government bonds in the respective currencies, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The underlying bonds are further reviewed for quality, and those having excessive credit spreads are removed from the population of bonds on which the discount rate is based, on the basis that they do not represent high quality bonds.

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

See *Note 25 – Expenses and Income* and *Note 26 – Long-term Employee Benefits*.

Provisions

Note 2 – Rate Regulations and *Note 29 – Contingencies and Legal Proceedings* discuss various claims, assessments and cases of the *MERALCO Group*. An estimate for probable costs for the resolution of these claims, assessments and cases has been developed in consultation with external counsel and/or internal counsels handling the defense for these claims, assessments and cases and is based upon thorough analysis of potential outcome.

In consultation with its external and internal legal counsels, management does not believe that these claims and legal proceedings will have a material adverse effect on the consolidated financial statements. It is possible, however, that future financial performance could be materially affected by



changes in the estimates or the effectiveness of management's strategies and actions relating to these proceedings.

The *MERALCO Group* recognized net provisions on various claims and assessments amounting to ₱6,401 million, ₱6,848 million and ₱5,831 million for the years ended December 31, 2024, 2023 and 2022, respectively.

Provisions are measured at the present value of management's best estimate of the expenditures required to settle the present obligation at the end of the reporting year. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the liability. As at December 31, 2024 and 2023, provisions and other noncurrent liabilities are presented net of the effect of the time value of money of ₱8,265 million and ₱4,497 million, respectively.

See *Note 19 – Provisions* and *Note 22 – Trade Payables and Other Current Liabilities*.

Revenue Recognition

The overall revenue recognition policies require the use of estimates and assumptions that may affect the reported amounts of revenues and receivables.

Revenues from sale of electricity by *MERALCO*, *Clark Electric* and *Shin Clark Power* are billed based on customer-specific billing cycle cut-off date for each customer, while recording of related purchased power cost is based on calendar month as provided in the terms of the *PPAs* and *PSAs*. The recognition of unbilled revenues for billing cycles with earlier than month-end cut-off dates requires the use of estimates. The difference between the amounts initially recognized based on provisional invoices and the settlement of the actual billings by power generation companies is taken up in the subsequent year. Also, revenues from sale of electricity are adjusted for the estimated over and/or under-recoveries of pass-through charges, which are subject of various applications for recovery and approval by the *ERC*.

Revenues from sale of electricity also account for variable considerations included in the transaction price resulting from historical refunds to customers. The refund liability related to these variable considerations is included as part of "Trade payables and other liabilities" and "Other noncurrent liabilities" accounts in the consolidated statement of financial position. As at December 31, 2024 and 2023, the balance of refund liability amounted to ₱18,822 million and ₱9,591 million, respectively.

Management believes that such use of estimates will not result in material adjustments in future years.

Revenues and costs from construction contracts of *MIESCOR* and *MServ* are recognized based on the output method. This is measured principally on the basis of the estimated completion of a physical proportion of the contract work.

Revenue from Contracts with Customers

The power generation units applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Identifying Performance Obligations

The *MGen Group* identifies performance obligations and determines which promised goods or services in the contract are distinct goods or services. A good or service is distinct when the customer



can benefit from the good or service on its own or together with other resources that are readily available to the customer and where the promise to transfer such good or service to the customer is separately identifiable from the other promises in the contract.

An assessment of performance obligations of a series of distinct goods and services, is conducted for those which are substantially the same and have the same pattern of transfer if:

- a. each distinct good or services in the series are transferred over time; and
- b. the same method of progress will be used (i.e., units of delivery) to measure the entity's progress towards complete satisfaction of the performance obligation.

For revenue contracts under *EPPAs*, *ASPA*, and spot market sales to *WESM*, these are combined and considered as one (1) performance obligation since these are not distinct within the context of *PFRS 15* as the buyer cannot benefit from the contracted capacity without the corresponding energy and the buyer cannot obtain energy without contracting a capacity.

Determining Method to Estimate Variable Consideration and Assessing the Constraint

Variable considerations are estimated and included but only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Both the likelihood and magnitude of the revenue reversal are considered in evaluating the extent of variable consideration or constraint.

Factors such as the following are considered:

- a. high susceptibility to factors outside the Group's influence;
- b. timing of the resolution of the uncertainty; and
- c. having a large number and broad range of possible outcomes.

Some contracts with customers provide for volume and prompt payment discounts that give rise to variable consideration. In estimating the variable consideration, either the expected value method or the most likely amount method is used depending on which method better predicts the amount of consideration to which it will be entitled. The expected value method of estimation takes into account a range of possible outcomes while the most likely amount is used when the outcome is binary.

The *MGen* Group determined that the expected value method is the more appropriate method for estimating the variable consideration given the number of contracts with customers that have similar characteristics and the range of possible outcomes.

Allocation of Variable Consideration

Variable consideration may be attributable to the entire contract or to a specific part of the contract. For revenue contracts under *EPPAs* and *ASPA*, as well as spot market sales to *WESM*, revenue streams which are considered as series of distinct services that are substantially the same and have the same pattern of transfer, the variable amount that is no longer subject to constraint is allocated to the satisfied portion (i.e., month or actual electricity delivery) which forms part of the single performance obligation and the monthly billing.



Revenue Recognition

Revenue is recognized when it satisfies an identified performance obligation by transferring a promised good or service to a customer. A good or service is considered to be transferred when the customer obtains control. At contract inception, an assessment is conducted to determine whether control of a promised good or service is transferred over time. If a performance obligation is not satisfied over time, then such is considered satisfied at a point in time.

The *MGen* Group concluded that revenue from sale of electricity from contracts with customers are to be recognized over time, since customers simultaneously receive and consume the benefits as the *MGen* Group supplies power.

Identifying Methods for Measuring Progress of Revenue Recognized Over Time

The method of measuring progress is either through input or output method. Input method recognizes revenue on the basis of the efforts or inputs to the satisfaction of a performance obligation while output method recognizes revenue on the basis of direct measurements of the value to the customer of the goods or services transferred to date.

The *MGen* Group determined that the output method is the more appropriate way of measuring progress as actual electricity is supplied to customers.

6. Segment Information

Each operating segment of the *MERALCO Group* engages in business activities from which revenues are earned and expenses are incurred (including intercompany transactions with other business segments within the *MERALCO Group*). The operating results of each of the operating segments are regularly reviewed by *MERALCO*'s Management Committee to evaluate how resources shall be allocated and to assess their performances based on available financial information.

For management purposes, operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that offers different products and/or services, as follows:

- **Power**

The Power segment consists of (a) electricity distribution, (b) power generation and (c) *RES*.

Electricity distribution – This is principally electricity distribution and supply of power on a pass-through basis covering all captive customers of *MERALCO*, *Clark Electric* and *Shin Clark Power*. Electricity distribution within the *MERALCO* franchise area accounts for approximately 50% of the power requirements of the country. *Clark Electric*'s franchise area covers Clark Special Economic Zone and the sub-zones and *Shin Clark Power*'s franchise area covers the *NCC*.

Shin Clark through a Joint Venture Agreement (“*JVA*”) with *BCDA*, manages the development, operation, and maintenance of the electric power distribution system in the 9,450-hectare *NCC* located within the Clark Special Economic Zone in the towns of Capas and Bamban, Tarlac. The franchise to operate the electric distribution system in *NCC* was granted by Congress under Republic Act No. 11420 to *BCDA*, which assigned the same to *Shin Clark Power*, in exchange for 10% equity interest in *Shin Clark Power*. *Shin Clark Power* was incorporated and registered with



the SEC. *Shin Clark Power* has a CPCN issued by the ERC to operate as a DU for a period of 25 years.

MERALCO manages the electric distribution facilities of *PELCO II* through *Comstech* under an IMC. *MERALCO* also manages the electric distribution facilities in the CEZ under a 25-year concession agreement with *PEZA*.

Power generation – The *MERALCO Group* has a combined group generating capacity of 2,436 MW (net) of coal, liquid natural gas, renewable and diesel plants in the Philippines and Singapore. In addition, it is currently developing a total of 3,552.8 MW (gross) of solar capacities.

MGen has a 51% interest in *SBPL* which operates a 455 MW (net) supercritical coal-fired plant in Mauban, Quezon.

GBPC owns 838 MW (net) of operating coal and diesel-fired power plants in the Visayas and Mindanao. The portfolio also includes the 2 x 108.5 MW (net) CFB plant in Maasim, Sarangani of Sarangani Energy Corporation (“*Sarangani Energy*”). *GBPC* has a 50% less one share interest in *ATEC*, which holds a 75% interest interest in *Sarangani Energy*.

MGreen is a wholly owned subsidiary of *MGen* engaged in the development, construction and operation of solar-powered generation facilities. It has a 60% equity in *First Bulacan*, which owns and operates a 80 MWdc/50 MWac utility scale solar facility located in San Miguel, Bulacan, and has an ERC-approved PSA with *MERALCO* for a period of 20 years up to April 2041.

Following *MGreen*’s acquisition of a majority stake in *SPNEC* in December 2023, *MGreen* further raised its voting interest in the listed renewable energy company to 53.7% from 50.5% with the acquisition of additional 2.17 billion *SPNEC* shares in January 2024. *Terra Solar*, a wholly owned subsidiary of *SPNEC*, is developing a 3.5-GWp solar power plant facility with a 4,500-MWh battery energy storage system. The project with the first phase involving 2,500 MWdc is expected to begin commercial operations in the first quarter of 2026.

MGen and *Therma NatGas, Inc. (“TNGP”)* have jointly entered into an Investment Agreement with the parties owning 60% and 40% interests in *CGHI*, respectively.

In January 2025, *CGHI* completed the financial close of a partnership to invest in two gas-fired power plants owned by San Miguel Global Power Holdings Corp. (“*SMGP*”), the 1,200 MW Ilijan power plant, and a new 1,275 MW combined cycle power facility. Together with *SMGP*, *CGHI* acquired the LNG import and regasification terminal owned by Linseed Field Corporation. The transaction was approved by the PCC on December 23, 2024.

PHRI, a joint venture with Mitsui’s local unit Mit-Renewables Philippine Corporation, owns and operates a 67.5 MWac solar plant in Baras, Rizal (“*Baras Solar Plant*”). Phase 2 of the *Baras Solar Plant* consisting of 12.6 MWac was completed last August 30, 2024.

Also, in partnership with Pasuquin Energy Holdings, Inc. of Vena Energy Solar PH B.V. (“*Vena Energy*”) and *MGreen*, Nuevo Solar Energy Corporation (“*NSEC*”) owns and operates a 68 MWac solar plant project in Ilocos Norte.

MGreen closed an investment agreement with *Vena Energy*, for the development, construction and operation of the 450 MWac solar plant in Bugallon, Pangasinan through 3 Barracuda Energy



Corporation (“*Barracuda Energy*”). The project commenced its construction in the fourth quarter of 2024 and is expected to achieve commercial operation by first quarter of 2026.

MGen also has a combined 58% (direct and indirect interests) in *PacificLight Power*, which owns and operates a 2 x 400 MW combined cycle turbine power plant mainly fueled by LNG in Jurong Island, Singapore. A 100 MW fast-start LNG plant is under construction and is expected to provide ancillary services to the Singapore grid under a 25-year Fast Start contract with the Energy Market Authority (“*EMA*”).

On January 6, 2025, *PacificLight Power* was awarded the right to build, own and operate a hydrogen-ready Combined Cycle Gas Turbine (“*CCGT*”) facility in Jurong Island by the *EMA* of Singapore. The project shall be the largest single H-class *CCGT* plant in Singapore, with the capacity of at least 600 MW. The plant is scheduled to begin commercial operations in January 2029.

See Note 8 – *Investments in Associates and Interests in Joint Ventures*.

RES – This business segment sources and supplies electricity to qualified contestable customers. Being distribution utilities, *MERALCO* and *Clark Electric* are also qualified and act as local retail electricity suppliers within their respective franchise area as a separate business unit, *MPower* and *Cogent Energy*, respectively. Under Retail Competition and Open Access (“*RCOA*”), qualified contestable customers who opt for contestability and elect to be among contestable customers may source their electricity supply from any retail electricity suppliers, or through either *MPower* and *Cogent Energy*.

Vantage and *Phoenix Power*, wholly owned subsidiaries of *MERALCO*; *MeridianX*, a wholly owned subsidiary of *Comstech*; and *GESC*, a wholly owned subsidiary of *GBPC* are affiliate *RES*s. *Clarion*, a wholly owned subsidiary of *Clark Electric*, submitted the requirements for its *RES* licensing to *ERC* on November 17, 2017. As at February 24, 2025, the approval of *Clarion*’s *RES* license is still pending with the *ERC*.

■ Other Services

The “Other Services” segment is involved principally in services associated with electricity distribution, such as, electro-mechanical engineering, construction, consulting and related manpower services, e-transaction and bills collection, telecommunications services, insurance and re-insurance, e-business development, power distribution management, energy systems management and harnessing renewable energy and electric vehicle and charging infrastructure solutions. These services are provided by *MIESCOR*, *MBI* and *MLI* (collectively known as “*MIESCOR Group*”), *CIS*, *Bayad* and *CFSI* (collectively referred to as “*CIS Group*”), *e-MVI*, *Paragon* and *Radius* (collectively referred to as “*e-MVI Group*”), *Comstech*, *LOIL*, *Finserve*, *MServ*, *Spectrum* and *Movem*.

The Management Committee evaluates the performance of the business segments based on (i) net income attributable to equity holders of the parent company, (ii) consolidated net earnings before interest, taxes, and depreciation and amortization (“consolidated *EBITDA*”); and (iii) consolidated core net income (“*CCNI*”). Net income is measured consistent with reported net income in the consolidated statement of income.

Consolidated *EBITDA* is measured as *CCNI* excluding depreciation and amortization, interest and other financial charges, interest and other financial income and provision for income tax.



CCNI for the year is measured as consolidated net income attributable to equity holders of the parent company adjusted for foreign exchange gain or loss, mark-to-market gain or loss, impairment or reversal of impairment of noncurrent assets and certain other non-recurring gain or loss, if any, net of tax effect of the foregoing adjustments.

Billings between operating segments are at an arm's-length basis in a manner similar to transactions with third parties. Segment revenues, segment expenses and segment results include transfers among business segments. Those transfers are eliminated upon consolidation.



The *MERALCO Group* operates and generates substantially all of its revenues in the Philippines (i.e., one (1) geographical location). Thus, geographical segment information is not presented. The *MERALCO Group* has no revenues from transactions with a single external customer amounting to 10% or more of its revenues from external customers.

	Note	Power			Other Services			Inter-segment Transactions			Total		
		2024	2023	2022	2024	2023	2022	2024	2023	2022	2024	2023	2022
(Amounts in millions)													
Revenues		₱456,918	₱430,181	₱413,950	₱18,767	₱17,848	₱17,012	(₱5,323)	(₱4,417)	(₱4,433)	₱470,362	₱443,612	₱426,529
Segment results	7, 9, 10 and 25	₱66,202	₱54,472	₱44,946	₱5,563	₱4,940	₱4,411	₱—	₱—	₱—	₱71,765	₱59,412	₱49,357
Depreciation and amortization	25	(15,397)	(14,624)	(15,084)	(2,132)	(2,001)	(947)	—	—	—	(17,529)	(16,625)	(16,031)
Equity in net earnings (losses) of associates and joint ventures	8	10,307	11,523	12,053	(40)	(44)	(18)	—	—	—	10,267	11,479	12,035
Provision for probable losses and expenses from claims		(6,362)	(6,875)	(5,799)	(39)	27	(32)	—	—	—	(6,401)	(6,848)	(5,831)
Interest and other financial charges	25	(4,543)	(4,443)	(3,554)	(759)	(686)	(200)	—	—	—	(5,302)	(5,129)	(3,754)
Interest and other financial income	25	3,674	3,168	1,942	210	153	121	—	—	—	3,884	3,321	2,063
Provision for (reversal of) impairment losses		—	1,179	(2,603)	—	—	—	—	—	—	—	1,179	(2,603)
Provision for income tax - net	28	(9,208)	(7,138)	(5,841)	(1,006)	(973)	(807)	—	—	—	(10,214)	(8,111)	(6,648)
Net income attributable to non-controlling interests		—	—	—	—	—	—	(611)	(655)	(157)	(611)	(655)	(157)
Net income attributable to equity holders of the parent company		₱44,673	₱37,262	₱26,060	₱1,797	₱1,416	₱2,528	(₱611)	(₱655)	(₱157)	₱45,859	₱38,023	₱28,431
CCNI		₱43,352	₱35,705	₱24,605	₱1,790	₱1,405	₱2,500	₱—	₱—	₱—	₱45,142	₱37,110	₱27,105

The inter-segment revenues mainly represent revenues of other services segment earned from the power segment.



The following table shows the reconciliation of *EBITDA*, net income and *CCNI*:

	2024	2023	2022
	<i>(Amounts in millions)</i>		
<i>EBITDA</i>	₱75,533	₱65,341	₱52,032
Add (deduct):			
Depreciation and amortization	(17,529)	(16,625)	(16,031)
Interest and other financial charges net of income and foreign exchange adjustments	(1,320)	(1,927)	(765)
Income before income tax	56,684	46,789	35,236
Provision for income tax - net	(10,214)	(8,111)	(6,648)
Net income	46,470	38,678	28,588
Net income for the year attributable to non- controlling interests	(611)	(655)	(157)
Net income for the year attributable to equity holders of the parent company	45,859	38,023	28,431
Add (deduct) non-core items, net of tax:			
Non-core gains - net	(563)	(959)	(591)
Foreign exchange losses (gains)	(154)	46	(735)
<i>CCNI</i>	₱45,142	₱37,110	₱27,105



7. Utility Plant, Generation Plant and Others

The movements in utility plant, generation plant and others are as follows:

2024										
		Power Plant Machinery and Equipment	Sub- transmission and Distribution	Communication Towers, Buildings and Improvements	Data Transmission Cables and Communi- cation Equipment	Office Furniture, Fixtures and Other Equipment	Transportation Equipment	Others	Construction in Progress	Total
Note	Land									
(Amounts in millions)										
Cost:										
Balance at beginning of year		₱31,242	₱52,482	₱232,407	₱16,485	₱7,429	₱5,978	₱5,200	₱11,724	₱406,725
Additions		391	1,928	555	1,416	6	207	402	33,773	41,198
Transfers from construction in progress		—	—	25,183	634	531	144	—	(26,725)	—
Disposals/retirements		(32)	(321)	(3,452)	(48)	(325)	(250)	(122)	(26)	(4,576)
Effect of deconsolidation of <i>MIDC</i>	3	—	—	—	(4,565)	(1)	(6)	(4)	(4,381)	(9,427)
Reclassifications and others	10	—	(4,110)	(26)	(477)	26	64	—	3,456	(1,424)
Balance at end of year		31,601	49,979	254,667	13,445	7,666	6,137	5,476	49,999	432,496
Less accumulated depreciation and amortization:										
Balance at beginning of year		—	7,753	99,041	4,944	3,288	4,073	3,246	5,231	127,576
Depreciation and amortization		—	3,148	9,059	675	737	602	401	920	15,542
Disposals/retirements		—	(320)	(3,446)	(35)	(192)	(250)	(115)	(24)	(4,382)
Effect of deconsolidation of <i>MIDC</i>	3	—	—	—	(462)	—	—	(3)	(886)	(1,351)
Reclassifications and others		—	(1,721)	(4)	2	58	(1)	(6)	1,691	19
Balance at end of year		—	8,860	104,650	5,124	3,891	4,424	3,523	6,932	137,404
Less allowance for impairment losses:										
Balance at beginning of year		—	292	—	—	—	—	—	6,416	6,708
Reversal for the year		—	—	—	—	—	—	—	(117)	(117)
Balance at end of year		—	292	—	—	—	—	—	6,299	6,591
Net book value		₱31,601	₱40,827	₱150,017	₱8,321	₱3,775	₱1,713	₱1,953	₱6,594	₱288,501



2023 (As restated - Note 3)											
						Data Transmission Cables and Communi- cation Equipment	Office Furniture, Fixtures and Other Equipment	Transportation Equipment	Others	Construction in Progress	Total
	Note	Land	Power Plant Machinery and Equipment	Sub- transmission and Distribution	Communication Towers, Buildings and Improvements	Equipment	Equipment	Equipment			
(Amounts in millions)											
Cost:											
Balance at beginning of year		₱18,807	₱41,335	₱222,878	₱15,707	₱5,007	₱5,378	₱4,919	₱9,464	₱36,558	₱360,053
Additions		41	—	1,256	688	310	323	409	1,566	21,556	26,149
Effect of consolidation of SPNEC	3	12,391	8,542	—	3	—	3	1	535	2,728	24,203
Transfers from construction in progress		3	2,553	11,048	207	1,944	322	10	267	(16,354)	—
Disposals/retirements		—	—	(2,684)	(8)	—	—	(110)	(22)	—	(2,824)
Reclassifications	10	—	52	(91)	(112)	168	(48)	(29)	(86)	(710)	(856)
Balance at end of year		31,242	52,482	232,407	16,485	7,429	5,978	5,200	11,724	43,778	406,725
Less accumulated depreciation and amortization:											
Balance at beginning of year		—	3,534	92,909	4,083	2,631	3,546	2,995	4,089	—	113,787
Depreciation and amortization		—	2,602	8,852	876	686	556	385	813	—	14,770
Effect of consolidation of SPNEC	3	—	1,503	—	—	—	1	1	81	—	1,586
Disposals/retirements		—	—	(2,684)	(4)	—	—	(110)	(19)	—	(2,817)
Reclassifications		—	114	(36)	(11)	(29)	(30)	(25)	267	—	250
Balance at end of year		—	7,753	99,041	4,944	3,288	4,073	3,246	5,231	—	127,576
Less allowance for impairment losses:											
Balance at beginning of year		—	292	—	—	—	—	—	—	2,651	2,943
Effect of consolidation of SPNEC	3	—	—	—	—	—	—	—	—	14	14
Charge for the year		—	—	—	—	—	—	—	—	3,751	3,751
Balance at end of year		—	292	—	—	—	—	—	—	6,416	6,708
Net book value		₱31,242	₱44,437	₱133,366	₱11,541	₱4,141	₱1,905	₱1,954	₱6,493	₱37,362	₱272,441



As at December 31, 2024 and 2023, the net book values of customer-funded assets included in “Utility plant, generation plant and others” account amounted to ₱6,503 million and ₱6,021 million, respectively. The corresponding liabilities to customers in the same amounts as at December 31, 2024 and 2023 are included in “Other noncurrent liabilities” account in the consolidated statements of financial position.

The power plant complex of *PHRI* and the generation plant and equipment of *First Bulacan*, with aggregate carrying value of ₱5,698 million as at December 31, 2024, are pledged as securities for long-term debt contracted.

The solar power plants of *Solar Philippines Calatagan* and *Solar Philippines Tarlac* were used as collateral to secure their respective long-term debts.

See *Note 17 – Interest-bearing Long-term Financial Liabilities*.

As at December 31, 2024 and 2023, the capitalized site preparation expenses for the development of a power generation plant of *AIE* amounted to ₱12,716 million and ₱12,695 million, respectively. Allowance for impairment loss amounted to ₱6,571 million as at December 31, 2024 and 2023.

Construction in progress pertains to both electric capital projects (“*ECPs*”) and non-*ECPs*. *ECPs* are capital projects involving construction of new electric distribution-related facilities and the upgrade and major rehabilitation of existing electrical facilities. Non-*ECPs* mainly represent construction of *MGen*’s power plant projects and *Radius*’ network expansion projects. Total interest capitalized amounted to ₱675 million, ₱563 million and ₱457 million based on average capitalization rate of 7%, 6% and 5% for the years ended December 31, 2024, 2023 and 2022, respectively.

8. Investments in Associates and Interests in Joint Ventures

This account consists of the following:

			2024	2023
	Place of Incorporation	Principal Activity	Percentage of Ownership	
Associates				
FPM Power Holdings Limited (“ <i>FPM Power</i> ”)/ <i>PacificLight Power</i>	British Virgin Islands/ Singapore	Investment and holding company/ Power generation	58	58
<i>PLP Renewables</i>	British Virgin Islands	Investment and holding company	58	58
<i>ATEC</i>	Philippines	Power generation	50	50
<i>Barracuda Energy</i>	Philippines	Renewable energy	50	—
Redondo Peninsula Energy Inc. (“ <i>RP Energy</i> ”)	Philippines	Power generation	47	47
Aclara Meters Philippines, Inc. (“ <i>Aclara Meters</i> ”)	Philippines	Sale of metering products and services	35	35
Power Distribution Services Ghana Limited (“ <i>PDS Ghana</i> ”)	Ghana	Distribution of power	30	30
<i>Kayana</i>	Philippines	Electronic payment and reward system	27.50	—
Terra Renewables Holdings, Inc.	Philippines	Holding company	26.85	—
<i>Pylon</i>	Philippines	Holding company	26.56	—
Indra Philippines, Inc. (“ <i>Indra Philippines</i> ”)	Philippines	Management and <i>IT</i> consultancy	25	25
<i>AF Payments</i>	Philippines	Electronic payment clearing and settlement system operator	10	10



			2024	2023
	Place of Incorporation	Principal Activity	Percentage of Ownership	
Joint Ventures				
SBPL	Philippines	Power generation	51	51
Kalilayan Power, Inc.	Philippines	Holding company	51	51
MRail-DESCO Joint Venture (“MDJV”)	Philippines	Maintenance of mass transit system	51	51
Pure Meridian Hydropower Corporation (“Pure Meridian”)	Philippines	Renewable energy	50	50
NSEC	Philippines	Power generation	50	50
First Balfour-MRail Joint Venture (“FBMJV”)	Philippines	Maintenance of mass transit system	49	49
MPioneer Insurance Inc. (“MPioneer”)	Philippines	Insurance	35	35
Rockwell Business Center Joint Venture (“RBC JV”)	Philippines	Real estate		
Chromite Gas Holdings, Inc. (“CGHI”)	Philippines	Holding company	30	30
			60	

The movements in investments in associates and interests in joint ventures are as follows:

	2024	2023
	<i>(Amounts in millions)</i>	
Acquisition cost:		
Balance at beginning of year	₱33,458	₱33,464
Additions (return of capital)	8,324	(6)
Reclassification	596	–
Balance at end of year	42,378	33,458
Accumulated equity in net earnings:		
Balance at beginning of year	5,283	3,890
Equity in net earnings for the year	10,267	11,479
Dividends received	(10,253)	(10,106)
Reclassification	(1,329)	20
Balance at end of year	3,968	5,283
Share in remeasurement adjustments on retirement liabilities:		
Balance at beginning of year	(29)	(16)
Share in actuarial gains (losses)	1	(13)
Balance at end of year	(28)	(29)
Share in cumulative translation adjustments:		
Balance at beginning of year	(22)	(30)
Cumulative translation adjustments	333	8
Reclassification	1,555	–
Balance at end of year	1,866	(22)
Share in other comprehensive income:		
Balance at beginning of year	329	–
Cumulative translation adjustments	185	329
Reclassification	(805)	–
Balance at end of year	(291)	329
Allowance for impairment loss:		
Balance at beginning of year	(631)	(5,420)
Reversals – net of provisions	99	4,941
Reclassification	152	(152)
Balance at end of year	(380)	(631)
	₱47,513	₱38,388



The carrying values of investments in associates and interests in joint ventures follow:

	2024	2023
	<i>(Amounts in millions)</i>	
Associates:		
<i>FPM Power/PacificLight Power</i>	₱17,581	₱16,184
<i>ATEC</i>	9,769	9,910
<i>Pylon</i>	6,594	—
<i>Barracuda Energy</i>	1,048	—
<i>Indra Philippines</i>	416	420
<i>Kayana</i>	362	—
<i>RP Energy</i>	119	119
<i>PLP Renewables</i>	112	45
<i>Aclara Meters</i>	98	97
Joint ventures:		
<i>SBPL</i>	9,574	9,909
<i>RBC JV</i>	723	643
<i>NSEC</i>	604	619
<i>MPioneer</i>	455	384
<i>MDJV</i>	58	58
	₱47,513	₱38,388

FPM Power/PacificLight Power

FPM Power is 40%-owned by *MERALCO* through *MPG Asia* (a wholly-owned subsidiary of *MGen*) and 60%-owned by First Pacific Company Limited (“*First Pacific*”). *FPM Power* has a 70% equity interest in *PacificLight Power*, which owns and operates a 2 x 400 MW LNG-fired power plant and is in the final stage of construction of a 100 MW fast-start LNG facility in Jurong Island, Singapore. *PacificLight Power*’s wholly owned subsidiary, PacificLight Energy Pte. Ltd., is engaged in energy trading.

With the improvement in energy market condition in Singapore, *PacificLight Power*’s operating results turned positive, and generated positive cash flows since July 2022. Based on estimated cash flows projections and assessment of recoverable amount of investment, *MGen* reversed the remaining allowance for impairment loss of ₱4,941 million in 2023.



ATEC

ATEC has the following equity interests: (i) 75% of *Sarangani Energy* which operates a 2 x 118.5 MW (gross capacity) baseload coal-fired plant in Maasim, Sarangani Province; (ii) 100% of San Ramon Power, Inc. which is developing a 120 MW baseload coal-fired plant in Zamboanga City; and (iii) 100% of ACES Technical Services Corporation, which provides operations and maintenance services to *ATEC*'s power plants.

Pylon

On July 11, 2024, the *PCC* approved the joint venture among *MIESCOR*, *Connect* and *PHPL*. The shareholders of *TowerCos* executed a Multi-party Share Swap Agreement with both shareholders of *MIDC* and *PhilTower* transferring their respective ownerships in *TowerCos* to *Pylon*. After the swap, *MIESCOR* owns 25.56% of *Pylon* (from 51% in *MIDC*) with *Pylon* owning 100% each of *MIDC* and *PhilTower*. The transaction is aimed at improving coverage for the *TowerCos*' mobile network clients and driving investment in digital infrastructure in the Philippines. The *SEC* approved the share swap transaction on August 20, 2024 and the completion of other closing conditions and issuance of shares were completed on September 13, 2024.

The fair values of the identifiable assets and liabilities of *Pylon* as at September 30, 2024, which were based on a provisional assessment, are as follows:

Property and equipment	₱17,675
Intangible assets	28,259
Other noncurrent assets	68
Cash and cash equivalents	2,368
Trade and other receivables	1,027
Inventories	1,406
Input VAT	5,233
Other current assets	1,380
Interest-bearing long-term financial liabilities	(23,952)
Trade and other payables	(10,231)
Net identifiable assets	23,233
Equity interest acquired	25.56%
Net assets acquired	5,938
Goodwill	901
Net assets acquired	₱6,839

Barracuda Energy

MGreen entered into an investment agreement with *Vena Energy* for the development, construction and operation of the 450 MWac solar plant in Bugallon, Pangasinan through *Barracuda Energy*. The project commenced its construction in the fourth quarter of 2024 and is expected to achieve commercial operation by first quarter of 2026.



Indra Philippines

Indra Philippines is an IT service provider in the country and in the Asia Pacific region, with a wide range of services across various industries. *Indra Philippines* provides services which meet certain of *MERALCO*'s IT requirements in the area of system development, outsourcing of Information Systems ("IS") and IT operations and management consulting.

Kayana

Kayana is an electronic payment and reward system company that aims to create a platform that integrates services into one primary channel. *Kayana* is owned by *PLDT*, *MERALCO* and *Metro Pacific* with equity interests of 45%, 27.5% and 27.5%, respectively.

RP Energy

RP Energy is a joint venture among *MGen*, *Therma Power, Inc. ("TPP")* and *Taiwan Cogeneration International Corporation – Philippine Branch ("TCIC")* for the construction and operation of a power plant in the Subic Bay Freeport Zone.

PLP Renewables

PLP Renewables is 58%-owned by *MERALCO* through *MGreen International* (a wholly-owned subsidiary of *MGreen*). *PLP Renewables* has a 37% equity interest in *PacificMedco Solar Energy Pte Ltd*, a Singapore-based entity, in the process of developing a large-scale solar PV plant in Bulan Island, Indonesia, the energy of which shall be transmitted via subsea cable to Singapore. This project aims to increase the share of renewal energy in Singapore.

Aclara Meters

Aclara Meters is 35% owned by *MERALCO* and 65% owned by *Aclara Technology LLC*. *Aclara Meters* is primarily engaged in the manufacture and assembly of kilowatt-hour meters and meter accessories and import, export, distribute and otherwise deal in or with all kinds of related and other similar products.

AF Payments

MERALCO, through *Finserve*, has a 10% equity interest in *AF Payments*. *AF Payments* operates and maintains an electronic payment clearing and settlement system through a contactless automated fare collection system for public utility, including generic contactless micropayment solution. It supplies and issues fare media and store value cards or reloadable cards for use in transport and non-transport facilities and operates and maintains the related hardware and software. The concession granted by the Department of Transportation ("*DOTr*") expires on December 16, 2025. *AF Payments* is in the process of finalizing a proposed two (2) year extension of the concession agreement with *DOTr*.

Due to the lower than expected penetration rate into the micropayments business, *MERALCO* recognized impairment in prior years on the carrying amount of its investment in *AF Payments*.



SBPL

SBPL, which is a joint venture between *MGen* (51%) and New Growth B.V. (49%), a 100% subsidiary of Electricity Generating Public Company Limited of Thailand (“*EGCO*”), owns and operates a new 455 *MW* (net) supercritical coal-fired power plant in Mauban, Quezon.

SBPL delivers all its plant output to *MERALCO* under a 20-year *PSA* approved by the *ERC*.

RBC JV

RBC JV is a joint venture between Rockwell Land Corporation (“*Rockwell Land*”) and *MERALCO* for a pre-agreed cooperation period, whereby *Rockwell Land* built and manages three (3) Business Process Outsourcing-enabled buildings on a non-regulatory asset base property of *MERALCO*. Investment in *RBC JV* represents *MERALCO*’s 30% interest in the joint venture, while *Rockwell Land* has 70% interest in *RBC JV*.

NSEC

NSEC, a joint venture between *MGreen* and *Vena Energy*, owns and operates a 68 *MWac* solar power plant in Currimao, Ilocos Norte. *NSEC* has a 20- year *PSA* with *MPower*.

MPioneer

MPioneer is 35% owned by *MERALCO* and 65% owned by Pioneer Insurance and Surety Company. It is engaged in non-life insurance business.

MDJV

On June 2, 2014, *MRail* and Desco, Inc. entered into a Joint Venture Agreement for the general overhaul and rehabilitation of three (3) units of diesel electric locomotives by the Philippine National Railways. The project including its warranty period was completed on April 19, 2019. As at December 31, 2024, *MDJV* is still in the process of liquidation.

Pure Meridian

On January 7, 2016, *MERALCO* and Repower Energy Development Corporation (“*REDC*”) entered into a joint venture through, *Pure Meridian*, for the development of mini-hydroelectric power projects. The development of the mini-hydroelectric power projects is suspended. With the suspension of the development of its projects, *MERALCO* recognized impairment on the carrying amount of its investment in *Pure Meridian*.



The condensed statements of financial position of material associates follow:

2024			
	<i>FPM Power / PacificLight Power</i>		<i>Pylon</i>
	<i>ATEC</i>		
	<i>(Amounts in millions)</i>		
Current assets	₱3,210	₱15,847	₱12,495
Noncurrent assets	32,451	34,340	43,959
Current liabilities	(4,688)	(14,420)	(9,480)
Noncurrent liabilities	(7,453)	(13,281)	(24,703)
Non-controlling interests	(3,982)	—	—
Net assets	₱19,538	₱22,486	₱22,271

2023			
	<i>FPM Power / PacificLight Power</i>		<i>Indra Philippines</i>
	<i>ATEC</i>		
	<i>(Amounts in millions)</i>		
Current assets	₱3,227	₱15,061	₱2,554
Noncurrent assets	33,995	31,523	295
Current liabilities	(4,105)	(15,442)	(865)
Noncurrent liabilities	(9,457)	(12,175)	(301)
Non-controlling interests	(3,840)	—	—
Net assets	₱19,820	₱18,967	₱1,683

The condensed statements of comprehensive income of material associates are as follows:

	2024			2023			2022		
	<i>ATEC</i>	<i>FPM Power / PacificLight Power</i>	<i>Pylon</i>	<i>ATEC</i>	<i>FPM Power / PacificLight Power</i>	<i>Indra Philippines</i>	<i>ATEC</i>	<i>FPM Power / PacificLight Power</i>	<i>Indra Philippines</i>
	<i>(Amounts in millions)</i>								
Revenues	₱10,539	₱85,577	₱1,080	₱10,790	₱114,383	₱2,891	₱10,077	₱99,168	₱2,513
Costs and expenses	(7,567)	(72,702)	(2,039)	(8,473)	(97,947)	(2,596)	(8,270)	(86,598)	(2,244)
Net income	2,972	12,875	(959)	2,317	16,436	295	1,807	12,570	269
Non-controlling interests	(635)	—	—	(548)	—	—	(429)	—	—
Net income attributable to equity holders of the parent company	2,337	12,875	(959)	1,769	16,436	295	1,378	12,570	269
Other comprehensive income (loss)	—	508	—	—	—	(64)	—	—	35
Total comprehensive income	₱2,337	₱13,383	(₱959)	₱1,769	₱16,436	₱231	₱1,378	₱12,570	₱304
Dividends received	₱912	₱7,015	₱—	₱800	₱8,164	₱20	₱412	₱2,988	₱100



The reconciliation of the net assets of the foregoing material associates to the carrying amounts of investments and advances in these associates recognized in the consolidated statements of financial position is as follows:

	2024		
	FPM		
	Power /		
	ATEC	PacificLight Power	Pylon
	<i>(Amounts in millions, except % of ownership)</i>		
Net assets of associates	₱19,538	₱22,486	₱22,271
Proportionate ownership in associates (%)	50	58	25.56
	9,769	13,042	5,692
Fair value and other adjustments	—	4,539	902
	₱9,769	₱17,581	₱6,594
	2023		
	FPM		
	Power /		
	ATEC	PacificLight Power	Indra Philippines
	<i>(Amounts in millions, except % of ownership)</i>		
Net assets of associates	₱19,820	₱18,967	₱1,683
Proportionate ownership in associates (%)	50	58	25
	9,910	11,001	420
Fair value and other adjustments	—	5,183	—
	₱9,910	₱16,184	₱420

The following is the aggregate information of associates that are considered as not individually material:

	2024	2023	2022
	<i>(Amounts in millions)</i>		
Share in net income (loss)	(₱218)	₱55	(₱216)
Share in other comprehensive income	1	2	—
Share in total comprehensive income (loss)	(₱217)	₱57	(₱216)
Dividends received	₱110	₱28	₱—



Joint Ventures

The condensed statements of financial position of material joint ventures follow:

2024		
	<i>RBC JV</i>	<i>SBPL</i>
	<i>(Amounts in millions)</i>	
Cash and cash equivalents	₱640	₱3,940
Current assets, excluding cash and cash equivalents	316	6,686
Noncurrent assets	1,937	40,875
Trade payables	(23)	(782)
Current liabilities, excluding trade payables	(456)	(4,362)
Noncurrent liabilities	(4)	(27,585)
Net assets	₱2,410	₱18,772

2023		
	<i>RBC JV</i>	<i>SBPL</i>
	<i>(Amounts in millions)</i>	
Cash and cash equivalents	₱630	₱4,314
Current assets, excluding cash and cash equivalents	349	6,042
Noncurrent assets	1,671	43,473
Trade payables	(130)	(40)
Current liabilities, excluding trade payables	(356)	(4,316)
Noncurrent liabilities	(21)	(30,044)
Net assets	₱2,143	₱19,429

The condensed statements of comprehensive income of material joint ventures are as follows:

	2024		2023		2022	
	<i>RBC JV</i>	<i>SBPL</i>	<i>RBC JV</i>	<i>SBPL</i>	<i>RBC JV</i>	<i>SBPL</i>
	<i>(Amounts in millions)</i>					
Revenues	₱873	₱20,198	₱847	₱24,449	₱835	₱27,113
Costs and expenses, excluding depreciation	38	(12,677)	(182)	(17,443)	28	(22,612)
Depreciation	(215)	(1,544)	(212)	(1,499)	(208)	(1,478)
Other income (expense) – net	33	(2,624)	25	(2,973)	122	433
Benefit from (provision for) income tax - net	(106)	(28)	(93)	15	(93)	15
Net income	₱623	₱3,325	₱385	₱2,549	₱684	₱3,471
Dividends received	₱168	₱2,031	₱181	₱913	₱155	₱385

The reconciliation of the net assets of the foregoing material joint ventures to the carrying amounts of investments in these joint ventures recognized in the consolidated statements of financial position is as follows:

2024		
	<i>RBC JV</i>	<i>SBPL</i>
	<i>(Amounts in millions, except % of ownership)</i>	
Net assets of joint ventures	₱2,410	₱18,772
Proportionate ownership in joint ventures (%)	30	51
	₱723	₱9,574



	2023	
	<i>RBC JV</i>	<i>SBPL</i>
	<i>(Amounts in millions, except % of ownership)</i>	
Net assets of joint ventures	₱2,143	₱19,429
Proportionate ownership in joint ventures (%)	30	51
	₱643	₱9,909

The following is the condensed financial information of joint ventures which are considered immaterial:

	2024	2023	2022
	<i>(Amounts in millions)</i>		
Share in net income	₱42	₱25	₱37
Share in other comprehensive income	(1)	1	—
Share in total comprehensive income	₱41	₱26	₱37
Dividends received	₱16	₱—	₱—

9. Investment Properties

The movements in investment properties are as follows:

	2024		
	Land	Buildings and Improvements	Total
	<i>(Amounts in millions)</i>		
Cost:			
Balance at beginning of year	₱1,428	₱211	₱1,639
Others	—	(2)	(2)
Balance at end of year	1,428	209	1,637
Less accumulated depreciation:			
Balance at beginning of year	—	146	146
Depreciation	—	4	4
Balance at end of year	—	150	150
	₱1,428	₱59	₱1,487

	2023		
	Land	Buildings and Improvements	Total
	<i>(Amounts in millions)</i>		
Cost:			
Balance at beginning of year	₱1,428	₱209	₱1,637
Additions	—	2	2
Balance at end of year	1,428	211	1,639
Less accumulated depreciation:			
Balance at beginning of year	—	142	142
Depreciation	—	4	4
Balance at end of year	—	146	146
	₱1,428	₱65	₱1,493



Investment properties consist of former substation sites, real properties held for capital appreciation, and other non-regulatory asset base real properties. Some of these investment properties are being leased out.

The aggregate fair values of the investment properties as at December 31, 2024 and 2023 are as follows:

	2024	2023
	<i>Amounts in millions</i>	
Land	₱5,087	₱5,087
Buildings and improvements	136	138

The fair values of investment properties were determined by independent, professionally qualified appraisers. The fair value represents the price that would be received to sell an investment property in an orderly transaction between market participants at the measurement date. As of December 31, 2024, there is no significant change in the fair value of the investment properties.

The fair value disclosures of the investment properties are categorized as Level 3 as there is no active market for identical or similar properties. The inputs include price per square meter ranging from ₱100 to ₱170,000. There have been no changes in the valuation techniques used.

In conducting the appraisal, the independent professional appraisers used one (1) of the following approaches:

a. Market Data or Comparative Approach

Under this approach, the value of the property is based on sales and listings of comparable property registered within the vicinity. This approach requires the establishment of a comparable property by reducing comparative sales and listings to a common denominator with the subject property. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparables. The properties used are either situated within the immediate vicinity or at different floor levels of the same building, whichever is most appropriate to the property being valued. Comparison was premised on the following: location, size and physical attributes, selling terms, facilities offered and time element.

b. Depreciated Replacement Cost Approach

This method of valuation considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation based on physical wear and tear and obsolescence.



10. Intangible Assets

The movements of intangible assets are as follows:

		2024						
	Note	Software	Franchise	Land and Leasehold Rights	Customer Contracts	Acquired Network Location	Build-to-suit Contracts	Total
(Amounts in millions)								
Cost:								
Balance at beginning of year		₱8,047	₱63	₱551	₱43,505	₱8,398	₱2,949	₱63,513
Additions		514	—	225	—	3,310	1,160	5,209
Effect of deconsolidation of MIDC	3	(15)	—	—	—	(11,707)	(4,110)	(15,832)
Reclassification	3	(86)	—	—	—	(1)	1	(86)
Balance at end of year		8,460	63	776	43,505	—	—	52,804
Less accumulated amortization:								
Balance at beginning of year		5,740	—	441	3,327	275	96	9,879
Amortization		472	—	108	1,050	261	92	1,983
Effect of deconsolidation of MIDC	3	(3)	—	—	—	(550)	(175)	(728)
Reclassification	3	(96)	—	(86)	(2)	14	(13)	(183)
Balance at end of year		6,113	—	463	4,375	—	—	10,951
Less allowance for impairment loss:								
Balance at beginning of year		—	—	—	—	—	—	—
Amortization		294	—	—	—	—	—	294
Balance at end of year		294	—	—	—	—	—	294
		₱2,053	₱63	₱313	₱39,130	₱—	₱—	₱41,559

		2023 (As restated - Note 3)						
	Note	Software	Franchise	Land and Leasehold Rights	Customer Contracts	Acquired Network Location	Build-to-suit Contracts	Total
(Amounts in millions)								
Cost:								
Balance at beginning of year		₱7,511	₱63	₱558	₱13,875	₱5,661	₱2,058	₱29,726
Additions		490	—	19	—	2,737	891	4,137
Effect of consolidation of SPNEC	3	—	—	—	29,630	—	—	29,630
Reclassification		46	—	(26)	—	—	—	20
Balance at end of year		8,047	63	551	43,505	8,398	2,949	63,513
Less accumulated amortization:								
Balance at beginning of year		5,308	—	401	2,276	36	14	8,035
Amortization		424	—	39	1,051	247	90	1,851
Reclassification		8	—	1	—	(8)	(8)	(7)
Balance at end of year		5,740	—	441	3,327	275	96	9,879
		₱2,307	₱63	₱110	₱40,178	₱8,123	₱2,853	₱53,634

The identified intangible asset from the acquisition of controlling interest in *SPNEC* pertains to the existing customer contract of *Terra Solar* at acquisition date which was recognized at fair value.

Acquired network location intangibles represent the value to *MIDC* of the benefits from leasing the excess capacity on acquired towers to other mobile network operators. The build-to-suit contract intangibles pertain to the contractual commitment of Globe Telecom, Inc (“*Globe*”) to engage *MIDC* to build a committed number of additional towers with *Globe* as tenant.

MIDC recognized *ROU* assets and corresponding lease liabilities covering the lease agreements transferred from *Globe* and for the agreements entered by *MIDC* for build-to-suit sites. As at December 31, 2023, lease liabilities amounted to ₱2,497 million.



In September 2024, as a result of the Multi-Party Share Swap Agreement, the balances of the acquired network location and build-to-suit contracts of *MIDC* were deconsolidated.

See *Note 3 – Statement of Compliance and Basis of Consolidation*.

11. Financial and Other Noncurrent Assets

This account consists of:

	Note	2024	2023 (As restated - Note 3)
<i>(Amounts in millions)</i>			
Financial assets:			
Financial assets at <i>FVOCI</i>	27	₱4,407	₱4,375
Debt securities at amortized cost	15 and 27	1,091	9,858
Advance payments to a supplier	27 and 30	7	228
Nonfinancial assets:			
Under-recoveries of pass-through charges – net	2 and 24	17,666	10,434
Rental deposits		6,688	3,888
Finance lease		875	894
Deferred input <i>VAT</i>		82	3,487
Construction bonds		165	158
Receivable from the <i>BIR</i>		181	181
Others		1,738	1,725
		₱32,900	₱35,228

Financial Assets at FVOCI

The details of financial assets at *FVOCI* are as follows:

	2024	2023
<i>(Amounts in millions)</i>		
Investments in debt securities - corporate bonds and others	₱2,023	₱2,255
Investments in shares of stock and club shares	2,384	2,120
	₱4,407	₱4,375

Interest income from debt and equity securities amounted to ₱577 million, ₱831 million and ₱1,150 million for the years ended December 31, 2024, 2023 and 2022, respectively.



The rollforward of unrealized fair value gains on quoted *FVOCI* financial assets, net of tax, included in the consolidated statements of financial position follow:

	2024	2023
	<i>(Amounts in millions)</i>	
Balance at beginning of year	₱490	₱311
Unrealized fair value gains on fair value changes on:		
Debt securities	194	88
Equity securities	117	91
Balance at end of year	₱801	₱490

Debt Securities at Amortized Cost

The details of debt securities at amortized cost are as follows:

	2024			2023		
	Current Portion (see Note 15)	Noncurrent Portion	Total	Current Portion (see Note 15)	Noncurrent Portion	Total
	<i>(Amounts in millions)</i>					
Government securities	₱8,601	₱1,056	₱9,657	₱2,162	₱9,389	₱11,551
Private debt securities	213	35	248	5,371	469	5,840
	₱8,814	₱1,091	₱9,905	₱7,533	₱9,858	₱17,391

Net Under-Recoveries of Pass-through Charges

This account represents generation, transmission and other pass-through costs incurred by *MERALCO* and *Clark Electric* as *DUs*, determined based on *ERC*-approved recovery mechanism, which shall be billed to customers, upon confirmation by the *ERC*. The balance also includes net under-recoveries of generation, transmission and other pass-through charges of current and prior years, which are the subject of various applications for recovery and approval by the *ERC*.

Allowance for *ECL* for net under -recoveries of pass-through charges amounted to ₱6,639 million and ₱2,645 million as at December 31, 2024 and 2023.

See Note 13 – *Trade and Other Receivables*.

Deferred Input VAT

The amount represents the balance of input *VAT* incurred up to December 31, 2021, and paid in connection with purchase of capital assets in excess of ₱1 million per month. Such input tax from purchase of capital assets was deferred and offset against output tax evenly over the estimated useful lives of the related capital assets or 60 months, whichever is shorter.



Finance Lease

Spectrum entered into several bilateral *PSAs* to lease out solar power generation systems to its customers under a finance lease arrangement for periods ranging from 10 to 28 years.

Spectrum recognized finance lease receivables equivalent to its net investments under the lease. Net investment in the lease is the fair value of the asset and the present value of the minimum lease payments, whichever is lower. The average implicit interest rate of the lease arrangements ranges from 7.07% to 12.52% per annum at the inception of the lease.

Minimum lease payment pertains to the price of estimated energy output that the asset can produce and deliver to the lessee. The difference of actual and minimum lease payments from finance lease arrangements is recognized under “Other income (expense)” account in the consolidated statement of income.

The lease payments made by the lessees consist of interest and principal determined using the *EIR* method. The lease receivable is reduced by the principal portion of the lease payment made by the lessee.

12. Cash and Cash Equivalents

This account consists of:

	2024	2023
	<i>(Amounts in millions)</i>	
Cash on hand and in banks	₱30,165	₱30,104
Cash equivalents	54,315	52,685
	₱84,480	₱82,789

Cash in banks earn interest at prevailing bank deposit rates. Cash equivalents are temporary cash investments, which are made for varying periods up of to three (3) months depending on *MERALCO Group's* immediate cash requirements and earn interest at the prevailing short-term investment rates.

Interest income on cash in banks and cash equivalents amounted to ₱3,161 million, ₱2,339 million and ₱765 million for the years ended December 31, 2024, 2023 and 2022, respectively.

As at December 31, 2024 and 2023, cash and cash equivalents include bank accounts totaling ₱4,639 million and ₱5,531 million, respectively, equivalent to unpaid *SC* refund, meter deposits, *RES* bill deposits and over-recoveries of pass-through charges which *MERALCO* set aside in compliance with regulatory requirements.



13. Trade and Other Receivables

This account consists of:

	Note	2024	2023 (As restated - see Note 3)
<i>(Amounts in millions)</i>			
Trade:			
Electricity sold	23 and 27	₱43,682	₱38,688
Service contracts		10,533	1,448
Energy generated	27	6,613	6,604
Unbilled receivables	24	3,387	3,028
Nontrade	23 and 27	9,336	6,705
		73,551	56,473
Less allowance for expected credit losses		8,854	8,203
		₱64,697	₱48,270

Movements in allowance for expected credit losses for trade and other receivables are as follows:

2024				
	Balance at Beginning of Year	Provisions (Reversals)	Write-offs	Balance at End of Year
<i>(Amounts in millions)</i>				
Trade:				
Electricity sold	₱5,557	₱792	₱—	₱6,349
Energy generated	1,276	54	(51)	1,279
Other trade receivables	916	40	(169)	787
Nontrade receivables	454	(15)	—	439
	₱8,203	₱871	(₱220)	₱8,854

2023					
	Balance at Beginning of Year	Provisions	Write-offs	Effect of Consolidation of SPNEC	Balance at End of Year
<i>(Amounts in millions)</i>					
Trade:					
Electricity sold	₱4,769	₱788	₱—	₱—	₱5,557
Energy generated	1,108	99	—	69	1,276
Other trade receivables	786	147	(17)	—	916
Nontrade receivables	452	2	—	—	454
	₱7,115	₱1,036	(₱17)	₱69	₱8,203



	2024					2023				
	Trade					Trade				
	Electricity Sold	Energy Generated	Other Receivables	Nontrade Receivables	Total	Electricity Sold	Energy Generated	Other Receivables	Nontrade Receivables	Total
	<i>(Amounts in millions)</i>									
Individually impaired	₱4,680	₱—	₱787	₱439	₱5,906	₱3,733	₱—	₱916	₱454	₱5,103
Collectively impaired	1,669	1,279	—	—	2,948	1,824	1,276	—	—	3,100
	₱6,349	₱1,279	₱787	₱439	₱8,854	₱5,557	₱1,276	₱916	₱454	₱8,203

Trade Receivables – Electricity Sold

Trade receivables of *MERALCO* and *Clark Electric* include charges for pass-through costs. Pass-through costs of *MERALCO* as a *DU* consist of generation, transmission and *SL* charges, which represent 63%, 7% and 5%, respectively, of the total billed amount in 2024 and 66%, 6% and 5%, respectively, of the total billed amount in 2023. Billed receivables are due 10 days after bill date. *MERALCO*'s, *Clark Electric*'s and *Shin Clark*'s trade receivables are noninterest-bearing and are substantially secured by bill deposits. Electricity consumed after the meter reading cut-off dates, which will be billed to customers in the immediately following billing period, is included as part of trade receivables.

See *Note 27 – Financial Assets and Financial Liabilities*.

Trade Receivables – Energy Generated

Trade receivables – energy generated represent non-interest-bearing outstanding billings for energy generated and sold and pass-through fuel costs arising from the delivery of electricity to customers and energy sales to the *WESM* by power generation subsidiaries. Credit term is 15 to 30 days from the date of receipt of billing.

Trade Receivables – Service Contracts

Service contracts receivable arise from contracts entered into by the *MIESCOR Group*, *eMVI Group*, *CIS Group*, *Mrail*, *Mserv*, *Finserve*, *Comstech*, *eSakay* and *Spectrum* for construction, engineering, consulting and related manpower, light rail maintenance, telecommunications and data transport, e-transactions and bills collection, tellering and e-business development, energy systems management and harnessing renewable energy to third parties.

Receivables from service contracts and others are noninterest-bearing and are generally on 30 to 90-day terms.

See *Note 11 – Financial and Other Noncurrent Assets*.



14. Inventories

	2024	2023 (As restated - see Note 3)
	<i>(Amounts in millions)</i>	
Materials and supplies:		
At cost	₱12,427	₱12,143
At net realizable value ("NRV")	11,422	11,130
Materials and supplies at lower of cost and NRV	₱11,422	₱11,130

The net realizable value of inventories is net of allowance for inventory obsolescence of ₱1,005 million and ₱1,013 million as at December 31, 2024 and 2023, respectively. No item of inventory has been written off for the years ended December 31, 2024, 2023 and 2022.

Movements in allowance for inventory obsolescence are as follows:

	2024	2023
	<i>(Amounts in millions)</i>	
Balance at beginning of year	₱1,013	₱962
Provision for (reversal of) allowance for inventory obsolescence	(8)	51
Balance at end of year	₱1,005	₱1,013

See Note 25 – Expenses and Income.

15. Financial and Other Current Assets

	Note	2024	2023 (As restated - see Note 3)
		<i>(Amounts in millions)</i>	
Financial assets:			
Debt securities at amortized cost	11	₱8,814	₱7,533
Short-term investments		12	11
Current portion of advance payments to a supplier		206	197
Nonfinancial assets:			
Input VAT		2,734	5,155
Prepayments		2,241	2,211
Advance payments to suppliers		2,229	2,175
Creditable withholding taxes		1,286	1,062
Prepaid tax		953	967
Others		542	1,122
		₱19,017	₱20,433



16. Equity

Common Stock

	2024	2023
	<i>(In millions, except par value)</i>	
Authorized number of shares - ₱10 par value per share	1,250	1,250
Issued and outstanding – number of shares	1,127	1,127

There was no movement in the number of shares of *MERALCO*'s common stock.

The common shares of *MERALCO* were listed on the *PSE* on January 8, 1992. There are 40,476 and 40,960 common shareholders as at December 31, 2024 and 2023, respectively.

Unappropriated Retained Earnings

The unappropriated retained earnings include accumulated earnings of subsidiaries, associates and joint ventures, the balance of *MERALCO*'s revaluation increment in utility plant, generation plant and others, and investment properties carried at deemed cost, deferred tax assets and unrealized foreign exchange gains totaling to ₱92,861 million and ₱75,067 million as at December 31, 2024 and 2023, respectively. These amounts are restricted for dividend declaration purposes as of the close of the respective reporting year.

The following are the cash dividends declared on common shares for the years ended December 31, 2024, 2023 and 2022:

Declaration Date	Record Date	Payment Date	Dividend Per Share	Amount
				<i>(In millions)</i>
July 29, 2024	August 28, 2024	September 23, 2024	₱10.30	₱11,603
February 26, 2024	March 27, 2024	April 24, 2024	11.24	12,663
July 31, 2023	August 30, 2023	September 14, 2023	8.52	9,602
February 27, 2023	March 29, 2023	April 26, 2023	11.03	12,430
July 25, 2022	August 23, 2022	September 14, 2022	5.81	6,544
February 28, 2022	March 30, 2022	April 26, 2022	10.23	11,526

The *BOD*-approved dividend policy of *MERALCO* consists of (i) regular cash dividends equivalent to 50% of *CCNI* for the year; and (ii) special dividend determined on a “look-back” basis. Declaration and payment of special dividend are dependent on the availability of unrestricted retained earnings and free cash. The declaration, record and payment dates shall be consistent with the guidelines and regulations of the Philippine *SEC*.

Hedging Reserve

In 2024, *MERALCO* entered into various foreign exchange forwards to “lock-in” investment cost payable in foreign currency. The foreign exchange forwards were accounted for as cashflow hedge. The changes in the fair value of the foreign exchange forwards are recorded as Hedging Reserve in the consolidated statement of changes in equity and will be accounted for in the investment balance as of closing date.



Treasury Shares

Treasury shares represent 172,412 subscribed shares and the related rights of employees who have opted to withdraw from the Employee Stock Purchase Plan (“*ESPP*”) in accordance with the provisions of the *ESPP* and which *MERALCO* purchased.

In September 2024, 6,196 unpaid shares awarded under the Employee Stock Purchase Plan (“*ESPP*”) were approved by the *SEC* for conversion to treasury shares. Consequently, the total number of treasury shares is 178,608 as at December 31, 2024. All of the treasury shares pertain to cancelled shares subscribed under the *ESPP*.

17. Interest-bearing Long-term Financial Liabilities

This account consists of the following:

	2024	2023
	<i>(Amounts in millions)</i>	
Long-term portion of interest-bearing financial liabilities – long-term debt	₱54,797	₱62,272
Current portion of interest-bearing financial liabilities:		
Long-term debt	4,231	8,126
Redeemable preferred stock	1,461	1,465
	5,692	9,591
	₱60,489	₱71,863

All of the redeemable preferred shares have been called as at June 30, 2011, consistent with the terms of the Preferred Shares Subscription Agreement. Accrued interests amounted to ₱248 million as at December 31, 2024 and 2023. Interest is no longer accrued from the time such preferred shares were called for redemption.

The details of interest-bearing long-term financial liabilities are as follows:

	2024	2023
	<i>(Amounts in millions)</i>	
<i>MERALCO</i>		
₱10.0 Billion Term Loan	₱9,900	₱9,900
12-year Puttable Bonds	2,868	2,868
₱7.2 Billion Note	–	3,960
<i>MGen Group</i>		
₱18.0 Billion Term Loan	16,020	16,740
₱11.6 Billion Term Loan	9,168	10,132
₱5.8 Billion Term Loan	3,770	4,350
₱4.5 Billion Term Loan	3,188	3,535
₱3.0 Billion Term Loan	2,690	2,804
₱2.7 Billion Term Loan	2,650	2,350
₱3.5 Billion Term Loan	2,045	2,692
₱2.0 Billion Term Loan	2,034	–
₱2.2 Billion Term Loan	1,780	1,936
₱3.4 Billion Term Loan	980	1,199
₱791 Million Term Loan	791	–
₱1.5 Billion Term Loan	152	307
<i>Radius</i>		
₱700 Million Term Loan	665	700
₱42.4 Million Term Loan	4	9
\$2.9 Million Medium-Term Loan	–	38



	2024	2023
	<i>(Amounts in millions)</i>	
<i>MServ</i>		
₱600 Million Term Loan	₱330	₱420
<i>MIESCOR</i>		
₱375 Million Term Loan	187	241
₱10.4 Billion Term Loan	—	6,749
Total long-term debt	59,222	70,930
Less unamortized debt issue costs	403	808
	58,819	70,122
Redeemable preferred stock	1,461	1,465
Fair value adjustment in relation to the purchase of <i>GBPC</i>	209	276
	60,489	71,863
Less current portion	5,692	9,591
Long-term portion of interest-bearing financial liabilities	₱54,797	₱62,272

The scheduled maturities of the outstanding long-term debt at nominal values as at December 31, 2024 are as follows:

	Amount in millions
Less than one (1) year	₱7,357
One (1) year up to two (2) years	4,759
More than two (2) years up to three (3) years	5,034
More than three (3) years up to four (4) years	4,361
More than four (4) years up to five (5) years	5,223
More than five (5) years	32,488
	₱59,222

MERALCO

₱10.0 Billion Term Loan

MERALCO has a ₱10,000 million, 10-year floating rate loan due in December 2032. The related interest is payable quarterly. The principal is payable in nominal annual amortizations with a balloon payment upon final maturity.

12-year Puttable Bonds

The 12-year Puttable Bond is the balance of the total ₱18,000 million Puttable Bonds issued in December 2013, puttable on the 10th year. On December 13, 2023, *MERALCO* redeemed ₱4,132 million Puttable Bonds.

₱7.2 Billion Note

In April 2024, the remaining outstanding amount of *MERALCO*'s ₱7,200 million, 10-year Fixed Rate Note Facility was fully paid.



MGen Group

₱18 Billion Term Loan

GBPC has a ₱18,000 million, 15-year term loan due in May 2036. Interest rate is subject to repricing on May 2026. The principal is payable semi-annually until maturity.

₱11.6 Billion Term Loan

On April 28, 2022, PEDC obtained a ₱11,580 million, 12-year term loan due in April 2034. The principal and related interest are payable quarterly.

₱5.8 Billion Term Loan

CEDC's ₱5.8 Billion Term Loan represents a restructured loan from the original project financing obligation. This restructured loan is payable over 10 years until June 2031.

₱4.5 Billion Term Loan

This bilateral term loan with a consortium of banks was used to finance the acquisition of a 50% less one share in ATEC. The loan is a fixed rate 12-year facility with quarterly principal repayment commencing on November 2020.

₱3.0 Billion Term Loan

First Bulacan has a ₱3,039 million, 15-year term loan with interest repricing on November 2029 and the principal amount payable until November 2034.

₱2.7 Billion Term Loan

PHRI has a ₱2,650 million term loan due in September 2037. The principal and related interest are payable semi-annually.

₱3.5 Billion Term Loan

TPC has a ₱3,500 million, 5-year term loan due in July 2027. The principal and related interest are payable quarterly.

₱2.0 Billion Term Loan

On May 17, 2024, Greenergy secured a 15-year term project financing facility to fund the ongoing construction of its 49 Mwac solar project in Cordon, Isabela. The principal and related interest are payable semi-annually until May 2039.

₱2.2 Billion Term Loan

Solar Philippines Tarlac has a ₱2,225 million, 12-year term loan due in July 2031. The principal and related interest are payable semi-annually.



₱3.4 Billion Term Loan

Solar Philippines Calatagan has a ₱3,400 million, 12-year term loan due in April 2029. The principal and related interest are payable semi-annually.

₱791 Million Term Loan

On May 17, 2024, *GSEI* secured a 15-year term project financing facility to develop its 18.75 *Mwac* solar plant in Bongabon, Nueva Ecija. The principal and related interest are payable semi-annually until May 2039.

₱1.5 Billion Term Loan

The ₱1,500 million loan of *CEDC* was used for general financing and other corporate requirements. The principal and related interest are payable semi-annually until December 2025.

Radius

₱700 Million Term Loan

The balance of the 7-year Term Loan of *Radius* is ₱665 million as at December 31, 2024. The principal and interest are payable quarterly until August 2029.

\$2.9 Million Medium-Term Loan

Radius has a \$2.9 million, medium-term loan payable quarterly. In July 2024, the loan was paid in full.

₱42.4 Million Term Loan

Radius' ₱42.4 million loan is payable quarterly until July 2025.

MServ

₱600 Million Term Loan

The balance of *MServ's* 10-year fixed rate term loan is ₱330 million as at December 31, 2024. The principal is payable based on pre-agreed amortization until 2027 while interest is payable semi-annually.

MIESCOR

₱375 Million Term Loan

MIESCOR has a ₱375 million, fixed rate term loan, payable semi-annually until June 2028.

The annual interest rates of the interest-bearing financial liabilities range from 4.70% to 8.70% and 4.50% to 7.96% as at December 31, 2024 and 2023, respectively.



Debt Covenants

The terms of the *MERALCO* loans include compliance with debt service coverage of 1.1 times calculated on specific measurement dates. The agreements also contain restrictions with respect to the creation of liens or encumbrances on assets, issuance of guarantees, mergers or consolidations, disposition of a significant portion of its assets and related party transactions.

MERALCO's subsidiaries loan agreements require compliance with certain financial ratios at all times until full payment of the obligations. The restrictions also cover payment of dividends, distributions or other returns to its stockholders, additional liens on its assets, disposal of assets, incurrence of additional indebtedness, among others. *GBPC* is prohibited from entering into merger or consolidation with other corporation, unless *GBPC* is the surviving entities.

As at December 31, 2024 and 2023, the *MERALCO Group* is in compliance with all of the covenants of the loan agreements.

Interest expense on the foregoing long-term financial liabilities amounted to ₱3,043 million, ₱3,050 million and ₱2,760 million for the years ended December 31, 2024, 2023 and 2022, respectively.

Unamortized Debt Issue Costs

The following presents the changes to the unamortized debt issue costs:

	Note	2024	2023
		<i>(Amounts in millions)</i>	
Balance at beginning of year		₱808	₱964
Additions		34	–
Amortization charged to interest and other financial charges	24	(86)	(195)
Effect of deconsolidation of <i>MIDC</i>	3	(353)	–
Effect of consolidation of <i>SPNEC</i>	3	–	39
Balance at end of year		₱403	₱808

Redeemable Preferred Stock

The movements in the number of shares of the redeemable preferred stock, which have all been called, are as follows:

	2024	2023
Balance at beginning of year	146,510,496	146,662,341
Redemptions	(401,585)	(151,845)
Balance at end of year	146,108,911	146,510,496

The original “Terms and Conditions” of *MERALCO*'s Special Stock Subscription Agreement, which required every service applicant to subscribe to preferred stock with 10% dividend to cover the cost of extension of, or new, distribution facilities, have been amended by the *Magna Carta* and the *DSOAR*, effective June 17, 2004 and January 18, 2006, respectively. The amendment sets forth the guidelines for the issuance of preferred stock, only if such instrument is available.



18. Customers' Deposits

This account consists of:

	2024			2023		
	Current Portion (see Note 22)	Noncurrent Portion	Total	Current Portion (see Note 22)	Noncurrent Portion	Total
	<i>(Amounts in millions)</i>					
Bill deposits	₱2,493	₱33,274	₱35,767	₱2,463	₱34,128	₱36,591
Meter deposits	317	–	317	317	–	317
	₱2,810	₱33,274	₱36,084	₱2,780	₱34,128	₱36,908

Bill Deposits

Bill deposits serve to guarantee payment of bills by a customer.

As provided in the *Magna Carta* and *DSOAR*, all captive customers of the *DU* are required to pay a deposit, equivalent to the estimated monthly bill calculated based on applied load. Such deposit shall be updated annually based on the historical 12-month average bill. A captive customer who has paid his electric bills on or before due date for three (3) consecutive years may apply for the full refund of the bill deposit, together with the accrued interests, prior to the termination of his service; otherwise bill deposits and accrued interests shall be refunded within one (1) month from the termination of service, provided all bills have been paid.

Under the amended *DSOAR*, interest on bill deposits for both residential and non-residential customers shall be computed using the equivalent peso savings account interest rate of the Land Bank of the Philippines ("*Land Bank*") or other government banks, on the first working day of the year, subject to the confirmation by the *ERC*.

As provided for under *ERC* Resolution No. 1, Series of 2011, *A Resolution Adopting the Revised Rules for the Issuance of Licenses to Retail Electricity Suppliers*, a local *RES* may require security deposits from its contestable customers, which shall earn interest equivalent to the actual interest earnings of the total amount of deposits received from the customers.

On January 24, 2025, *MERALCO* received an *SC* Decision dated October 8, 2024 dismissing a Petition, which prayed to declare the provisions for bill deposits in the *Magna Carta*, as illegal and void and that *MERALCO* and other *DUs* be permanently prohibited from imposing and collecting bill deposit from captive customers

The following are the movements of the bill deposits account:

	Note	2024	2023
		<i>(Amounts in millions)</i>	
Balance at beginning of year		₱36,591	₱34,515
Additions		8,311	3,428
Refunds		(9,135)	(1,352)
Balance at end of year		35,767	36,591
Less portion maturing within one year	22	2,493	2,463
Noncurrent portion of bill deposits and related interests		₱33,274	₱34,128

Interest expense on bill deposits amounted to ₱22 million, ₱22 million and ₱21 million for the years ended December 31, 2024, 2023 and 2022, respectively.



Meter Deposits

Meter deposits were intended to guarantee the cost of meters installed.

Following the effectivity of the *Magna Carta* (for residential customers) and *DSOAR* (for non-residential customers), all customers are exempt from payment of meter deposits.

MERALCO deposited the amount equivalent to the unclaimed meter deposits in a single savings account in compliance with the *ERC* order in 2016.

19. Provisions

Provisions consist of amounts related to certain proceedings and claims against *MERALCO Group*, among others. The movements follow:

	<i>Note</i>	2024	2023
		<i>(Amounts in millions)</i>	
Balance at beginning of year		₱71,669	₱63,321
Provisions for the year – net		8,470	7,573
Settlements		(309)	(10,299)
Reclassifications	22	(14,337)	11,074
Balance at end of year		65,493	71,669
Less current portion	22	55,638	60,319
Noncurrent portion of provisions		₱9,855	₱11,350

The balance of provisions represents estimated amount of losses, over-recoveries and claims related to a commercial contract which remains unresolved and local taxes being contested as discussed in *Note 29 – Contingencies and Legal Proceedings*, consistent with the limited disclosure as allowed in *PFRS* Accounting Standards.

20. Customers' Refund

This account represents the balance of the refund related to the *SC* decision promulgated on April 30, 2003, which is continuously being refunded based on documents presented by qualified claimants. The unclaimed amount is deposited in a separate interest-bearing bank account.

MERALCO implemented the *SC* ruling which ordered the refund of ₱0.167 per *kWh* for billings made from February 1994 to April 2003 in four (4) phases. Even while the refund period ended, *MERALCO* continues to process refunds as the eligible customers present their required supporting documents. The refund shall continue until the *ERC* orders otherwise.

See *Note 2 – Rate Regulations*.



21. Notes Payable

Notes payable represent unsecured interest-bearing working capital loans obtained from local banks and which are due within one (1) year. Annual interest rates were up to 6.94% and 4.00% as at December 31, 2024 and 2023, respectively.

Interest expense on notes payable amounted to ₱1,409 million, ₱1,282 million and ₱1,187 million for the years ended December 31, 2024, 2023 and 2022, respectively.

22. Trade Payables and Other Current Liabilities

This account consists of the following:

	Note	2024	2023 (As restated - Note 3)
		<i>(Amounts in millions)</i>	
Trade accounts payable	23 and 24	₱69,177	₱63,977
Accrued expenses:			
Services		4,331	3,750
Employee benefits		3,627	3,190
Interest	17	903	729
Others		2,096	1,807
Current portions of:			
Provisions	2, 19 and 29	55,638	60,319
Bill deposits and related interests	18	2,493	2,463
Deferred income		632	976
Meter deposits and related interests	18	317	317
Refundable service extension costs		1,457	1,777
Dividends payable on:			
Common stock	16	3,662	3,219
Redeemable preferred stock	17	248	248
Taxes		13,047	20,602
Payable to customers		10,636	5,363
Liabilities related to put Option Agreement	3	9,506	12,006
Universal charges payable	32	3,048	2,801
Derivative liability	16 and 27	961	—
FiT-All payable	32	683	197
Payroll related remittances		669	652
Regulatory fees payable		394	340
Lease liability		102	2,679
Other current liabilities		7,845	4,742
		₱191,472	₱192,154



Trade Accounts Payable

Trade accounts payable mainly represent obligations to power generating companies, *NGCP* and *IEMOP* for cost of power purchased and transmission services. In addition, this account includes liabilities due to local and foreign suppliers for purchases of goods and services, consisting of transformers, poles, coal, materials and supplies, and contracted services, among others.

Trade payables are non-interest-bearing and are generally settled within 15 to 30 days from the receipt of invoice. Other payables are non-interest-bearing and due within one (1) year from incurrence.

See *Note 23 – Related Party Transactions*, *Note 24 – Revenue and Purchased Power* and *Note 30 – Significant Contracts and Commitments*.

Taxes

Taxes represent pass-through *VAT*, output *VAT*, withholding taxes and energy taxes payable. Pass-through *VAT* pertains to *VAT* on generation and transmission costs billed to the *DU*, which are in turn billed to the customers. Remittance of such pass-through *VAT* to the generation companies is based on collection of billed receivables from the customers.

Refundable Service Extension Costs

Article 14 of the *Magna Carta*, specifically, “Right to Extension of Lines and Facilities”, requires a customer requesting for an extension of lines and facilities beyond 30-meter service distance from the nearest voltage facilities of the *DU* to advance the cost of the project. The amended *DSOAR*, which became effective April 1, 2010, requires such advances from customers to be refunded at the rate of 75% of the distribution revenue generated from the extension lines and facilities until such amounts are fully refunded. The related asset shall form part of the rate base only as the refund is paid out. Customer advances are non-interest-bearing.

As at December 31, 2024 and 2023, the noncurrent portion of refundable service extension costs of ₱3,753 million and ₱4,051 million, respectively, is presented as “Refundable service extension costs - net of current portion” account in the consolidated statements of financial position.

Universal Charges Payable

Universal charges are amounts passed on and collected from customers on a monthly basis by *PSALM* through the *DUs*. These are charges imposed to recover stranded debts, stranded contract costs of National Power Corporation (“*NPC*”), stranded contract costs of eligible contracts of *DUs*, missionary electrification and environment charges. *DUs* remit collections monthly to *PSALM* who administers the fund generated from universal charges and disburses the said funds in accordance with the intended purposes.

Payable to Customers

Payable to customers account includes amounts credited to customers’s bills or payments made by customers in advance, which are being applied to their current consumption.



23. Related Party Transactions

The *MERALCO Group* has approval process and limits with respect to the amounts and extent of related party transactions.

The following summarizes the total amount of transactions, which have been provided and/or contracted by the *MERALCO Group* to/with related parties for the relevant year. The outstanding balances are unsecured, non-interest-bearing and settled in cash.

Pole Attachment Contract with PLDT

MERALCO has a pole attachment contract with *PLDT* similar to pole attachment contracts of *MERALCO* with third parties/ telecommunication companies. Under the pole attachment contract, *PLDT* shall use the contracted cable positions exclusively for its telecommunication cable network facilities.

Sale of Electricity under Various Service Contracts

MERALCO sells electricity to its subsidiaries, associates, joint ventures and related party shareholder groups with operations within the franchise area, namely, *PLDT*, *Metro Pacific* and *JG Summit* and their respective subsidiaries and affiliates. The rates charged to related parties as captive customers are the same *ERC*-mandated rates applicable to all captive customers within the franchise area. The rates charged by *RES* to related parties as contestable customers are offered based on the same rate model for other contestable customers.

Purchase of Telecommunication Services from PLDT and Subsidiaries

The *MERALCO Group*'s telecommunications carriers include *PLDT* for its wireline and Smart Communications, Inc. for its fixed and wireless services. Such services are covered by standard service contracts between the telecommunications carriers and each legal entity within the *MERALCO Group*.

Lease Agreement with Robinsons Land Corporation ("RLC")

MERALCO has various lease agreements with *RLC* for its temporary office premises until January 2024.

Purchase of Goods and Services

In the ordinary course of business, the *MERALCO Group* purchases goods and services from its affiliates and sells power and renders services to such affiliates.



PSAs

As discussed in Note 30, *MERALCO* has long-term *PSAs* with *SBPL*, *NSEC* and *Solar Philippines Tarlac*.

Following is a summary of related party transactions in 2024, 2023 and 2022 and the outstanding balances as at December 31, 2024 and 2023:

Category	Amount of Transactions			Outstanding Receivable (Liability)		Terms	Conditions
	2024	2023	2022	2024	2023		
(Amounts in millions)							
Sale of electricity:							
<i>JG Summit Group</i>	₱4,004	₱4,372	₱3,919	₱951	₱856	10-days; noninterest-bearing	Unsecured, no impairment
<i>PLDT Group</i>	1,073	1,405	1,224	49	69	10-days; noninterest-bearing	Unsecured, no impairment
<i>Metro Pacific Group</i>	573	566	391	45	45	10-days; noninterest-bearing	Unsecured, no impairment
Purchases of IT services - <i>Indra Philippines</i>	1,081	1,012	940	(282)	(293)	30-days; noninterest-bearing	Unsecured
Purchases of meters and devices – <i>Aclara Meters</i>	169	246	147	(2)	(7)	30-days; noninterest-bearing	Unsecured
Purchases of medical services - <i>Colinas Verdes Hospital Managers</i>	252	204	192	(1)	(9)	30-days; noninterest-bearing	Unsecured
Revenue from pole attachment - <i>PLDT</i>	687	688	689	14	6	Advance payment	Unsecured, no impairment
Lease of office premises – <i>RLC</i>	12	107	48	–	–	30-days; noninterest-bearing	Unsecured
Purchases of wireline and wireless services - <i>PLDT Group</i>	122	96	103	(15)	(2)	30-days; noninterest-bearing	Unsecured
Purchases of insurance premium - <i>MPioneer</i>	490	470	451	(14)	(4)	30-days; noninterest-bearing	Unsecured
Donations to One Meralco Foundation	65	94	99	–	–	None	None
Purchases of power:							
<i>SBPL</i>	19,916	24,837	26,795	(1,223)	(158)	30-days; noninterest-bearing	Unsecured
<i>Solar Philippines Tarlac</i>	465	–	–	(69)	–	30-days; noninterest-bearing	Unsecured
<i>NSEC</i>	451	263	–	(35)	(39)	30-days; noninterest-bearing	Unsecured



Transaction with MERALCO Retirement Benefits Fund (“Retirement Fund”)

MERALCO’s Retirement Fund holds 6,000 common shares of *RP Energy* at par value of ₱100 per share, with total carrying amount of ₱600,000 or an equivalent 3% equity interest in *RP Energy*. The fair value of *RP Energy*’s common shares cannot be reliably measured as these are not traded in the financial market. As at December 31, 2024 and 2023, the fair value of the total assets being managed by the Fund amounted to ₱30.3 billion and ₱30.9 billion, respectively.

See Note 26 – Long-Term Employee Benefits.

Compensation of Key Management Personnel

The compensation of key management personnel of the *MERALCO Group* by benefit type is as follows:

	2024	2023	2022
	<i>(Amounts in millions)</i>		
Short-term employee benefits	₱861	₱755	₱643
Long-term employee incentives and retirement benefits	368	374	280
Total compensation to key management personnel	₱1,229	₱1,129	₱923

All directors are entitled to a reasonable per diem for their attendance in meetings of the *BOD* and Board Committees plus an additional compensation, provided that the total value of such additional compensation, in whatever form so given, shall not exceed one (1) percent of the income before income tax of *MERALCO* during the preceding year.

Each of the directors is entitled to a per diem of ₱140,000 for every *BOD* meeting attended. Each member of the Audit, Risk Management, Remuneration and Leadership Development, Finance, Related Party Transactions and Nomination and Governance Committees is entitled to a fee of ₱24,000 for every committee meeting attended. Also, the members of the *BOD* are entitled to a stock grant based on a pre-approved number of shares for each director which was implemented beginning May 2013 as approved by the stockholders. The directors have the option to receive the number of shares granted or the equivalent cash value.

As at December 31, 2024, there are no agreements between the *MERALCO Group* and any of its key management personnel providing for benefits upon termination of employment or retirement, except with respect to benefits provided under (i) a defined benefit retirement plan, (ii) a program which aims to address capability refresh and organizational optimization requirements, and (iii) a contributory provident plan. Post-retirement benefits under the defined benefit retirement plan cover employees hired up to December 31, 2003 only. The provident plan, which is implemented on a voluntary basis, covers employees hired beginning January 1, 2004.



24. Revenues and Purchased Power

Revenues

The *MERALCO Group* disaggregates its revenue information in the same manner as it reports its segment information.

See *Note 6 – Segment Information*.

Contract Assets and Contract Liabilities

The *MERALCO Group*'s contract balances are as follows:

	Note	2024	2023
		<i>(Amounts in millions)</i>	
Contract assets:			
Unbilled receivables	13	₱3,387	₱3,028
Under-recoveries of pass-through charges - net	11	17,666	10,434
Contract liabilities:			
Non-refundable liability related to asset funded by customers		949	898
Over-recoveries from transmission, lifeline subsidy and <i>SL</i> charges - net		375	931

Income recognized from the non-refundable liability related to assets funded by customers amounted to ₱155 million, ₱147 million and ₱203 million for the years ended December 31, 2024, 2023 and 2022, respectively.

Purchased Power

The details of purchased power are as follows:

	2024	2023	2022
	<i>(Amounts in millions)</i>		
Generation costs	₱301,369	₱292,968	₱279,328
Transmission costs	45,165	35,280	43,317
	₱346,534	₱328,248	₱322,645

Purchased power costs for the captive customers are pass-through costs and are revenue-neutral to *MERALCO*, *Clark Electric* and *Shin Clark Power*, as *DUs*.

Generation costs include any line rentals, market fees and must-run unit charges billed by *IEMOP*.



The details of purchased power follow:

	2024	2023	2022
	<i>(Amounts in millions)</i>		
<i>IEMOP</i>	₱65,294	₱57,420	₱40,655
South Premiere Power Corporation (“ <i>SPPC</i> ”)	56,649	36,807	25,679
First Gas Power Corporation (“ <i>FGPC</i> ”)	50,114	46,789	51,409
<i>NGCP</i>	45,212	35,319	43,356
FGP Corp. (“ <i>FGP</i> ”)	25,162	23,490	24,736
<i>QPPL</i>	21,550	24,126	28,793
<i>SBPL</i>	19,916	24,837	26,795
Sual Power Inc. (“ <i>SPT</i> ”)	14,801	14,603	21,625
Masinloc Power Partners Co. Ltd. (“ <i>MPPCL</i> ”)	14,327	10,991	18,712
AC Energy Philippines, Inc. (“ <i>AC Energy</i> ”)	9,016	10,586	10,562
Limay Power Inc. (“ <i>LPT</i> ”)	7,070	—	—
Therma Luzon, Inc. (“ <i>TLP</i> ”)	5,067	15,850	4,161
Southwest Luzon Power Generation Corporation	3,289	3,385	2,672
First NatGas Power Corp. (“ <i>FNPC</i> ”)	2,459	15,218	14,971
Energy Development Corporation (“ <i>EDC</i> ”)	2,242	2,398	1,015
Sem-Calaca Power Corporation (“ <i>Sem-Calaca</i> ”)	620	633	644
<i>Solar Philippines Tarlac</i>	465	418	370
<i>NSEC</i>	451	263	—
Others	2,830	5,115	6,490
	₱346,534	₱328,248	₱322,645

Generation and transmission costs are net of company use amounting to ₱526 million, ₱503 million and ₱480 million for the years ended December 31, 2024, 2023 and 2022, respectively.

Generation and transmission costs over- or under-recoveries result from the lag in the billing and recovery of generation and transmission costs from consumers. As at December 31, 2024 and 2023, the total transmission costs and *SL* charge over-recoveries included in “Other noncurrent liabilities” account in the consolidated statements of financial position amounted to ₱216 million and ₱769 million, respectively.



25. Expenses and Income

Salaries, Wages and Employee Benefits

	<i>Note</i>	2024	2023	2022
<i>(Amounts in millions)</i>				
Salaries, wages and related employee benefits		₱16,306	₱15,341	₱14,150
Retirement benefits	26	1,552	1,075	1,531
Other post-employment benefits	26	116	105	155
		₱17,974	₱16,521	₱15,836

Depreciation and Amortization

	<i>Note</i>	2024	2023	2022
<i>(Amounts in millions)</i>				
Utility plant, generation plant and others	7	₱15,542	₱14,770	₱14,117
Intangible assets	10	1,983	1,851	1,910
Investment properties	9	4	4	4
		₱17,529	₱16,625	₱16,031

Other Expenses

	<i>Note</i>	2024	2023	2022
<i>(Amounts in millions)</i>				
Materials used	14	₱2,965	₱3,086	₱4,104
Rent and utilities		1,773	1,661	1,314
Transportation and travel		699	620	597
Insurance		552	565	483
Advertising		418	337	278
Donations		224	375	234
Communication	23	209	204	190
Others		2,573	778	1,252
		₱9,413	₱7,626	₱8,452



26. Long-term Employee Benefits

Liabilities for long-term employee benefits consist of the following:

	2024	2023
	<i>(Amounts in millions)</i>	
Retirement benefits liability	₱11,134	₱7,177
Long-term incentives	2,874	1,440
Other post-employment benefits	2,255	1,646
	₱16,263	₱10,263

Defined Benefit Retirement Plans

The features of the *MERALCO Group's* defined benefit plans are discussed in *Note 4 – Material Accounting Policies, Changes and Improvements*.

Actuarial valuations are prepared annually by the respective independent actuaries engaged by *MERALCO* and its subsidiaries.

Expense recognized for defined benefit plans (included in “Salaries, wages and employee benefits” account in the consolidated statements of income)

	2024	2023	2022
	<i>(Amounts in millions)</i>		
Current service costs	₱1,039	₱911	₱1,197
Net interest costs	437	95	273
Net retirement benefits expense	₱1,476	₱1,006	₱1,470

Retirement Benefits Liability

	2024	2023
	<i>(Amounts in millions)</i>	
Defined benefit obligation	₱41,420	₱38,029
Fair value of plan assets	(30,286)	(30,852)
Net retirement benefits liability	₱11,134	₱7,177



Changes in the net retirement benefits liability are as follows:

	2024	2023
	<i>(Amounts in millions)</i>	
Retirement benefits liability at beginning of year	₱7,177	₱1,571
Net retirement benefits expense	1,476	1,006
Amounts recognized in <i>OCI</i>	2,707	4,835
Contributions by employer	(226)	(235)
Net retirement benefits liability at end of year	₱11,134	₱7,177

Changes in the present value of the defined benefits obligation are as follows:

	2024	2023
	<i>(Amounts in millions)</i>	
Defined benefit obligation at beginning of year	₱38,029	₱33,143
Interest costs	2,112	2,126
Current service costs	1,039	911
Benefits paid	(2,827)	(2,669)
Actuarial losses (gains) due to:		
Changes in financial assumptions	(145)	3,961
Experience adjustments	3,212	557
Defined benefit obligation at end of year	₱41,420	₱38,029

Changes in the fair value of plan assets are as follows:

	2024	2023
	<i>(Amounts in millions)</i>	
Fair value of plan assets at beginning of year	₱30,852	₱31,572
Interest income	1,675	2,031
Contributions by employer	226	235
Return on plan assets, excluding amount included in net interest on the net defined benefit obligation and interest income	360	(317)
Benefits paid	(2,827)	(2,669)
Fair value of plan assets at end of year	₱30,286	₱30,852

The Board of Trustees (“*BoT*”) of the *Retirement Fund* is chaired by the Chairman of *MERALCO*, who is neither an executive nor a beneficiary. The other members of the *BoT* are (i) an executive member of the *BOD*; (ii) two (2) senior executives; (iii) an independent member of the *BOD*; and (iv) a member of the *BOD* who represents the largest shareholder group, none of whom are beneficiaries of the plan.

The *Retirement Fund* follows a conservative approach of investing in fixed income, money market and equity assets to diversify the portfolio in order to minimize risk while maintaining an adequate rate of return. The assets of the *Retirement Fund* are managed by four (4) local and one (1) foreign trustee banks whose common objective is to maximize the long-term expected return of plan assets. The *BoT* reviews and approves the strategic mandate of the portfolio to ensure the ability of the *Retirement Fund* to service its short-term and long-term obligations.



The major categories of plan assets are as follows:

	2024	2023
	<i>(Amount in millions)</i>	
Investments quoted in active markets:		
Government securities	₱10,478	₱10,404
Bonds and commercial notes	8,066	8,892
Marketable equity securities	7,626	7,256
Real property	1,927	1,927
Receivables	1,744	1,503
Cash and cash equivalents	445	869
Others	—	1
Fair value of plan assets	₱30,286	₱30,852

Marketable equity securities, government securities, bonds and commercial notes are investments held by the trustee banks.

Other Long-term Post-employment Benefits (included as part of “Salaries, wages and employee benefits” account in the consolidated statements of income)

	2024	2023	2022
	<i>(Amounts in millions)</i>		
Interest costs	₱100	₱94	₱104
Current service costs	16	11	51
	₱116	₱105	₱155

Other Long-term Post-employment Benefits Liability

Changes in the present value of other long-term post-employment benefits liability are as follows:

	2024	2023
	<i>(Amounts in millions)</i>	
Balance at beginning of year	₱1,646	₱1,316
Interest costs	100	94
Current service costs	16	11
Benefits paid	(101)	(92)
Actuarial losses due to change in assumptions	594	317
Balance at end of year	₱2,255	₱1,646

Actuarial Assumptions

The principal assumptions used in determining retirement benefits and other long-term post-employment benefits obligations are shown below:

	2024	2023
Annual discount rate	6.09%-6.11%	6.05%-6.13%
Future range of annual salary increases	4.00%-11.00%	4.00%-10.00%



Sensitivity Analysis

The sensitivity analysis below has been determined based on a method that extrapolates the impact on the defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year. The calculation of the defined benefit obligation is sensitive to the assumptions set above. The following table summarizes how the impact on the defined benefit obligation at the end of the reporting year would have increased (decreased) as a result of a change in the respective assumptions, keeping all other assumptions constant. There have been no changes in the method and assumptions used in the sensitivity analysis from prior year.

The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

		Effect on Present Value of Defined Benefit Obligation	
	% Change	2024	2023
(Amounts in millions)			
Annual discount rate	+1.0%	(P3,734)	(P3,808)
	-1.0%	4,394	4,514
Future range of annual salary increases	+1.0%	1,363	1,413
	-1.0%	(1,207)	(1,250)

Funding

MERALCO contributes to the *Retirement Fund* from time to time such amounts of money required under accepted actuarial principles to maintain the *Retirement Fund* in a sound condition, subject to the provisions of the *Plan*.

The amount of the annual contributions to the *Retirement Fund* is determined through an annual valuation report performed by an independent actuary.

The following is the maturity profile of the undiscounted benefit obligation (amounts in millions):

Less than one (1) year	P5,323
One (1) year up to five (5) years	17,695
More than five (5) years up to 10 years	16,078
More than 10 years up to 15 years	17,100
More than 15 years up to 20 years	17,304
More than 20 years	39,874



Risk

The *Retirement Fund* is exposed to the following risks:

Credit Risk

The *Retirement Fund*'s exposure to credit risk arises from its financial assets which comprise of cash and cash equivalents, investments and receivables. The credit risk results from the possible default of the issuer of the financial instrument, with a maximum exposure equivalent to the carrying amounts of the instruments.

The credit risk is minimized by ensuring that the exposure to the various chosen financial investment structures is limited primarily to government securities and bonds or notes duly recommended by the Trust Committees of the appointed fund managers of the *Retirement Fund*.

Share Price Risk

The *Retirement Fund*'s exposure to share price risk arises from the shares of stock it holds and are traded at the *PSE*. The share price risk emanates from the volatility of the stock market.

The policy is to limit investment in shares of stock to blue chip issues or issues with good fair values or those trading at a discount to its net asset value so that in the event of a market downturn, the *Retirement Fund* may still consider to hold on to such investments until the market recovers.

By having a balanced composition of holdings in the equities portfolio, exposure to industry or sector-related risks is reduced. The mix of various equities in the portfolio reduces volatility and contributes to a more stable return over time. Equity investments are made within the parameters of the investment guidelines approved by the *BoT*. The *BoT* also meets periodically to review the investment portfolio based on financial market conditions. Share prices are also monitored regularly.

Liquidity Risk

Liquidity risk is the risk that the *Retirement Fund* is unable to meet its payment obligations associated with its financial liabilities as they fall due and to replace funds when they are withdrawn. Liquidity risk is being managed to ensure that adequate fixed income and cash deposits are available to service the financial obligations of the *Retirement Fund*. The schedule of the maturities of fixed income investment assets are staggered by tenure or term. Policies are established to ensure that all financial obligations are met, wherein the timing of the maturities of fixed income investments are planned and matched to the due date of various obligations. Thus, for this investment class, maturities are classified into short-, medium- and long-term. A certain percentage of the portfolio is kept as cash to manage liquidity and settle all currently maturing financial obligations.



Defined Contribution Provident Plan

MERALCO has a defined contributory Provident Plan effective January 1, 2009, intended to be a supplemental retirement benefit for employees hired beginning 2004, the participation of which is voluntary. Each qualified employee-member who chooses to participate in the plan shall have the option to contribute up to a maximum of 25% of his base salary. *MERALCO* shall match the member's contribution up to 100% of employee's contribution or 10% of the member's monthly base salary, subject to a certain threshold. Upon resignation, the member shall be entitled to the total amount credited to his personal retirement account immediately preceding his actual retirement date, subject to provisions of the Provident Plan. *MERALCO*'s contribution to the Provident Plan amounted to ₱76 million, ₱69 million and ₱61 million for the years ended December 31, 2024, 2023 and 2022, respectively.

Consolidated Retirement Benefits Cost (included in "Salaries, wages and employee benefits" account in the consolidated statements of income)

	2024	2023	2022
	<i>(Amounts in millions)</i>		
Expense recognized for defined benefit plans	₱1,476	₱1,006	₱1,470
Expense recognized for defined contribution plan	76	69	61
Retirement benefits expense	₱1,552	₱1,075	₱1,531

Long-term Incentive Plan ("LTIP")

MERALCO's *LTIP* covers qualified employees and is based on *MERALCO Group*'s achievement of specified metrics approved by the *BOD* and determined on an aggregate basis for a three (3)-year period as well as employees' attainment of a minimum level of performance rating. Employees invited to *LTIP* must serve a minimum uninterrupted period to be entitled to an award. Further, the employee should be on active employment at the time of pay-out.

27. Financial Assets and Financial Liabilities

Financial assets consist of cash and cash equivalents, short-term investments and trade and other receivables, which are generated directly from operations, advance payments to a supplier, financial assets at *FVOCI* and debt securities at amortized cost. The principal financial liabilities consist of bank loans, redeemable preferred shares, trade and nontrade payables, which are incurred to finance operations in the normal course of business. Accounting policies related to financial assets and financial liabilities are set out in *Note 4 – Material Accounting Policies, Changes and Improvements*.



The following table sets forth the financial assets and financial liabilities:

	Financial Assets at Amortized Cost	FVOCI Financial Assets	Liabilities Carried at Amortized Cost	Total Financial Assets and Liabilities
<i>(Amounts in millions)</i>				
Assets as at December 31, 2024				
<i>Noncurrent</i>				
Financial and other noncurrent assets	₱1,098	₱4,407	₱—	₱5,505
<i>Current</i>				
Cash and cash equivalents	84,480	—	—	84,480
Trade and other receivables	61,335	—	—	61,335
Financial and other current assets	9,032	—	—	9,032
Total Financial Assets	₱155,945	₱4,407	₱—	₱160,352
Liabilities as at December 31, 2024				
<i>Noncurrent</i>				
Interest-bearing long-term financial liabilities - net of current portion	₱—	₱—	₱54,797	₱54,797
Customers' deposits - net of current portion	—	—	33,274	33,274
Refundable service extension costs - net of current portion	—	—	3,753	3,753
<i>Current</i>				
Notes payable	—	—	34,287	34,287
Trade payables and other current liabilities	—	—	97,477	97,477
Customers' refund	—	—	2,853	2,853
Current portion of interest-bearing long-term financial liabilities	—	—	5,692	5,692
Total Financial Liabilities	₱—	₱—	₱232,133	₱232,133
<i>(Amounts in millions)</i>				
Assets as at December 31, 2023 (As restated - Note 3)				
<i>Noncurrent</i>				
Financial and other noncurrent assets	₱10,086	₱4,375	₱—	₱14,461
<i>Current</i>				
Cash and cash equivalents	82,789	—	—	82,789
Trade and other receivables	45,265	—	—	45,265
Financial and other current assets	7,741	—	—	7,741
Total Financial Assets	₱145,881	₱4,375	₱—	₱150,256
Liabilities as at December 31, 2023				
<i>Noncurrent</i>				
Interest-bearing long-term financial liabilities - net of current portion	₱—	₱—	₱62,272	₱62,272
Customers' deposits - net of current portion	—	—	34,128	34,128
Refundable service extension costs - net of current portion	—	—	4,051	4,051
<i>Current</i>				
Notes payable	—	—	27,583	27,583
Trade payables and other current liabilities	—	—	101,516	101,516
Customers' refund	—	—	2,846	2,846
Current portion of interest-bearing long-term financial liabilities	—	—	9,591	9,591
Total Financial Liabilities	₱—	₱—	₱241,987	₱241,987



Fair Values

The fair values of the financial assets and financial liabilities are amounts that would be received to sell the financial assets or paid to transfer the financial liabilities in orderly transactions between market participants at the measurement date. Set out below is a comparison of carrying amounts and fair values of the *MERALCO Group's* financial instruments:

	2024		2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<i>(Amounts in millions)</i>				
Financial assets				
Debt securities at amortized cost	₱9,905	₱9,520	₱17,391	₱17,007
Financial assets at <i>FVOCI</i>	4,407	4,407	4,375	4,375
Financial assets at amortized cost - Advance payments to a supplier	206	206	425	395
	₱14,518	₱14,133	₱22,191	₱21,777
Financial liabilities				
Financial liabilities carried at amortized cost - Interest-bearing-long-term financial liabilities	₱59,028	₱60,348	₱70,398	₱72,157

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value.

Cash and Cash Equivalents, Trade and Other Receivables, Short-term Investments, Trade Payables and Other Current Liabilities and Notes Payable

Due to the short-term nature of transactions, the fair values of these instruments approximate their carrying amounts as at reporting date.

Advance Payments to a Supplier

The fair values of advance payments to a supplier were computed by discounting the instruments' expected future cash flows using the rates of 6.39% as at December 31, 2023.

Financial Assets at FVOCI

The fair values were determined by reference to market bid quotes as at reporting date.

Debt Securities at Amortized Cost

The fair values were determined by discounting the expected future cash flows using the interest rate as at reporting date.

Meter Deposits and Customers' Refund

Meter deposits and customers' refund are due and demandable. Thus, the fair values of these instruments approximate their carrying amounts.



Bill Deposits

The carrying amounts of bill deposits approximate their fair values as bill deposits are interest-bearing.

Interest-bearing Long-term Financial Liabilities

The fair values of interest-bearing long-term debt (except for redeemable preferred stock) were computed by discounting the instruments' expected future cash flows using the rates ranging from 5.80% to 6.03% and 5.43% to 5.88% as at December 31, 2024 and 2023, respectively.

Redeemable Preferred Stock

The carrying amount of the preferred stock represents the fair value. Such preferred shares have been called and are payable anytime upon presentation by the shareholder of their certification. This is included under "Interest-bearing long-term financial liabilities" account.

Refundable Service Extension Costs

The fair values of refundable service extension costs cannot be reliably measured since the timing of related cash flows cannot be reasonably estimated and are accordingly measured at cost.

Fair Value Hierarchy

Below is the list of financial assets and financial liabilities that are classified using the fair value hierarchy:

	2024				2023			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	<i>(Amounts in millions)</i>							
Financial assets								
Advance payments to a supplier	P-	P206	P-	P206	P-	P395	P-	P395
Financial assets at <i>FVOCI</i>	4,407	-	-	4,407	4,375	-	-	4,375
Debt securities at amortized cost	9,520	-	-	9,520	17,007	-	-	17,007
	P13,927	P206	P-	P14,133	P21,382	P395	P-	P21,777
Financial liabilities								
Interest-bearing long-term financial liabilities	P-	P60,348	P-	P60,348	P-	P72,157	P-	P72,157

For the years ended December 31, 2024, 2023 and 2022, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

Financial Risk Management Objectives and Policies

The main risks arising from the financial instruments are interest rate risk, foreign currency risk, commodity price risk, credit risk, and liquidity risk. The importance of managing these risks has significantly increased in light of the considerable change and volatility in the Philippine and international financial markets. The *BOD* reviews and approves policies for managing each of these risks. Management monitors the market price risk arising from all financial instruments. The policies for managing these risks are as follows:



Interest Rate Risk

The *MERALCO Group*'s exposure to the changes in market interest rates relate to changes of fair value of its long-term financial assets and to the fluctuation of future cash flows in relation to its long-term interest-bearing financial liabilities.

MERALCO's policy is to manage its interest rate risk exposure using a mix of fixed and variable rate debts. The strategy, which yields a reasonably lower effective cost based on market conditions, is adopted. Refinancing of fixed rate loans may also be undertaken to manage interest cost.

The exposure of *MERALCO* and its subsidiaries to the risk of changes in market interest rate relates primarily to its long-term debt obligations with variable interest rates. *MERALCO* and its subsidiaries' loans which bear fixed interest rates are subject to repricing after a minimum of quarterly for *PEDC*, one (1) year for *MERALCO* and *Radius*, three (3) years for *PHRI*, *GSEI* and *Greenergy*, five (5) years for *GBPC*, *Solar Philippines Tarlac* and *Solar Philippines Calatagan* and seven (7) years for *CEDC*.

The following table sets out the maturity profile of the financial instruments that are exposed to interest rate risk (exclusive of debt issuance costs):

	Within 1 Year	Over 1–2 Years	Over 2–3 Years	Over 3–4 Years	Over 4–5 Years	More than 5 Years	Total
<i>(Amounts in millions)</i>							
2024	₱1,205	₱1,205	₱1,205	₱1,205	₱1,170	₱13,743	₱19,733
2023	1,084	1,086	1,237	1,344	1,368	20,662	26,781

Floating interest rate of bank loans is repriced at intervals of less than one year. The other financial liabilities of the *MERALCO Group* that are not included in the foregoing have fixed interest rate and are therefore not subject to interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the *MERALCO Group*'s income before income tax for the years ended December 31, 2024 and 2023 through the impact on floating rate borrowings. There is no other impact on the *MERALCO Group*'s equity other than those already affecting the consolidated statement of income.

	2024		2023	
	Increase (Decrease) in Basis Points	Effect on Income before Income Tax	Increase (Decrease) in Basis Points	Effect on Income before Income Tax
<i>(Amounts in millions)</i>				
Floating rate loans from various banks	+75 (75)	(₱148) 148	+75 (75)	(₱201) 201

Interest expense of floating rate loans for the year is computed by taking into account actual principal movements, based on management's best estimate of a +/-75 basis points change in interest rates. There has been no change in the methods and assumptions used by management in the above analysis.



Foreign Currency Risk

The revaluation of any of foreign currency-denominated financial assets and financial liabilities as a result of the appreciation or depreciation of the Philippine peso is recognized as foreign exchange gains or losses as at the end of each reporting year. The extent of foreign exchange gains or losses is largely dependent on the amount of foreign currency-denominated financial instruments. While an insignificant percentage of the *MERALCO Group's* revenues and liabilities is denominated in *U.S.* dollars, a substantial amount of the *MERALCO Group's* expenditures for electricity capital projects and a portion of the operating expenses are denominated in foreign currencies, mostly in *U.S.* dollars. As such, a strengthening or weakening of the Philippine peso against the *U.S.* dollar will decrease or increase in Philippine peso terms, the principal amount of the *MERALCO Group's* foreign currency-denominated liabilities and the related interest expense, foreign currency-denominated capital expenditures and operating expenses.

The following table shows the consolidated foreign currency-denominated financial assets and financial liabilities as at December 31, 2024 and 2023, translated to Philippine peso at ₱57.85 and ₱55.37 to US\$1, respectively.

	2024		2023	
	U.S. Dollar	Peso Equivalent	U.S. Dollar	Peso Equivalent
	<i>(Amounts in millions)</i>			
Financial assets:				
Cash and cash equivalents	\$144	₱8,345	\$110	₱6,118
Financial assets at <i>FVOCI</i>	26	1,506	32	1,754
Advance payments to a supplier	4	206	7	395
Short-term investments	25	1,451	46	2,531
Debt securities at amortized cost	—	—	4	221
	199	11,508	199	11,019
Financial liabilities:				
Trade payables and other liabilities	(11)	(655)	(12)	(684)
Interest-bearing long-term financial liabilities	—	—	(1)	(38)
	(11)	(655)	(13)	(722)
	\$188	₱10,853	\$186	₱10,297

All of the *MERALCO Group's* long-term financial liabilities are denominated in Philippine peso. However, an insignificant portion of its trade payables are denominated in *U.S.* dollar.

The following table demonstrates the sensitivity to a reasonably possible change in the *U.S.* dollar exchange rate vis-a-vis the Philippine peso, with all other variables held constant, of the *MERALCO Group's* income before income tax due to changes in the fair value of financial assets and financial liabilities. There is no other impact on the *MERALCO Group's* equity other than those already affecting the consolidated statements of income.

	2024		2023	
	Appreciation (Depreciation) of U.S. Dollar	Effect on Income before Income Tax	Appreciation (Depreciation) of U.S. Dollar	Effect on Income before Income Tax
	<i>(In %)</i>	<i>(In millions)</i>	<i>(In %)</i>	<i>(In millions)</i>
<i>U.S.</i> dollar-denominated financial assets and financial liabilities	+5	₱543	+5	₱515
	-5	(543)	-5	(515)



Foreign exchange gain or loss for the year is computed based on management's best estimate of a +/- 5 percent change in the closing Philippine peso to *U.S.* dollar conversion rate using the balances as at financial reporting date of *U.S.* dollar-denominated cash and cash equivalents, receivables and other assets and liabilities. There has been no change in the methods and assumptions used by management in the above analysis.

Derivative Financial Instruments and Hedging Activities

MERALCO uses derivative financial instruments to manage exposure to foreign currency risk arising from forecasted investment denominated and payable in *U.S.* dollar. The objective of the hedge is to reduce volatility in cash flows associated with foreign exchange fluctuations.

To achieve this objective, *MERALCO* has designated forward foreign exchange contracts as cash flow hedges for its forecasted foreign currency denominated investments over the next 12 months. The hedging relationships are expected to be highly effective in offsetting changes in cash flows attributable to currency fluctuations.

As at December 31, 2024, *MERALCO* has entered into forward contracts to hedge 100% of its forecasted *U.S.* dollar investment payable upon closing of such forecasted transaction. The total notional value of these hedging instruments amounts to \$1.03 billion, with maturities dated January 21 to 24, 2025.

The forecasted investment payable in *U.S.* dollar is highly probable and is expected to occur over the next 12 months. The foreign exchange risk arising from these transactions has been designated as the hedged risk.

Hedge effectiveness is assessed using the dollar-offset method. The hedge has been highly effective, with no significant hedge ineffectiveness recognized.

When the forecasted transactions occur, the related hedge reserve amounts will be reclassified from *OCI* to investment.

For the year ended December 31, 2024, the investment is expected to close in early 2025 and no portion of *OCI* was reclassified to profit or loss.

As at December 31, 2024, ₱1,277 million remains in the cash flow hedge reserve and is expected to be reclassified to investment in the next financial year when the hedged transactions occur.

Commodity Price Risk

Commodity price risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in world prices or index of the commodity. The exposure of *MERALCO* and *Clark Electric* to price risk is minimal. The cost of fuel is part of *MERALCO*'s and *Clark Electric*'s generation costs that are recoverable through the generation charge in the billings to captive customers. On the other hand, *RES* business segment faces risk due to fuel price fluctuations.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The *MERALCO Group* is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.



Trade and Other Receivables and Contract Assets

MERALCO as a franchise holder serving public interest cannot refuse customer connection. To mitigate risk, the *DSOAR* allows *MERALCO* to collect bill deposit equivalent to one (1) month's consumption to secure credit. Also, as a policy, disconnection notices are sent three (3) days after the bill due date and disconnections are carried out beginning on the third day after receipt of disconnection notice.

Customer credit risk is managed by each business segment subject to *MERALCO Group's* procedures and controls relating to customer credit risk management. The *MERALCO Group* manages and controls credit risk by setting limits on the amount of risk that it is willing to accept for individual counterparties and by monitoring exposures in relation to such limits.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are grouped according to contract status (e.g. active, terminated, etc.). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The provision matrix is initially based on the *MERALCO Group* customer segment's historical observed default rates. Each business segment of the *MERALCO Group* calibrates the matrix to adjust the historical credit loss experience with forward-looking information.

At every reporting date, historical observed default rates are updated and changes in the forward-looking estimates are analyzed. The assumptions used in determining the historical default rates, and forecast of economic conditions to *MERALCO Group* customers and *ECLs* involved significant estimation. The amount of *ECLs* is sensitive to changes in circumstances and forecast of economic conditions. The historical credit loss experience, expected deferred payment arrangements, expected default upon resumption of service disconnection activities and forecast of economic conditions may also not be representative of customers' actual default in the future.

The subsidiaries of *MERALCO* trade only with recognized, creditworthy third parties. It is the *MERALCO Group's* policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivables are monitored on an ongoing basis to reduce exposure to bad debt.

GBPC and its subsidiaries applied the simplified approach under *PFRS 9*, using a 'provision matrix', in measuring expected credit losses which uses a lifetime expected loss allowance for receivables. The expected loss rates are based on the payment profiles of revenues/sales over a period of at least 24 months before the relevant reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers/counterparties to settle the receivables. *GBPC* and its subsidiaries have identified the gross domestic product ("*GDP*") and consumer price index ("*CPI*") to be the most relevant factors, and accordingly adjust the historical loss rates based on expected changes in these factors.

No impairment losses resulted from performing collective impairment test, due to the past experience of *GBPC* and its subsidiaries of realizing receivables within the credit period which help reduce the credit risk exposure in case of default by the customers.



Set out below is the information about the credit risk exposure of the *MERALCO Group's* trade and other receivables and contract assets using a provision matrix:

2024								
	Trade – electelectricity distributed				Energy Generated	Other trade receivables	Nontrade receivables	Total
	Contract Status							
	Active	Active - Disconnected	Active – Pending to Terminate	Terminated				
	(Amounts in millions, except ECL rate)							
ECL Rate	0.28%	0.70%	0.65%	73.48%	19.34%	5.20%	4.69%	
Estimated total gross carrying amount at default	₱31,484	₱1,569	₱2,143	₱8,487	₱6,613	₱13,921	₱9,334	₱73,551
Expected credit loss	88	11	14	6,236	1,279	787	439	8,854
2023								
	Trade – electelectricity distributed				Energy Generated	Other trade receivables	Nontrade receivables	Total
	Contract Status							
	Active	Active - Disconnected	Active – Pending to Terminate	Terminated				
	(Amounts in millions, except ECL rate)							
ECL Rate	0.24%	0.70%	1.09%	74.99%	18.96%	20.46%	6.77%	
Estimated total gross carrying amount at default	₱28,698	₱2,592	₱105	₱7,293	₱6,729	₱4,476	₱6,705	₱56,598
Expected credit loss	69	18	1	5,469	1,276	916	454	8,203

Financial Instruments and Cash and Cash Equivalents

With respect to placements of cash with financial institutions, these institutions are subject to the *MERALCO Group's* accreditation evaluation based on liquidity and solvency ratios and on the bank's credit rating. The *MERALCO Group* transacts derivatives only with similarly accredited financial institutions. In addition, the *MERALCO Group's* deposit accounts in banks are insured by the Philippine Deposit Insurance Corporation up to ₱500,000 per bank account.

The *MERALCO Group* invests only in quoted debt securities with very low credit risk. The *MERALCO Group's* debt instruments at *FVOCI* comprised 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.

Finally, credit quality review procedures are in place to provide regular identification of changes in the creditworthiness of counterparties. Counterparty limits are established and reviewed periodically based on latest available financial information of counterparties, credit ratings and liquidity. The *MERALCO Group's* credit quality review process allows it to assess any potential loss as a result of the risks to which it may be exposed and to take corrective actions.



MERALCO, Clark Electric and Shin Clark, as *DUs*, requires their captive customers to pay bill deposit equivalent to their estimated monthly bill. Such deposit is updated annually based on the historical 12-month average bill. The bill deposits serve to guarantee payment of bills by a customer.

The table below shows the maximum exposure to credit risk for the components of the consolidated statements of financial position. The maximum exposure is equivalent to the nominal amount of the accounts.

	Gross Maximum Exposure	
	2024	2023 (As restated - Note 3)
	<i>(Amounts in millions)</i>	
Cash and cash equivalents:		
Cash in banks	₱29,838	₱29,892
Cash equivalents	54,315	52,685
Trade and other receivables:		
Electricity sold	37,333	33,131
Energy generated	5,334	5,328
Service contracts	9,771	555
Nontrade receivables	8,897	6,251
Other current financial assets:		
Debt securities at amortized cost	8,814	7,533
Current portion of advance payments to a supplier	206	197
Short-term investments	12	11
Other noncurrent financial assets:		
Financial assets at <i>FVOCI</i>	4,407	4,375
Debt securities at amortized cost	1,091	9,858
Advance payments to a supplier	7	228
	₱160,025	₱150,044

The credit quality of financial assets is managed by *MERALCO* using “High Grade”, “Standard Grade” and “Sub-standard Grade” for accounts, which are neither impaired nor past due using internal credit rating policies.



The following tables show the credit quality by asset class:

2024						
	Neither Past Due nor Impaired					
	High Grade	Standard Grade	Sub-standard Grade	Past Due but not Impaired	Impaired Financial Assets	Total
(Amounts in millions)						
Cash in banks and cash equivalents	₱84,153	₱—	₱—	₱—	₱—	₱84,153
Trade and other receivables:						
Electricity sold	8,226	3,548	15,638	9,921	6,349	43,682
Energy generated	5,333	—	—	1	1,279	6,613
Service contracts	6,678	—	—	3,093	762	10,533
Nontrade receivables	7,833	—	—	1,064	439	9,336
Financial and other current assets:						
Debt securities at amortized cost	8,814	—	—	—	—	8,814
Current portion of advance payments to a supplier	206	—	—	—	—	206
Short-term investments	12	—	—	—	—	12
Financial and other noncurrent assets:						
Debt securities at amortized cost	1,091	—	—	—	—	1,091
Financial assets at <i>FVOCI</i>	4,407	—	—	—	—	4,407
Advance payments to a supplier	7	—	—	—	—	7
	₱126,760	₱3,548	₱15,638	₱14,079	₱8,829	₱168,854
2023 (As restated - Note 3)						
	Neither Past Due nor Impaired					
	High Grade	Standard Grade	Sub-standard Grade	Past Due but not Impaired	Impaired Financial Assets	Total
(Amounts in millions)						
Cash in banks and cash equivalents	₱82,577	₱—	₱—	₱—	₱—	₱82,577
Trade and other receivables:						
Electricity sold	7,342	3,065	12,958	9,766	5,557	38,688
Energy generated	5,327	—	—	1	1,276	6,604
Service contracts	332	—	—	223	893	1,448
Nontrade receivables	5,203	—	—	1,048	454	6,705
Financial and other current assets:						
Debt securities at amortized cost	7,533	—	—	—	—	7,533
Current portion of advance payments to a supplier	197	—	—	—	—	197
Short-term investments	11	—	—	—	—	11
Financial and other noncurrent assets:						
Debt securities at amortized cost	9,858	—	—	—	—	9,858
Financial assets at <i>FVOCI</i>	4,375	—	—	—	—	4,375
Advance payments to a supplier	228	—	—	—	—	228
	₱122,983	₱3,065	₱12,958	₱11,038	₱8,180	₱158,224

Credit ratings are determined as follows:

- High Grade

High grade financial assets include cash in banks, cash equivalents, short-term investments, debt securities at amortized cost investments, *FVOCI* financial assets and advance payments to a supplier transacted with counterparties of good credit rating or bank standing. Consequently, credit risk is minimal. These counterparties include large prime financial institutions, large



industrial companies and commercial establishments, and government agencies. For trade receivables, these consist of current month's billings (less than 30 days) that are expected to be collected within 10 days from the time bills are delivered.

▪ Standard Grade

Standard grade financial assets include trade receivables that consist of current month's billings (less than 30 days) that are expected to be collected before due date (10 to 14 days after bill date).

▪ Sub-standard Grade

Sub-standard grade financial assets include trade receivables that consist of current month's billings, which are not expected to be collected within 60 days.

Liquidity Risk

Liquidity risk is the risk that the *MERALCO Group* will be unable to meet its payment obligations when these fall due. The *MERALCO Group* manages this risk through monitoring of cash flows in consideration of future payment of obligations and the collection of its trade receivables. The *MERALCO Group* also ensures that there are sufficient, available and approved working capital lines that it can draw from at any time.

The *MERALCO Group* maintains an adequate amount of cash, cash equivalents and *FVOCI* financial assets, which may be readily converted to cash in any unforeseen interruption of its cash collections. The *MERALCO Group* also maintains accounts with several relationship banks to avoid significant concentration of funds with one (1) institution.

The following table sets out the maturity profile of the financial liabilities and contract liabilities based on contractual undiscounted payments plus future interest:

	2024				
	Less than 3 Months	Over 3–12 Months	Over 1–5 Years	More than 5 Years	Total
	<i>(Amounts in millions)</i>				
Notes payable	₱7,721	₱28,111	₱–	₱–	₱35,832
Trade payables and other current liabilities	93,210	–	–	–	93,210
Customers' refund	2,853	–	–	–	2,853
Interest-bearing long-term financial liabilities:					
Fixed rate borrowings	947	10,485	15,757	18,570	45,759
Floating rate borrowings	159	1,408	7,304	15,412	24,283
Redeemable preferred stock	1,461	–	–	–	1,461
Customers' deposits	379	2,431	7,263	26,011	36,084
Refundable service extension costs	345	1,112	3,304	449	5,210
Non-refundable liability related to asset funded by customers	127	127	127	568	949
Total undiscounted financial liabilities	₱107,202	₱43,674	₱33,755	₱61,010	₱245,641



2023					
	Less than 3 Months	Over 3–12 Months	Over 1–5 Years	More than 5 Years	Total
<i>(Amounts in millions)</i>					
Notes payable	₱265	₱27,685	₱—	₱—	₱27,950
Trade payables and other current liabilities	96,959	—	—	—	96,959
Customers' refund	2,846	—	—	—	2,846
Interest-bearing long-term financial liabilities:					
Fixed rate borrowings	4,594	3,151	19,482	8,193	35,420
Floating rate borrowings	526	1,738	12,846	37,009	52,119
Redeemable preferred stock	1,465	—	—	—	1,465
Customers' deposits	970	1,810	7,342	26,786	36,908
Refundable service extension costs	345	1,432	3,303	748	5,828
Non-refundable liability related to asset funded by customers	127	127	127	517	898
Total undiscounted financial liabilities	₱108,097	₱35,943	₱43,100	₱73,253	₱260,393

The maturity profile of bill deposits is not determinable since the timing of each refund is linked to the cessation of service, which is not reasonably predictable. However, *MERALCO* estimates that the amount of bill deposits (including related interests) of ₱2,517 million will be refunded within a year. This is shown as part of "Trade payables and other current liabilities" account in the consolidated statement of financial position as at December 31, 2024.

Capital Management

The primary objective of the *MERALCO Group's* capital management is to enhance shareholder value. The capital structure is reviewed with the end view of achieving a competitive cost of capital and at the same time ensuring that returns on capital expenditure are consistent with the levels approved by its regulators for its core distribution business.

The capital structure optimization plan is complemented by efforts to improve capital efficiency to increase yields on invested capital. This entails efforts to improve the efficiency of capital assets, working capital and non-core assets.

The *MERALCO Group* monitors capital using, among other measures, debt to equity ratio, which is gross debt divided by equity attributable to equity holders of the parent company. The *MERALCO Group* considers long-term debt, redeemable preferred stock and notes payable as debt.

	2024	2023
<i>(Amounts in millions, except debt to equity ratio)</i>		
Long-term debt	₱59,028	₱70,398
Notes payable	34,287	27,583
Redeemable preferred stock	1,461	1,465
Debt (a)	₱94,776	₱99,446
Equity attributable to equity holders of the parent company (b)	₱144,599	₱122,295
Debt to equity ratio(a)/(b)	0.66	0.81



28. Income Taxes and Local Franchise Taxes

Income Taxes

The components of net deferred income tax assets and liabilities are as follows:

	Note	2024	2023 (As restated - Note 3)
<i>(Amounts in millions)</i>			
Deferred income tax assets:			
Provisions for probable losses and expenses from claims	19 and 22	₱27,078	₱26,097
Unfunded retirement benefits cost and unamortized past service cost	26	2,948	2,639
Allowance for expected credit losses	13	1,582	1,385
Accrued employee benefits	26	1,207	819
Decommissioning liability		93	99
Others		1,316	1,394
		34,224	32,433
Deferred income tax liabilities:			
Fair value of net assets from acquisitions	3	6,628	8,453
Revaluation increment in utility plant and others	7,9 and 16	8,092	5,408
Actuarial gains	26	193	995
Capitalized interest		938	858
Capitalized duties and taxes deducted in advance		331	364
Others		429	1,572
		16,611	17,650
		₱17,613	₱14,783

The deferred income tax assets and liabilities are presented in the consolidated statements of financial position as follows:

	2024	2023 (As restated - Note 3)
<i>(Amounts in millions)</i>		
Deferred income tax assets – net	₱26,382	₱24,628
Deferred income tax liabilities – net	(8,769)	(9,845)
	₱17,613	₱14,783



Provision for (benefit from) income tax consists of:

	2024	2023	2022
	<i>(Amounts in millions)</i>		
Current	₱12,232	₱9,153	₱4,122
Deferred	(2,018)	(1,042)	2,526
	₱10,214	₱8,111	₱6,648

Deferred income tax charged directly to *OCI* amounted to ₱812 million (benefit), ₱1,278 million (benefit) and ₱1,544 million (expense) for the years ended December 31, 2024, 2023 and 2022, respectively.

A reconciliation between the provision for income tax computed at statutory income tax rates of 25%, for the years ended December 31, 2024, 2023 and 2022, and provision for income tax as shown in the consolidated statements of income is as follows:

	2024	2023	2022
	<i>(Amounts in millions)</i>		
Income tax computed at statutory tax rate	₱14,171	₱11,697	₱8,809
Income tax effects of:			
Equity in net earnings of associates and joint ventures	(2,567)	(2,870)	(3,009)
Interest income subjected to lower final tax rate	(932)	(804)	(486)
Nontaxable income	(391)	(439)	(75)
Nondeductible interest expense	232	201	121
Nondeductible expense	326	151	25
Difference in calculation of tax deductible costs and expenses	(1,568)	(218)	–
Movement of unrecognized deferred tax assets	1,224	127	860
Others	(281)	266	403
	₱10,214	₱8,111	₱6,648

MERALCO adopted the optional standard deductions (“*OSD*”) in 2024 and 2023 in lieu of itemized deductions and itemized deductions in 2022 beginning with its first quarter income tax return.

Certain deferred tax assets and liabilities expected to be recovered or settled in subsequent taxable years, for which the related income and expense were not considered in determining gross income for income tax purposes, were not recognized. This is because the manner by which *MERALCO* expects to recover or settle the underlying assets and liabilities would not result in any future tax consequence under the current method of computing taxable income.



MERALCO's net deferred tax assets which were not recognized as at December 31, 2024 and 2023 are as follows:

	2024	2023
	<i>(Amounts in millions)</i>	
Deferred tax assets:		
Allowance for impairment losses	₱4,004	₱3,051
Net operating loss carryover (" <i>NOLCO</i> ")	1,913	2,149
Provisions for various claims	1,035	546
Unfunded retirement benefits cost and unamortized past service cost	147	91
Decommissioning liability	103	107
Others	78	111
	₱7,280	₱6,055

The temporary differences for which deferred tax assets have not been recognized pertain to the tax effect of *NOLCO* of *MGen* amounting to ₱7,657 million and ₱9,704 million as at December 31, 2024 and 2023, respectively. These are not recognized because *MGen* does not expect to utilize such deferred tax assets against sufficient taxable profit in the future.

NOLCO totaling to ₱7,657 million may be claimed as deduction against taxable income as follows:

Date Incurred	Expiry Date	Amount
		<i>(In millions)</i>
December 31, 2020	December 31, 2025	₱854
December 31, 2021	December 31, 2026	1,824
December 31, 2022	December 31, 2025	2,403
December 31, 2023	December 31, 2026	1,642
December 31, 2024	December 31, 2027	934
		₱7,657

NOLCO amounting to ₱623 million expired in 2022.

On September 30, 2020, the *BIR* issued Revenue Regulations 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 may 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.

LFT

Consistent with the decisions of the *ERC*, *LFT* is a recoverable charge of the *DU* from the particular province or city imposing and collecting the *LFT*. It is presented as a separate line item in the customer's bill and computed as a percentage of the sum of generation, transmission, distribution services and related *SL* charges.



The Implementing Rules and Regulations (“*IRR*”) issued by the *ERC* provide that *LFT* shall be paid only on its distribution wheeling and captive market supply revenues. Pending the promulgation of guidelines from the relevant government agencies, *MERALCO* is paying *LFT* based on the sum of generation, transmission, distribution services and related *SL* charges in the customers’ bill.

In *ERC* Resolution No. 2, Series of 2021, or the Rules on Recovery of Pass-Through Taxes (Real Property, Local Franchise, and Business Taxes) of *DUs*, the *ERC* amended and modified the rules with respect to the recovery of any *LFT*, including the filing of applications for recovery.

29. Contingencies and Legal Proceedings

Overpayment of Income Tax related to SC Refund

After several rounds of motions and appeals in the Court of Tax Appeals (“*CTA*”), the *CTA En Banc* on May 22, 2013 denied the motions of the *BIR* and *MERALCO*, and ordered the *CTA* Second Division to receive evidence and rebuttal evidence relating to *MERALCO*’s level of refund to customers, pertaining to the excess charges it made in taxable years 1994 - 1998, and 2000, but corresponding to the amount of ₱5,796 million, as already determined by the said court.

The *BIR* appealed the *CTA en Banc*’s Amended Decision on July 12, 2012 via a Petition for Review with the *SC*.

On October 2, 2024, the *SC* 2nd Division issued a Resolution granting the *BIR*’s appeal, which reversed and set aside the *CTA En Banc*’s Amended Decision and reinstated the May 8, 2012 Decision of the *CTA En Banc*. On December 20, 2024, *MERALCO* filed an Omnibus Motion with the *SC* for reconsideration of the said Resolution. As at February 24, 2025, the Omnibus Motion is pending resolution by the *SC*.

LFT Assessments of Municipalities

Certain municipalities have served assessment notices on *MERALCO* for *LFT*. As provided in the Local Government Code (“*LGC*”), only cities and provincial governments may impose taxes on establishments doing business in their localities. On the basis of the foregoing, *MERALCO* and its legal counsel believe that *MERALCO* is not subject or liable for such assessments.

RPT Assessments

On October 22, 2015, the *SC* ruled on an appeal of *MERALCO* declaring, among others, that the transformers, electric posts, transmission lines, insulators and electric meters are not exempted from *RPT* under the *LGC*. Thereafter, *MERALCO* began the process of settlement with the affected *LGUs* and filed for the recovery of the resulting *RPT* payments with the *ERC*.

Acting on petitions filed by *PEPOA* and *PHILRECA*, the *ERC* issued Resolution No. 2, Series of 2021, “Rules on Recovery of Pass-Through Taxes (Real Property, Local Franchise, and Business Taxes”, approving the recovery of *RPT*, *LFT* and Business Taxes as pass-through charges and therefore excluded among the financial building blocks in the annual revenue requirement of *PBR*.



Subsequently, *PEPOA* filed another petition for rule-making to amend certain provisions of Resolution No. 2, Series of 2021 to cover full recovery as pass-through costs of: (i) local taxes (*RPT*, *LFT* and business tax) levied by *LGUs* during the years prior to the Resolution to address tax arrearages; and (ii) *RPT* assessed by *LGUs* on assets located outside the *DU*'s franchise area but are used to provide public service within the franchise area. *MERALCO* had submitted its comments and several public consultations were conducted. As at February 24, 2025, the Petition is pending with the *ERC*. In the meantime, *MERALCO* proposed to include the recovery of the *RPT* for the period prior to the Resolution as part of its new 5th *RP* application.

See Note 19 – Provisions.

Mediation with NPC

On November 21, 1994, *MERALCO* entered into a 10-year Contract for Sale of Electricity (“*CSE*”) with *NPC* beginning January 1, 1995, as required by the Department of Energy (“*DOE*”) to address the concerns of the then creditors of *NPC*, following a crippling power supply crisis.

The *CSE*, rates and amounts charged to *MERALCO* were approved by the *BOD* of *NPC* and the then Energy Regulatory Board, respectively.

Separately, the *DOE* also required *MERALCO* to provide market for half of the output of the Camago-Malampaya gas field to allow the Government to generate revenues and foreign exchange savings to the extent of the fuel imports which shall be displaced.

In the first seven (7) years, *MERALCO*'s total purchases from *NPC* exceeded the contract level. After which, in 1997, the Asian crisis resulted in the curtailment of energy demand.

A dispute ensued with a Settlement Agreement signed between *NPC* and *MERALCO* on July 15, 2003. A series of oppositions, motions for reconsideration, *TRO* and petitions followed with the Office of the Solicitor General acting for and on behalf of *NPC*.

Finally, the *CA* rendered a decision on April 15, 2014 denying the appeal of the *OSG* and affirmed the decision of *RTC* – Pasig declaring the Settlement Agreement valid and binding. The *NPC* filed a Petition for Review with the *SC*. In a Resolution dated September 28, 2022, the *SC* denied the Petition filed by the *OSG* and affirmed the validity of the *SA*. The *OSG* filed a Motion for Reconsideration. The *SC*, through a resolution dated April 3, 2024 denied the *OSG*'s motion. With this, the Resolution has attained finality and entry of judgment had been issued.

As at February 24, 2025, *MERALCO* is preparing to file the appropriate motion for the revival of the proceedings before the *ERC* for the pass-through of such generation charge.

Sucat-Araneta-Balintawak Transmission Line

The Sucat-Araneta-Balintawak transmission line, a two (2)-part 230 kV line in Metro Manila, includes the Araneta to Balintawak and the Sucat to Araneta legs, passing through Dasmariñas Village, Makati City.



On March 10, 2000, certain residents along Tamarind Road, Dasmariñas Village, filed a case against NPC with the RTC-Makati to stop the installation and energization of high voltage cables near their homes due to alleged health risks from the electromagnetic field emitted by said lines. The RTC-Makati granted a preliminary injunction on April 3, 2000, which was affirmed by the SC on March 23, 2006. MERALCO intervened, citing the significant impact of de-energization of the Sucat-Araneta line to the public and economy. Shutdown of the 230 kV line will result in widespread and rotating brownouts within MERALCO's franchise area with certain power plants unable to run at their full capacities.

On September 8, 2009, the RTC-Makati allowed MERALCO and NGCP to intervene and dissolved the injunction, and required the posting of bonds to cover potential damages.

The case remains pending, and is still at the pre-trial stage, with disputes over expert depositions. As at February 24, 2025, MERALCO is awaiting further action from the SC on the matter.

Petition for Dispute Resolution against Philippine Electricity Market Corporation ("PEMC"), TransCo, NPC and PSALM

On September 9, 2008, MERALCO filed with the ERC a Petition for Dispute Resolution, against PEMC, TransCo, NPC and PSALM, as a result of the congestion in the transmission system of TransCo arising from the outages of the San Jose-Tayabas 500 kV Line 2 on June 22, 2008, and the 500 kV 600 Mega Volt-Ampere Transformer Bank No. 2 of TransCo's San Jose, Bulacan substation on July 11, 2008. The Petition seeks to, among others, direct PEMC to adopt the NPC- Time-of-Use ("TOU") rate or the new price determined through the price substitution methodology of PEMC as approved by the ERC, as basis for its billing during the period of the congestion and direct NPC and PSALM to refund the transmission line loss components of the line rentals associated with NPC/PSALM bilateral transactions from the start of WESM operation on June 26, 2006.

In a Decision dated March 10, 2010, the ERC granted MERALCO's petition and ruled that there is double charging of the transmission line costs billed to MERALCO by NPC for the Transition Supply Contract ("TSC") quantities to the extent of 2.98% loss factor, since the effectivity of the TSC in November 2006. Thus, NPC was directed to refund line rental adjustment to MERALCO. In the meantime, the ERC issued an Order on May 4, 2011 allowing PEMC to submit an alternative methodology for the segregation of line rental into congestion cost and line losses from the start of the WESM. PEMC has filed its compliance submitting its alternative methodology.

On September 8, 2011, MERALCO received a copy of PEMC's compliance to the ERC's directive and on November 11, 2011, MERALCO filed a counter-proposal which effectively simplifies PEMC's proposal.

In an Order of the ERC dated June 21, 2012, MERALCO was directed to submit its computation of the amount of the double charging of line loss on a per month basis from June 26, 2006 up to June 2012. On July 4, 2012, MERALCO filed its Compliance to the said Order. Thereafter, the ERC issued an Order directing the parties to comment on MERALCO's submissions. Hearings were conducted on October 2, 2012 and October 16, 2012 to discuss the parties' proposal and comments.



In an Order dated March 4, 2013, the *ERC* approved the methodology proposed by *MERALCO* and *PEMC* in computing the double charged amount on line losses by deducting 2.98% from the *NPC-TOU* amount. Accordingly, the *ERC* determined that the computed double charge amount to be collected from *NPC* is ₱5.2 billion, covering the period November 2006 to August 2012 until actual cessation of the collection of the 2.98% line loss charge in the *NPC-TOU* rates imposed on *MERALCO*. In this regard, *NPC* was directed by the *ERC* to refund said amount by remitting to *MERALCO* the equivalent amount of ₱73.9 million per month until the over-recoveries are fully refunded. In the said Order, the *ERC* likewise determined that the amount to be collected from the successor generating companies (“*SGCs*”) is ₱4.7 billion. Additionally, *MERALCO* was directed to file a petition against the following *SGCs*: *MPPCL*, Aboitiz Power Renewables, Inc. (“*APRI*”), *TLI*, *SPI* and *Sem-Calaca*, within 30 days from receipt thereof, to recover the line loss collected by them. On April 19, 2013, *MERALCO* filed a Motion for Clarification with the *ERC* regarding the directives contained in the March 4, 2013 Order. On April 30, 2013 and May 8, 2013, *PSALM* and *NPC*, respectively, filed motions seeking reconsideration of the March 4, 2013 Order. *MERALCO* filed a motion seeking for an additional 15 days from its receipt of the *ERC*’s Order resolving its Motion for Clarification, within which to file its Petition against the *SGCs*.

In an Order dated July 1, 2013, the *ERC* issued the following clarifications/resolutions: (i) *SPPC* should be included as one of the *SGCs* against whom a petition for dispute resolution should be filed by *MERALCO*; (ii) amount to be refunded by *NPC* is not only ₱5.2 billion but also the subsequent payments it received from *MERALCO* beyond August 2012 until the actual cessation of the collection of the 2.98% line loss charge in its *TOU* rates; (iii) petition to be filed by *MERALCO* against the *SGCs* should not only be for the recovery of the amount of ₱4.7 billion but also the subsequent payments beyond August 2012 until the actual cessation of the collection of the 2.98% line loss charge in its *TOU* rates; (iv) “*SCPC Ilijan*” pertains to *SPPC* instead. Thus, the refundable amount of ₱706 million pertaining to “*SCPC Ilijan*” should be added to *SPPC*’s refundable amount of ₱1.1 billion; (v) grant the Motion for Extension filed by *MERALCO* within which to file a petition against the following *SGCs*: *MPPCL*, *APRI*, *TLI*, *SPI*, *Sem-Calaca* and *SPPC*; and (vi) deny the respective *MRs* filed by *NPC* and *PSALM*.

On September 12, 2013, *MERALCO* filed a Manifestation with Motion with the *ERC* seeking approval of its proposal to offset the amount of ₱73.9 million per month against its monthly remittances to *PSALM*. *PSALM* and *NPC* filed their comments *Ad Cautelam* and Comment and Opposition *Ad Cautelam*, respectively, on *MERALCO*’s Manifestation with Motion. On November 4, 2013, *MERALCO* filed its reply. As at February 24, 2015, *MERALCO*’s Manifestation with Motion is pending resolution by the *ERC*.

On October 24, 2013, *MERALCO* received *PSALM*’s Petition for Review on Certiorari with the *CA* (With Urgent *TRO* and/or Writ of Preliminary Mandatory Injunction Applications) questioning the March 4, 2013 and July 1, 2013 Orders of the *ERC*.

On February 3, 2014, *MERALCO* filed a Comment with Opposition to the Application for *TRO* or Writ of Preliminary Injunction dated January 30, 2014. *PEMC* filed a Comment and Opposition Re: Petition for Certiorari with Urgent *TRO* and/or Writ of Preliminary Mandatory Injunction dated January 6, 2014. On June 4, 2014, the *CA* issued a Resolution declaring that *PSALM* is deemed to have waived the filing of a Reply to the comment and opposition of *MERALCO* and *PEMC* and directing the parties to submit their simultaneous memoranda within 15 days from notice. On December 1, 2014, the *CA* issued a decision dismissing the Petition for Certiorari filed by *PSALM* against the *ERC*, *MERALCO* and *PEMC* and affirming the *ERC*’s ruling on the refund of the ₱5.2 billion of transmission line losses double charged by *PSALM* and *NPC*. On January 30, 2015, *PSALM* filed its *MR* on the December 1, 2014 Decision of the *CA*.



MERALCO has filed its Opposition to the *MR*. In a Resolution dated August 11, 2015, the *CA* denied *PSALM*'s *MR*. On October 27, 2015, *MERALCO* received *PSALM*'s Petition for Review with the *SC*. The Petition has been given due course and the parties have filed their respective memoranda. As at February 24, 2025, *MERALCO* is still awaiting further action of the *SC* on the Petition.

Petition for Dispute Resolution against SPPC, MPPCL, APRI, TLI, SPI and Sem-Calaca

On August 29, 2013, *MERALCO* filed a Petition for Dispute Resolution against *SPPC*, *MPPCL*, *APRI*, *TLI*, *SPI* and *Sem-Calaca*. Said Petition seeks the following: 1) refund of the 2.98% transmission line losses in the amount of ₱5.4 billion, inclusive of the ₱758 million line loss for the period September 2012 to June 25, 2013, from said *SGCs*; and 2) approval of *MERALCO*'s proposal to correspondingly refund to its customers the aforementioned line loss amounts, as and when the same are received from the *SGCs*, until such time that the said over-recoveries are fully refunded, by way of automatic deduction of the amount of refund from the computed monthly generation rate. On September 20, 2013, *MERALCO* received the *SGCs*' Joint Motion to Dismiss. On October 7, 2013, *MERALCO* filed its Comment on the said Joint Motion.

On October 8, 2013, *MERALCO* received the *SGCs* Manifestation and Motion, which sought, among other things, the cancellation of the scheduled initial hearing of the case, including the submission of the parties respective Pre-trial Briefs, until the final resolution of the *SGC*'s Joint Motion to Dismiss. On October 11, 2013, *MERALCO* filed its pre-trial brief. On October 14, 2013, *MERALCO* filed its Opposition to the *SGC*'s Manifestation and Motion. On October 24, 2013, *MERALCO* received the *SGC*'s Reply to its Comment on the Joint Motion to Dismiss. On October 29, 2013, *MERALCO* filed its Rejoinder. Thereafter, the *SGC*'s filed their Sur-Rejoinder dated November 4, 2013. As at February 24, 2025, the Joint Motion to Dismiss is pending resolution by the *ERC*.

Petition for Dispute Resolution with NPC on Premium Charges

On June 2, 2009, *MERALCO* filed a Petition for Dispute Resolution against *NPC* and *PSALM* with respect to *NPC*'s imposition of premium charges for the alleged excess energy it supplied to *MERALCO* covering the billing periods May 2005 to June 2006. The premium charges amounting to ₱315 million during the May-June 2005 billing periods have been paid but are the subject of a protest by *MERALCO*, and premium charges of ₱318 million during the November 2005, February 2006 and April to June 2006 billing periods are being disputed and withheld by *MERALCO*. *MERALCO* believes that there is no basis for the imposition of the premium charges. The hearings on this case have been completed. As at February 24, 2025, the Petition is pending resolution by the *ERC*.

SC TRO on MERALCO's December 2013 Billing Rate Increase

On December 9, 2013, the *ERC* gave clearance to the request of *MERALCO* to implement a staggered collection over three (3) months covering the December 2013 billing month for the increase in generation charge and other bill components such as *VAT*, *LFT*, transmission charge, and *SL* charge. The generation costs for the November 2013 supply month increased significantly because of the aberrant spike in the *WESM* charges on account of the non-compliance with *WESM* Rules by certain plants resulting in significant power generation capacities not being offered and dispatched, and the scheduled and extended shutdowns, and the forced outages, of several base load power plants, and the use of the more expensive liquid fuel or bio-diesel by the natural gas-fired power plants that were affected by the Malampaya Gas Field shutdown from November 11 to December 10, 2013.



On December 19, 2013, several party-list representatives of the House of Representatives filed a Petition against *MERALCO*, *ERC* and *DOE* before the *SC*, questioning the *ERC* clearance granted to *MERALCO* to charge the resulting price increase, alleging the lack of hearing and due process. It also sought for the declaration of the unconstitutionality of the Electricity Power Industry Reform Act (“*EPIRA*”), which essentially declared the generation and supply sectors competitive and open, and not considered public utilities. A similar petition was filed by a consumer group and several private homeowners’ associations also challenging the legality of the *AGRA* that the *ERC* had promulgated. Both petitions prayed for the issuance of *TRO*, and a Writ of Preliminary Injunction.

On December 23, 2013, the *SC* consolidated the two (2) Petitions and granted the application for *TRO* effective immediately and for a period of 60 days, which effectively enjoined the *ERC* and *MERALCO* from implementing the price increase. The *SC* also ordered *MERALCO*, *ERC* and *DOE* to file their respective comments to the Petitions. Oral Arguments were conducted on January 21, 2014, February 4, 2014 and February 11, 2014. Thereafter, the *SC* ordered all the Parties to the consolidated Petitions to file their respective Memorandum on or before February 26, 2014 after which the Petitions will be deemed submitted for resolution of the *SC*. *MERALCO* complied with said directive and filed its Memorandum on said date.

On February 18, 2014, acting on the motion filed by the Petitioners, the *SC* extended for another 60 days or until April 22, 2014, the *TRO* that it originally issued against *MERALCO* and *ERC* on December 23, 2013. The *TRO* was also similarly applied to the generating companies, specifically *MPPCL*, *SPI*, *SPPC*, *FGPC*, and the *NGCP*, and the *PEMC* (the administrator of *WESM* and market operator at that time) who were all enjoined from collecting from *MERALCO* the deferred amounts representing the ₱4.15 per *kWh* price increase for the November 2013 supply month.

In the meantime, on January 30, 2014, *MERALCO* filed an Omnibus Motion with Manifestation with the *ERC* for the latter to direct *PEMC* to conduct a re-run or re-calculation of the *WESM* prices for the supply months of November to December 2013. Subsequently, on February 17, 2014, *MERALCO* filed with the *ERC* an Application for the recovery of deferred generation costs for the December 2013 supply month praying that it be allowed to recover the same over a six (6)-month period.

On March 3, 2014, the *ERC* issued an Order voiding the Luzon *WESM* prices during the November and December 2013 supply months on the basis of the preliminary findings of its Investigating Unit (“*IU*”) that these are not reasonable, rational and competitive, and imposing the use of regulated rates for the said period. *PEMC* was given seven (7) days upon receipt of the Order to calculate these regulated prices and implement the same in the revised *WESM* bills of the concerned *DUs* in Luzon. *PEMC*’s recalculated power bills for the supply month of December 2013 resulted in a net reduction of the December 2013 supply month bill of the *WESM* by ₱9.3 billion. Due to the pendency of the *TRO*, no adjustment was made to the *WESM* bill of *MERALCO* for the November 2013 supply month. The timing of amounts to be credited to *MERALCO* is dependent on the reimbursement of *PEMC* from associated generator companies. However, several generating companies, including *MPPCL*, *SN Aboitiz Power, Inc.*, *Team (Philippines) Energy Corporation*, *PanAsia Energy, Inc.* (“*PanAsia*”), and *SPI*, have filed *MRs* questioning the Order dated March 3, 2014. *MERALCO* has filed a consolidated comment to these *MRs*. In an Order dated October 15, 2014, the *ERC* denied the *MRs*. The generating companies have appealed the Orders with the *CA*. *MERALCO* has filed a motion to intervene and a comment in intervention. The *CA* consolidated the cases filed by the generation companies. In a Decision dated November 7, 2017, the *CA* set aside *ERC* Orders dated March 3, 2014, March 27, 2014, May 9, 2014 and October 15, 2014 and declared the orders null and void. The Decision then reinstated and declared valid *WESM* prices for the November and December 2013 supply months. *MERALCO* and the *ERC* have filed their respective motions for reconsideration. Several consumers also intervened in the case and filed their respective motions for



reconsideration. In a Resolution dated March 29, 2019, the *CA* denied the motions for reconsideration and upheld its Decision dated November 7, 2017.

MERALCO and several consumers have elevated the *CA* Decision and Order to the *SC* where the case is pending. In a Resolution dated November 4, 2020, the *SC* consolidated *ERC*'s and *MERALCO*'s petitions and transferred *MERALCO*'s petition to the member-in-charge of *ERC*'s petition which was the lower-numbered case. The petitions filed by the consumers were denied by the *SC*.

In view of the pendency of the various submissions before the *ERC* and mindful of the complexities in the implementation of the *ERC*'s Order dated March 3, 2014, the *ERC* directed *PEMC* to provide the market participants additional 45 days to comply with the settlement of their respective adjusted *WESM* bills. In an Order dated May 9, 2014, the parties were then given an additional non-extendible period of 30 days from receipt of the Order within which to settle their *WESM* bills. However, in an Order dated June 6, 2014 and acting on an intervention filed by Angeles Electric Corporation, the *ERC* deemed it appropriate to hold in abeyance the settlement of *PEMC*'s adjusted *WESM* bills by the market participants.

On April 22, 2014, the *SC* extended indefinitely the *TRO* issued on December 23, 2013 and February 18, 2014 and directed generating companies, *NGCP* and *PEMC* not to collect from *MERALCO*. In a Decision promulgated on August 3, 2022, the *SC* affirmed the December 9, 2013 *ERC* letter approving *MERALCO*'s proposal to implement a staggered collection over three (3) months covering the December 2013 billing month. However, it voided the *ERC* March 3, 2014 Order which voided the Luzon *WESM* prices during the November and December 2013 supply months and imposed the use of regulated rates for said period. The *ERC* and the petitioners filed motions for reconsideration which were denied with finality in the *SC* Resolution dated October 11, 2022. Entry of Judgment has been issued.

In a letter dated September 25, 2023, *MERALCO* filed a letter with the *ERC* on its proposed implementation of the recovery of the generation charges pertaining to the December 2013 supply month. On January 4, 2024, *MERALCO*, *IEMOP* and the *ERC* met to discuss *MERALCO*'s proposed implementation of the Decision. As directed by the *ERC*, *MERALCO* and *IEMOP* have completed the reconciliation of the final amount to be recovered, and have sent a joint letter dated March 12, 2024 to the *ERC*. As at February 24, 2025, the same is pending with the *ERC*.

ERC IU Complaint

On December 26, 2013, the *ERC* constituted the *IU* under its Competition Rules to investigate possible anti-competitive behavior by the industry players and possible collusion that transpired in the *WESM* during the supply months of November 2013 and December 2013. *MERALCO* participated in the proceedings and submitted a Memorandum.

An investigating officer of the *IU* filed a Complaint dated May 9, 2015 against *MERALCO* and Therma Mobile, Inc. ("*TMO*") for alleged anti-competitive behavior constituting economic withholding in violation of Section 45 of the *EPIRA* and Rule 11, Section 1 and 8(e) of the *EPIRA IRR*. In an Order dated June 15, 2015, the *ERC* directed *MERALCO* to file its comment on the Complaint. *MERALCO* and *TMO* have filed their respective answers to the Complaint.

In an Order dated September 1, 2015, the *ERC* directed the investigating officer to file his reply to *MERALCO*. In a Manifestation and Motion to Set the Case for Hearing dated November 9, 2015, the investigating officer manifested that he would no longer file a reply and that the case be set for hearing.



On May 24, 2016, the *ERC* promulgated Resolution No. 14, Series of 2016, which resolved to divide the Commission into two (2) core groups for the conduct of hearings and to designate the commissioners to act as presiding officers in anti-competition cases. The raffle pursuant to said Resolution was conducted on June 15, 2016.

In a Notice of Pre-Trial Conference dated June 16, 2016, the *ERC* set the pre-trial conference on August 18, 2016 and required *MERALCO* and *TMO* to submit their respective pre-trial briefs. However, on July 27, 2016, the complainant filed two (2) omnibus motions for the consolidation and deferment of the pre-trial conferences. Hence, in an Order dated August 1, 2016, the respondents were given 10 days to submit their comments on the Motion for Consolidation, with the complainant given five (5) days to file his reply. As such, the pre-trial conferences as scheduled were deferred until further notice and all parties were granted 20 days to submit their respective pre-trial briefs.

In the meantime, *MERALCO* likewise filed an Urgent Motion to Dismiss with Motion to Suspend Proceedings which was adopted by *TMO* in its Manifestation and Motion filed on July 28, 2016. *MERALCO* maintained that the Complaint should be dismissed due to the absence of subject matter jurisdiction as it is now the *PCC* which has original and primary jurisdiction over competition-related cases in the energy sector. On August 23, 2016, *MERALCO* filed an Urgent Motion Ad Cautelam for suspension of proceeding including period to file pre-trial brief and judicial affidavit.

In a Motion dated August 25, 2016, complainant filed a Motion to defer the submission of the complainant's pre-trial brief and judicial affidavit. In an Order dated June 13, 2017, the *ERC* denied the motion to consolidate but upheld the authority of private counsel to represent the complainants. *MERALCO* filed a Motion for Partial Reconsideration to question such authority.

In an Order dated February 2, 2017, the *ERC* denied the motion to dismiss and asserted jurisdiction over the Complaint. *MERALCO* filed its *MR* to the Order on February 23, 2017. In an Order dated June 20, 2017, the *ERC* denied the *MR*. On September 19, 2017, *MERALCO* filed a Petition for Certiorari with the *CA*. In a Resolution dated October 2, 2017, the *CA* required respondents to file their Comment on the Petition within 10 days and held in abeyance its resolution on the prayer for injunctive relief until the comments have been filed. *MERALCO* was likewise given five (5) days to file its reply. In a Manifestation dated October 23, 2017, the *ERC* stated that it is a nominal party in the case as the quasi-judicial tribunal that issued the assailed ordinances. The *IU* filed its own Comment dated December 19, 2017. In a Manifestation and Motion dated December 22, 2017, the *OSG* informed the *CA* that it will no longer represent the *IU* and will instead participate as "tribune of the people". In the meantime, *TMO* also filed a separate Petition for Review on Certiorari with the *CA*. In a Resolution dated January 10, 2018, the *CA* ordered the consolidation of the petitions of *TMO* and *MERALCO*. In a Decision dated May 23, 2018, the *CA* denied the consolidated Petitions filed by *MERALCO*, *TMO*, and *APRI*, and ruled that the jurisdiction to resolve the *IU* cases remains with the *ERC* because the Philippine Competition Act ("*PCA*") does not apply retroactively.

On June 20, 2018, *MERALCO* filed an *MR* with the *CA*. The *ERC* likewise filed its Motion for Partial Reconsideration on the ground that it retained concurrent jurisdiction together with the *PCC* over cases involving alleged anti-competitive conduct supposedly because the *PCA* did not repeal Section 45 of the *EPIRA*.

In Resolution dated January 28, 2019, the *CA* denied the motions for reconsideration filed by all of the parties. While it sustained its finding that the *PCC* now holds original, exclusive, and primary jurisdiction over all competition-related cases, the *CA* reiterated its view that the *PCA* has no retroactive effect.



The *ERC* has elevated the matter to the *SC*. *MERALCO*, *TMO* and *APRI* have all filed their respective manifestations before the *SC*. In a Resolution dated September 29, 2021, the *SC* affirmed the *CA* in that the *ERC* had jurisdiction over these cases as they were filed before the enactment of the *PCA*. However, the *SC* did not rule on whether the *PCC* and the *ERC* now have concurrent jurisdiction as these issues were not fully litigated.

In the meantime, the *ERC* called for a conference on March 26, 2021 in order to discuss updates and developments regarding the case. On April 14, 2021, *MERALCO* filed an Urgent Motion Ad Cautelam to Suspend Proceedings in view of the pendency of the case before the *SC*. The *ERC* then issued an Order dated August 13, 2021, setting the pre-trial conference on August 27, 2021. *MERALCO* filed a Manifestation and Urgent Omnibus Motion Ad Cautelam to (a) Resolve the Urgent Motion Ad Cautelam to Suspend Proceedings dated April 14, 2021 and (b) Cancel the August 27, 2021 Pre-Trial Conference dated August 20, 2021. The pre-trial conference proceeded on August 27, 2021. However, the *ERC* stated that, after the pre-trial conference and before the case can proceed with trial on the merits, the *ERC* will first resolve *MERALCO*'s motions. The *ERC* also issued an open court order denying the motion of the *ERC IU* that the case be resolved through the submission of the position papers and other supporting documents. The *ERC IU* filed a Motion for Reconsideration to which *MERALCO* filed an opposition. As at February 24, 2025, *MERALCO* is awaiting further action by the *ERC* on the matter.

On May 20, 2024, *MERALCO* received a copy of the Resolution dated April 3, 2024, issued by the *SC* requiring respondents *ERC*, *MERALCO* and *IEMOP* to file a comment on the Petition for Mandamus and Injunction against *ERC*, *MERALCO* and *IEMOP*. The Petition seeks to, among other things, compel the *ERC* to ban the purchase of electricity by *DUs*, like *MERALCO*, at the *WESM*. On June 10, 2024, *MERALCO* filed its Comment on the Petition. As at February 24, 2025, *MERALCO* awaits further action of the *SC* on the case.

Ombudsman Cases Against MERALCO Directors

On January 30, 2018, *MERALCO* received an Order dated January 22, 2018 from the Office of the Ombudsman directing *MERALCO*'s directors to comment on a complaint-affidavit for syndicated estafa filed by certain consumer group which charged that there was conspiracy between *MERALCO* directors and the *ERC* regarding the alleged misappropriation of the bill deposits received from *MERALCO* consumers. On February 9, 2018, *MERALCO*'s directors filed their Counter-Affidavits where they refuted the arguments of the consumer group. In a Resolution dated May 18, 2018, the criminal complaint for syndicated estafa was dismissed for insufficiency of evidence. The case was referred to the *COA* for the conduct of audit on the bill deposits collected by *MERALCO* from the public consumers and to inform the Ombudsman of the compliance therewith. The consumer group filed a Motion for Partial Reconsideration dated June 16, 2018 to which *MERALCO* filed its Comment. The consumer group's Motion for Partial Reconsideration was denied through an Order dated July 30, 2018. *NASECORE* filed an *Urgent Motion for Immediate Execution* dated September 21, 2018 praying that the Ombudsman issue a writ of execution to implement the Resolution dated May 18, 2018. As at February 24, 2025, the Ombudsman has not acted on this matter.



On January 5, 2024, *MERALCO* received an Order dated January 2, 2024 from the Office of the Ombudsman directing *MERALCO*'s Chairman and *CEO* to file a counter-affidavit, together with the affidavit/s of supporting witnesses and other supporting documents, on the case filed by a certain consumer group against *ERC* and *MERALCO* seeking (a) indictment of *MERALCO*'s Chairman and *CEO* which alleged that there is a violation of certain provisions of *R.A. 3019* and *PD 269*, and (b) a finding that the *ERC* Chairperson is guilty of, among other things, gross misconduct and grave abuse of authority. In said case, the consumer group alleged that there is no basis for *MERALCO* to participate in, and purchase energy at, the *WESM*, given that, among other things, the *WESM* was created to cater to the contestable market. On February 6, 2024, *MERALCO* has filed the relevant counter-affidavit and supporting affidavit to the Office of the Ombudsman. On March 18, 2024, *MERALCO* received the reply-affidavit filed by the consumer group. On July 15, 2024, *MERALCO* filed its Rejoinder-Affidavit. As at February 24, 2025, *MERALCO* is awaiting further action by the Ombudsman on the matter.

Others

Management and its internal and external counsels believe that the probable resolution of these issues will not materially affect *MERALCO*'s financial position and results of operations.

30. Significant Contracts and Commitments

MERALCO

Independent Power Producers ("IPPs")

FGPC and FGP

MERALCO entered into separate 25-year *PPAs* with *FGPC* (March 14, 1995) and *FGP* (July 22, 1999) for a minimum net electric output of the Sta. Rita and San Lorenzo power plants, respectively, from the start of their commercial operations. The *PPA* with *FGPC* terminates on August 17, 2025, while that of *FGP* ends on October 1, 2027. On January 7, 2004, *MERALCO*, *FGP* and *FGPC* signed an Amendment to their respective *PPAs*. The amended terms under the respective *PPAs* of *FGP* and *FGPC* were approved by the *ERC* on May 31, 2006.

Following information from *FGPC* and *FGP* on use of *LNG* as an alternative reliable fuel upon expiration of the Gas Sale and Purchase Agreements ("*GSPAs*") and to ensure safe, adequate, and reliable supply of fuel throughout the terms of the *PPAs*, *MERALCO* sought confirmation from the *ERC* that the use and recovery from customers of attendant costs of *LNG* are allowed. On March 26, 2024, *MERALCO* received an order from the *ERC* (a) allowing use of *LNG* only in case of fuel supply event of force majeure, subject to payment of and recovery from customers, based only landed fuel cost, and (b) directing filing of separate application for approval (i) of costs other than the landed fuel cost, and (ii) if *LNG* will be used as primary fuel. The *ERC* likewise stated in its Order that pending the filing and the necessary approval by the *ERC*, the charges provided in the new *GSPA*, cannot be charged to the consumers and, as such, the rates under the Old *GSPA* shall be applied. In response, *FGPC* and *FGP* filed a Motion for Clarification.



Following several pleadings and clarificatory hearings by parties with *ERC*, on December 26, 2024, *MERALCO* received the Order dated August 13, 2024 of the *ERC* authorizing *MERALCO* to (a) reflect in the billing to its customers the adjusted rates in the new *GSPA* from the October customer billing period, and (b) collect from its customers, the difference between the previously approved pass-through costs, as contained in the *ERC*'s Order dated March 14, 2024, and the costs resulting from its Order dated August 13, 2024 over a period of twelve (12) months commencing from the October 2024 customer billing period of *MERALCO*.

QPPL

MERALCO entered into a *PPA* with *QPPL* on August 12, 1994, which was subsequently amended on December 1, 1996. The *PPA* is for a period of 25 years from the start of commercial operations up to May 31, 2025.

In a Letter Agreement signed on February 21, 2008, the amount billable by *QPPL* included a transmission line charge reduction in lieu of a previous rebate program. The Letter Agreement also provides that *MERALCO* shall advance to *QPPL* US\$2.85 million per annum for 10 years beginning 2008 to assist *QPPL* in consideration of the difference between the transmission line charge specified in the Transmission Line Agreement (“*TLA*”) and the *ERC*-approved transmission line charge in March 2003. *QPPL* shall repay *MERALCO* the same amount at the end of the 10-year period in equal annual payments without adjustment. However, if *MERALCO* is able to dispatch *QPPL* at a plant capacity factor of no less than 86% in any particular year, *MERALCO* shall not be required to pay US\$2.85 million on that year. In January 2018, *QPPL* began repayment of the amount advanced by *MERALCO*. As at December 31, 2024, the remaining amount for repayment by *QPPL* is US\$3.563 million. This arrangement did not have any impact on the rates charged to consumers and hence, did not require any amendment in the *PPA*, as approved by the *ERC*.

See Note 11 – Financial and other Noncurrent Assets.

Committed Energy Volume to be Purchased

The following are forecasted purchases/payments to *FGPC*, *FGP* and *QPPL* corresponding to the Minimum Energy Quantity (“*MEQ*”) provisions of the contracts. The forecasted fixed payments include capacity charge and fixed operation and maintenance cost escalated using the *U.S.* and Philippine Consumer Price Index.

Year	MEQ	Equivalent Amount
	<i>(In million kwh)</i>	<i>(In Millions)</i>
2025	10,708	₱20,991
2026	4,001	6,940
2027	3,332	5,754



PSAs with Privatized Plants and IPPAs

On December 6, 2019, *MERALCO* and *TLI* executed a new short-term *PSA* for the purchase of 250 MW capacity and energy from *TLI*'s power plant for the period of December 26, 2019 to December 25, 2020. On December 19, 2019, the *DOE* issued a Certificate of Exemption from *CSP* in favor of *MERALCO* for the new short-term *PSA*. On December 23, 2019, *MERALCO* filed an application with the *ERC* for the approval of said *PSA* with *TLI*. As at February 24, 2025, the contract term has expired but the application for its approval is still pending with the *ERC*. *MERALCO* had a *PSA* with *MPPCL* which was approved by the *ERC* on December 17, 2012, for a period from December 26, 2012 to December 25, 2019. On December 19, 2019, *MERALCO* and *MPPCL* entered into an agreement to extend the *PSA* for an additional period of one (1) year reckoned from the date of *ERC* approval thereof. On April 14, 2021, due to exigent and emergency reasons (e.g., unforecasted supply deficiency and to account for outages of power plants with bilateral contracts with *MERALCO*), *MERALCO* and *MPPCL* further agreed to amend the December 19, 2019, agreement, to instead extend the *PSA* for an additional period of one (1) year from May 26, 2021. On even date, (a) *MERALCO* and *MPPCL* filed a motion to seek *ERC* approval of the said Amendment Agreement; and (b) *MERALCO* sought confirmation from the *DOE* that the extension of the *ERC*-approved 2011 *PSA*, as embodied in the Amendment Agreement, is exempted from the conduct of a *CSP*. In its letter dated July 30, 2021, the *DOE* denied *MERALCO*'s request for certificate of exemption from *CSP*. As at February 24, 2025, the *ERC* has yet to act on the parties' motion.

SBPL

MERALCO and *SBPL* have an *ERC*-approved *PSA* for a period of 20 years from the start of commercial operations up to September 25, 2039.

PEDC

To address the *SC* Decision in *Alyansa Para sa Bagong Pilipinas, Inc. vs. ERC, et al.* (G.R. No. 227670, 3 May 2019) that effectively required all *PSA* applications for *ERC* approval filed on or after June 30, 2015 to undergo *CSP*, which includes the 2016 20-year *PSA* between *MERALCO* and *PEDC*, a *CSP* was conducted in 2021 to cover the 70 MW required contract capacity of *MERALCO* for contract period ending January 25, 2037. The same capacity was won by *PEDC* under the new 15-year *PSA* with *MERALCO* ("2021 *PEDC PSA*"). Through a "Notice of Resolution" dated February 23, 2022, the *ERC* granted provisional authority to implement the 2021 *PEDC PSA*, and on April 1, 2022, the 2021 *PEDC PSA* was implemented by *MERALCO* and *PEDC*.

On March 18, 2022, *PEDC* issued to *MERALCO* a Notice of Change in Circumstance pursuant to the 2021 *PEDC PSA*. Consequently, on April 13, 2022, *PEDC* (joined by *MERALCO*) filed an *Urgent Motion for Contract Price Adjustment* with the *ERC*. On December 4, 2022, *PEDC* sent *MERALCO* a Notice of End of Supply, which formally informed *MERALCO* of *PEDC*'s decision to cease supply of energy beginning midnight of December 5, 2022, because without the *ERC*'s action on the *Urgent Motion for Contract Price Adjustment*, *PEDC* was already in severe financial stress and in danger of breaching its financial covenants. On August 29, 2023, *MERALCO* received the *ERC*'s Decision dated March 8, 2023 granting the *Urgent Motion for Contract Price Adjustment*.

Relative to the foregoing, on October 3, 2023, *MERALCO* filed a Motion for Leave to Admit Attached Supplemental Application with the *ERC* in its application for confirmation of over/under of pass-through charges. The Supplemental Application prayed that *MERALCO* be allowed to recover the additional amount of ₱884 million pertaining to the recovery of the *CIC* claims of *PEDC*.



On January 16, 2024, *PEDC* filed a Motion for Clarification asking the *ERC* to issue an order declaring that the dispositive portion of the Decision dated March 8, 2023 includes a reference to losses from April 2, 2022 to December 4, 2022 in the amount of ₱1.2 billion. On June 19, 2024, *PEDC* filed a Supplemental Motion for the Recovery of Additional Fuel Losses due to *CIC* (covering the period 26 September 2022 to 04 December 2022, as Acknowledged by the [*ERC*] in its Decision dated March 8, 2023). The Supplemental Motion asks the *ERC* to issue an Order allowing *PEDC* to recover actual fuel costs in the amount of ₱380 million, representing the unrecovered losses from September 26, 2022 to December 4, 2022.

As at February 24, 2025, the *ERC* has yet to act on *MERALCO*'s Supplemental Application and *PEDC*'s separate motions.

First Bulacan

MERALCO and *First Bulacan* have an *ERC*-approved *PSA* for a period of 20 years from the start of commercial operations until 2031.

Solar Tanauan Corporation ("Solar Tanauan")

MERALCO has an *ERC*-approved 20-year *PSA* with *Solar Tanauan* for the purchase of 50 *MW* of electric output from its solar plant in Tanauan, Batangas.

Solar Philippines Tarlac Phase 1

MERALCO has a 20-year *PSA* with *Solar Philippines Tarlac* for the purchase of up to 85 *MW* of electric output from Phase one (1) of its solar plant in Tarlac until July 2038. In an Order promulgated on June 8, 2018, the *ERC* granted Interim Relief to provisionally implement the *PSA*. On July 3, 2018, *Solar Philippines Tarlac* filed a Motion for Partial Reconsideration of the said Order. *MERALCO* and *Solar Philippines Tarlac* agreed on a way forward, subject to resolution of the Motion for Partial Reconsideration, and began implementation of the *PSA* on August 20, 2018. In its Order dated January 23, 2019, the *ERC* partially granted the Motion for Partial Reconsideration filed by *Solar Philippines Tarlac* and allowed the 2% annual escalation under the *PSA*. On June 25, 2019, the *ERC* promulgated its Order leaving the adjustment of the timelines set under the *PSA* to the discretion of *MERALCO* and *Solar Philippines Tarlac*. Meanwhile, the 20-year term of the *PSA* began on August 20, 2018. As at February 24, 2025, the parties are awaiting *ERC*'s final decision on the Joint Application.

Solar Philippines Tarlac Phase 2

MERALCO has a 20-year *PSA* with *Solar Philippines Tarlac* for the purchase of up to 50 *MW* of electric output from Phase 2 of its solar plant in Tarlac. The application for approval of the *PSA* with *Solar Philippines Tarlac* was filed on March 18, 2019 and the hearings were concluded last September 2019. Unfortunately, after five (5) years lapsed without the *ERC* resolving the application for approval of the said *PSA*, *Solar Philippines Tarlac* cited the expiration of the *PSA*'s Longstop Date provision as basis for its Notice of Termination (dated October 16, 2024) of the *PSA* effective upon receipt (or on November 15, 2024). On November 21, 2024, *MERALCO* filed an Urgent Manifestation with the *ERC* to inform it of the power supplier's decision to exercise its right under the *PSA* to terminate the *PSA*. On December 3, 2024, *Solar Philippines Tarlac* filed a Motion to Withdraw Application praying that the *ERC* immediately grant the withdrawal of the application for approval of the *PSA*. As at February 24, 2025, the Motion to Withdraw Application is pending decision by the *ERC*.



SPI, AC Energy and SPPC – Baseload PSAs

MERALCO signed three (3) *PSAs* for baseload capacity with *AC Energy* for 200 *MW*, *SPI* for 330 *MW*, and *SPPC* for 670 *MW*. In its letters to *MERALCO*, all dated December 23, 2019, the *ERC* granted provisional authority to implement these three (3) *PSAs* for baseload capacity. In its Orders dated November 26, 2020, the *ERC* granted interim relief authorizing continued implementation of the *PSAs*, until revoked or until the issuance of a final decision by the *ERC*.

On April 18, 2022, *SPI* and *SPPC* issued to *MERALCO* Notices of *CIC*. Following filing of Joint Motions for Price Adjustment with the *ERC* and public hearings, on September 29, 2022, the *ERC* issued its Orders denying the Joint Motions for Price Adjustment. On November 4, 2022, *SPI* and *SPPC* filed Petitions for Certiorari with prayer for issuance of *TRO* and Writ of Preliminary Injunction (“*WPI*”) with the *CA*, assailing the said *ERC* Orders. The *CA* issued a *TRO*, then subsequently a *WPI*, for the *SPPC* case. On June 22, 2023, the *ERC* filed with the *SC* a Petition for Certiorari with prayer for *TRO/WPI*, assailing the *CA*’s issuance of *WPI* for the *SPPC* case.

On June 27, 2023, the *CA*’s (13th Division) issued a Joint Decision which, among other things, (a) annulled/set aside the *ERC* Orders that denied the Joint Motions for Price Adjustment and instead granted such motions (for the period of January 2022 to May 2022), without prejudice to any further requests for price adjustments for June 2022 onwards; and (b) made permanent the Preliminary Injunction issued in favor of *SPPC*. On the basis of the *CA* orders and decision, starting on December 7, 2022 and July 24, 2023, respectively, *SPPC* and *SPI* ceased supplying energy under their baseload *PSAs* with *MERALCO*. On February 28, 2024, the *ERC* elevated the matter to the *SC* by filing a Petition for Review on Certiorari. On April 3, 2024, the *SC* issued a Resolution denying the *ERC*’s Petition for Certiorari for failure to show that the *CA* committed any reversible error. On July 10, 2024, the *SC* issued a Resolution for both matters (*CA*’s *WPI* issuance and the *CA*’s Joint Decision), denying the *ERC*’s Motions for Reconsideration considering there was no substantial argument to warrant any modification. Hence, the *SC* Resolutions have attained finality.

SPI and *SPPC* issued to *MERALCO* Notices of *CIC* dated August 23, 2023, claiming additional *CIC* claim (“*CIC 2*”) covering the periods of January 2022 up to July 2023 in the amount of ₱14.6 billion (for *SMEC*) and January to December 2022 in the amount of ₱15.9 billion (for *SPPC*). In *MERALCO*’s letters to *SPI* and *SPPC*, both dated January 30, 2024, *MERALCO* advised *SPI* and *SPPC* to avail itself of legal remedies available to it under the law as it found no basis to join *SPI* and *SPPC* in an *ERC* filing since the *PSAs* had already been terminated. After an exchange of *SPPC*’s and *SMEC*’s request for validation of the *CIC 2* amounts, on August 30, 2024, *MERALCO* wrote to *SPPC* and *SMEC*, *MERALCO* has validated the computation of *SPPC* and *SMEC* but resulting to a lower amount of ₱13.3 billion (for *SMEC*) and ₱15.8 billion (for *SPPC*). On November 20, 2024, *SMEC* and *SPPC* filed Motions for Price Adjustment with the *ERC* covering the periods of June 2022 up to July 2023 in the amount of ₱13.3 billion (for *SMEC*) and June to December 2022 in the amount of ₱15.8 billion (for *SPPC*). As at February 24, 2025, the *ERC* has yet to act on the motions.

On October 11, 2023 and (revised on) February 1, 2024, *AC Energy* issued to *MERALCO* a Notice of *CIC* for the year 2022. Consequently, on February 29, 2024, *AC Energy* (joined by *MERALCO*) filed a Joint Motion for Price Adjustment with the *ERC* for its 2019 baseload *PSA* with *MERALCO*, involving ₱618 million. On May 24, 2024, *AC Energy* issued to *MERALCO* a Supplemental Notice of *CIC* for the year 2023. Thus, on June 21, 2024, *AC Energy* (joined by *MERALCO*) filed an Updated and Supplemental Joint Motion for Price Adjustment with the *ERC* for its 2019 baseload *PSA* with *MERALCO*, involving an additional ₱910 million. On September 2, 2024, *MERALCO* received a Notice of Termination from *AC Energy*. To inform the *ERC* of this Notice of Termination, *MERALCO* filed Manifestations and Urgent Motions to Resolve to the *ERC* on September 4, 2024.



On October 28, 2024, *MERALCO* received *AC Energy*'s second notice of termination, reiterating its earlier intention to terminate the subject *PSA*, specifically informing *MERALCO* that *AC Energy* would cease declaring its bilateral contract quantities ("*BCQ*") under the *PSA* effective November 2, 2024. In response, *MERALCO* urged *AC Energy* through a letter dated October 29, 2024 not to proceed with the termination of the subject *PSA* and to instead await the resolution of the motion for price adjustment pending before the *ERC* for the benefit of the consuming public. Apart from the letter to *AC Energy*, *MERALCO* also filed with the *ERC* Urgent 3rd Motion to Resolve dated October 29, 2024. However, without receiving any action from the *ERC*, on November 2, 2024, despite *MERALCO*'s nominations to *AC Energy*, the latter ceased declaring *BCQs* to *MERALCO* under the subject *PSAs*. As at February 24, 2025, the *ERC* has yet to act on the motion and for *MERALCO*'s part, it requested for proposals from various power suppliers for an emergency *PSA* ("*EPSA*") to replace it. An offer from *SPI* was found the most reasonable and lowest among the offers received, thus, on January 27, 2024 an *EPSA* was executed between *MERALCO* and *SPI* for 200 MW baseload supply for one (1) year. The said *EPSA* was implemented by the parties on January 28, 2025 pursuant to the prevailing *DOE CSP Policy* and *ERC CSP Guidelines*.

First Gen Hydro Power Corporation ("FGHPC"), AC Energy and SPPC – Mid-merit PSAs

MERALCO signed three (3) *PSAs* for mid-merit capacity with *FGHPC* for 100 MW, *AC Energy* for 110 MW, and *SPPC* for 290 MW. On January 30, 2020 and March 16, 2020, *MERALCO* received *ERC* orders granting provisional authority to implement *MERALCO*'s *PSAs* for mid-merit capacity with *AC Energy*, and *FGHPC* and *SPPC*, respectively. In its Orders dated November 26, 2020, the *ERC* granted interim relief authorizing continued implementation of the *PSAs*, until revoked or until the issuance of a final decision by the *ERC*. As at February 24, 2025, the three (3) *PSA* applications are pending final decision by the *ERC*.

On October 11, 2023 and (revised on) February 1, 2024, *AC Energy* issued to *MERALCO* a Notice of *CIC* for the year 2022. Consequently, on February 29, 2024, *AC Energy* (joined by *MERALCO*) filed a Joint Motion for Price Adjustment amounting to ₱87 million with the *ERC* for its 2019 mid-merit *PSA* with *MERALCO*. On May 24, 2024, *AC Energy* issued to *MERALCO* a Supplemental Notice of *CIC* for the year 2023. Thus, on June 21, 2024, *AC Energy* (joined by *MERALCO*) filed an Updated and Supplemental Joint Motion for Price Adjustment for an additional ₱132 million with the *ERC* for its 2019 mid-merit *PSA* with *MERALCO*. On September 2, 2024, *MERALCO* received a Notice of Termination from *AC Energy*. To inform the *ERC* of this Notice of Termination, *MERALCO* filed Manifestations and Urgent Motions to Resolve to the *ERC* on September 4, 2024. On October 28, 2024, *MERALCO* received *AC Energy*'s second notice of termination, reiterating its earlier intention to terminate the subject *PSA*, specifically informing *MERALCO* that *AC Energy* would cease declaring its *BCQ* under the *PSA* effective November 2, 2024. In response, *MERALCO* urged *AC Energy* through a letter dated October 29, 2024 not to proceed with the termination of the subject *PSA* and to instead await the resolution of the motion for price adjustment pending before the *ERC* for the benefit of the consuming public. Apart from the letter to *AC Energy*, *MERALCO* also filed with the *ERC* Urgent 3rd Motion to Resolve dated October 29, 2024. However, without receiving any action from the *ERC*, on November 2, 2024, despite *MERALCO*'s nominations to *AC Energy*, the latter ceased declaring *BCQs* to *MERALCO* under the subject *PSAs*. As at February 24, 2025, the *ERC* has yet to act on the motions.



Terra Solar

MERALCO has a *PSA* with *Terra Solar* for 850 *MW* Renewable Energy mid-merit capacity with commercial operations dates in February 2026 for 600 *MW* and February 2027 for 250 *MW*. On December 12, 2023, *MERALCO* received a copy of *ERC*'s formal Decision dated August 8, 2023. In its letter dated December 22, 2023, *Terra Solar* notified *MERALCO* of its acceptance of the formal Decision.

Excellent Energy Resources, Inc. ("EERI"), GNPowder Dingin Ltd. Co. ("GNPD") and Mariveles Power Generation Corporation ("MPGC") – 2024 Baseload PSAs

MERALCO has three (3) *PSAs* with *EERI* with commercial operations date in December 2024 for 1,200 *MW*, with *GNPD* with commercial operations date in May 2025 for 300 *MW*, and with *MPGC* with commercial operations date in May 2025 for 300 *MW*. The joint applications for approval of *MERALCO*'s *PSAs* with *EERI*, *GNPD* and *MPGC* were filed with the *ERC* on March 1, 2024, February 22, 2024, and February 29, 2024, respectively. On July 26, 2024, *MERALCO* and the power suppliers filed with the *ERC* a Joint Motion to Resolve the applications for approval of the *PSAs*. The *ERC*, in a Notice of Resolution dated December 10, 2024 (for the *PSA* with *EERI*) and Notice of Commission Action dated November 26, 2024 (for *PSAs* with *GNPD* and *MPGC*) has approved the *PSAs* with *EERI*, *GNPD* and *MPGC*.

SPPC – 2024 Baseload PSA

On February 5, 2022, *MERALCO* signed a *PSA* for baseload capacity with *SPPC* for 1,200 *MW*. On June 11, 2024, the *ERC* released an Order (dated May 9, 2024) granting provisional authority to implement the *PSA* under several conditions, which includes implementation covering only 910 *MW* capacity, pending *ERC* resolution of the Joint Manifestation dated February 23, 2024 in *ERC* Case No. 2019-080RC on assignment of the 290 *MW* capacity thereat from *SPPC* to *SPI*. *MERALCO* and *SPPC* proceeded to implement the 2024 1,200 *MW* *PSA* following the *ERC*'s *PA* Order. On June 26, 2024, *MERALCO* and *SPPC* filed a Joint Motion for Partial Reconsideration which questioned the *ERC*'s provisional authority Order. As at February 24, 2025, the Joint Motion for Partial Reconsideration of *MERALCO* and *SPPC* is pending decision by the *ERC*.

San Roque Hydropower Inc. ("SRHI"), Gigasol3, Inc. ("Gigasol3") and Santa Cruz Solar Energy Inc. ("SCSEI") – Renewable Energy (RE) Mid-merit PSAs

Following conduct of *CSP*, *MERALCO* has three (3) renewable energy mid-merit supply *PSAs* with *SRHI* with operations effective date in March 2025 for 340 *MW*, with *Gigasol3* with operations effective date in March 2025 for 139 *MW*, and with *SCSEI* with commercial operations date in March 2026 for 21 *MW*. The joint applications for approval of *MERALCO*'s *PSAs* with *SRHI*, *Gigasol3* and *SCSEI* were filed with the *ERC* on September 23, 2024, September 23, 2024, and September 27, 2024, respectively. The *ERC*, in a Notice of Commission Action dated December 3, 2024 (for *PSAs* with *SRHI* and *Gigasol3*) has approved the *PSAs* but the applicable rate was fixed at a lower rate than what was offered by the power suppliers during the *CSP*. On December 13, 2024 and January 30, 2025, *SRHI* and *Gigasol3*, respectively, filed a Ex-Parte Manifestation and Motion (for *SRHI*) and Motion for Urgent Re-Evaluation of the Provisionally Approved Rate (for *Gigasol3*) praying that the *ERC* immediately released the formal order granting provisional authority to implement that *PSAs* so that the parties can study the reasons given by the *ERC* in reducing the rate of the *PSA*. As at February 24, 2025, the *ERC* has yet to release the formal order granting provisional authority to implement the *PSAs* or act on the motions.



GNPD and Masinloc Power Co. Ltd. (“MPCL”) – Baseload PSAs

Following conduct of CSP, MERALCO has two (2) baseload supply PSAs with MPCL for 500 MW and with GNPD for 100 MW, both with operations effective date in September 2025. The joint applications for approval of MERALCO’s PSAs with GNPD and MPCL were filed with the ERC on October 2, 2024. The ERC, in a Notice of Commission Action dated December 12, 2024 (for PSA with MPCL only) has denied the parties’ prayer for issuance of provisional authority or interim relief considering the PSA’s operations effective date is still on August 26, 2026. As at February 24, 2025, the parties are awaiting ERC’s final decision on the applications.

GNPD – Mid-merit PSA

Following conduct of CSP, MERALCO has executed a mid-merit supply PSA with GNPD for 400 MW with operations effective date in September 2025. The joint application for approval of MERALCO’s PSA with GNPD was filed with the ERC on December 6, 2024. As at February 24, 2025, the application is set for hearing by the ERC on March 14, 2025 and March 21, 2025.

Interim Power Supply Agreements (“IPSAs”)

On January 24, 2017, in view of the Malampaya shutdown that was to coincide with the scheduled outage of other plants, MERALCO signed an IPSA with Strategic Power Development Corporation (“SPDC”) for the supply of 100 MW per hour of electric power from 0901H to 1000H and from 2001H to 2100H, and 150 MW per hour of electric power from 1001H to 2000H, from January 28, 2017 until February 16, 2017. The said IPSA was effective immediately, on the condition that disallowances and penalties that the ERC may impose as a result thereof shall be for the account of SPDC. MERALCO and SPDC, in a letter agreement dated February 15, 2017, agreed to extend the term of the IPSA until March 25, 2017 under the same terms and conditions of the IPSA. On February 16, 2017, MERALCO and SPDC filed a Joint Manifestation with Motion with the ERC for the extended term and praying that the same be duly considered and approved accordingly. As at February 24, 2025, the contract term has expired and MERALCO awaits the ERC’s final decision on the IPSA.

On April 15, 2019, in consideration of the NGCP forecast of voltage situations and Luzon peak demand, MERALCO signed two (2) separate IPSAs with: (i) Millenium Energy Inc. (“MEI”) for the purchase of 70 MW of electric power, subject to a net dependable capacity test, from April 26, 2019 to June 25, 2019, from MEI’s Gas Turbine Power Plant in Navotas Fishport Complex, Navotas City; and (ii) TMO for the purchase of up to 200,000 kW contract capacity and associated energy, subject to restatement based on the results of capacity test, from April 26, 2019 to April 25, 2020, from TMO’s 242 MW-installed capacity, barge-mounted, bunker-fired diesel power generating and interconnection facilities in Navotas City. For the said IPSAs, MERALCO also received the DOE’s grant of exemption from the requirement for CSP. The applications for approval of said IPSAs were filed before the ERC on April 17, 2019. In accordance with the said IPSAs, with the filing of the joint applications and DOE’s exemption, the mutual obligations to sell and purchase power under said agreements were implemented beginning April 26, 2019. On July 1, 2019, MERALCO filed its Compliance with FOE on the TMO IPSA Joint Application. In addition, in light of the declarations of yellow and red alerts in the Luzon Grid by NGCP, MERALCO and MEI agreed to extend their IPSA until April 25, 2020. MERALCO also received the DOE’s grant of exemption from the requirement for CSP. The PSAs with MEI and TMO expired on April 25, 2020. As at February 24, 2025, the cases remain pending with the ERC.



On September 28, 2021, in view of the Malampaya shutdown set for October 2021 that was to coincide with the scheduled outage of other plants, *MERALCO* signed a Contract for Supply of Electric Energy (“*CSEE*”) with *PSALM* for the supply of 90 *MW* for the period of ten (10) months from September 26, 2021 to July 25, 2022. On even date, the *DOE* issued a Certificate of Exemption from *CSP* in favor of *MERALCO* for the *CSEE*. With the *DOE*’s grant of exemption from the requirement for *CSP*, the parties began implementation of the *CSEE* on September 29, 2021. The application for approval of the *CSEE* with *PSALM* was filed on December 29, 2021. As at February 24, 2025, the contract term has expired and the case is pending decision by the *ERC*.

On February 4, 2022, *MERALCO* signed a 5-month *PSA* with *SPPC* for 170 *MW* contract capacity. The *PSA* was not implemented pending *ERC* approval and the contract term expired on July 25, 2022. As at February 24, 2025, the *ERC* has not issued its final decision on this *PSA*.

On December 14, 2022, in connection with the sudden and unforeseen suspension of *MERALCO*’s baseload *PSA* with *SPPC* for 670 *MW* and after receiving from the *DOE* a Certificate of Exemption from the conduct of a competitive selection process (“*COE-CSP*”) pursuant to the *DOE* Circular No. DC2021-09-0030 (“*2021 Revised CSP Circular*”), *MERALCO* signed a one (1)-month *PSA* with *GNPD*. The *GNPD* emergency power supply agreement (“*EPSA*”) (“*1st GNPD EPSA*”) was implemented on December 15, 2022 and filed with the *ERC* on April 5, 2023. Following *MERALCO*’s request for extension of the *1st GNPD EPSA*, given continued unavailability of contract capacity and non-delivery of associated energy under the *SPPC PSA* (since the *CA* granted a writ of preliminary injunction to replace the *TRO*), the parties executed another *EPSA* with *GNPD* dated February 3, 2023 (“*2nd GNPD EPSA*”), with term until February 25, 2023. The *2nd GNPD EPSA* was implemented on February 3, 2023 and filed with the *ERC* on April 13, 2023. As at February 24, 2025, the contract terms of the *1st and 2nd GNPD EPSAs* have expired and the cases remain pending with the *ERC*.

On April 29, 2023, *MERALCO* received via electronic mail, a copy of the *ERC* Order dated April 11, 2023 (the “*Show Cause Order*”) alleging *MERALCO*’s purported violation of Sec. 2.2.1.2 of the *2021 Revised CSP Circular*. The purported violation is predicated on *ERC*’s unilateral finding that the generation rate under the *1st GNPD EPSA* and *2nd GNPD EPSA* is not equivalent to or lower than the latest *ERC*-approved generation tariff for the same or similar technology in comparable areas considering that *GNPD*’s *EPSA* rate is higher than the latest *ERC*-approved generation tariff for similar technology (coal) in *MERALCO*’s area. The *ERC* compared the said rate with the provisionally approved rate of the *2021 PEDC PSA* with *MERALCO* in *ERC* Case No. 2022-001RC. On May 15, 2023, *MERALCO* filed its Verified Explanation (“*Verified Explanation*”) in compliance with the *ERC*’s Show Cause Order. *MERALCO* explained that: (i) The *COE-CSP* issued by the *DOE* not only exempted *MERALCO* from conducting a *CSP* for the *EPSAs*, but essentially certifies that the *DU* was able to meet the requisites for its issuance, thus, authorizing the *EPSAs*’ immediate implementation; (ii) the immediate implementation of the *1st GNPD EPSA* and *2nd GNPD EPSA* is consistent with Section 2.2.1.2 of the *2021 Revised CSP Rules* considering that: (a) both the *EPSAs*’ cooperation periods are within the one (1) year period limitation; (b) the *EPSAs* were contracted to address an emergency situation; and (c) the *EPSAs* are equivalent to or lower than the latest *ERC*-approved generation tariff for same plant offered for the *EPSA*, which is actually the practice being observed by the *ERC* in approving *PSAs* as shown in previous Orders issued for other *PSAs*; (iii) the *ERC*’s use of the *2021 PEDC PSA* rate, which was released on the *ERC*’s online Database of Generation Rates after the Show Cause Order was issued and after the expiration of the terms of the *EPSAs*, is not comparable to the *EPSA* rates given the stark differences in circumstances.



On March 24, 2023 and April 11, 2023, in light of the injunction issued by the *CA* which suspended implementation of *MERALCO's PSA* with *SPPC* for 670 *MW* contract capacity, and after receiving from the *DOE* a *COE-CSP* pursuant to the *2021 Revised CSP Circular*, *MERALCO* signed an *EPSA* with *SPPC* for 480 *MW* capacity and *TLI* for 370 *MW* capacity, respectively. The applications for approval of the *EPSAs* with *SPPC* and *TLI* were both filed on July 27, 2023. As at February 24, 2025, the hearings have been concluded and the case is pending decision by the *ERC*.

In light of the *CA's* Joint Decision, and the cessation of the *SPI PSA* on July 24, 2023, *MERALCO's* bilateral power supply contracts portfolio was reduced by 330 *MW* starting July 24, 2023. Prior to this, starting on July 17, 2023, *MERALCO* sent out requests for proposals to various power suppliers in order to address the 330 *MW* bilateral contract capacity deficit. On July 20, 2023, the only offer received was from *SPPC*. On August 7, 2023, *MERALCO* and *SPPC* executed an *EPSA*. The application for approval of the *EPSA* with *SPPC* was filed on September 25, 2023. As at February 24, 2025, hearings have been concluded and the case is pending decision by the *ERC*.

On March 20, 2024, *MERALCO* signed an interim one (1)-year *PSA* with *LPI* for 400 *MW* contract capacity and up to February 25, 2025. As at February 24, 2025, the hearings have been concluded and the case is pending decision by the *ERC*. On February 26, 2025, this interim *PSA* with *LPI* is expected to expire.

On May 24, 2024, pursuant to *MERALCO's* Distribution Development Plan (“*DDP*”) and Power Supply Procurement Plan (“*PSPP*”), *MERALCO* signed a Contract for Supply of Electric Energy (“*CSEE*”) with *PSALM* for the supply of 90 *MW* for the period of six (6) months from May 26, 2024 to November 25, 2024. Pursuant to the *DOE's 2023 CSP Circular's* and the *ERC's CSP Guidelines'* exemption from the requirement for *CSP* for supply of electricity from *PSALM*, the parties began implementation of the *CSEE* on May 27, 2024. The application for approval of the *CSEE* with *PSALM* was filed on July 16, 2024. As at February 24, 2025, the hearings have been concluded and the case is pending decision by the *ERC*.

In light of the *ERC's* non-issuance of a provisional authority or interim relief to implement *SPPC's* 2024 baseload *PSA* with *MERALCO* before March 25, 2024 - which is the expiration date of *MERALCO's EPSAs* with *SPPC* for 480 *MW* capacity, *TLI* for 370 *MW* and *SPPC* for 330 *MW*, on March 25, 2024, *MERALCO* was constrained to procure supply through a negotiated *EPSA* with *SPPC* for 1,200 *MW*. The *EPSA* includes a pre-termination clause, such that its term is for one (1) year, from March 26, 2024 until March 25, 2025, and shall be subject to pre-termination upon implementation of *SPPC's* 2024 baseload *PSA* with *MERALCO*. On April 25, 2024, the joint application for approval of the *EPSA* was filed before the *ERC*. On June 11, 2024, the *ERC* released an Order (dated May 9, 2024) granting provisional authority to implement *SPPC's* 2024 baseload *PSA* with *MERALCO* (albeit only for a partial contract capacity of 910 *MW*), thus, on June 19, 2024, the *EPSA* was deemed terminated by the parties following its pre-termination clause. As at February 24, 2025, the hearings have been concluded and the case is pending decision by the *ERC*.

On January 27, 2025, in connection with the sudden and unforeseen cessation by *AC Energy* of declaring *BQC* for its baseload *PSA* with *MERALCO's* for 200 *MW*, pursuant to prevailing *DOE CSP* Policy and *ERC CSP* Guidelines, *MERALCO* signed a one (1)-year *EPSA* with *SPI*. The *SPI EPSA* was implemented on January 28, 2025 and, filed with the *ERC* on February 24, 2025. As at February 24, 2025, the *EPSA* is awaiting to be set for hearing by the *ERC*.



MERALCO has the following *PSAs* with expired contract terms, and has applications for approval or modifications of these terms pending with the *ERC*:

Power Supplier	Contract expiry date
Philippine Power and Development Company	May 15, 2020
Bacavalley Energy Inc.	March 16, 2015
Pangea Green Energy Philippines Inc.	October 10, 2015
<i>TMO</i>	June 26, 2018
<i>FNPC</i>	February 23, 2018

Clark Electric

Sem-Calaca

Clark Electric has a *PSA* with *Sem-Calaca*, the power generation company which owns, operates and maintains the 600 *MW* Batangas Coal-Fired Thermal Power Plant located in Calaca, Batangas for the supply of 20 *MW* of baseload power supply for a contract term of ten (10) years commencing on December 26, 2020.

On March 1, 2021, the *ERC* granted the provisional authority to implement the *PSA* between *Clark Electric* and *Sem-Calaca*.

On February 23, 2022, the *ERC* granted an Interim Relief upon the expiration of the provisional authority.

SPDC

Clark Electric has a *PSA* with *SPDC* for the supply of 25 *MW* contract capacity and associated energy beginning December 26, 2020. The provisional authority to implement the *PSA* was granted by the *ERC* through its Order which was promulgated on June 11, 2021.

On February 23, 2022, the *ERC* granted an Interim Relief upon the expiration of the provisional authority.

TransCo/NGCP

Clark Electric has a Transmission Service Agreement with *NGCP* for the provision of necessary transmission services in accordance with the *OATS* rules for five (5) years until December 25, 2023. This was renewed for another five years until December 25, 2028.

Shin Clark

Temporary Power Supply Agreement (“TPSA”) and Sale for Resale Agreement (“SRA”)

On October 8, 2021, *BCDA* signed a 2-year *TPSA* with Tarlac II Electric Cooperative, Inc. (“*TARELCO II*”) for the purchase of power supply for the whole *NCC* development area, which was extended for a period of six (6) months until April 8, 2024. Since the *ERC* has granted the *CPCN* of *Shin Clark Power* on July 5, 2023, *Shin Clark Power* operates and maintains the Electric Power Distribution System in *NCC*. Also, *TARELCO II* started billing *Shin Clark Power* for the power supplied to its customers in *NCC* beginning October 2023. The *TPSA* expired in May 2024.



On March 22, 2024, *Shin Clark Power* and *Clark Electric* entered into a *SRA* in order to serve the power supply requirements of its customers in *NCC*. On May 7, 2024, *Clark Electric* and *Shin Clark Power* filed their Application seeking the *ERC*'s approval of their *SRA* with prayer for issuance of provisional authority. In a Notice of Resolution dated September 30, 2024, the *ERC* granted interim relief to the parties to implement the *SRA* but excluded the recovery of the Overhead Line Recovery Charge and Administrative Charge. *Shin Clark Power* filed a Motion for Partial Reconsideration which is pending before the *ERC*. As at February 24, 2025, the motion is pending before the *ERC*.

Supply and Equipment Loan Agreement with Shell

Panay Power Corporation ("*PPC*") has a Supply and Equipment Loan Agreement with Shell, whereby Shell will supply *PPC*'s total requirements of petroleum products at prices based on the formula indicated in the agreement. As *PPC* has not utilized the contracted quantity, agreement was renewed until the contracted quantity is fully utilized. Under the new agreement, pricing is subject to semi-annual review. As at February 24, 2025, the termination of the contract is ongoing discussion.

Long-term Coal Supply Agreements ("CSA")

In order to ensure that there is an adequate supply of coal to operate the power plants, the following operating plants entered into several long-term contracts with local and foreign coal suppliers:

PEDC

Supplier	Coal Type	Contract Duration	Price Basis	Quantity per Year
PT Sakti Nusantara Bakti	Indonesia	2022 - 2026	ICI4	275,000 MT
PT Bayan Resources, TBK	Indonesia	2023-2024	GNewC and ICI4	220,000 MT
PT Kideco Jaya Agung	Indonesia	2021 - 2025	GNewC	110,000 MT
Samsung C&T Corporation	Indonesia	2020 - 2024	GNewC Index	110,000 MT
Trafigura Asia Trading PTE, Ltd	Indonesia	2023 - 2024	ICI4	55,000 MT
				2023;165,000 MT 2024
Bulk Trading	Indonesia	2023-2024	Fixed price	220,000 MT
Semirara Mining and Power Corporation	Local	Annual Contract	Fixed Price	200,000 MT

CEDC

Supplier	Coal Type	Contract Duration	Price Basis	Quantity per Year
PT Antang Gunung Meratus	Indonesia	2021 - 2025	GNewC	385,000 MT
PT Antang Gunung Meratus	Indonesia	2020 - 2025	GNEWC	275,000 MT
PT Adaro Indonesia	Indonesia	2020 - 2024	GNewC Index with cap @USD 50	165,000 MT
PT Kideco Jaya Agung	Indonesia	2021 - 2025	GNewC	110,000 MT
RWood Resources DMCC	Indonesia	2021 - 2025	GNewC	55,000 MT
Semirara Mining and Power Corporation	Local	Annual Contract	Fixed Price	200,000 MT



TPC

Supplier	Coal Type	Contract Duration	Price Basis	Quantity per Year
PT Kideco Jaya Agung	Indonesia	2021 - 2025	GNewC	110,000 MT
RWood Resources DMCC	Indonesia	2021 - 2025	GNewC	110,000 MT
PT Antang Gunung Meratus	Indonesia	2021 - 2025	GNewC	55,000 MT
Semirara Mining and Power Corporation	Local	Annual Contract	Fixed Price	200,000 MT

GESC

Supplier	Coal Type	Contract Duration	Price Basis	Quantity per Year
PT Bayan Resources, TBK	Indonesia	2023-2024	GNewC and ICI4	110,000 MT
Bulk Bayan Resources, TBK	Indonesia	2023-2024	Fixed Price	220,000 MT

Cagbalete Island Microgrid Electrification Expansion Capital Expenditure Project (“Cagbalete Microgrid Project”)

On July 23, 2019, *MERALCO* inaugurated the pilot of its power microgrid in Cagbalete Island, Quezon Province as part of its continuing initiative of rural energization using sustainable energy. The microgrid is a hybrid generating plant that features a 60 *kW PV* system, 150 *kWh* battery energy storage system and two (2) units of 30 *kW* diesel generators, which shall provide 24 x 7 power to the residents of the island.

On May 31, 2019, *MERALCO* filed an application dated May 29, 2019 to implement the proposed *Cagbalete Microgrid Expansion Project* to allow *MERALCO* to serve the rest of the residents in Cagbalete Island. The *Cagbalete Microgrid Expansion Project* will utilize a scaled-up hybrid generation system by similarly using solar photovoltaic (“*PV*”) panels, diesel generators and lithium-ion battery storage as main components. Hearings have been completed and *MERALCO* filed its *FOE* on August 15, 2019. On September 22, 2022, *MERALCO* filed a motion to withdraw application. As at February 24, 2025, *MERALCO* is awaiting further action by the *ERC*.

Lease Agreement with CDC

Clark Electric has a lease agreement with *CDC* covering land and structures until 2032.

On March 7, 2022, *Clark Electric* and *CDC* signed two (2) supplemental lease agreements for an allocated space in *CDC*-owned Dolores Substation 2 and Clark-Mabalacat-Angeles Road Substation.

In accordance with the lease agreement, *CDC* charges guarantee fees equivalent to ₱0.12 per *kWh* sold by *Clark Electric*.

Estimated future minimum guarantee fees to be remitted to *CDC* are as follows:

	2024	2023
	<i>In millions</i>	
Within one (1) year	₱87	₱86
After one (1) year but not more than five years	513	497
	₱600	₱583



IMC with PELCO II

Comstech has an *IMC* with *PELCO II* for a period of 20 years until 2034. *PELCO II* is an electric cooperative with franchise to distribute electric power in certain municipalities of Pampanga.

Pursuant to the *IMC*, *Comstech* shall render technical and management services for the operation, maintenance and management and improvement of *PELCO II*'s electric distribution. As consideration for its technical, consultancy and management services, *Comstech* is entitled to a performance-based remuneration and management fee based on a certain percentage of the operating revenues of *PELCO II*.

Agreement and Registration with PEZA

MERALCO has a concession agreement with *PEZA* for 25 years until May 2039, whereby *MERALCO* has been contracted to operate the distribution system of *CEZ*.

On December 29, 2014, *MERALCO* secured its Certificate of Registration No.10-01-U from *PEZA*, which confirms *MERALCO* as an Ecozone Utilities Enterprise at the *CEZ*.

On September 7, 2023, *PEZA* issued a Board Resolution No. 23-227 that implements the policy guidelines for all *PEZA*'s distribution utilities /concessionaire /service provider ("*DU/C/SP*") and power suppliers in the procurement of power supply in the economic zones through a competitive selection process ("*PEZA CSP Policy*"). The *PEZA CSP Policy* mandates the *DU/C/SP* to submit annually to *PEZA* its *PEZA* Distribution Development Plan and Power Supply Procurement Plan, as well as the establishment of a *CSP Bids and Awards Committee*, wherein two (2) out of the five (5) members shall come from the nominees of the *DU/C/SP*. The *PEZA CSP Policy* also provides for an exemption from *CSP* and a transition power supply agreement.

MERALCO executed a tripartite agreement with *PEZA* and *TLI* for the billing and settlement of the supply of power from *TLI* to *CEZ* and its locators. On December 19, 2023, *MERALCO* issued a Notice of Award to *TLI* for the 24 MW baseload supply of *CEZ* for a period of one (1) year from December 26, 2023 to December 25, 2024 ("*Additional Term*"). The terms of the award will be documented through a Transition Power Supply Agreement. The tripartite agreement is likewise extended until December 25, 2024. On November 22, 2024, *PEZA* and *TLI* extended the Transition Power Supply Agreement for another six (6) months, or until June 25, 2025. The tripartite agreement is likewise extended until June 25, 2025.

Joint Venture Agreement with NCC

On April 3, 2019, *Shin Clark* signed a Joint Venture Agreement with the *BCDA* for the construction, operation and maintenance of the electric distribution system in *NCC*.

Shin Clark completed the construction of Phase 1A of the Interim Electrical Distribution facilities, which consists of (i) a 33 MVA, 69 kV-13.8 kV interim substation; (ii) 2.2 kilometers of 13.8 kV overhead lines; and (iii) 1.5 kilometers of 13.8 kV underground line.

On September 15, 2021, *BCDA* secured the endorsement from the Governance Commission for Government Owned and Controlled Corporation for the incorporation of *Shin Clark Power*, the joint venture company, which was approved by the *SEC* on May 10, 2022. On March 22, 2023, *Shin Clark Power* was granted a *CPCN* by the *ERC* to operate as a *DU* until September 2044.



31. Earnings Per Share Attributable to Equity Holders of the Parent Company

Basic and diluted earnings per share are calculated as follows:

	2024	2023	2022
	<i>(In millions except per share amounts)</i>		
Net income attributable to equity holders of the parent company (a)	₱45,859	₱38,023	₱28,431
Weighted average common shares outstanding (b)	1,127	1,127	1,127
Per Share Amounts:			
Basic and diluted earnings per share (a/b)	₱40.69	₱33.74	₱25.23

Basic and diluted earnings per share amounts are calculated by dividing net income for the year attributable to common shareholders of the parent company by the weighted average number of common shares outstanding during the year. There are no potential dilutive common shares in 2024 and 2023.

There are no other transactions involving common shares or potential common shares between the reporting date and the date of completion of these consolidated financial statements.

32. Other Matters

RCOA

The transition period for *RCOA* commenced on December 26, 2012 in accordance with the joint statement released by the *ERC* and the *DOE* on September 27, 2012 and the Transitory Rules for the Implementation of *RCOA* (*ERC* Resolution No. 16, Series of 2012). The commercial operations of *RCOA* started on June 26, 2013.

On May 12, 2016, the *ERC* issued Resolutions No. 10 and 11, Series of 2016, which:

1. Provided for mandatory contestability. Failure of a contestable customer to switch to *RES* upon date of mandatory contestability (December 26, 2016 for those with average demand of at least one (1) *MW* and June 26, 2017 for at least 750 *MW*) shall result in the physical disconnection from the *DU* system unless it is served by the supplier of last resort ("*SoLR*"), or, if applicable, procures power from the *WESM*;
2. Prohibits *DUs* from engaging in the supply of electricity to the contestable market except in its capacity as a *SoLR*;
3. Mandates Local *RESs* to wind down their supply businesses within a period of three (3) years;
4. Imposes upon all *RESs*, including *DU*-affiliate *RESs*, a market-share cap of 30% of the total average monthly peak demand of all contestable customers in the competitive retail electricity market; and,
5. Prohibits *RESs* from transacting more than 50% of the total energy transactions of its supply business, with its affiliate contestable customers.



On November 29, 2017, the *DOE* issued two (2) *DOE* Circulars, namely: DC 2017-12-0013, entitled, Providing Policies on the Implementation of *RCOA* for Contestable Customers in the Philippines Electric Power Industry and DC 2017-12-0014, entitled Providing Policies on the Implementation of *RCOA* for *RES* in the Philippine Electric Power Industry. The *DOE* Circulars became effective on December 24, 2017.

Under the *DOE* Circular No. DC 2017-12-0013, it is provided that voluntary participation for contestable customers under *RCOA*-Phase 2 shall now be allowed upon effectivity of said Circular, while voluntary participation of contestable customers with a monthly average peak demand of 500 *kW* to 749 *kW* for the preceding 12 months and demand aggregation for electricity end users within a contiguous area with an aggregate average peak demand of not less than 500 *kW* for the preceding 12-month period, will also be allowed by June 26, 2018 and December 26, 2018, respectively.

On December 28, 2020, the *ERC* released Resolution No. 12, Series of 2020, entitled “A Resolution Prescribing the Timeline for the Implementation of Retail Competition and Open Access (“*RCOA*”)”. In said Resolution, the *ERC* expanded the coverage of *RCOA* for end-users with an average monthly peak demand of at least 500 *KW* in the preceding 12 months, on a voluntary basis.

On September 24, 2021, *MERALCO* received a copy of the *SC* Decision wherein, among other matters, the *ERC* was also directed to promulgate the supporting guidelines to *DOE* Circular No. DC 2017-12-0013 and DC 2017-12-0014.

Retail Aggregation

On June 16, 2022, the *ERC* issued Resolution No. 04, Series of 2022 entitled “*A Resolution Adopting the Rules for the Electric Retail Aggregation Program.*” Under said Resolution, the aggregation of the electricity requirements of end-users, whose total monthly average peak demand is at least 500 *kW*, is allowed to accommodate a wider consumer base availing of the benefits of *RCOA* to further promote competition in the Competitive Retail Electricity Market. Implementation of such aggregation shall become effective by December 26, 2022. Meanwhile, industry stakeholders are clarifying certain provisions in the Resolution to allow for the smooth implementation of Retail Aggregation.

Pre-Emptive Mitigating Measure in the WESM

In December 2014, in its Resolution No. 20, Series of 2014, the *ERC* adopted and established a permanent pre-emptive mitigation measure in the *WESM*. The *ERC* set a cumulative price threshold (“*CPT*”) amounting to an average spot price of ₱9,000 per *MWh* over a rolling 7-day period or 168-hour trading interval. Once this *CPT* for said period is breached, it triggers the imposition of a price cap amounting to ₱6,245 per *MWh*. The price cap shall be imposed until after a determination that succeeding *GWAP* rolling average is already below the *CPT*. The pre-emptive measure has taken effect beginning January 9, 2015.

The imposition of the mitigating measure was questioned by the Philippine Independent Power Producers Association (“*PIPPA*”) in the *RTC-Pasig* through a Petition for Declaratory Relief with Application for *TRO* and/or Writ of Preliminary Injunction. The Petition prayed for, among others, that the *ERC* Resolutions pertaining to the secondary cap mechanism be declared void *ab initio*. The original petition was subsequently amended to reflect the promulgation of the subsequent *ERC* resolutions extending the effectivity of the *WESM* price cap. On July 21, 2014, *MERALCO* filed its Motion for Leave to Intervene and to Admit Attached Comment in Intervention. The *RTC-Pasig* admitted *MERALCO*’s intervention and comment in its Order dated October 28, 2014.



However, in a Motion for Leave to Admit Supplement Petition, *PIPPA* moved for leave to file a supplemental petition to include *ERC* Resolution No. 20, Series of 2014 which provides for a permanent mitigating measure in the *WESM*. In an Order dated May 5, 2015, the *RTC-Pasig* denied the Motion for Leave to File and Admit Supplemental Petition. *PIPPA* filed a Motion for Partial Reconsideration which was denied by the *RTC-Pasig* in its Resolution dated September 10, 2015. *PIPPA* filed a Petition for Certiorari with the *CA*. The *CA* denied the Petition for Certiorari in its Decision dated June 9, 2017. *PIPPA* filed a *MR* dated July 19, 2017. In a Resolution dated August 16, 2017, the parties were directed to file their comments to the *PIPPA*'s *MR*. *MERALCO* has filed its comment on the *MR*. On April 4, 2018, the *CA* rendered a resolution denying the *MR* filed by *PIPPA*.

On September 29, 2015, the *WESM* Tripartite Committee issued a Joint Resolution further extending the interim offer price cap of ₱32,000 per *MWh* until December 31, 2015. In its Joint Resolution No. 3, Series of 2015, the *WESM* Tripartite Committee resolved to set the *WESM* offer price cap at ₱32,000 per *MWh* and the *WESM* offer price floor of negative ₱10,000 per *MWh* effective January 2016, provided that an annual review shall be undertaken considering the relevant costs assumptions at the time of review.

On December 7, 2015, the *RTC-Pasig* rendered a Decision dismissing the Petition for Declaratory Relief. The *MR* filed by *PIPPA* was denied in a Resolution dated June 16, 2016. *PIPPA* appealed the *RTC-Pasig* Decision with the *SC*. *MERALCO* has filed its comment thereto. *PIPPA* filed a Consolidated Reply on July 17, 2017. As at February 24, 2025, the case is pending before the *SC*.

On May 9, 2017, the *ERC* issued Resolution No. 4, Series of 2017, entitled, "A Resolution Adopting Amendments to the Pre-emptive Mitigating Measure in the *WESM*". They adopted a recalculated cumulative price threshold level of ₱1,080,000 and a shorter five (5)-day (120-hour) rolling average period. This is equivalent to ₱9,000 per *MWh* over said period.

The *ERC* has expressed its intent to further amend the pre-emptive mitigating measure in the *WESM* to increase consumer safety nets against price spikes. The highlight of the amendments would be the lowering of the rolling average period from five (5) days to three (3) days, and the regional/island imposition of the Secondary Price Cap mechanism when the grid interconnection is on outage. In its Resolution No. 7, Series of 2021, promulgated on July 28, 2021, the *ERC* shortened the rolling average period to seventy-two (72) hours and approved the regional/island imposition of the Secondary Price Cap mechanism.

On October 17, 2023, the *PIPPA* filed a Petition, dated October 16, 2023, to initiate a rule-making petition for the suspension of *ERC* Resolution No. 7, Series of 2021 and the adoption of *PIPPA*'s proposed rules on the imposition of secondary price cap. As at February 24, 2025, *ERC* has yet to promulgate the amended rules.

PEZA – ERC Jurisdiction

On September 13, 2007, *PEZA* issued "Guidelines in the Registration of Electric Power Generation Facilities/Utilities/Entities Operating Inside the Ecozones" and "Guidelines for the Supply of Electric Power in Ecozones" ("*Guidelines*"). Under these Guidelines, *PEZA* effectively bestowed upon itself franchising and regulatory powers in Ecozones operating within the legislative franchise areas of *DUs* which are under the legislatively-authorized regulatory jurisdiction of the *ERC*. The *Guidelines* are the subject of an injunction case filed by the *DUs* in *RTC-Pasig*.



MERALCO, *PEZA* and *PEPOA* submitted their Tripartite Agreement for approval of the *RTC-Pasig*. In a Decision dated July 3, 2015, the *RTC-Pasig* approved the Compromise Agreement between *PEZA*, *PEPOA* and *MERALCO*. In the hearing on February 10, 2016, the *RTC-Pasig* dismissed the petition upon motion by *PEZA*. The *ERC* filed a *MR* which is pending resolution by the *RTC-Pasig*.

Purchase of Subtransmission Assets (“STAs”)

On April 17, 2012, *MERALCO* and *TransCo* filed a joint application for the approval of the Batch 4 contract to sell with the *ERC*. On April 22, 2013, the *ERC* issued a Decision on *MERALCO*’s joint application for the acquisition of the Batch 4 contract to sell. On June 21, 2013 and July 3, 2013, *MERALCO* and *TransCo* filed a Motion for Partial Reconsideration and *MR*, respectively, regarding the exclusion of certain facilities for acquisition.

On May 22, 2014, *MERALCO* and *TransCo* received an *ERC* Order dated May 5, 2014 denying *MERALCO* and *TransCo*’s Motions. On June 5, 2014, *MERALCO* filed a clarificatory motion and a *MR* of the May 5, 2014 *ERC* Order, which was denied by the *ERC* through an Order dated June 16, 2014. On October 10, 2014, *MERALCO* filed a Motion to Reopen Proceedings for the reception of new evidence to support *MERALCO*’s position on the acquisition of excluded *STAs*. The Motion was heard by the *ERC* on October 17, 2014. After the parties have submitted their respective comments and pleadings, the *ERC* conducted another hearing on February 23, 2015.

In an Order dated March 4, 2015, the *ERC* considered but denied the new and substantive allegations in *MERALCO*’s Motion to Reopen Proceedings. *MERALCO* then filed a Petition for Review with the *CA* to question the Orders of the *ERC*. In a Decision dated August 12, 2016, the *CA* dismissed the Petition. On September 17, 2016, *MERALCO* filed a *MR*. In an Amended Decision dated September 15, 2017, the *CA* granted *MERALCO*’s *MR* and approved the sale of the Dasmarinas-Abubot-Rosario 115 *kV* line and Rosario substation equipment in favor of *MERALCO*. *NGCP* filed a *MR* (of the Amended Decision) dated October 4, 2017. In a Resolution dated May 31, 2018, the *CA* denied the *MR*. *NGCP* filed a Petition for Review with the *SC*.

On March 20, 2015, *MERALCO* filed a case for “Interpleader with Consignation and Specific Performance” against *TransCo* and the Municipality of Labrador, Pangasinan (“*Labrador*”) with the *RTC-Pasig*, praying for the *RTC-Pasig* to (i) accept and approved the consignation of the amount of ₱194.1 million; (ii) declare *MERALCO* to have paid in full the purchase price of the sale of *TransCo*’s assets; (iii) direct *TransCo* to execute the corresponding Deeds of Absolute Sale; and (iv) direct *Labrador* and *TransCo* to interplead their respective claims. On April 14 and 20, 2015, *Labrador* and *TransCo* filed their respective Motions to Dismiss on the ground of impropriety of the filing of the Interpleader and on the ground of *litis pendentia*. *MERALCO* received an Order from *RTC-Pasig* granting the Motions to Dismiss of both *TransCo* and *Labrador*. *MERALCO* filed a *MR* which was denied by the *RTC-Pasig*. *MERALCO* appealed the Decision with the *CA*, which granted the appeal, and remanded the interpleader case to the trial court for proper disposition. The *CA* decision already attained finality as of May 25, 2018.

TransCo and *MERALCO* executed the Deeds of Absolute Sale (“*DOAS*”) on December 10, 2020, covering the Batch 2 and Batch 4 *STAs*. Hence, *MERALCO* has acquired and is in full possession of these assets. In a letter dated October 26, 2021, *NGCP* likewise confirmed that, with the turn-over of these assets, the corresponding Connection Charges and Residual Sub-Transmission Charges (“*CC/RSTC*”) of *MERALCO* starting the December 2021 billing month will be correspondingly adjusted.



On December 15, 2016, *MERALCO* and *TransCo* filed a joint application for the approval of the Batch 3 contract to sell with the *ERC*. Hearings were conducted on August 10, 2018 and October 15, 2018. The *ERC* has yet to set the next scheduled hearing of the case.

FiT

Pursuant to *RA* No. 9513, or the Renewable Energy Act of 2008 (“*RE Act*”), the *ERC* issued Resolution No. 16, Series of 2010, Adopting the *FiT* Rules, on July 23, 2010. As defined under the *FiT* Rules, the *FiT* system is a renewable energy policy that offers guaranteed payments on a fixed rate per *kWh* for electricity from wind, solar, ocean, hydropower and biomass energy sources, excluding any generation for own use.

To fund the *FiT* payments to eligible *RE* developers, a *FiT-All* charge shall be imposed on all end-users. The *FiT-All* will be established by the *ERC* upon petition by *TransCo*, which had been designated as the *FiT* Fund Administrator.

On February 5, 2014, the *ERC* released the *FiT-All* disbursement and Collection Guidelines (“*FiT Guidelines*”) to supplement the *FiT* Rules. This set of guidelines will govern how the *FiT-All* will be calculated using the formulae provided. It will also outline the process of billing and collecting the *FiT-All* from the electricity consumers, the remittance to a specified fund, the disbursement from the *FiT-All* fund and the payment to eligible *RE* developers.

TransCo applied for *FiT-All* rates with the *ERC*, the *ERC* approval and status of applications are indicated in the table below:

Year	Applied Rate per <i>kWh</i>	Approved Rate per <i>kWh</i>	Date Approved / Status
2019	₱0.2780	₱0.0495	October 28, 2019
2020	₱0.2278	₱0.0983	November 23, 2020
2021	₱0.1881	₱0.0983	August 17, 2022
2022	₱0.3320 or ₱0.3165 (alternative rate in consideration of <i>Covid-19</i>)	₱0.0364	August 30, 2022
2023	₱0.2382	₱0.0838	March 20, 2024
2024	₱0.0867	₱0.1189	February 19, 2025
2025	₱0.1006	-	Pending final decision

On December 23, 2014, *MERALCO* received a copy of a Petition for Prohibition and Certiorari filed with the *SC* against the *ERC*, *DOE*, *TransCo*, *NREB* and *MERALCO*. The Petition seeks (i) the issuance of a *TRO* and/or *WPI*, and after giving due course to the Petition, a Writ of Prohibition to enjoin the respondents from implementing the *FiT-All*, the *FiT* Rules and *FiT* Guidelines; and (ii) the annulment of the *FiT* Rules and *FiT* Guidelines. With the parties’ submission of their respective memoranda, the case is now pending decision. In a Decision dated August 13, 2024, the *SC* denied the Petition.

In a Decision dated October 6, 2015, the *ERC* set the Wind *FiT* at ₱7.40 per *kWh*. *MERALCO* filed a *MR* on the Decision. As at February 24, 2025, the *MR* is pending further action of the *ERC*.



On September 29, 2016, Alternergy Wind One Corporation, Petrowind Energy, Inc. and Trans-Asia Renewable Energy Corporation filed a Petition to Initiate Rule-Making to adjust the Wind *FiT* rate of ₱7.40 per *kWh* to ₱7.93 per *kWh*. *MERALCO* filed an intervention in the case. As at February 24, 2025, the said petition is ongoing and remains pending with the *ERC*.

On May 26, 2020, through Resolution No. 6, Series of 2020, the *ERC* issued the *FiT* adjustments for the years 2016, 2017, 2018, 2019 and 2020 using 2014 as the base year for the *CPI* and foreign exchange adjustments, pursuant to Section 2.10 of the *FiT* Rules. The said *FiT* adjustments are to be recovered for a period of five (5) years.

In its Decision dated November 28, 2020, the *ERC* set the modified *FiT2* rate to be applicable from January 1, 2018 to December 31, 2019. The modified Run of River (“*ROR*”) Hydro *FiT2* rate is ₱5.8705 per *kWh* while for Biomass *FiT2*, the rate is ₱6.19 *kWh*.

On November 16, 2022, the *ERC* issued Resolution No. 12, Series of 2022, “*A Resolution Adopting the Suspension of the Collection of Feed-in-Tariff Allowance (FiT-All)*”, approving the temporary suspension in the collection of the *FiT-All* for a period of three (3) months, starting the December 2022 until the February 2023 billing months. According to the *ERC*, the *FiT-All* balance as of November 7, 2022, inclusive of the Cost Recovery Revenue (“*CRR*”) collections in November 2022, shows a healthy fund balance that can sufficiently cover the *FiT-All* payment requirements for three (3) months, assuming the same average *CRR* collection. On February 22, 2023, *ERC* issued Resolution No. 02, Series of 2023, extending the temporary suspension in the collection of the *FiT-All* for six (6) months, starting the March 2023 to August 2023 billing months. On August 4, 2023, *ERC* further extended the suspension in the collection of *FiT-All*, through Resolution No. 11, Series of 2023, starting September 2023 until otherwise lifted by the *ERC* in the event that the *FiT-All* fund shall be deemed insufficient to cover the monthly fund requirements. Finally, on January 16, 2024, *ERC* issued Resolution No. 1, Series of 2024, “*A Resolution Adopting the Lifting of Suspension of the Collection of FiT-All*”, resolving to lift the suspension on the collection of the *FiT-All*, and to resume the collection of *FiT-All* starting the billing month of February 2024.

Renewable Portfolio Standards (RPS)

In accordance with the *RE* Act, the *DOE* issued Department Circular No. DC2017-12-0015 “Promulgating the Rules and Guidelines Governing the Establishment of the Renewable Portfolio Standards for On-Grid Areas” or the *RPS* Rules on December 22, 2017. In compliance with the *RPS* Rules, *MERALCO* has been submitting its *RPS* form to the *DOE* on an annual basis. The *RPS* form contains *MERALCO*’s computation of its requirements, as well as plans to comply with the requirements.

On March 10, 2021, *MERALCO*’s registration in the Renewable Energy Market (“*REM*”) as a Mandated Participant was approved by *PEMC*. On June 30, 2022, the *DOE* issued Department Circular No. 22-06-0019 “Declaring the Interim Commercial Operations of the Renewable Energy Market (“*REM*”)”.

On May 23, 2022, the *DOE* issued Department Circular No. 2023-05-0015 “Prescribing the Amendments to Department Circular No. 2017-12-0015 or the Renewable Portfolio Standards (*RPS*)”, increasing the minimum annual *RE* increment (*Km*) from one percent (1%) to 2.52% starting 2023 compliance year to meet the aspirational targets of increasing the *RE* share in the power generation mix. *MERALCO* fully complies with its *RPS* obligations while minimizing the rate impact to its customers.



Green Energy Option Program (GEOP)

Pursuant to the *RE Act*, the *DOE* issued Department Circular No. DC2018-07-0019 “Promulgating the Rules and Guidelines Governing the Establishment of the Green Energy Option Program Pursuant to the Renewable Energy Act of 2008” or the *GEOP Rules* on July 18, 2018. On April 22, 2020, the *DOE* also issued Department Circular No. DC2020-04-0009, “Guidelines Governing the Issuance of Operating Permits to Renewable Energy Suppliers under the *GEOP*” as a supplement to the *GEOP Rules*.

On August 19, 2021, the *ERC* issued Resolution No. 08, Series of 2021 “A Resolution Adopting the Rules for the Green Energy Option Program (*GEOP*)”. The rules became effective on September 3, 2021. As at February 24, 2025, *MERALCO* has already processed the switching of 410 customers to *GEOP*.

Recovery of NPC Stranded Contract Costs

In an Order dated May 22, 2018, the *ERC* approved *PSALM*’s petition for the recovery of *NPC*’s stranded contract costs portion of the universal charge (“*UC-SCC*”). Accordingly, *PSALM* is hereby authorized to recover the stranded contract costs for Luzon, Visayas and Mindanao grids totaling ₱8,547 million with a monthly rate of ₱0.1938 per *kWh* starting May 2018 billing period until the full amount has been recovered.

On January 14, 2019, *MERALCO* received a letter dated December 28, 2018 from *PSALM* advising *MERALCO* to cease the implementation of the collection of the ₱0.1938 per *kWh* for the recovery of the additional *SCC* effective January 2019 as it already recovered the full amount of the stranded contract costs. This was after *MERALCO* had already completed the billing program for January 2019. Accordingly, on February 6, 2019, *MERALCO* wrote the *ERC* proposing to reverse the said collections of the additional *UC-SCC*. On February 7, 2019, *MERALCO* received a letter from the *ERC* which allowed the full reversal of the subject *UC-SCC* in its February billing equivalent to ₱0.3876 per *kWh*, without prejudice to further validation by the *ERC* as to the final amounts due.

In its letter dated January 15, 2020, *MERALCO* informed the *ERC* that it accumulated additional total excess *UC-SCC* collections in the amount of ₱545 million and proposed to implement another refund to its customers in the amount of ₱0.1453 per *kWh* for the month of February 2020. In its letter dated February 6, 2020, the *ERC* directed *MERALCO* to implement the refund, subject to post-validation. *MERALCO* was then directed to provide additional information as well as status report to the *ERC* with respect to the implementation of refund. *MERALCO* implemented the refund starting its March 2020 billing.

On March 4, 2020, *MERALCO* received a letter dated March 3, 2020, directing it to comment on a petition filed by a consumer group which sought to stop the collection of *UC-SCC* and stranded debts portion of the universal charge (“*UC-SD*”) from consumers because of the *Murang Kuryente Act*. *MERALCO* filed its comment on March 16, 2020.

In a Decision dated April 10, 2019, the *ERC* approved with modification *PSALM*’s petition for the availment of the *NPC*’s stranded contract costs portion of the universal charge for calendar year 2014. *PSALM* is hereby authorized to recover the *UC-SCC* for Luzon, Visayas and Mindanao grids totaling ₱5,117 million with a monthly rate of ₱0.0543 per *kWh* within a period of 12 months.

In separate Orders dated May 28, 2020, the *ERC* dismissed *PSALM*’s petitions for the availment of the *NPC*’s stranded contract costs portion of the universal charge for calendar years 2015 to 2018 due to the promulgation of the *Murang Kuryente Act*.



Net Metering Program

The *RE* Act mandates the *DUs* to provide the mechanism for the “physical connection and commercial arrangements necessary to ensure the success of the *RE* programs”, specifically the Net Metering Program. The *RE* Act defines Net Metering as “a system, appropriate for distributed generation, in which a distribution grid user has a two-way connection to the grid and is only charged for his net electricity consumption and is credited for any overall contribution to the electricity grid”. By their nature, net metering installations will be small (less than 100 *kW*) and will likely be adopted by households and small business end-users of *DUs*.

The *ERC* issued on July 3, 2013 its Resolution No. 09, Series of 2013, entitled, “A Resolution Adopting the Rules enabling the Net Metering Program for Renewable Energy”. The Rules will govern the *DUs*’ implementation of the Net Metering Program. Included in the Rules are the interconnection standards that shall provide technical guidance to address engineering, electric system reliability

, and safety concerns for net metering interconnections. However, the final pricing methodology to determine the rate at which energy exported back to the distribution system by Net Metering Program participants will be addressed in another set of rules by the *ERC* in due course. In the meantime, the *DUs*’ blended generation cost equivalent to the generation charge shall be used as the preliminary reference price in the net metering agreement. The Rules took effect on July 24, 2013. Under *ERC* Resolution No. 6, Series of 2019, entitled, “A Resolution Adopting the Amendments to the Rules enabling the Net Metering Program for Renewable Energy”, the *ERC* adopted amendments to the Net Metering Rules. On June 23, 2020, the *ERC* issued Resolution No. 5, Series of 2020 entitled, “A Resolution Clarifying *ERC* Resolution No. 6, Series of 2019, entitled "A Resolution Adopting the amendments to the Rules Enabling the Net-Metering Program for Renewable Energy". As at December 31, 2024, *MERALCO* has already installed 14,332 meters and energized 13,635 net metering customers.

Interruptible Load Program (“ILP”)

In an *ERC* Order dated April 11, 2014, the *ERC* approved with modification *MERALCO*’s request that it be allowed to adopt and implement the *ILP*. *ILP* protocols, compensation and recovery mechanism are governed by *ERC* Resolution No. 5, Series of 2015 “A Resolution Adopting the Amended Rules to Govern the Interruptible Load Program”, *DOE* Circular No. DC2015-06-0003 “Providing the Interim Manner for Declaring Bilateral Contract Quantities in the Wholesale Electricity Spot Market and Directing the Philippine Electricity Market Corporation to Establish Necessary Protocols to Complement the Interruptible Load Program” and *ERC* Resolution No. 3, Series of 2019 “A Resolution Clarifying Section 3, Article III of the Amended Interruptible Load Program Rules”.

As at December 31, 2024, there are 104 companies with a total committed de-loading capacity of 538.69 *MW* that have signed up with *MERALCO*, *MPower* and with other retail electricity suppliers as *ILP* participants.



Long-Term Indebtedness Application

On June 25, 2015, *MERALCO* filed an application, with prayer for provisional authority, for continuing authority to (a) issue bonds or other evidence of indebtedness for as long as it maintains 50:50 long-term debt to equity ratio; and (b) whenever necessary, to mortgage, pledge or encumber any of its property to any creditor in connection with its authority to issue bonds or any other evidence of long-term indebtedness. *MERALCO* has filed a Motion to withdraw the application without prejudice to its refiling at a later date. In an Order dated March 22, 2016, the *ERC* granted *MERALCO*'s Motion to Withdraw but still required *MERALCO* to submit certain documents. *MERALCO* filed a Motion for Partial Reconsideration questioning the requirement which is pending before the *ERC*. As at February 24, 2025, the *ERC* has yet to resolve *MERALCO*'s Motion for Partial Reconsideration.

On October 29, 2019, *MERALCO* filed an application, with prayer for provisional authority, for continuing authority to (a) issue bonds or other evidence of indebtedness; and (b) whenever necessary, to mortgage, pledge or encumber any of its property to any creditor in connection with its authority to issue bonds or any other evidence of long-term indebtedness. *MERALCO* has filed a Motion to Withdraw the Application to align with the changes brought about by the amended Public Service Act. As at February 24, 2025, *MERALCO* is awaiting the resolution of the *ERC* of its motion.

CSP Requirement for PSAs

On July 19, 2023, the *DOE*'s new *CSP* policy under Department Circular No. DC2023-06-0021 ("*2023 CSP Circular*") took effect. The *2023 CSP Circular* requires issuance by *DOE* of a Certificate of Conformity prior to commencement of a *CSP*. It is also provided that *CSPs* shall be consistent with the latest and duly accepted *DDP* and posted *PSPP*.

On October 23, 2023, the *ERC* promulgated its *Resolution No. 16, Series of 2023 ("ERC CSP Guidelines")*. The *ERC CSP Guidelines* provided for a maximum term of *PSAs* of ten (10) years for financial *PSAs*, fifteen (15) years for physical *PSAs* and twenty (20) years for physical *PSAs* where the nominated plants are renewable energy power plants. *PSA* templates, containing minimum terms and conditions, for financial and physical *PSAs* were also provided in the *ERC CSP Guidelines*. *DUs* may include additional contractual terms and conditions in their *PSAs* consistent with their terms of reference and the *ERC CSP Guidelines*. Under the *ERC CSP Guidelines*, the entire process of the *CSP*, including the award of contract, shall be completed within one hundred eighty (180) calendar days from the first publication of the Invitation to Bid.

Under the *ERC CSP Guidelines*, direct negotiation is allowed after at least two (2) failed *CSPs*.

Termination of the *PSA*, other than due to expiration of the term, requires approval by the *ERC* under the *ERC CSP Guidelines*.

EPSAs are allowed to be immediately executed and implemented under the *ERC CSP Guidelines* provided certain conditions are present.



SC Petitions on CSP

On September 5, 2019, representatives of the *Bayan Muna* partylist filed a petition with the *SC* claiming that the *2018 DOE Circular*, which repealed portions of the *2015 CSP Circular*, is void for violating policies/provisions intended to protect consumers under *EPIRA* and the Constitution (the “*Bayan Muna Petition*”). The *Bayan Muna Petition* also sought for the issuance of *TRO* and/or writ of preliminary injunction to prevent continuation of the on-going *CSPs* of *MERALCO* and some electric cooperatives. On December 17, 2019, *MERALCO* filed its Comment to the *Bayan Muna Petition*. As at February 24, 2025, the Petition remains pending before the *SC*.

True-up Adjustments of Fuel and Purchased Power Costs (“TAFPPC”) and Foreign Exchange-Related Costs (“TAFxA”)

On June 20, 2017, the *ERC* issued a consolidated Decision in *ERC* Case Nos 2011-115 RC, 2012-067 RC, 2013-092 RC, 2014-098 RC and 2015-124 RC, a copy of which was received by *MERALCO* on December 29, 2017, authorizing *PSALM* to recover, within a 60-month period, the amount of ₱3,592 million in the Luzon grid, among others, as part of the *TAFPPC* and *TAFxA*; and directed all distribution utilities to comply with the directive.

On January 10, 2018, *MERALCO* filed a Motion for Partial Reconsideration praying for the suspension of the Order and requesting that *MERALCO* be allowed to charge the recovery to all types of customers, regardless of whether they were covered or not during the relevant test periods. In February 2023, the amount was fully refunded. As at February 24, 2025, the *ERC* has yet to act on the Motion.

Clean Air Act

The Clean Air Act and the related *IRR* contain provisions that have an impact on the industry as a whole and to *TPC*, *PPC*, *GRPI*, *PEDC* and *CEDC* (“the Operating Subsidiaries of *GBPC*”) in particular, that need to be complied with within 44 months from the effectivity date or by July 2004. Based on the assessment made on the Operating Subsidiaries of *GBPC*’s existing facilities, the Operating Subsidiaries of *GBPC* believe that they have complied with the provisions of the Clean Air Act and the related *IRR*.

Energy Regulation (ER) 1-94

Based on *ER 1-94* and the *IRR* of the *EPIRA*, generation companies are mandated to provide benefits to its host communities, equivalent to ₱0.01 per *kWh* of energy generated and sold. The operating subsidiaries of *GBPC* accrue the required benefits to their host community (included under “Trade payables and other current liabilities” account in the consolidated statements of financial position) prospectively from the date of effectivity of *ER 1-94*. Such amount accrued shall be remitted to the trust account of the host *LGUs* and *DUs*, subject to audit by the *DOE*.



33. Notes to Consolidated Statements of Cash Flows

	2024			2023		
	Interest-bearing long-term financial liabilities	Notes payable	Dividends payable	Interest-bearing long-term financial liabilities	Notes payable	Dividends payable
	<i>(Amounts in millions)</i>					
Balance at beginning of year	₱71,863	₱27,583	₱3,219	₱74,342	₱29,491	₱2,878
Payments	(8,129)	(1,038)	(23,823)	(8,498)	(3,239)	(21,691)
Availments	6,523	7,742	—	2,803	1,331	—
Dividend declarations	—	—	24,266	—	—	22,032
Preferred stock redemption	(4)	—	—	(2)	—	—
Additions to debt issue cost	(34)	—	—	—	—	—
Amortization of debt issue cost	86	—	—	195	—	—
Effect of deconsolidation of <i>MIDC (Note 3)</i>	(9,749)	—	—	—	—	—
Effect of consolidation of <i>SPNEC (Note 3)</i>	—	—	—	3,096	—	—
Amortization of fair value adjustment on interest-bearing long-term financial liabilities on the acquisition of <i>GBPC</i>	(67)	—	—	(73)	—	—
Balance at end of year	₱60,489	₱34,287	₱3,662	₱71,863	₱27,583	₱3,219

34. Event After the Financial Reporting Date

On February 24, 2025, the *BOD* of *MERALCO* approved the declaration of cash dividends of ₱13.736 a share to all shareholders of record as at March 12, 2025, payable on April 4, 2025.

