SSIGROUP, Inc

NOTICE OF ANNUAL MEETING OF THE STOCKHOLDERS

Notice is hereby given that the annual meeting of the stockholders of **SSI GROUP, INC.** for the year 2023 will be held and conducted via virtual meeting on Wednesday, 21 June 2023 at 11:00A.M. via https://www.ssigroup.com.ph/investor_relations/2023asm.

The Agenda for the meeting shall be as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting held on 22 September 2022
4. Approval of Annual Report for the Year 2022
5. General ratification of all acts of the Board of Directors and management from the date of the last annual meeting up to the date of this meeting
6. Election of Directors for 2023-2024
7. Appointment of External Auditors
8. Other Matters
9. Adjournment

The minutes of the 2022 Annual Meeting of Stockholders is available at the website of the Company, https://www.ssigroup.com.ph.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on 24 May 2023 as the Record Date for the determination of stockholders entitled to notice of and vote at such meeting.

Given the current circumstances, and to ensure the safety and welfare of the Company's stockholders, the Company will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication and voting *in absentia*, or by appointing the Chairman of the meeting.

Stockholders who intend to participate in the meeting should register on or before 11 June 2023 via https://www.ssigroup.com.ph/investor_relations/2023asm. All registrations shall be validated by the Corporate Secretary in coordination with the Stock and Transfer Agent. Successful registrants will receive an e-mail with instructions on how to access an online web address which will allow them to join the meeting and cast votes *in absentia* or by proxy.

Stockholders who intend to appoint a proxy should submit duly accomplished proxy forms on or before 11 June 2023 at the Office of the Corporate Secretary at 6F Midland Buendia Bldg., 403 Sen. Gil Puyat Ave., Makati City and/or by email to corporatesecretary@rgoc.com.ph.

The procedures for participating in the meeting through remote communication and for casting their votes in absentia are set forth in the Information Statement.

8 May 2023, Makati City.

MA. ALICIA G. PICAZO-SAN JUAN
Corporate Secretary

PROXY

Stockholders who would like to be represented thereat by a proxy may choose to execute and send a proxy form to the Office of the Corporate Secretary (Atty. Ma. Alicia G. Picazo-San Juan) at 6F Midland Buendia Bldg., 403 Sen. Gil Puyat Ave., Makati City, on or before 11 June 2023. A sample proxy form is provided below. Stockholders may likewise email a copy of the accomplished proxy form to corporatesecretary@rgoc.com.ph.

The undersigned stockholder of **SSI GROUP, INC.** (the "Company") hereby appoints the Chairman of the meeting, as attorney-in-fact or proxy, with power of substitution, to represent and vote _______________shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Stockholders' Meeting of the Company on 21 June 2023 at 11:00 A.M. and at any adjournment thereof for the purpose of acting on the following matters:

1. Approval of Minutes of the Annual Meeting held on 22 September 2022

   ❑ Yes ❑ No ❑ Abstain

2. Approval of Annual Report for the Year 2022

   ❑ Yes ❑ No ❑ Abstain

3. General ratification of all acts of the Board of Directors and management from the date of the last annual meeting up to the date of this meeting

   ❑ Yes ❑ No ❑ Abstain

4. Election of Directors for 2023-2024

	No. of Votes
Zenaida R. Tantoco	____________
Anthony T. Huang	____________
Maria Teresa R. Tantoco	____________
Maria Elena R. Tantoco	____________
Bienvenido V. Tantoco III	____________
Eduardo T. Lopez III	____________
Edgardo Luis Pedro T. Pineda	____________
Carlo L. Katigbak (Independent Director)	____________
Arthur R. Tan (Independent Director)	____________

5. Re-appointment of SyCip Gorres Velayo & Co. as external auditor

   ❑ Yes ❑ No ❑ Abstain

____

Printed Name and Signature of the Stockholder

____

Date

This proxy should be received by the Corporate Secretary on or before 11 June 2023, the deadline for submission of proxies.

This proxy when properly executed will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised.

Notarization of this proxy is not required.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20 OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

   [✓] Preliminary Information Statement

   [ ] Definitive Information Statement

2. Name of Registrant as specified in its charter	:	**SSI Group, Inc.** **("SSI" or the "Company")**
3. Province, country or other jurisdiction of incorporation or organization	:	**Metro Manila, Philippines**
4. SEC Identification Number	:	**CS200705607**
5. BIR Tax Identification Number	:	**006-710-876**
6. Address of Principal Office	:	**6th Floor Midland Buendia Building, 403 Sen. Gil Puyat Avenue, Makati City**
Postal Code	:	**1200**
7. Registrant's telephone number, including area code	:	**(632) 8890 8034**
8. Date, time and place of the meeting of security holders	:	**June 21, 2023** **11:00 A.M.** Virtually from the 6th Floor Midland Buendia Building, 403 Sen. Gil Puyat Avenue, Makati City and via livestream by accessing the link available in the Company's website at https://www.ssigroup.com.ph Stockholders are required to register at https://www.ssigroup.com.ph/investor_relations/2023asm
9. Approximate date on which the Information Statement is first to be sent or given to security holders	:	**May 30, 2023**
10. <u>In case of Proxy Solicitations:</u> Name of Person Filing the Statement/Solicitor:	:	Not applicable
Address and Telephone No.	:	Not applicable

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

Title of each class	Number of Common Stock Outstanding or Amount of Debt Outstanding
Common Shares	**3,298,408,430**[1]

[1] as of March 31, 2023.

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

Yes [✓] No [ ]

If yes, disclose the name of such Stock Exchange and the class of securities listed therein.

Philippine Stock Exchange / Common shares

INFORMATION STATEMENT

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

A. GENERAL INFORMATION

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

a)	Date	:	June 21, 2023
	Time	:	11:00 A.M.
	Place	:	Virtually from the 6th Floor Midland Buendia Building, 403 Sen. Gil Puyat Avenue, Makati City and via livestream by accessing the link available in the Company's website at https://www.ssigroup.com.ph
	Online web addresses / URLs	:	To participate at the meeting and to vote *in absentia*: https://www.ssigroup.com.ph/investor_relations/2023asm
	Complete mailing address of the principal office of the Company	:	6th Floor Midland Buendia Building, 403 Sen. Gil Puyat Avenue, Makati City
b)	Approximate date when the Information Statement is first to be sent out to stockholders of record:	:	May 30, 2023

The requirements and procedure for participating and voting are set forth in **Annex "A"** to the Information Statement.

Item 2. Dissenter's Right of Appraisal

In accordance with Section 80 of the Revised Corporation Code and Article 11(a)(vi) of the Company's Revised Manual on Corporate Governance, any stockholder shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
3. In case of merger or consolidation; and
4. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

The procedure for the exercise by a dissenting stockholder of his appraisal right is as follows:

(a) A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right.

(b) The dissenting stockholder shall make a written demand on the Company within thirty (30) days after the date on which the vote was taken for payment for the fair value of his shares. The failure of the stockholder to make the demand within the 30-day period shall be deemed a waiver on his appraisal right.

(c) If the proposed corporate action is implemented or effected, the Company shall pay to such stockholder, upon surrender of corresponding certificate(s) of stock within ten (10) days after demanding payment for his shares, the fair value of the shareholder's shares in the Company as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of a merger, if such be the corporate action involved. Failure by the dissenting shareholder to surrender his shares within said 10-day period shall, at the option of the Company, terminate his appraisal rights.

(d) If within sixty (60) days from the date the corporate action was approved by the stockholders, the dissenting stockholder and the Company cannot agree on the fair value of the shares, it shall be appraised and determined by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Company and the third by the two thus chosen.

(e) The findings of a majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment.

(f) Upon payment of the agreed or awarded price, the stockholder shall transfer his shares to the Company.

There are no actions or matters to be discussed in the Annual Stockholders' Meeting which would give rise to the exercise of the dissenter's right of appraisal.

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

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

i. Directors or officers of the Company at any time since the beginning of the last fiscal year;
ii. Nominees for election as directors of the Company;
iii. Associate of any of the foregoing persons.

No director or nominee for election as director has informed the Company of his opposition to any matter to be acted upon at the annual stockholders meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. The Company has 3,298,408,430 outstanding common shares as of March 31, 2023. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.

b. All stockholders of record as of May 24, 2023 are entitled to notice and to vote at the Company's annual stockholders' meeting.

c. Foreign equity ownership as of March 31, 2023 is 408,105,362 or 12.37% of the total issued and outstanding shares.

d. Manner of Voting and Election of Directors (Cumulative Voting) – A stockholder may vote *in absentia* or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be sent to the Office of the Corporate Secretary at 6F Midland Buendia Building, 403 Sen. Gil Puyat Ave., Makati City and/or by email to corporatesecretary@rgoc.com.ph no later than 11 June 2023. Validation of proxies shall be held on 13 June 2023. The decision of the Secretary on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.

e. The Stockholders are entitled to cumulative voting in the election of the board of directors, as provided by the Revised Corporation Code.

   Each common share of the Company owned by a shareholder as of May 24, 2023 is entitled to one (1) vote (each, a "Voting Share") except in the election of directors where one share is entitled to as many votes as there are Directors to be elected. The election of Directors shall be by ballot and each stockholder entitled to vote may cast the vote to which the number of shares he owns entitles him, for as many persons as there are to be elected as Directors, or he may cumulate or give to one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of Directors to be elected. Thus, since there are nine (9) directors to be elected, each Voting Share is entitled to nine (9) votes.

f. Security ownership of certain record and beneficial owners and management

   i. Security ownership of record and beneficial owners (of more than 5%)

      As of March 31, 2023, the Company knows no one who beneficially owns in excess of 5% of the Company's common stock except those set forth in the table below.

Title of Class	Names and addresses of record owners and relationship with the Company	Name of beneficial owner and relationship with record owner	Citizenship	Number of shares held	% to Total Outstanding Shares
Common	**PCD Nominee Corporation (Filipino)**[2] 37th Floor Tower 1, The Enterprise Center, Ayala Avenue cor. Paseo de Roxas, Makati City (*stockholder*)	PCD participants acting for themselves or for their customers	Filipino	630,056,317	19.1018%
Common	**Wellborn Holdings, Inc.**[3] 4th Floor Midland Buendia Building, 403 Sen. Gil Puyat Avenue, Makati City (*stockholder*)	Wellborn Holdings, Inc.	Filipino	466,043,679	14.1294%

[2] *PCD Nominee Corporation is the registered owner of shares beneficially owned by participants in the Philippine Central Depositary, Inc. (PCD), a private company organized to implement an automated book entry system of handling securities transactions in the Philippines. Under the PCD procedures, when an issuer of a PCD-eligible issue will hold a stockholders' meeting, the PCD shall execute a pro-forma proxy in favor of its participants for the total number of shares in their respective principal securities account as well as for the total number of shares in their client securities account. For the shares held in the principal securities account, the participant concerned is appointed as proxy with full voting rights and powers as registered owner of such shares. For the shares held in the client securities account, the participant concerned is appointed as proxy, with the obligation to constitute a sub-proxy in favor of its clients with full voting and other rights for the number of shares beneficially owned by such clients. No single PCD participant owns 5% or more shares of the Company.*

[3] *Wellborn Holdings, Inc. is beneficially owned by Zenaida R. Tantoco, Anthony T. Huang, Michael T. Huang, and Catherine T. Huang as to 19.9%. 26.7%, 26.7%, and 26.7%, respectively. Anthony T. Huang has been authorized to represent Wellborn Holdings, Inc. and to vote the latter's shares at the Annual Stockholders' Meeting of the Company.*

Title of Class	Names and addresses of record owners and relationship with the Company	Name of beneficial owner and relationship with record owner	Citizenship	Number of shares held	% to Total Outstanding Shares
Common	**Marjorisca, Inc.**[4] 25B Tamarind Road, South Forbes Park (*stockholder*)	Marjorisca, Inc.	Filipino	434,440,400	13.1712%
Common	**Birdseyeview, Inc.**[5] 25B Tamarind Rd. South Forbes Park, Makati City (*stockholder*)	Birdseyeview, Inc.	Filipino	434,412,500	13.1704%
Common	**Educar Holdings Corp.**[6] 2nd Floor Urban Bldg., 405 Sen. Gil Puyat Avenue, Makati City (*stockholder*)	Educar Holdings Corp.	Filipino	415,753,800	12.6047%
Common	**Bordeaux Holdings, Inc.**[7] 19th Floor BDO Plaza, 8737 Paseo de Roxas, Makati City (*stockholder*)	Bordeaux Holdings, Inc.	Filipino	414,967,821	12.5809%
Common	**PCD Nominee Corporation** **(Non-Filipino)**[8] 37th Floor Tower 1, The Enterprise Center, Ayala Avenue cor. Paseo de Roxas, Makati City (*stockholder*)	PCD participants acting for themselves or for their customers	Filipino	408,105,362	12.3728%

[4] *Marjorisca, Inc. is beneficially owned by Maria Elena R. Tantoco, Christopher James Tantoco and Jose Miguel Tantoco as to 40%, 30% and 30%, respectively. Maria Elena R. Tantoco and/or Jose Miguel Tantoco have been authorized to represent Marjorisca, Inc. and to vote the latter's shares at the Annual Stockholders' Meeting of the Company.*

[5] *Birdseyeview, Inc. is wholly and beneficially owned by Maria Teresa R. Tantoco. Bienvenido V. Tantoco III has been authorized to represent Birdseyeview, Inc. and to vote the latter's shares at the Annual Stockholders' Meeting of the Company.*

[6] *Educar Holdings Corp. is beneficially owned by seven members of the Lopez family, Eduardo S. Lopez, Jr., Ma. Carmencita T. Lopez, Eduardo T. Lopez III, Ma. Margarita L. De Jesus, Ma. Carmencita L. Tiangco, Emmanuel T. Lopez and Enrique Antonio T. Lopez, each of whom holds an equal shareholding interest of 14.3%. Eduardo T. Lopez III has been authorized to represent Educar Holdings Corporation and to vote the latter's shares at the Annual Stockholders' Meeting of the Company.*

[7] *Bordeaux Holdings, Inc. is equally beneficially owned by Jaime T. Pineda and Emmanuel T. Pineda. Edgardo Luis Pedro T. Pineda has been authorized to represent Bordeaux Holdings, Inc. and to vote the latter's shares at the Annual Stockholders' Meeting of the Company.*

[8] *PCD Nominee Corporation is the registered owner of shares beneficially owned by participants in the Philippine Central Depositary, Inc. (PCD), a private company organized to implement an automated book entry system of handling securities transactions in the Philippines. Under the PCD procedures, when an issuer of a PCD-eligible issue will hold a stockholders' meeting, the PCD shall execute a pro-forma proxy in favor of its participants for the total number of shares in their respective principal securities account as well as for the total number of shares in their client securities account. For the shares held in the principal securities account, the participant concerned is appointed as proxy with full voting rights and powers as registered owner of such shares. For the shares held in the client securities account, the participant concerned is appointed as proxy, with the obligation to constitute a sub-proxy in favor of its clients with full voting and other rights for the number of shares beneficially owned by such clients. No single PCD participant owns 5% or more shares of the Company.*

ii. Security ownership of directors and management as of March 31, 2023

Title of Class	Name of beneficial owner	Position	Amount and Nature of Beneficial Ownership (shares)	Citizenship	% to Total Outstanding Shares
Named Executive Officers					
Common	Zenaida R. Tantoco	Chairman and CEO	872,500 (direct)	Filipino	0.0265%
Common	Anthony T. Huang	Director and President	9,200,294 (direct)	Filipino	0.2789%
Common	Maria Teresa R. Tantoco	Director and Treasurer	471,280,931 (direct and indirect)	Filipino	14.2881%
Common	Elizabeth T. Quiambao	Executive Vice President	4,919,419 (direct)	Filipino	0.1491%
Common	Rossellina J. Escoto	Vice President - Finance	404,961 (direct)	Filipino	0.0123%
Other Executive Officers and Directors					
Common	Maria Elena R. Tantoco	Director	32,054,979 (direct)	Filipino	0.9718%
Common	Bienvenido V. Tantoco III	Director	200 (direct and indirect)	Filipino	0.0000%
Common	Eduardo T. Lopez III	Director	850,100 (direct)	Filipino	0.0258%
Common	Edgardo Luis Pedro T. Pineda	Director	100 (direct)	Filipino	0.0000%
Common	Carlo L. Katigbak	Independent Director	305,001 (direct)	Filipino	0.0092%
Common	Arthur R. Tan	Independent Director	154,000 (direct)	Filipino	0.0047%
Common	Ma. Margarita A. Atienza	Vice President – Investor Relations & Corporate Planning and Compliance Officer	2,706,235 (direct)	Filipino	0.0820%
Common	Ma. Alicia G. Picazo-San Juan	Corporate Secretary	-	Filipino	-

Except as disclosed above, none of the Company's other executive officers or department managers own shares directly or indirectly in the Company. Ownership in the Company is limited to that indicated in the foregoing.

iii. Voting trust holders of 5% or more

The Company knows of no persons holding more than 5% of a class of shares under a voting trust or similar agreement as of March 31, 2023

iv. Changes in control

As of March 31, 2023, the Company is not aware of any change of control or arrangement that may result in a change in control of the Company since the beginning of its last fiscal year.

Item 5. Directors and Executive Officers

The following are the names, ages, citizenship and periods of service of the incumbent directors/independent directors of the Company, who have been nominated for re-election at the Annual Stockholders' Meeting:

Name	Age	Citizenship	Period during which individual has served as such
Zenaida R. Tantoco	76	Filipino	Since 2007
Anthony T. Huang	51	Filipino	Since 2007
Maria Teresa R. Tantoco	58	Filipino	Since 2008
Maria Elena R. Tantoco	64	Filipino	Since 2008
Bienvenido V. Tantoco III	56	Filipino	Since 2007
Eduardo T. Lopez III	56	Filipino	Since 2008
Edgardo Luis Pedro T. Pineda	51	Filipino	Since 2014
Carlo L. Katigbak	53	Filipino	Since 2014
Arthur R. Tan	63	Filipino	Since 2021

The business experience of each of the directors of the Company for the last five (5) years is as follows:

Zenaida R. Tantoco, 76, Director of the Company since 2007. She is the Chairman and Chief Executive Officer of the Company. Ms. Tantoco is also the Chairman and Chief Executive Officer of all of the Group's companies. She has over 40 years of experience in the retail business, and serves as the Chairman and Chief Executive Officer of Rustan Commercial Corporation and Rustan Marketing Corporation. In addition, she is a member of the board of directors of several Rustan's Group companies, including, among others, Rustan Commercial Corporation, Rustan Marketing Corporation and Rustan Coffee Corporation. Ms. Tantoco graduated cum laude from the Assumption College with a Bachelor of Science degree in Business Administration.

Anthony T. Huang, 51, Director of the Company since 2007. He is the President of the Company. Mr. Huang is also the President and a director of all of the Group's companies. He joined the Group in 1995 and has over 23 years of experience in the retail business. He also serves as the President of Rustan Marketing Corporation, Executive Vice President of Rustan Commercial Corporation, and the Chairman of the Board MUJI Philippines Corp. He is a member of the board of directors of Sta. Elena Properties, Inc. and Commonwealth Foods, Inc., and Luxury Goods Philippines, Inc. Mr. Huang has been recognized as a Cavaliere of the Order of Merit of the Italian Republic and as a Chevalier de le Legion D' Honneur of France for his contributions to strengthening the economic ties between the Philippines and Italy and France, and for improving local accessibility to the products of these two countries. Mr. Huang graduated from the University of Asia and the Pacific with a Bachelor of Arts degree in Humanities.

Maria Teresa R. Tantoco, 58, Director of the Company since 2008. She is the Treasurer of the Company. Ms. Tantoco is also the Treasurer and a director of the Group's companies, including, among others, International Specialty Concepts Inc., Specialty Food Retailers, Inc., International Specialty Retailers, Inc., International Specialty Wear, Inc., Footwear Specialty Retailers, Inc., International Specialty Fashions, Inc. and Specialty Lifestyle Concepts, Inc. In addition, she serves as the Treasurer and a director of Rustan Marketing Corporation and RPG Distribution Services, Inc., and is a member of the board of directors of Rustan Commercial Corporation. Ms. Tantoco graduated from John Cabot International College with a Bachelor of Science degree in Business Administration.

Maria Elena R. Tantoco, 64, Director of the Company since 2008. Ms. Tantoco is also a member of the board of directors of several of the Group's companies, including, among others, Stores Specialists, Inc., Rustan Marketing Specialists, Inc., International Specialty Apparel, Inc., and Specialty Investments, Inc., She is a director of Rustan Commercial Corporation and serves as Vice President for Home Merchandising and Buying. In addition, she is a member of the board of directors of Rustan Coffee Corporation, Rustan Marketing Corporation and RPG Distribution Services, Inc. Ms. Tantoco graduated from the Assumption College with a Bachelor of Science degree in Entrepreneurship.

Bienvenido V. Tantoco III, 56, Director of the Company since 2007. Mr. Tantoco is also a director of the Group's companies, including Stores Specialists, Inc., Rustan Marketing Specialists, Inc., International Specialty Concepts, Inc. and Footwear Specialty Retailers, Inc. He served as the Vice

President for Corporate Planning of Rustan Commercial Corporation prior to his appointment as its President. Mr. Tantoco graduated from Connecticut College with a Bachelor of Arts degree in Economics, and J.L Kellogg Graduate School of Management, Northwestern University with a Master of Management degree, majors in Marketing, Accounting, and Organizational Behavior.

Eduardo T. Lopez III, 56, Director of the Company since 2008. Mr. Lopez is also a director of the Group's companies. In addition, he serves as the General Manager and Vice President of Finance and Administration of Superstar Security Agency, Inc., the President of Nightside Security Agency, the General Manager of Topflight Inc., the Assistant to the President of Unilogix, Inc., and an owner of Secondo Time and Pieces. He is also a member of the board of directors of Rustan Marketing Corporation. Mr. Lopez attended Ateneo De Manila University and Santa Clara University and graduated with a Bachelor of Science degree in Economics, and Stanford University with a Master of Science degree in Management.

Edgardo Luis Pedro T. Pineda, 51, Director of the Company since 2014. Mr. Pineda is also a director of the Group's companies, including Stores Specialists, Inc., Rustan Marketing Specialists, Inc., International Specialty Concepts, Inc. and Footwear Specialty Retailers, Inc. In addition, he is a member of the board of directors of Rustan Commercial Corporation and Rustan Marketing Corporation. Mr. Pineda graduated from Fordham University with a Bachelor of Science degree in Business Administration, and Stanford University with a Master of Science degree in Business Management.

Carlo L. Katigbak, **53**, Independent Director of the Company since 2014. Mr. Katigbak is the President and Chief Executive Officer of ABS-CBN Corporation, the Philippines' leading information and entertainment multimedia conglomerate. He has over 20 years of experience in business, spanning financial management, business operations, corporate planning and general management. Mr. Katigbak is also a member of the Board of Trustees of Knowledge Channel Foundation and a member of the Board of Advisers of ABS-CBN Lingkod Kapamilya Foundation. He holds a degree in Bachelor of Science in Management Engineering from the Ateneo de Manila University, and completed the Advanced Management Program at Harvard Business School in 2009.

Arthur R. Tan, 63, has been nominated as an Independent Director of the Company. Mr. Tan is also a member of the Board of Directors and the President and Chief Executive Officer of Integrated Micro-Electronics, Inc. Concurrently, he is a Senior Managing Director of Ayala Corporation and a member of the Ayala Group Management Committee. He is also the Group President and Chief Executive Officer of AC Industrial Technology Holdings, Inc. Mr. Tan is also the Chairman of the Board and Chief Executive Officer of PSi Technologies Inc. and Merlin Solar Technologies (Phils.), Inc., President and Chief Executive Officer of Speedy-Tech Electronics Ltd., Chairman of the Board of Surface Technology International (STI), Ltd., Chairman of the Advisory Board of Via Optronics GmbH and MT Technologies GmbH. He served as the Northeast Area Sales Manager and Acting Design Center Manager of American Microsystems Inc. (Massachusetts, USA), from 1994 to 1998, of which he became the Managing Director for Asia Pacific Region/Japan from 1998 to 2001. He graduated with B.S. in Electronics Communications Engineering degree from Mapua Institute of Technology in 1982 and attended post graduate programs at the University of Idaho, Singapore Institute of Management, IMD and Harvard Business School.

Officers

The following are the names, ages, positions, citizenship and periods of service of the incumbent officers of the Company:

Name	Position	Age	Citizenship	Period during which individual has served as such[9]
Zenaida R. Tantoco	Chief Executive Officer	76	Filipino	Since September 22, 2022
Anthony T. Huang	President	51	Filipino	Since September 22, 2022
Ma. Teresa R. Tantoco	Treasurer	58	Filipino	Since September 22, 2022
Elizabeth T. Quiambao	Executive Vice President	71	Filipino	Since September 22, 2022
Rossellina J. Escoto	Vice President - Finance	70	Filipino	Since September 22, 2022
Ma. Margarita A. Atienza	Vice President – Investor Relations & Corporate Planning and Compliance Officer	49	Filipino	Since September 22, 2022
Ma. Alicia Picazo-San Juan	Corporate Secretary	52	Filipino	Since September 22, 2022

The business experience of each of the officers and executives, other than the Chief Executive Officer, President, and Treasurer of the Company, for the last five (5) years is attached to this Information Statement as **Annex "C"**.

Article III Section 4 of the Company's By-laws provides:

Section 4 — The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

The Board has established committees to assist in exercising its authority in monitoring the performance of the business of the Company. The committees, as detailed below, provide specific and focused means for the Board to address relevant issues including those related to corporate governance.

	Audit Committee	Nomination Committee	Remuneration Committee
Zenaida R. Tantoco		C	C
Anthony T. Huang	M	M	M
Ma. Teresa R. Tantoco			
Ma. Elena R. Tantoco*			
Bienvenido V. Tantoco III*	M		
Eduardo T. Lopez III*			
Edgardo Luis Pedro T. Pineda*		M	
Carlo L. Katigbak**	C		M
Arthur R. Tan**		M	

C-Chairman **Non-executive Director*
M-Member ***Independent Director*

[9]The most recent date when Executive Officers were appointed as officers of SSI Group, Inc.

Information required of directors and executive officers:

a. Directors and executive officers

As of the date of this Information Statement, the following persons have been nominated to the Board for election at the annual stockholders' meeting and have accepted their nomination:

1. ZENAIDA R. TANTOCO
2. ANTHONY T. HUANG
3. MA. TERESA R. TANTOCO
4. MA. ELENA R. TANTOCO
5. BIENVENIDO V. TANTOCO III
6. EDUARDO T. LOPEZ III
7. EDGARDO LUIS PEDRO T. PINEDA
8. CARLO L. KATIGBAK (Independent Director)
9. ARTHUR R. TAN (Independent Director)

Mr. Carlo L. Katigbak and Mr. Arthur R. Tan were duly nominated as independent directors by Ms. Raissa Azelia T. Barzaga, a registered stockholder of the Company who is not a director, officer, or substantial shareholder of the Company and who is not related to either of the nominees. The Nomination Committee of the Company is composed of Ms. Zenaida R. Tantoco as Chairperson, and Mr. Anthony T. Huang, Mr. Edgardo Luis Pedro T. Pineda, and Mr. Arthur R. Tan as members.

The qualifications of all nominated directors including the nominated independent directors, have been pre-screened in accordance with the Revised Manual on Corporate Governance and the By-laws of the Company. Only the nominees whose names shall appear on the final list of candidates are eligible for election as directors (independent or otherwise), in accordance with the procedure set forth in the By-laws of the Company. No other nominations will be entertained after the preparation of the final list of candidates and no further nominations shall be entertained or allowed during the annual stockholders' meeting.

Meritorious Justification

SEC Memorandum Circular No. 4, Series of 2017 provides that if the Company wants to retain an independent director who has served for nine (9) consecutive years, the Board must provide meritorious justification and advise the shareholders of such justification during the annual shareholders' meeting. At present, Mr. Carlo Katigbak has been serving as the Company's Independent Director for nine (9) consecutive years since 2014.

Mr. Katigbak has given valuable contributions in his role as Independent Director and as the Chairperson of the Audit Committee. He is consistently involved in discussions in the meetings of the Board and various committees of the Company, and has shown an extensive knowledge of the Company and its business. Mr. Katigbak's retention as an Independent Director will best serve the interest of the Company and its shareholders given his many years of experience, expertise, integrity, and probity.

b. Significant employees

The Company does not believe that its business is dependent on the services of any particular employee who is not an executive officer.

c. Family relationships

Bienvenido Tantoco, Sr. is the patriarch of the Tantoco Family, and together with his wife, the late Gliceria R. Tantoco, are the founders of the Rustan's Group. They have six children, Bienvenido R. Tantoco, Jr., Zenaida R. Tantoco, Maria Carmencita T. Lopez, Maria Elena R. Tantoco, Ma. Lourdes T. Pineda and Maria Teresa R. Tantoco (collectively, the "Second Generation").

As set out below, the Board is comprised of several members of the Second Generation, as well as several of their children:

Zenaida R. Tantoco, is the Chairman and Chief Executive Officer of the Company.

Anthony T. Huang, is the President of the Company and the son of Zenaida R. Tantoco.

Maria Teresa R. Tantoco, is the Treasurer of the Company.

Maria Elena R. Tantoco, is a Director of the Company.

Bienvenido V. Tantoco III, is a Director of the Company and the son of Bienvenido R. Tantoco, Jr.

Eduardo T. Lopez III, is a Director of the Company and the son of Maria Carmencita T. Lopez.

Edgardo Luis Pedro T. Pineda, is a Director of the Company and the son of Ma. Lourdes T. Pineda.

The only family members who hold senior management positions are Zenaida R. Tantoco, Maria Teresa R. Tantoco and Anthony T. Huang.

d. Involvement in certain legal proceedings

SSI Group, Inc. is not aware of (i) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (ii) Any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses; (iii) any of the directors and executive officers being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and (iv) any of the directors and executive officers being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated, occurring during the past five (5) years up to the latest date that are material to an evaluation of the ability or integrity of any director, any nominee for election as director, executive officer, underwriter or control person of SSI Group, Inc.

e. Certain relationships and related transactions

Please refer to Note 20 (Related Party Disclosures) of the Notes to Consolidated Financial Statements.

The Group, in the ordinary course of business, have engaged in transactions with each other as well as other affiliated companies, consisting principally of sales and purchases at market prices, advances made and obtained, as well as leases on an arms-length basis.

f. Resignation of directors

No director has resigned from, or declined to stand for re-election to the Board since the date of the 2022 annual stockholders' meeting due to any disagreement with the Company relative to its operations, policies and practices.

Item 6. Compensation of Directors and Executive Officers

a. Executive Compensation

The following table sets out the Company's chief executive officer ("CEO") and the four (4) most highly compensated executive officers for the last three (3) years.

Name	Position
Zenaida R. Tantoco	Chairman and CEO
Anthony T. Huang	President
Maria Teresa R. Tantoco	Treasurer
Elizabeth T. Quiambao	Executive Vice President
Rossellina J. Escoto	Vice President – Finance

The following table identifies and summarizes the aggregate compensation of the Company's CEO and the four (4) most highly compensated executive officers, as well as the aggregate compensation paid to all other officers and Directors as a group, for the years ended December 31, 2020, 2021 and 2022 and projected for the year 2023.

	Year	**Total (In ₱ millions)**
CEO and the four (4) most highly compensated executive officers named in the previous page	2020	29.2
	2021	29.2
	2022	29.2
	2023 (estimated)	30.7
Aggregate compensation paid to all other officers and Directors as a group unnamed	2020	7.0
	2021	7.0
	2022	7.0
	2023 (estimated)	7.4

b. Compensation of Directors and Executive Officers

Article III, Section 10 of the By-laws of the Company provides:

Section 10 — By resolution of the board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

i. Standard arrangement

Other than payment of reasonable per diem as may be determined by the Board for its meetings, the members of the Board are not expected to receive any compensation in 2023. There are no standard arrangements pursuant to which the Company's Directors are compensated directly, or indirectly for any services provided as a director in 2022, 2023 or in the coming year, for any service provided as a director.

ii. Other arrangement

On August 4, 2014, the Board and stockholders of SSI Group, Inc. approved a stock grant to reward and compensate the key executive officers for services rendered in 2014. As approved by the Board and stockholders of the Corporation, the shares to be issued pursuant to the stock grant for the year 2014 will be priced based on the Offer Price set during the initial public offering of the shares of the Company. The shares covered by the stock grant were issued to the eligible employees of the Corporation in 2018.

c. Employment contracts and termination of employment and change-in-control arrangements

Executive Officers are subject to existing Company's policies, rules, regulations and labor laws. Their employment may be terminated for just or authorized cause as provided by the Labor Code of the Philippines.

The executive officers are entitled to receive retirement benefits in accordance with the terms and conditions of the Company's retirement plan and other benefits prescribed by labor laws.

There is no arrangement with any executive officer to receive any compensation or benefit in case of change-in-control of the Company or change in the officer's responsibilities following such change-in-control.

d. Warrants and options outstanding

Not applicable.

Item 7. Independent Public Accountants

a. The external auditor of the Company is the accounting firm of SyCip Gorres Velayo & Co. ("SGV & Co."). The Board, upon the recommendation of the Company's Audit Committee, approved the reappointment of SGV & Co. as the Company's independent auditor for 2023 based on their performance and qualifications.

   The reappointment of SGV & Co. will be presented to the stockholders for their approval at the annual stockholders' meeting.

b. Representatives of SGV & Co. for the current year and for the most recently completed fiscal year are expected to be present at the annual stockholders' meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

c. **Changes in and disagreements with accountants on accounting and financial disclosure**

The Company has engaged the services of SGV & Co. during the two most recent fiscal years. There were no disagreements with SGV & Co. on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure.

d. **Audit and audit-related fees**

The following table sets out the aggregate fees billed to SSI Group, Inc. for the last three (3) fiscal years for professional services rendered by SGV & Co.

Year	**Audit fees** (*in ₱ millions*)
2022	5.3
2021	4.7
2020	5.2

The Company's Revised Manual on Corporate Governance provides that the Audit Committee shall, among other activities, (i) evaluate significant issues reported by the independent auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes, and activities of the Company; (ii) ensure that other non-audit work provided by the independent auditors is not in conflict with their functions as independent auditors; and (iii) ensure the compliance of the Company with acceptable auditing and accounting standards and regulations.

The Company will comply with paragraph (3)(b)(ix) of the Revised Securities Regulation Code Rule 68, which provides for the requirement on the rotation of the external auditor.

Item 8. Compensation Plans

There is no action to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

There is no action to be taken with respect to the authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

There is no action to be taken with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one (1) class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The audited financial statements as of December 31, 2022 and unaudited interim financial statements as of March 31, 2023, the Management's Discussion and Analysis, market price of shares and dividends and other data related to the Company's financial information are attached hereto as **Annex "B"**.

Item 12. Mergers, Consolidation, Acquisitions and Similar Matters

There is no action to be taken with respect to mergers, consolidations, acquisitions, sales or other transfers of all or any substantial part of the assets of the Company, liquidation or dissolution of the Company, and similar matters.

Item 13. Acquisition or Disposition of Property

There is no action to be taken with respect to the acquisition or disposition of any significant Company property.

Item 14. Restatement of Accounts

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are to be submitted for approval during the Annual Stockholders' Meeting:

(a) Minutes of the annual meeting of stockholders held on 22 September 2022;
(b) President's Report based on the Annual Report and 2022 Audited Consolidated Financial Statements of the Company; and
(c) General ratification of the acts of the Board of Directors and the management from the date of the last annual stockholders' meeting up to the date of this meeting, which include the following:
  (i) Approval of projects;
  (ii) Treasury matters related to opening of accounts and transactions with banks;
  (iii) Appointments of signatories and amendments thereof.

Requirements under Section 49 of the Revised Corporation Code of the Philippines

a. Description of the voting and vote tabulation procedures used in the 2023 Annual Stockholders' Meeting

The Company has an effective shareholder voting mechanism which are included in the Company's By-laws, Manual on Corporate Governance and SEC Form 20-IS.

During the virtual Annual Stockholders' Meeting held on 22 September 2022 at https://livenow.ph/SSIGroupASM2022 (the "2022 Annual Stockholders' Meeting"), only stockholders of record were entitled to notice and to vote at the 2022 Annual Stockholders' Meeting. The common stock voted on matters scheduled to be taken up at the 2022 Annual Stockholders' Meeting, with each share being entitled to entitled to cast one vote for each share of stock held as of the established record date of August 19, 2022, except in the election of directors where one share is entitled to as many votes as there are Directors to be elected.

The votes of the stockholders registered as present in the online meeting remotely or by proxy, or voting *in absentia*, were counted by the Stock Transfer Agent of the Corporation electronically. The Office of the Corporate Secretary and the Stock Transfer Agent validated the results during the proxy validation date.

b. Record of the questions asked and answers given during the 2022 Annual Stockholders' Meeting

The stockholders were given the opportunity to ask questions during the 2022 Annual Stockholders' Meeting and the Company answered the same. The questions and answers may be found in the minutes of the annual stockholders' meeting, which are posted in the company website, and may be viewed through this link:
https://www.ssigroup.com.ph/s/Minutes_of_Annual_Stockholders_Meeting_2022.pdf

c. Matters discussed and resolutions reached during the 2022 Annual Stockholders' Meeting

The following are the matters discussed and resolutions reached for the 2022 Annual Stockholders Meeting:

i. Approval of Minutes of the Annual Meeting held on 29 June 2021
ii. Approval of Annual Report for the Year 2021
iii. General ratification of all acts of the Board of Directors and management since the 2021 annual meeting up to the date of this meeting
iv. Election of Directors for 2022-2023
v. Appointment of External Auditors

d. Voting results of the 2022 Annual Stockholders' Meeting

The voting results* of the 2022 Annual Stockholders' Meeting are as follows:

Agenda Items	**Voting Results***		
	Votes in Favor	**Votes Against**	**Abstentions**
Approval of Minutes of the Annual Meeting held on 29 June 2021	2,325,049,151	Nil	Nil
Approval of Annual Report for the Year 2021	2,324,080,894	Nil	968,257
General ratification of all acts of the Board of Directors and management since the 2021 annual meeting up to the date of this meeting	2,324,080,894	Nil	968.257
Election of Directors for 2022-2023			
Zenaida R. Tantoco	2,316,367,477	8,861,674	Nil
Anthony T. Huang	2,290,528,025	34,521,126	Nil
Ma. Teresa R.	2,298,462,015	26,587,136	Nil

Tantoco			
Ma. Elena R. Tantoco	2,267,001,190	58,047,961	Nil
Bienvenido V. Tantoco III	2,259,067,200	65,981,951	Nil
Eduardo T. Lopez III	2,267,001,190	58,047,961	Nil
Edgardo Luis Pedro T. Pineda	2,266,982,111	58,067,040	Nil
Carlo L. Katigbak (Independent Director)	2,322,833,467	2,215,684	Nil
Arthur R. Tan (Independent Director)	2,324,301,467	747,684	Nil
Appointment of External Auditors	2,325,049,151	Nil	Nil

*Every resolution for approval of the stockholders in the 2022 Annual Stockholders' Meeting was introduced by a motion duly seconded through the online platform of the virtual meeting. The Chairman asked if there was any objection to every motion. Since there were no objections, all the motions were carried without a vote. The number of votes indicated here are the votes on the resolution from: (a) votes of proxies with instructions; (b) votes submitted through the online voting platform of the virtual meeting; and (c) votes of the Chairman as holder of proxies, which would have been counted if there was a voting on the resolution.

e. Directors or trustees, officers and stockholders or members attendees of the 2022 Annual Stockholders' Meeting

During the 2022 Annual Stockholders' Meeting, there were represented at the meeting, in person or by proxy, stockholders owning 2,326,298,157 shares, representing 70.53% of the total issued and outstanding capital stock of the Company.

The Directors and Officers who attended the 2022 Annual Stockholders' Meeting were as follows:

i. Zenaida R. Tantoco - Chairman and Director
ii. Anthony T. Huang - President and Director
iii. Ma. Teresa R. Tantoco - Director and Treasurer
iv. Ma. Elena R. Tantoco - Director
v. Bienvenido V. Tantoco III - Director
vi. Eduardo T. Lopez III - Director
vii. Edgardo Luis Pedro T. Pineda - Director
viii. Carlo L. Katigbak - Independent Director
ix. Arthur R. Tan – Independent Director
x. Elizabeth T. Quiambao - Executive Vice President
xi. Rosselina J. Escoto - Vice President – Finance
xii. Ma. Margarita A. Atienza - Vice President - Investor Relations & Corporate Planning and Compliance Officer
xiii. Ma. Alicia G. Picazo San-Juan - Corporate Secretary

f. Material information on the current stockholders, and their voting rights for the 2022 Annual Stockholders' Meeting

Material information on the current stockholders and voting rights for the 2022 Annual Stockholders' Meeting were provided during the meeting and in Items 2 and 19 of the 2022 SEC Form 20-IS. The Corporate Secretary informed the stockholders that stockholders as of record date of August 19, 2022 were entitled to vote in the meeting. There were represented at the meeting, in person or by proxy, stockholders owning 2,326,298,157 shares, representing 70.53% of the total issued and outstanding capital stock of the Company.

g. Appraisals and performance report for the board and the criteria and procedure for assessment

To determine and measure the effectiveness of the Board of Directors, the Company is guided by its Manual on Corporate Governance which is available on the Company website: https://www.ssigroup.com.ph/SSI-Revised-Manual-on-Corporate-Governance.pdf. The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairperson, individual Directors and committees. Every three (3) years, the assessment shall be supported by an external facilitator.

The Board shall have in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors, committees and such system should allow for a feedback mechanism from the shareholders. In establishing the criteria, attention is given to the values, principles and skills required for the Corporation. The Corporate Governance Committee shall oversee the evaluation process.

The Board, Chairman, individual members of the Board, and the Board Committees were not able to conduct self-assessment in 2022 but intends to do so this year.

h. Directors' disclosures on self-dealing and related party transactions

On director disclosure on self-dealings, the Company follows the 2015 Implementing Rules and Regulations of the Securities Regulation Code, which requires Directors and Officers to report their dealings in Company shares within five (5) trading days from the date of the Company's share-related transactions. The Company discloses to the PSE and SEC the ownership (direct and indirect) and any acquisition or disposal of its securities by its Directors, Officers and controlling shareholders pursuant to the PSE Revised Disclosures and the Securities Regulations Code. Directors and Officers are likewise prohibited from buying or selling its securities during the period within which material nonpublic information is obtained and up to two (2) full trading days after the price sensitive information is disclosed. The Company also discloses purchases of its shares from the market within the same day or before the start of the next trading day.

As provided in the Company's Policy on Material Related Party Transactions, any contract, agreement, transaction, arrangement, or dealing of the Corporation with a director, officer, or any related party (each such transaction, a "Related Party Transaction") shall be entered into by the Corporation on an "arm's length basis," and under such terms that inure to the benefit and best interest of the Corporation and its shareholders as a whole, considering relevant circumstances. All Related Party Transactions shall be reviewed and approved by the appropriate approving authority, as may be determined by the Board. Material Related Party Transactions or those which involve an amount or value equal to or greater than Twenty Million Pesos (Php20,000,000.00) in a given month shall be submitted for the approval of at least a majority of the Board.

Item 16. Matters Not Required to be Submitted

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, By-laws or Other Documents

There is no action to be taken with respect to any amendment of the Company's charter, By-laws or other documents.

Item 18. Other Proposed Action

a. Election of the members of the Board of Directors, including independent directors, for the ensuing calendar year

b. Reappointment of external auditors

Item 19. Voting Procedures

Vote required for approval

The vote required for the election of directors is majority of the outstanding capital stock.

Matters subject to shareholder vote, except in cases where the law provides otherwise, shall be decided by the plurality vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present. All matters to be brought for approval of the shareholders of SSI Group, Inc. at this year's Annual Stockholders' Meeting require for approval only a majority of the stockholders present or by proxy provided a quorum is present.

Methods by which votes will be counted

SSI Group, Inc.'s By-Laws does not prescribe a method of voting. However, election of directors will be conducted by ballot as requested by voting shareholders. In the election of directors, the shareholders are entitled to cumulate their votes and distribute its votes in accordance with the Corporation Code of the Philippines.

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

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER A COPY OF SEC FORM 17-A FREE OF CHARGE, EXCEPT FOR EXHIBITS ATTACHED THERETO WHICH SHALL BE CHARGED AT COST. ANY WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A SHALL BE ADDRESSED AS FOLLOWS:

ATTENTION: MA. MARGARITA A. ATIENZA
VICE PRESIDENT—INVESTOR RELATIONS AND CORPORATE PLANNING
6TH FLOOR, MIDLAND BUENDIA BUILDING
403 SEN. GIL PUYAT AVENUE, MAKATI CITY

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete, and correct. This Report is signed in the City of Makati on the 15th of May 2023.

SSI GROUP, INC.

By:

ANTHONY T. HUANG

President

Annex "A"

REQUIREMENTS AND PROCEDURE FOR PARTICIPATION BY REMOTE COMMUNICATION AND VOTING *IN ABSENTIA*

1. The platform for participation through remote communication and voting *in absentia* for the 2023 Annual Stockholders' Virtual Meeting of SSI Group, Inc. (the "Meeting") can be found online at https://www.ssigroup.com.ph/investor_relations/2023asm (the "Platform").

2. Only stockholders as of record date, May 24, 2023, (the "Stockholders") may use the Platform to participate in the Meeting through remote communication and to vote *in absentia* on the matters in the Agenda, provided the Stockholder has (1) complied with the registration requirement, and (2) such registration has passed the validation process.

3. Registration to participate in the Meeting is from **9:00am on May 30, 2023 until 6:00pm on June 11, 2023**, provided, that for shareholders who will appoint a proxy, a duly accomplished proxy must be submitted on or before **6:00 p.m. on June 11, 2023.** SSI will request for consent to process sensitive personal information pursuant to the Data Privacy Act.

4. **REGISTRATION REQUIREMENTS**:

   a. **Voting *In Absentia***

   To register for the Platform, log on to https://www.ssigroup.com.ph/investor_relations/2023asm. Stockholders should complete the online registration form and submit the same for validation. Stockholders will be asked to provide the information and documents listed below (the total size of the files should be no larger than 1MB).

   i. For Individual Stockholders:
      1. Full name
      2. Number of shares held and stock certificate number
      3. Address
      4. Valid and email address
      5. Valid and active contact number (landline or mobile)
      6. A scanned copy of the front and back portions of the Stockholder's valid government-issued photo ID, preferably with residential address. Valid types of government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, and Senior Citizen ID
      7. For account holders with joint accounts, a scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account.

   ii. For Corporate / Organizational Stockholders:
      1. Company name
      2. Full name
      3. Number of shares held and stock certificate number
      4. Address
      5. Valid and active email address
      6. Valid and active contact number (landline or mobile)
      7. A scanned copy of a Secretary's Certificate attesting to the authority of the representative to vote for and on behalf of the Stockholder
      8. A scanned copy of the front and back portions of the valid government-issued photo ID of the Stockholder's representative. Valid types of government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, and Senior Citizen ID

iii. For Stockholders under Broker Accounts:

1. Full name
2. Number of shares held and stock certificate number
3. Address
4. Valid and active email address
5. Valid and active contact number (landline or mobile)
6. A scanned copy of the broker's certificate on the Stockholder's number of shareholdings
7. A scanned copy of the front and back portions of the Stockholder's valid government-issued photo ID, preferably with residential address. Valid types of government-issued photo IDs include the following: Driver's License, Passport, Unified Multi-Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID and Senior Citizen ID

b. **Stockholder Registration via Proxy**

To register for the Platform, log on to https://www.ssigroup.com.ph/investor_relations/2023asm. Stockholders should complete the online registration form and submit the same for validation. Stockholders will be asked to provide the information and documents listed below (the total size of the files should be no larger than 1MB).

Information to be filled out will include:

1. Full name
2. Company name
3. Number of shares held and stock certificate number
4. Valid and active email address
5. Valid and active contact number
6. Scanned copy of a valid government-issued ID of the certificated Individual Stockholder or Corporate Secretary's Certificate showing authority of the person accomplishing the proxy for Corporate Stockholders.
7. Accomplished Proxy form. **Stock brokerage firms may upload their own form with voting instructions.**

Stockholders who cannot or opt not to use the Platform will be allowed to vote through a proxy with instructions to the Chairman of the Meeting. Please submit the proxy with voting instructions (together with documents required for stockholders submitting a proxy) to the Office of the Corporate Secretary by email to **corporatesecretary@rgoc.com.ph** **on or before 6:00 p.m. on June 11, 2023.** SSI reserves the right to request additional information, and original signed copies of the documents forming part of the registration requirements at a later time.

SSI will validate the registration requirements provided above. The registration of a Stockholder who provides incomplete or inconsistent information will be denied.

Stockholders are advised to register as early as possible.

5. Validation of Registration

a. Only Stockholders with submitted registration and validated registration may use the Platform to participate in the Meeting.
b. Registration shall be validated by the Office of the Corporate Secretary in coordination with the Stock Transfer Agent of the Corporation. After passing the validation process, the Stockholder will receive an email confirmation on their successful and validated registration and a link to participate in the Meeting through remote communication.
c. The registered Stockholder may then proceed to log into the voting website and cast their votes.

6. Voting

All agenda items indicated in the Notice of the Meeting will be set out in the digital absentee ballot and the registered Stockholder may vote as follows:

a. For all items, except for the Election of Directors, the registered Stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the registered Stockholder's shares.
b. For the Election of Directors, a Stockholder entitled to vote: (i) may vote such number of shares owned by it for as many persons as there are Directors to be elected; or (ii) may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of their shares; or (iii) may distribute them on the same principle among as many candidates as may be seen fit.
c. The Office of the Corporate Secretary and the Corporation's Stock Transfer Agent will tabulate all votes received and will validate the results.

7. Participation at the Virtual Meeting

a. Stockholders may attend the Meeting on June 21, 2023 at 11:00 a.m. via the link sent to the email address indicated by the Stockholder on the registration form.
b. For purposes of quorum, only the following Stockholders shall be counted as present:
   i. Stockholders who have registered and voted on the Platform for voting *in absentia* by June 11, 2023;
   ii. Stockholders who have sent their proxies via the Platform by June 11, 2023; and
   iii. Stockholders who have submitted their proxies together with documents required for stockholders submitting a proxy to the Office of the Corporate Secretary by email to corporatesecretary@rgoc.com.ph.
c. Questions on the registration process, items in the Agenda, and Information Statement may be sent to corporatesecretary@rgoc.com.ph. Questions received on or before June 11, 2023 may be responded to during the Meeting. Any questions not answered during the Meeting shall be answered via email. Stockholders are advised to send in their questions as early as possible.

Annex "B"

MANAGEMENT REPORT

RESULTS OF OPERATIONS

For the years ended December 31, 2022, 2021 and 2020

Key Performance Indicators	**For the years ended December 31**		
PhP MM except where indicated	**2022**	**2021**	**2020**
Net Sales	23,739	15,468	12,222
Gross Profit – merchandise	10,373	6,040	4,968
Operating Income (Loss)	3,356	894	(304)
Net Income (Loss)	1,930	151	(904)
Gross Selling Space (sq.m.)	101,184	104,192	115,622
Decrease in Gross Selling Space (%)	2.9%	9.9%	2.8%

The manner by which the Company calculates the key performance indicators above is as follows:

Net sales	Sales, net of VAT, less sales returns and allowances and sales discounts
Gross profit – merchandise	Net sales less cost of sales for merchandise sold
Operating income (loss)	Gross profit less operating expenses
Net income (loss)	Operating income (loss) less other charges
Gross selling space	Sum of floor area of all stores of the Group

Key Financial and Operating Data	**For the years ended December 31**		
PhP MM except where indicated	**2022**	**2021**	**2020**
Key Financial Data			
Net Sales*	23,739	15,468	12,222
Luxury & Bridge	8,227	6,563	4,527
Casual	3,631	2,480	1,798
Fast Fashion	7,813	3,711	3,198
Footwear, Accessories & Luggage	1,607	924	902
Others	2,461	1,790	1,797
Gross Profit – merchandise*	10,373	6,040	4,968
Gross Profit Margin – merchandise (%)*	43.7%	39.0%	40.6%
Operating Income (Loss)	3,356	894	(304)
Operating Income Margin (%)	14.1%	5.8%	(2.5%)
Other Income (Charges)	(439)	(492)	(709)
Net Income	1,930	151	(904)
Net Income Margin (%)	8.1%	1.0%	(7.4%)
Total Debt[1]	2,100	5,935	7,128
Net Debt[2]	(4,530)	(1,318)	1,824
Key Operating Data			
Specialty Retailing			
Number of Brands	85	93	96
Number of Stores	524	525	570
Gross Selling Space (sq.m.)	101,184	101,184	115,622
Decrease in Gross Selling Space (%)	2.9%	9.9%	2.8%

** Includes revenues and costs from sale of merchandise only*

2022 vs 2021

Revenues

Net sales

SSI Group, Inc. ("SSI", the "Company", or the "Group") generated net sales of ₱23.7 billion for the year ended December 31, 2022, an increase of 53.5% as compared to 2021. For the fourth quarter alone, sales increased by 31.9% to ₱8.1 billion.

The Group's sales during the 4th quarter of the year and full-year 2022 have exceeded pre-COVID levels, and were 7.5% higher than sales during 4th quarter 2019. Full-year 2022 sales of ₱23.7 billion were 6.1% higher than FY 2019, and is an all time high for the Group.

[1] Calculated as the sum of Short-term loans payable, Current portion of long-term debt and Long-term debt.
[2] Calculated as Total Debt minus Cash.

The Group's luxury and bridge and casual wear categories continued to perform strongly, with increases of 25.3% and 46.4%, respectively, as compared to the same period last year. The Group also saw a significant turnaround in the sales of the fast fashion and footwear, accessories, and luggage categories. In 2022, fast fashion sales grew by 110.5% while footwear, accessories, and luggage sales grew by 74.0%. Sales of Others, comprised of personal care, food and outlet sales increased as well by 37.5%. The Group's 2022 total sales increased by 53.5% as compared to 2021 sales.

The Group's sales performance during the year reflects strong demand for the Group's products as our customers continued to shop at our optimized store locations and the brands in our portfolio remained top of mind for consumers.

The Group also has a growing e-commerce presence and operates its multibrand marketplace, **Trunc.ph**. This is in addition to the Group's twelve (12) brand.com websites and its presence on Rustans.com and other third party marketplaces. For the year ended December 31, 2022, e-commerce sales increased by 19% as compared to 2021, and accounted for 7.6% of total sales.

At the end of 2022, the Group's store network included 524 stores nationwide which cover a total of approximately 101,184 square meters. During the fourth quarter, the Group open twelve (12) stores covering 1,579 square meters and closed eleven (11) stores covering 3,126 square meters.

As of December 31, 2022, the Group had 85 brands in its portfolio.

The following table sets out the Group's number of stores and gross selling space for the years ended December 31, 2022, 2021, and 2020.

Store Network	**For the years ended December 31**		
	2022	**2021**	**2020**
Number of Stores	524	525	570
Luxury & Bridge	148	139	147
Casual	74	76	75
Fast Fashion	47	51	57
Footwear, Accessories & Luggage	116	116	142
Others	139	143	149
Gross Selling Space (sq.m.)	101,184	104,192	115,622
Luxury & Bridge	13,450	12,713	13,592
Casual	11,329	11,567	11,856
Fast Fashion	42,249	43,468	50,545
Footwear, Accessories & Luggage	16,120	17,011	19,965
Others	18,035	19,434	19,664

Rental income

The Group booked rental income of ₱62.8 million in 2022, as compared to ₱27.6 million in 2021. Rental income relates to the leasing out of certain store spaces at Central Square as well as income derived from parking spaces at Central Square.

Gross Profit

Gross profit for the year ended December 31, 2022 amounted to ₱10.4 billion, an increase of 72.2% over the same period last year. Gross profit margin for merchandise sold in 2022 was 43.7% as compared to 39.0% in 2022. Gross profit margin for merchandise sold during the 4th quarter alone improved to 45.4% from 41.8% during the same period last year.

Relatively high gross profit margins reflect the strong demand that the Group experienced for the merchandise in its different categories during the year.

Operating Expenses

Operating expenses for the year ended December 31, 2022 amounted to ₱7.1 billion, an increase of 37.0% as compared to 2021. As a percentage of revenues, total operating expenses improved to 29.7% as compared to 33.3% in 2021. This reflects the cost rationalization efforts and focus on cost efficiencies that the Group began in response to the COVID pandemic.

Selling and distribution expenses in 2022 were at ₱5.8 billion, an increase of 51.8% as compared to last year. As a percentage of revenues, S&D expenses were flat at 24.3%, from 24.6% in 2021.

The increase primarily reflects the increases in professional fees to ₱53.7 million from ₱0.8 million and in travel and transportation to ₱28.1 million from ₱6.1 million. Rent and occupancy and global marketing fees also increased by ₱580.4 million and ₱383.1 million, respectively. Likewise, credit card charges and merchant fees, costs on supplies, telegraphic transfer, personnel costs, delivery, and advertising costs increased by a total of ₱530.5 million. These increases reflect higher costs associated with the Group's increased sales, and the normalization of operating conditions.

General and administrative expenses were at ₱1.3 billion for the year 2022, a 5.2% decrease over last year. The decrease pertains to a decrease in personnel costs to ₱602.2 million, and decreases in taxes and licenses, supplies and maintenance, security services, depreciation, communication and insurance expenses by a total of ₱23.9 million. As a percentage of revenues, general and administrative expenses improved to 5.3% as compared to 8.6% in 2021.

As a result of the foregoing, the Group generated an operating income of ₱3.4 billion in 2022 as compared to ₱893.7 million in 2021. Earnings before interests and taxes increased by 152.9% to ₱4.6 billion during 2022, as compared to EBITDA of ₱1.8 million in 2021. EBITDA of ₱4.6 billion is also higher than pre-COVID EBITDA of ₱3.8 billion in 2019.

Other Income (Charges)

Other charges in 2022 totaled ₱439.0 million, a decrease of 10.8% as compared to 2021. The decrease is largely attributable to the increase in net income of associates to ₱82.9 million. Interests on loans and lease liabilities, on the other hand, decreased to ₱390.4 million.

Provision for (Benefit from) Income Tax

Provision for income tax in 2022 amounted to ₱986.9 million as compared to ₱250.7 million in 2021. This reflects the new regular and minimum corporate income tax rates under the CREATE law.

Net Income (Loss)

As a result of the foregoing, the Group's full year net income in 2022 amounted to ₱1.9 billion, a significant increase of 1,178.4% as compared to net income of ₱151.0 million in 2021. This is also 136.7% higher than the pre-covid net income of ₱815.5 million in 2019.

For the 4th quarter alone, the Group's net income amounted to ₱1.0 billion, as compared to ₱595.6 million net income during the same period last year.

FINANCIAL CONDITION

As of December 31, 2022, the Group had consolidated assets of ₱21.4 billion, as compared to ₱21.5 billion at the end of 2021.

Current Assets

Cash

As of December 31, 2022, cash amounted to ₱6.6 billion as compared to ₱7.3 billion at the end of 2021. The decrease primarily reflects the Group's capital expenditures amounting to ₱864 million and additional interests in an associate amounting to ₱87.5 million. The Group also paid loans and lease liabilities, including interests, amounting to ₱5.2 billion, and cash dividends of ₱69.3 million. The Group generated significant operating cash flows of ₱5.5 billion in 2022 and ₱2.7 billion during the 4th quarter of the year.

Trade and Other Receivables

As of December 31, 2022, trade and other receivables amounted to ₱678.3 million as compared to ₱776.3 million at the end of 2021. The decrease is mainly attributable to a decrease in trade receivables to ₱280.5 million, which consists primarily of receivables from credit card companies.

Merchandise Inventory

As of December 31, 2022, merchandise inventories amounted to ₱6.7 billion as compared to ₱6.6 billion at the end of 2021. The increase was a result of the strong sales. This inventory amount translates into inventory months of 6 months, compared to 10 months at the end of 2021.

Prepayments and other Current Assets

As of December 31, 2022, prepayments and other current assets amounted to ₱861.9 million as compared to ₱749.1 million at the end of 2021. The increase mainly reflects the increases in prepaid advertising and prepaid rent to ₱3.8 million and ₱14.1 million. Security deposits, advances to suppliers, prepaid insurance, supplies, and input VAT also increased by a total of ₱146.5 million.

Non-Current Assets

Investment in Associates

As of December 31, 2022, investment in associates amounted to ₱234.5 million as compared to ₱64.1 million at the end of 2021.

On May 17, 2022, Stores Specialists, Inc., a 100% owned subsidiary of SSI Group, Inc., entered into an agreement with G Distribution B.V. (Gucci), for the formation of a joint venture company, Luxury Goods Philippines, Inc. (LGPI). SSI infused capital of ₱87.5 million into LGPI. LGPI began operations on June 1, 2022 and owns and operates Gucci stores in the Philippines.

The increase in investments in associates reflects the Group's investment in LGPI as well as the Group's share in the net incomes of Samsonite Philippines, Inc. and LGPI of ₱82.9 million.

Investment in Joint Ventures

As of December 31, 2022, investment in joint ventures amounted to ₱542.3 million as compared to ₱544.9 million at the end of 2021.

The decrease in joint ventures primarily reflects the Group's share in the net effect of losses of Landmark Management Services Ltd. (LMS) and profits of MUJI Philippines Corp. (MPC) amounting to a net decrease of ₱2.7 million.

Property and Equipment

As of December 31, 2022, property and equipment amounted to ₱4.4 billion as compared to ₱3.8 billion at the end of 2021. The net increase is attributable to Group's capital expenditures of ₱812.7 million, and depreciation expense recognized by the Group of ₱660.3 million.

Deferred Tax Assets

As of December 31, 2022, deferred tax assets amounted to ₱376.1 million as compared to ₱574.5 million at the end of 2021. These pertain to tax assets recognized for the Group's deductible temporary differences, carryforward benefits of unused minimum corporate income tax (MCIT) and NOLCO, to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carryforward benefits of unused MCIT and NOLCO can be utilized.

Security Deposits and Construction Bonds

As of December 31, 2022, security deposits and construction bonds amounted to ₱878.2 million as compared to ₱908.4 million at the end of 2021. Interest income recognized from these security deposits amounted to ₱7.04 million in 2022 and ₱18.9 million in 2021.

Other Noncurrent Assets

As of December 31, 2022, other noncurrent assets amounted to ₱136.7 million as compared to ₱148.1 million at the end of 2021. The decrease is primarily due to the decrease in advanced payments to construction contractors of ₱58.8 million. The Group also recognized additional amortization expense of ₱12.8 million during the year.

Current Liabilities

As of December 31, 2022, the Group had consolidated current liabilities of ₱6.9 billion, as compared to ₱8.8 billion at the end of 2021.

Trade and Other Payables

As of December 31, 2022, trade and other payables amounted to ₱3.8 billion, as compared to ₱2.3 billion at the end of 2021. The increase is due to an increase in trade payables to ₱2.4 billion, reflecting the terms of merchandise deliveries during the period, and an increase of accrued expenses to ₱300.0 million, as a result of increased costs of utilities, and repairs and maintenance. Retention payable also increased to ₱32.4 million during the year, as compared to ₱28.9 million at end of 2021.

Short-term Loans Payable

As of December 31, 2022, short-term loans payable amounted to ₱2.1 billion as compared to ₱5.9 billion at the end of 2021.

The Group reduced debt levels given strong cash flow generation in 2022 which resulted to a net debt of negative ₱4.5 billion at the end of 2022, as compared to negative ₱1.3 billion at the end of 2021.

Non- Current Liabilities

Retirement Benefit Obligation

As of December 31, 2022, retirement benefit obligation amounted to ₱778.9 million as compared to ₱706.7 million at the end of 2021. This represents the difference between the present value of the Group's retirement plan obligations and the fair value of the Group's plan assets.

Lease Liabilities

As of December 31, 2022, lease liabilities amounted to ₱1.9 billion as compared to ₱1.6 billion at the end of 2021. The increase is mainly attributable to the additional lease liabilities recognized during the year (net of remeasurements) amounting to ₱1.2 billion and interest expense amounting to ₱158.6 million, which was reduced by the amortization (including lease concessions) during the year amounting to ₱1.0 billion.

Lease payments to be made over the next 12 months, less the related interest expense, are classified as current while those to be paid beyond the next 12 months are classified as noncurrent. As of December 31, 2022, the current portion of the Group's lease liabilities amounted to ₱692.3 million while the noncurrent portion was at ₱1.2 billion.

Equity

As of December 31, 2022, total equity amounted to ₱12.5 billion as compared to ₱10.7 billion at the end of 2021. The increase primarily reflects the Group's total net income of ₱1.9 billion.

CASH FLOWS

The Group generated significant operating cash flows before working capital changes of ₱4.7 billion in 2022, while net cash generated from operations is at ₱5.9 billion. Payments for its contributions to plan assets and benefits were made by the Group for a total of ₱20.9 million. The Group also received interest income of ₱39.6 million and paid income taxes of ₱617.5 million. As a result of the foregoing, the Group's operating activities generated ₱5.3 billion.

Cash flows used in investing activities in 2022 totaled ₱895.0 million. This reflects capital expenditures of ₱828.0 million and additional investments in an associate, LPGI, of ₱87.5 million and the receipt of security deposits and construction bonds amounting to ₱37.2 million and payments of franchise and software costs and other noncurrent assets amounting to ₱16.8 million during the year.

The Group's cash flows used in financing activities in 2022 amounted to ₱5.0 billion, as compared to ₱2.0 billion in 2021. This pertain primarily to the Group's repayments of its short-term loans, including its related interests, of ₱5.3 billion and the payment of lease liabilities, including interests booked under PFRS 16, of ₱898.4 million. The Group also paid cash dividends amounting to ₱69.3 million.

The Group ended the year with a net debt position of negative ₱4.5 billion.

2021 vs. 2020

Revenues

Net sales

SSI Group, Inc. ("SSI", the "Company", or the "Group") generated net sales of ₱15.5 billion for the year ended December 31, 2021, an increase of 26.6% as compared to 2020. The Group's net sales strengthened significantly during the 4th quarter of the year, when COVID quarantine restrictions eased and paved the way for higher foot traffic in stores.

During the fourth quarter of 2021, the Group's sales amounted to ₱6.1 billion, a y-o-y increase of 24.3%. During this period, luxury and bridge, casual, home and food brands performed best with luxury and bridge sales increasing by 18.3% y-o-y, Casual sales at +26.4% y-o-y. Fast fashion also picked up during the 4th quarter of the year and increased 54.4% versus the same period last year. The Group's sales during fourth quarter 2021 began to approach pre-COVID levels, and were at 82% of sales during 4th quarter 2019. Sales performance in the 4th quarter highlights the resilience of the Group's core customer base and the continued demand for discretionary high end products, especially when COVID-19 cases are controlled.

The Group also has a growing e-commerce presence and operates its multibrand marketplace, **Trunc.ph**. This is in addition to the Group's ten (10) brand.com websites and its presence on Rustans.com and other third party marketplaces. For the year ended December 31, 2021, e-commerce sales increased by 91% as compared to the same period last year, and accounted for 9.9% of total sales. This is as compared to 0.9% of total sales in 2019.

The Group's brand portfolio as of the end of 2021 included 93 brands, as the Group added Korres during the third quarter of 2021. During the year, the Group discontinued Debenhams, MBT, Aerosoles, and A2 by Aerosoles.

The following table sets out the Group's number of stores and gross selling space for the years ended December 31, 2021, 2020, and 2019.

Store Network	**For the years ended December 31**		
	2021	**2020**	**2019**
Number of Stores	525	570	593
Luxury & Bridge	139	147	147
Casual	76	75	76
Fast Fashion	51	57	58
Footwear, Accessories & Luggage	116	142	158
Others	143	149	154
Gross Selling Space (sq.m.)	104,192	115,622	118,922
Luxury & Bridge	12,713	13,592	13,705
Casual	11,567	11,856	12,721
Fast Fashion	43,468	50,545	50,862
Footwear, Accessories & Luggage	17,011	19,965	21,529
Others	19,434	19,664	20,107

Rental income

The Group booked rental income of ₱27.6 million in 2021. Rental income relates to the leasing out of certain store spaces at Central Square as well as income derived from parking spaces at Central Square.

Gross Profit

Gross profit for the year ended December 31, 2021 amounted to ₱6.0 billion, an increase of 21.0% over the same period last year. The increase is mainly due to higher sales level as a result of high foot traffic environment, with COVID cases relatively controlled during 4th quarter 2021.

Gross profit margin for merchandise sold in 2021 was 39.0% as compared to 40.6% over the same period last year. During the 4th quarter, gross profit margin was at 41.8% as compared to 37.2% during 4th quarter 2020.

Operating Expenses

Operating expenses for the year ended December 31, 2021 amounted to ₱5.2 billion, a decrease of 2.8% as compared to 2020. The decrease reflects initiatives to reduce expenses given uncertain operating conditions as a result of COVID. As a percentage of revenues, operating expenses were at 33.3% as compared to 43.2% in 2020.

Selling and distribution expenses were at ₱3.8 billion for the year 2021, an 8.8% decrease over last year. The decrease is mainly related decreases in rent expense (including depreciation), personnel, security services, and taxes and licenses expenses, which decreased by a total of ₱527.3 million. Likewise, travel and transportation and outside services expenses decreased to ₱13.7 million. As a percentage of revenues, selling and distribution expenses were at 24.6% as compared to 34.1% in 2020.

General and administrative expenses were at ₱1.3 billion for the year 2021, a 19.9% increase over last year. The increase is primarily attributable to increases in personnel, depreciation, travel and transportation, advertising, security services, communication, taxes and licenses, and repairs and maintenance expenses which increased by a total of ₱185.6.5 million. As a percentage of revenues, general and administrative expenses were at 8.6% as compared to 9.1% in 2020.

As a result of the foregoing, the Group generated an operating income of ₱893.7 million in 2021 as compared to ₱304.0 million operating loss in 2020. During the fourth quarter of the year, as a result of strong sales and rationalized operating expenses, the group generated operating income of ₱892.1 million, as compared to ₱322.3 million during the same period in 2020.

Other Income (Charges)

Other charges in 2021 totaled ₱492.0 million, a decrease of 30.6% as compared to 2020. The decrease is significantly due to the share in the net loss of Samsonite Philippines, Inc. (SPI) and share in the net earnings of its joint ventures with MUJI Philippines Corp. (MPC) and Landmark Management Services Ltd. (LMS) which totaled ₱12.9 million loss during the year.

The Group also incurred losses on stores closures and disposals of property and equipment and other assets recognized by the Group during the year amounting to ₱46.4 million.

Provision for (Benefit from) Income Tax

Provision for income tax in 2021 amounted to ₱250.7 million as compared to ₱109.6 million benefit from income tax in 2020.

Net Income (Loss)

As a result of the foregoing, the Group generated net income of ₱595.6 million during the 4th quarter of 2021, a significant improvement over the net losses during the 2nd and 3rd quarters amounting to ₱74.2 million and ₱271.0 million, respectively. Full year net income in 2021amounted ₱151.0 million as compared to ₱903.8 million net loss in 2020.

On a recurring basis, the Group booked profits with recurring net income, or net income excluding write-offs related to store closures and write-offs of expiring NOLCO and other assets, amounted to ₱601.3 million during the fourth quarter of 2021. Full year 2021 recurring income amounted to ₱250.6 million.

FINANCIAL CONDITION

As of December 31, 2021, the Group had consolidated assets of ₱21.5 billion, a decrease of 5.5% as compared to December 31, 2020.

Current Assets

Cash

As of December 31, 2021, cash amounted to ₱7.3 billion as compared to ₱5.3 billion at the end of 2020. The Group generated significant operating cash flows of ₱4.3 billion in 2021 and ₱3.0 billion during the 4th quarter of the year.

Trade and Other Receivables

As of December 31, 2021, trade and other receivables amounted to ₱776.3 million as compared to ₱713.3 million at the end of 2020.

Merchandise Inventories

As of December 31, 2021, merchandise inventories amounted to ₱6.6 billion as compared to ₱9.2 billion at the end of 2020. The decrease is due to continued reduced purchase levels, in line with the Group's strategy to optimize working capital and cash generation given temporary store closures and reduced foot traffic during the COVID pandemic, as well as strong sales in the 4th quarter of 2021.

Prepayments and other Current Assets

As of December 31, 2021, prepayments and other current assets amounted to ₱749.1. million as compared to ₱557.4 million at the end of 2020. The increase mainly reflects the increase in advances to suppliers to ₱232.2 million in 2021 as compared to ₱43.9 million in 2020.

Non-Current Assets

Investment in an Associate

As of December 31, 2021, investment in an associate amounted to ₱64.1 million as compared to ₱78.3 million at the end of 2020. The Group recognized its share in the net loss of SPI amounting to ₱14.2

million.

Investment in Joint Ventures

As of December 31, 2021, investment in joint ventures amounted to ₱544.9 million as compared to ₱543.7 million at the end of 2020. The Group recognized its share in the net earnings and net losses of MPC and LMS amounting to ₱27.1 million and ₱25.8 million, respectively.

Property and Equipment

As of December 31, 2021, property and equipment amounted to ₱3.8 billion as compared to ₱4.5 billion at the end of 2020. During the year, the Group made capital expenditures of ₱477.1 million, and recognized additional depreciation expense (excluding PFRS 16 impact) of ₱629.7 million.

During the year, the Group also recognized additional right-of-use (ROU) assets amounting to ₱202.4 million and related depreciation expense of ₱693.6 million. ROU assets, less the related accumulated depreciation, amounted to ₱2.4 billion at the end of 2021.

Deferred Tax Assets

As of December 31, 2021, deferred tax assets amounted to ₱574.5 million as compared to ₱591.2 million at the end of 2020. These pertain to tax assets recognized for the Group's deductible temporary differences, carryforward benefits of unused minimum corporate income tax (MCIT) and NOLCO, to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carryforward benefits of unused MCIT and NOLCO can be utilized.

Security Deposits and Construction Bonds

As of December 31, 2021, security deposits and construction bonds amounted to ₱908.4 million as compared to ₱963.6 million at the end of 2020. Interest income recognized from these security deposits amounted to ₱18.9 million in 2021 and ₱14.6 million in 2020.

Other Noncurrent Assets

As of December 31, 2021, other noncurrent assets amounted to ₱148.1 million as compared to ₱198.5 million at the end of 2020. The decrease is primarily due to decreases in deferred input VAT, software costs, and franchise fees to ₱77.5 million.

Current Liabilities

As of December 31, 2021, the Group had consolidated current liabilities of ₱8.8 billion, as compared to ₱10.1 billion at the end of 2020.

Trade and Other Payables

As of December 31, 2021, trade and other payables amounted to ₱2.3 billion as compared to ₱2.1 billion at the end of 2020.

Short-term Loans Payable

As of December 31, 2021, short-term loans payable amounted to ₱5.9 billion as compared to ₱7.0 billion at the end of 2020. The Group reduced debt levels given strong cash flow generation in 2021. Net debt at the end of 2021 was negative ₱1.3 billion as compared to ₱1.8 billion at the end of 2020.

Non- Current Liabilities

Long-term Debt

As of December 31, 2021, the Group had no long-term debt, as compared to ₱117.6 million at the end of 2020, reflecting the maturity and pay down of long term debt during the period.

Retirement Benefit Obligation

As of December 31, 2021, retirement benefit obligation amounted to ₱706.7 million as compared to ₱748.8 million at the end of 2020. This represents the difference between the present value of the Group's retirement plan obligations and the fair value of the Group's plan assets.

Lease Liabilities

As of December 31, 2021, lease liabilities amounted to ₱1.6 billion as compared to ₱2.1 billion at the end of 2020. The decrease is mainly attributable to the amortization (including lease concessions) during the year amounting to ₱868.7 million which was offset by additional lease liabilities recognized during the year (net of remeasurements) amounting to ₱156.4 million and interest expense amounting to ₱173.2 million.

Lease payments to be made over the next 12 months, less the related interest expense, are classified as current while those to be paid beyond the next 12 months are classified as noncurrent. As of December 31, 2021, the current portion of the Group's lease liabilities amounted to ₱325.3 million while the noncurrent portion was at ₱1.3 billion.

Equity

As of December 31, 2021, total equity amounted to ₱10.7 billion as compared to ₱10.4 billion at the end of 2020. The increase primarily reflects the Group's total net income of ₱151.0 million.

CASH FLOWS

The Group generated operating cash flows of ₱4.3 billion in 2021 and ₱3.0 billion during the 4th quarter of 2021.

Strong operating cashflows were a result of the Group's focus on turning over inventory, efficient working capital management, and cost and expense rationalization, given challenging operating conditions in 2021.

The Group limited capital expenditure outlays in 2021. Cash flows used in investing activities during the year amounted to ₱417.4 million. This primarily reflects capital expenditures of ₱477.1 million, receipt of its security deposits and construction bonds amounting to ₱74.1 million and payments of franchise and software costs and other noncurrent assets amounting to ₱14.4 million during the year.

Cash flows used in financing activities totaled ₱2.0 billion in 2021. During the year, the Group availed loans ₱300 million. The Group also paid down debt and lease liabilities, including their related interests, in the amounts of ₱1.8 billion and ₱467.3 million, respectively.

RESULTS OF OPERATIONS

For the three months ended March 31, 2023 and 2022

Key Performance Indicators	**For the three months ended March 31**	
PhP MM except where indicated	**2023**	**2022**
Net Sales	6,218	4,485
Gross Profit – merchandise	2,814	1,661
Operating Income	641	181
Net Income (Loss)	456	68
Gross Selling Space (sq.m.)	99,597	103,260
Decrease in Gross Selling Space (%)	3.5%	16.8%

The manner by which the Company calculates the key performance indicators above is as follows:

Net sales	Sales, net of VAT, minus sales returns and allowances and sales discounts
Gross profit – merchandise	Net sales minus cost of merchandise sold
Operating income (loss)	Gross profit minus operating expenses
Net income (loss)	Operating income (loss) minus other charges and provision for income tax
Gross selling space	Sum of floor area of all stores of the Group

Key Financial and Operating Data	**For the three months ended March 31**	
PhP MM except where indicated	**2023**	**2022**
Key Financial Data		
Net Sales	6,218	4,485
Luxury & Bridge	1,902	1,782
Casual	865	620
Fast Fashion	2,285	1,322
Footwear, Accessories & Luggage	458	275
Others	708	487
Gross Profit – merchandise[1]	2,814	1,661
Gross Profit Margin – merchandise (%)	45.3%	37.0%
Operating Income	641	181
Operating Income (Loss) Margin (%)	10.3%	4.0%
Other Income (Charges)	(25)	(65)
Net Income (Loss)	456	68
Net Income (Loss) Margin (%)	7.3%	1.5%
Total Debt[2]	1,595	5,435
Net Debt[3]	(4,484)	(1,540)
Key Operating Data		
Number of Brands	87	94
Number of Stores	516	521
Gross Selling Space (sq.m.)	99,597	103,260
Decrease in Gross Selling Space (%)	3.5%	16.8%

Revenues

Net sales

SSI Group, Inc. (the "Company" or the "Group") generated sales of ₱6.2 billion during the first three months of 2023, an increase of 38.6% as compared to the same period in 2022.

The Group's sales during the 1st quarter of 2023 exceeded pre-COVID levels, and was 26.3% higher than sales during 1st quarter of 2019.

The Group's luxury and bridge and casual wear sales continued to perform strongly, with increases of 6.8% and 39.5%, respectively, as compared to the same period last year. The Group also saw a significant turnaround in the sales of the fast fashion and footwear, accessories, and luggage categories. During the 1st quarter of 2023, fast fashion sales grew by 72.9% y-o-y, while footwear, accessories, and luggage sales grew by 66.4% y-oy. Sales of Others, comprised of personal care, food, and outlet sales also increased by 45.4% y-o-y.

[1] Calculated as Net Sales minus Cost of Merchandise Sold
[2] Calculated as the sum of Short-term loans payable, Current portion of long-term debt and Long-term debt
[3] Calculated as Total Debt minus Cash

The Group's sales performance during the first three months of the year reflects strong demand for the Group's products as our customers continued to shop at our optimized store locations and the brands in our portfolio remained top of mind for consumers. The Group continues to focus on delivering compelling customer experiences, that are distinct for each of our brands. Also, the Group's e-commerce business generated sales of ₱477.1 million, which accounted for 7.7% of sales during the first three months of the year.

At the end of March 2023, the Group's store network included 516 stores nationwide which cover a total of approximately 99,597 square meters. During the first quarter, the Group opened two (2) stores covering 145 square meters and closed ten (10) stores covering 1,732 square meters.

As of March 31, 2023, the Group had 87 brands in its portfolio.

The following table sets out the Group's number of stores and gross selling space for the periods ended March 31, 2023 and 2022 and for the year ended December 31, 2022.

Store Network	**March 31**		**December 31**
	2023	**2022**	**2021**
Number of Stores*	516	521	524
Luxury & Bridge	147	140	148
Casual	73	75	74
Fast Fashion	46	51	47
Footwear, Accessories & Luggage	117	112	116
Others	133	143	139
Gross Selling Space (sq.m.)	99,597	103,260	101,184
Luxury & Bridge	13,437	12,846	13,450
Casual	11,203	11,471	11,329
Fast Fashion	41,066	43,468	42,429
Footwear, Accessories & Luggage	16,184	16,041	16,120
Others	17,707	19,434	18,035

Rental income
The Group booked rental income of ₱21.1 million, an increase of 164.8% over the same period last year. Rental income relates to the leasing out of certain store spaces at Central Square as well as income derived from parking spaces at Central Square.

Gross Profit
Gross profit for the three months ended March 31, 2023 amounted to ₱2.8 billion, a 69.3% increase as compared to the same period in 2023. Gross profit margin for merchandise sold during the first quarter of 2023 improved to 45.3% from 37.0% during the first quarter of 2022.

Relatively high gross profit margins reflect the strong demand that the Group experienced for the merchandise in its different categories during the three-month period.

Operating Expenses
Operating expenses during the first quarter of 2023 amounted to ₱2.2 billion, an increase of 46.8% over the same period last year. As a percentage of revenues, total operating expenses were at 34.9% compared to 33.0% during the same period last year. This reflects the Group's cost rationalization effects and focus on cost efficiencies.

Selling and distribution expenses for the first three months of 2023 were at ₱1.8 billion, an increase of 57.3% over the same period last year. As a percentage of revenues, S&D expenses were at 29.1% as compared to 25.7% in 1Q 2022.

The increase primarily reflects the increases in travel and transportation by 995.4%, insurance by 247.7%, and global marketing contribution fee by 439.5%. These increases reflect the expenses in planning and preparing the Group's products and services. Rent and occupancy and personnel costs also increased to ₱598.3 million and ₱247.7 million, respectively. Depreciation, credit card charges, supplies and maintenance, delivery and freight, communication, outside services, and telegraphic transfer also increased by a total of ₱289.3 million. These increases reflect higher costs associated with the Group's increased sales.

General and administrative expenses for the first three months of 2023 were at ₱358.2 million, an increase of 9.7% over the same period last year. As a percentage of revenues, G&A expenses improved to 5.7% as compared to 7.3% during the same period last year.

The increase primarily reflects the increases in travel and transportation by 1,409.4% and professional fees by 117.0%. There were also increases in personnel costs, depreciation, taxes and licenses, repairs and maintenance, utilities, security services, rent, supplies and maintenance, and EAR by a total of ₱20.9 million.

As a result of the foregoing, the Group generated earnings before interests and taxes of ₱640.9 million, an increase of 253.3% from ₱181.4 million during the same period last year. EBITDA of ₱640.9 million is also 109% higher than pre-COVID EBITDA during the same period in 2019.

Other Income (Charges)
Other charges for the first three months of 2023 totaled ₱25.3 million, a decrease of 60.9% as compared to the same period last year. The decrease is largely attributable to the increase in net income of associates to ₱32.4 million, a significant increase of 29,005% over the same period last year. Likewise, net income of joint ventures increased to ₱0.2 million.

Provision for Income Tax
Provision for income tax for the first three months of 2023 amounted to ₱159.6 million as compared to ₱48.8 million during the same period last year. This reflects the new regular and minimum corporate income tax rates under CREATE law.

Net Income (Loss)
As a result of the foregoing, the Group's net income for the first three months of 2023 amounted to ₱456.0 million, a significant increase of 573.4% from ₱67.7 million during the same period last year.

<u>FINANCIAL CONDITION</u>

As of March 31, 2023, the Group had consolidated assets of ₱21.8 billion as compared to ₱21.4 billion as of December 31, 2022.

<u>Current Assets</u>

Cash
As of March 31, 2023, cash amounted to ₱6.1 billion as compared to ₱6.6 billion at the end of 2022. The decrease primarily reflects the Group's payment of loans and lease liabilities, including interests, amounting to ₱741.3 million. The Group generated ₱375.4 million of operating cashflows during the period, and utilized ₱176.6 million for capital expenditures and ₱9.0 million for additional noncurrent assets.

Trade and other receivables
As of March 31, 2023, trade and other receivables amounted to ₱719.7 million as compared to ₱678.3 million at the end of 2022. The decrease is mainly attributable to the decrease in trade receivables to ₱266.4 million, which consists of receivables from credit card companies.

Merchandise Inventories
As of March 31, 2023, merchandise inventories amounted to ₱7.9 billion as compared to ₱6.7 billion at the end of 2022. The increase was a result of strong sales combined with calibrated inventory purchases. The inventory translates into inventory months of 6 months, which is the same as the month' inventory at the end of 2022, and compared to month' inventory of 7 months in 1Q 2022.

<u>Non-Current Assets</u>

Investment in Associates
As of March 31, 2023, investment in associates amounted to ₱266.9 million as compared to ₱234.5 million at the end of 2022.

The increase pertains to the Group's recognized share in the net earnings of Samsonite Philippines, Inc. (SPI) and Luxury Goods Philippines, Inc. (LGPI) amounting to a total of ₱32.4 million.

Investment in Joint Ventures
As of March 31, 2023, investment in joint ventures amounted to ₱542.5 million as compared to ₱542.3 at the end of 2022.

The decrease pertains to the Group's recognized share in the net earnings of Landmark Management Services Ltd. (LMS) and MUJI Philippines Corp. (MPC) amounting to a total of ₱0.2 million.

Property and Equipment
As of March 31, 2023, property and equipment amounted to ₱4.2 billion as compared to ₱4.4 billion at the end of 2022. The net decrease is primarily attributable to additional depreciation expense recognized during the period amounting to ₱360.7 million, which was offset by the Group's capital expenditures amounting to ₱176.6 million during the 1st quarter.

Deferred Tax Assets
As of March 31, 2023, deferred tax assets amounted to ₱391.2 million as compared to ₱376.1 million at the end of 2022. These pertain to tax assets recognized for the Group's deductible temporary differences, carryforward benefits of unused minimum corporate income tax (MCIT) and NOLCO, to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carryforward benefits of unused MCIT and NOLCO can be utilized.

Security Deposits and Construction Bonds
As of March 31, 2023, security deposits and construction bonds amounted to ₱894.8 million as compared to ₱878.2 million at the end of 2022. Interest income recognize from these deposits totaled ₱0.9 million during the 1st quarter of 2023.

<u>Current Liabilities</u>

Trade and Other Payables
As of March 31, 2023, trade and other payables amounted to ₱4.1 billion as compared to ₱3.7 billion at the end of 2022. The increase is due to the increase in trade payables to ₱3.1 billion, reflecting the terms of merchandise deliveries during the period, and in retention payables to ₱36.3 million.

Short-term Loans Payable
As of March 31, 2023, short-term loans payable amounted to ₱1.6 billion as compared to ₱2.1 billion at the end of 2022. The decrease is attributable to the Group's payment of ₱505.0 million.

The Group reduced debt levels given strong cash flow generation, which resulted in net debt of negative ₱4.48 billion in 1Q 2023, as compared to negative ₱4.53 billion at the end of 2022.

<u>Non- Current Liabilities</u>

Retirement Benefit Obligation
As of March 31, 2023, retirement benefit obligation amounted to ₱786.2 million as compared to ₱778.9 million at the end of 2022. This represents the difference between the present value of the Group's retirement plan obligations and the fair value of the Group's plan assets at the end of the period.

Lease Liabilities
As of March 31, 2023, lease liabilities amounted to ₱1.7 billion, which was ₱173.8 million lower as compared the balance at the end of 2022. The decrease is mainly attributable to the payment made during the 1st quarter amounting to ₱213.3 million, which was offset by the interest expense of ₱39.5 million incurred during the quarter.

As of March 31, 2023, the current portion of the Group's lease liabilities amounted to ₱633.1 million while the noncurrent portion was at ₱1.1 billion.

<u>Equity</u>

As of March 31, 2023, total equity was at ₱13.0 billion as compared to ₱12.5 billion at the end of 2022. The increase is attributable to the net income recognized by the Group during the first quarter of the year amounting to ₱456.0 million.

CASH FLOWS

The Group generated significant operating cash flows before working capital changes of ₱1.0 billion in 1Q 2023, which was 144.3% increase over ₱409.9 million in 1Q 2022. Operating cash flows was at ₱372.3 million after working capital changes, which is primarily attributable to merchandise inventory purchases. The Group also received interest income of ₱18.2 million and paid income taxes of ₱15.1 million. As a result of the foregoing, the Group's operating activities generated ₱375.4 million.

Cash flows used in investing activities during the 1st quarter of 2023 totaled ₱185.6 million. This reflects capital expenditures of ₱176.6 million and additional noncurrent assets of ₱9.0 million.

The Group's cash flows used in financing activities during the 1st quarter of 2023 totaled ₱741.3 million. This reflects the Group's repayment of its debts, including the related interests, of ₱528.0 million and the payment of lease liabilities, including the interests booked under PFRS 16, of ₱213.3 million.

The Group ended the 1st quarter of 2023 with a net debt position of negative ₱4.5 billion.

Other Disclosures

(i) There are no known trends, events or uncertainties that will result in the Company's liquidity increasing or decreasing in a material way.

(ii) There were no events that will trigger direct or contingent financial obligations that are material to the Company, including and default or acceleration of an obligation.

(iii) Likewise, there were no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period.

(iv) There are no material commitments for capital expenditures aside from those performed in the ordinary course of business.

(v) The continuing community quarantines imposed by the government in the country may continue to have a material impact on the Group's revenues.

(vi) There were no significant elements of income or loss that did not arise from continuing operations.

NATURE AND SCOPE OF BUSINESS

SSI Group, Inc. (the “Company”) with its subsidiaries (collectively “SSI” or the “Group”) is the leading specialty retailer in the Philippines with an extensive portfolio of established international brands. The Group’s portfolio caters to all aspects of a quality lifestyle and is supported by a nationwide strategic retail presence. SSI leads the Philippine specialist retail market in terms of the size and breadth of its international brand portfolio and store footprint. As of March 31, 2023, SSI’s retail network consists of 516 stores located within approximately 80 major malls across the Philippines, including Metro Manila, Luzon, Visayas and Mindanao, with a total gross selling space of approximately 99,597 square meters.

Brand management and specialty retailing is the Group’s principal business. SSI believes that it has one of the largest and most attractive brand portfolio, comprising, among others, such well-known brands as Hermès, Cartier and Salvatore Ferragamo for premium luxury apparel and accessories, Zara, Bershka, Stradivarius, Pull&Bear, and Old Navy for popular fast fashion, Lacoste and Gap for casual wear, TWG Tea, SaladStop!, and Shake Shack for high-quality food and beverage selections, Samsonite for stylish travel and luggage offerings, Payless ShoeSource for value-priced trendy footwear, and MUJI, Pottery Barn and West Elm for modern home furnishings and accessories. The Group believes that its proven track record and ability to provide brand principals an integrated offering of brand development and management services, which are geared toward building a strong and sustainable retail presence in prime locations, makes it the Philippine partner of choice. SSI’s strong track record of brand agreement renewals with brand principals is testimony to its success as a retail operator and ability to protect and promote the integrity of international brands in the local market.

MARKET FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

MARKET INFORMATION

The common stock of SSI Group, Inc. is listed on the Philippine Stock Exchange.

The following table sets out the high and low closing prices (in PhP) of SSI Group, Inc.'s shares in the Philippine Stock Exchange for the first quarter of 2023 and for the years 2022 and 2021:

	High	Low
2023		
1st Quarter	1.61	1.55
2022		
1st Quarter	1.07	1.04
2nd Quarter	1.24	1.21
3rd Quarter	1.30	1.19
4th Quarter	1.56	1.53
2021		
1st Quarter	1.22	1.20
2nd Quarter	1.27	1.22
3rd Quarter	1.12	1.10
4th Quarter	1.13	1.11

The market capitalization of SSI Group, Inc's common shares as of December 31, 2022, based on the closing price of ₱1.56 per share, was approximately ₱5.1 billion.

The market capitalization of SSI Group, Inc's common shares as of December 31, 2022, based on the closing price of ₱1.61 per share, was approximately ₱5.3 billion.

The stock price of SSI Group, Inc.'s common shares as of the latest practicable trading date on May 12, 2023 were as follows:

	Price/Share
Opening:	2.51
High:	2.60
Low:	2.48
Closing:	2.54

The closing price of ₱2.54 per share translates to a market capitalization of approximately ₱8.4 billion.

HOLDERS

The number of registered shareholders as of March 31, 2023 was 53. Outstanding common shares as of March 31, 2023 were 3,298,408,430.

The following are the top 20 registered holders of SSI Group, Inc.'s common shares as of March 31, 2023:

No.	Stockholder's Name	Number of Shares	Percentage
1	PCD NOMINEE CORP - FILIPINO	630,056,317.00	19.1018 %
2	WELLBORN TRADING & INVESTMENTS, INC.	466,043,679.00	14.1294 %
3	MARJORISCA INCORPORATED	434,440,400.00	13.1712 %

4	BIRDSEYEVIEW, INC.	434,412,500.00	13.1704 %
5	EDUCAR HOLDINGS CORPORATION	415,753,800.00	12.6047 %
6	BORDEAUX HOLDINGS, INC.	414,967,821.00	12.5809 %
7	PCD NOMINEE CORP - NON FILIPINO	408,105,362.00	12.3728 %
8	VALBUENA, MARIA ELENA T.	31,603,479.00	0.9581 %
9	TANTOCO, MARIA TERESA RUSTIA	31,601,431.00	0.9581 %
10	LOPEZ, MARIA CARMENCITA T.	30,244,090.00	0.9169 %
11	EDGARDO M. PINEDA	600,000.00	0.0182 %
12	IYO, SARAH BISMARK	265,000.00	0.0080 %
13	GOLDCLASS INC.	75,000.00	0.0023 %
14	NATALYA ANN I. LAGDAMEO	66,000.00	0.0020 %
15	SALVADOR E. LAGDAMEO	34,000.00	0.0010 %
16	EMILIO C. YAP III	20,000.00	0.0006 %
17	MANILA PRIME LAND HOLDINGS, INC.	20,000.00	0.0006 %
18	MAYNILA PROPERTIES AND MANAGEMENT, INC.	20,000.00	0.0006 %
19	GO, GISELLE KAREN Y.	10,000.00	0.0003 %
20	TACUB, PACIFICO B.	7,000.00	0.0002 %

DIVIDENDS

In 2022, the Board of Directors approved the declaration of cash dividends in the amount of ₱0.021 pershare from the unrestricted retained earnings of SSI as of December 31, 2021 to all stockholders of record as of August 26, 2022. These cash dividends were paid to the stockholders on September 20, 2022.

No dividends were declared by the Group in 2021.

DIVIDEND POLICY

The Group have not established a specific dividend policy. Dividends shall be declared and paid out of the Company's unrestricted retained earnings which shall be payable in cash, property or stock to all shareholders on the basis of outstanding stock held by them. Unless otherwise required by law, the Board shall determine the amount, type and date of payment of the dividends to the shareholders, taking into account various factors, including:

- The level of the Group's cash earnings, return on equity and retained earnings;
- Its results for and its financial condition at the end of the year in respect of which the dividend is to be paid and its expected financial performance;
- The projected levels of capital expenditures and other investment plans;
- Restrictions on payments of dividends that may be imposed on it by any of its financing arrangements and current or prospective debt service requirements; and
- Such other factors as the Board deems appropriate.

Aside from the provisions of the Revised Corporation Code and applicable regulations, there are no existing legal restrictions that limit the payment of dividends on common shares.

RECENT SALES OF UNREGISTERED SECURITIES

Not applicable in the fiscal year covered by this Report.

CORPORATE GOVERNANCE

The Company submitted its Revised Manual on Corporate Governance (the "Manual") in compliance with Philippine SEC Memorandum Circular No. 19, series of 2016. The Company and its respective directors, officers and employees have complied with the best practices and principles on good corporate governance as embodied in the Company's Manual. The Manual also sets forth the various evaluation systems established by the Company to measure or determine the level of compliance of the Board of Directors and top level management with corporate governance.

SSI Group, Inc. and Subsidiaries

Audited Consolidated Financial Statements As of December 31, 2022 *(With Comparative Audited Figures as of December 31, 2021)*

SSIGROUP, Inc

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **SSI Group, Inc. and its Subsidiaries** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2022 and 2021, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has not realistic alternative but to do so.

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

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

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

Signature ______________________
ZENAIDA R. TANTOCO – Chairman of the Board

Signature ______________________
ZENAIDA R. TANTOCO – Chief Executive Officer

Signature ______________________
ANTHONY T. HUANG - President

Signature ______________________
MA. TERESA R. TANTOCO – Treasurer

6/F Midland Buendia Bldg., 403 Sen. Gil Puyat Ave., Makati City 1200 Philippines
INFO@SSIGROUP.COM.PH. TEL: +632.890.9402 FAX: +632.890.4441

APR 14 2023

SUBSCRIBED AND SWORN to before me this __________ in Makati City, affiant exhibiting to me their respective Passports, as follows:

NAMES	ID NUMBER	DATE OF ISSUE	PLACE OF ISSUE
Zenaida R. Tantoco	Philippine Passport No. P7660251B	September 22, 2021	DFA Manila
Anthony T. Huang	Philippine Passport No. P7982876B	October 26, 2021	DFA Manila
Maria Teresa R. Tantoco	Philippine Passport No. P6172182B	January 26, 2021	DFA Manila

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Page No. 40
Book No. VIII
Series of 2023.

ATTY. GEORGE DAVID D. SITON
NOTARY PUBLIC FOR MAKATI CITY
APPT. NO. M-51 - UNTIL DEC. 31, 2023
ROLL NO. 68402 / MCLE COMPLIANCE NO. VII-0010136/2-15-2022
IBP O.R No.022282-LIFETIME MEMBER MAY 5, 2017
PTR No. MKT 9565580- JAN 03, 2023-MAKATI CITY
EXECUTIVE BLDG. CENTER MAKATI AVE., COR. JUPITER ST., MAKATI CITY

SGV
Building a better working world

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Fax: (632) 8819 0872
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INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
SSI Group, Inc.
6th Floor, Midland Buendia Building
403 Sen. Gil Puyat Avenue
Makati City

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of SSI Group, Inc. and its subsidiaries (the Group), which comprise the consolidated balance sheets as at December 31, 2022 and 2021, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2022, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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, 2022 and 2021 and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2022 in accordance with Philippine Financial Reporting Standards (PFRSs).

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 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.

Existence and Completeness of Merchandise Inventories

The Group's merchandise inventories amounted to ₱6.66 billion or 31% of its consolidated assets as of December 31, 2022. The Group operates 524 stores and has 10 warehouses as of December 31, 2022. We focused on the existence and completeness of merchandise inventories since these are material to the consolidated financial statements and are located in various sites across the country.

The disclosures in relation to merchandise inventories are included in Note 6 to the consolidated financial statements.

Audit Response

We observed the conduct of inventory count at selected stores and warehouses and performed test counts. We traced the results of the test counts to the inventory compilation to determine if the inventory compilation reflects actual inventory count results. We also traced the last documents used for shipping, receiving and transfers which were obtained during the inventory count observation to the accounting records of sales and purchases. We reviewed the reconciliation of the physical inventory compilation with the general ledger account balances and tested reconciling items. We reviewed the rollforward and rollback procedures performed by management and on a sampling basis, we tested the transactions from the date of inventory count to the yearend date.

Valuation of Merchandise Inventories

The Group's merchandise inventories are carried at lower of cost and net realizable value. The Group sells goods that are subject to changing consumer demands and fashion trends. Thus, assessing the net realizable value of the Group's inventories requires significant management judgment. Such judgment includes management's expectations for future sales and inventory liquidation plans.

The disclosures on the significant judgment in assessing the valuation of merchandise inventories are included in Notes 3 and 6 to the consolidated financial statements.

Audit Response

We obtained an understanding of the Group's process in identifying out-of-season or obsolete inventories. We physically inspected sample inventories during the inventory count to check that the out-of-season or obsolete inventories are properly tagged as such. We obtained and reviewed management's calculation of the inventories' net realizable values including the revised selling price considering the reduced demand for the Group's inventories. We inquired from management about its sales plan for identified out-of-season or obsolete inventories as of December 31, 2022. We validated the revised selling price and cost to sell used in the net realizable values calculation against the selling price and cost to sell subsequent to year-end and compared this against the cost of inventories.

Recoverability of Deferred Taxes

The Group recognized deferred tax assets amounting to ₱872.60 million as of December 31, 2022, including deferred tax assets on net operating loss carryover of subsidiaries that are in a tax loss position in the current year amounting to ₱131.28 million. Management's assessment of the recoverability of such deferred tax assets involves significant judgment and estimation of future taxable income of the affected subsidiaries. Management uses judgment in assessing the future market conditions and performance of the affected subsidiaries. The related estimation uncertainty has increased as a result of the effect of coronavirus pandemic on the macroeconomic factors used in developing the assumptions. The details of deferred income tax assets are disclosed in Note 22 to the consolidated financial statements.

Audit Response

We reviewed management's assessment regarding the availability of future taxable income in reference to the financial forecast and tax strategies. We likewise assessed the reasonableness of management's forecast by comparing the revenue growth rates and operating income with that of the industry and historical performance of the subsidiaries, taking into consideration the impact associated with the coronavirus pandemic. We also reviewed the timing of the reversals of the deductible temporary differences.

Impairment Testing of Long-lived Nonfinancial assets

Part of the Group's operations, particularly in its non-essential retail business, is affected by Covid-19 pandemic. Furthermore, the Group decided to pre-terminate lease contracts for certain stores and to permanently close these stores effective in 2022. Accordingly, management identified that 'property and equipment', 'franchise fees' and 'right-of-use assets' have indicators of impairment and henceforth performed impairment test to determine their recoverable amounts. The assessment of recoverable amount requires significant judgment and involves estimation and assumptions about future sales and costs, as well as external inputs such as discount rate and growth rate. In addition, because of the coronavirus pandemic, there is heightened level of uncertainty on the future economic outlook and market forecast. Hence, such assessment is a key audit matter in our audit.

The disclosures in relation to property and equipment, franchise fees and right-of-use assets are included in Notes 10, 11 and 26 to the consolidated financial statements, respectively.

Audit Response

We involved our internal specialist in evaluating the methodology and the assumptions used. These assumptions used include external inputs such as discount rate and growth rate. We compared the key assumptions used such as future sales and costs against historical sales and costs data, taking into consideration the impact associated with the coronavirus pandemic and the expected recovery. We compared the growth rate used against actual historical performance and industry outlook. We tested the parameters used in the determination of the discount rate against market data. We also reviewed the Group's disclosures about those assumptions to which the outcome of impairment test is most sensitive, specifically those that have the most significant effect on the determination of the recoverable amount of 'property and equipment', 'franchise fees' and 'right-of-use assets'

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, 2022, 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, 2022 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 PFRSs, 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the 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 Ma. Emilita L. Villanueva.

SYCIP GORRES VELAYO & CO.

Ma. Emilita L. Villanueva

Ma. Emilita L. Villanueva
Partner
CPA Certificate No. 95198
Tax Identification No. 176-158-478
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 95198-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 9566019, January 3, 2023, Makati City

April 14, 2023

SSI GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	December 31	
	2022	2021
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	**₱6,630,196,666**	₱7,252,867,634
Trade and other receivables (Note 5)	**678,261,375**	776,320,437
Merchandise inventories (Note 6)	**6,663,795,540**	6,619,736,173
Prepayments and other current assets (Note 7)	**861,876,054**	749,115,691
Total Current Assets	**14,834,129,635**	15,398,039,935
Noncurrent Assets		
Investments in associates (Note 8)	**234,496,348**	64,084,628
Interests in joint ventures (Note 9)	**542,268,045**	544,944,217
Property and equipment (Note 10)	**4,397,438,606**	3,817,425,379
Deferred tax assets - net (Note 22)	**376,125,782**	574,459,737
Security deposits and construction bonds (Note 26)	**878,208,628**	908,406,083
Other noncurrent assets (Note 11)	**136,683,003**	148,110,554
Total Noncurrent Assets	**6,565,220,412**	6,057,430,598
TOTAL ASSETS	**₱21,399,350,047**	₱21,455,470,533
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Note 12)	**₱3,695,394,596**	₱2,291,910,440
Short-term loans payable (Note 13)	**2,100,000,000**	5,935,000,000
Current portion of lease liabilities (Note 26)	**692,268,057**	325,273,001
Deferred revenue	**52,025,105**	42,773,076
Income tax payable	**335,753,445**	167,669,809
Total Current Liabilities	**6,875,441,203**	8,762,626,326
Noncurrent Liabilities		
Retirement benefit obligation (Note 21)	**778,858,025**	706,704,947
Lease liabilities - net of current portion (Note 26)	**1,213,479,360**	1,283,100,176
Tenant deposits (Note 26)	**24,624,632**	24,206,988
Total Noncurrent Liabilities	**2,016,962,017**	2,014,012,111
Total Liabilities	**8,892,403,220**	10,776,638,437
Equity (Note 28)		
Capital stock	**3,312,864,430**	3,312,864,430
Additional paid-in capital	**2,519,309,713**	2,519,309,713
Treasury shares	**(30,893,010)**	(30,893,010)
Retained earnings	**6,872,408,175**	5,011,670,617
Cumulative translation adjustment	**(1,920,808)**	(1,968,927)
Other comprehensive loss	**(164,821,673)**	(132,150,727)
Total Equity	**12,506,946,827**	10,678,832,096
TOTAL LIABILITIES AND EQUITY	**₱21,399,350,047**	₱21,455,470,533

See accompanying Notes to Consolidated Financial Statements.

SSI GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2022	2021	2020
REVENUES			
Revenue from contracts with customers - net sales (Note 14)	**₱23,739,348,571**	₱15,467,947,831	₱12,222,341,393
Rental income (Note 26)	**62,792,736**	27,574,406	61,993,815
	23,802,141,307	15,495,522,237	12,284,335,208
COSTS OF GOODS SOLD AND SERVICES (Note 15)	**(13,385,953,437)**	(9,446,790,445)	(7,287,406,758)
GROSS PROFIT	**10,416,187,870**	6,048,731,792	4,996,928,450
OPERATING EXPENSES			
Selling and distribution (Note 16)	**5,792,029,413**	3,816,587,182	4,184,957,968
General and administrative (Note 17)	**1,268,383,379**	1,338,490,969	1,115,966,288
	7,060,412,792	5,155,078,151	5,300,924,256
OTHER INCOME (CHARGES)			
Interest income (Notes 4 and 26)	**46,621,674**	33,744,700	26,157,099
Share in net earnings (losses) of associates and joint ventures (Notes 8 and 9)	**80,235,548**	(12,886,508)	(13,148,422)
Gain on remeasurement of right-of-use assets and lease liabilities (Note 26)	**35,643,114**	5,276,558	7,307,158
Gain on sale of interest in a joint venture (Note 9)	**–**	–	3,730,966
Loss on stores closures and disposals of property and equipment and other assets (Notes 7 and 10)	**(15,710,110)**	(46,447,735)	(219,832,803)
Foreign exchange losses - net	**(32,785,830)**	(6,647,951)	(16,058,981)
Loss on inventory write-off (Note 6)	**(167,740,043)**	–	–
Interest expense (Notes 13 and 26)	**(390,414,914)**	(474,797,888)	(535,902,141)
Others - net (Notes 5, 6 and 11)	**5,149,794**	9,747,194	38,330,308
	(439,000,767)	(492,011,630)	(709,416,816)
INCOME (LOSS) BEFORE INCOME TAX	**2,916,774,311**	401,642,011	(1,013,412,622)
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 22)			
Current	**785,602,850**	290,724,261	126,074,876
Deferred	**201,167,326**	(40,051,770)	(235,683,284)
	986,770,176	250,672,491	(109,608,408)
NET INCOME (LOSS)	**1,930,004,135**	150,969,520	(903,804,214)
OTHER COMPREHENSIVE INCOME (LOSS)			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Cumulative translation adjustment on foreign operations	**48,119**	111,676	88,981
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gain (loss) on retirement benefit, net of deferred tax (Note 21)	**(32,670,946)**	85,421,175	(62,434,209)
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	**(32,622,827)**	85,532,851	(62,345,228)
TOTAL COMPREHENSIVE INCOME (LOSS)	**₱1,897,381,308**	₱236,502,371	(₱966,149,442)
BASIC/DILUTED EARNINGS (LOSS) PER SHARE (Note 23)	**₱0.59**	₱0.05	(₱0.27)

See accompanying Notes to Consolidated Financial Statements.

SSI GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020

	Capital Stock (Note 28)	Additional Paid-in Capital (APIC)	Treasury Shares (Note 28)	Retained Earnings (Note 28)		Cumulative Translation Adjustment	Other Comprehensive Loss	Total
				Appropriated	Unappropriated			
Balances at January 1, 2020	₱3,312,864,430	₱2,519,309,713	(₱18,103,900)	₱1,100,000,000	₱4,664,505,311	(₱2,169,584)	(₱155,137,693)	₱11,421,268,277
Net loss	–	–	–	–	(903,804,214)	–	–	(903,804,214)
Other comprehensive loss	–	–	–	–	–	–	(62,434,209)	(62,434,209)
Exchange differences on translation	–	–	–	–	–	88,981	–	88,981
Total comprehensive loss for the year	–	–	–	–	(903,804,214)	88,981	(62,434,209)	(966,149,442)
Reversal of appropriation of retained earnings	–	–	–	(1,100,000,000)	1,100,000,000	–	–	–
Treasury shares (Note 28)	–	–	(12,789,110)	–	–	–	–	(12,789,110)
Balances at December 31, 2020	₱3,312,864,430	₱2,519,309,713	(₱30,893,010)	₱–	₱4,860,701,097	(₱2,080,603)	(₱217,571,902)	₱10,442,329,725

(Forward)

	Capital Stock (Note 28)	Additional Paid-in Capital (APIC)	Treasury Shares (Note 28)	Retained Earnings (Note 28) Appropriated	Retained Earnings (Note 28) Unappropriated	Cumulative Translation Adjustment	Other Comprehensive Loss	Total
Balances at January 1, 2021	₱3,312,864,430	₱2,519,309,713	(₱30,893,010)	₱–	₱4,860,701,097	(₱2,080,603)	(₱217,571,902)	₱10,442,329,725
Net income	–	–	–	–	150,969,520	–	–	150,969,520
Other comprehensive income	–	–	–	–	–	–	85,421,175	85,421,175
Exchange differences on translation	–	–	–	–	–	111,676	–	111,676
Total comprehensive income for the year	–	–	–	–	150,969,520	111,676	85,421,175	236,502,371
Balances at December 31, 2021	₱3,312,864,430	₱2,519,309,713	(₱30,893,010)	₱–	₱5,011,670,617	(₱1,968,927)	(₱132,150,727)	₱10,678,832,096

	Capital Stock (Note 28)	**Additional Paid-in Capital (APIC)**	**Treasury Shares** (Note 28)	**Retained Earnings** (Note 28) **Appropriated**	**Retained Earnings** (Note 28) **Unappropriated**	**Cumulative Translation Adjustment**	**Other Comprehensive Loss**	**Total**
Balances at January 1, 2022	**₱3,312,864,430**	**₱2,519,309,713**	**(₱30,893,010)**	**₱–**	**₱5,011,670,617**	**(₱1,968,927)**	**(₱132,150,727)**	**₱10,678,832,096**
Net income	**–**	**–**	**–**	**–**	**1,930,004,135**	**–**	**–**	**1,930,004,135**
Other comprehensive loss	**–**	**–**	**–**	**–**	**–**	**–**	**(32,670,946)**	**(32,670,946)**
Exchange differences on translation	**–**	**–**	**–**	**–**	**–**	**48,119**	**–**	**48,119**
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**1,930,004,135**	**48,119**	**(32,670,946)**	**1,897,381,308**
Dividends declared (Note 28)	**–**	**–**	**–**	**–**	**(69,266,577)**	**–**	**–**	**(69,266,577)**
Balances at December 31, 2022	**₱3,312,864,430**	**₱2,519,309,713**	**(₱30,893,010)**	**₱–**	**₱6,872,408,175**	**(₱1,920,808)**	**(₱164,821,673)**	**₱12,506,946,827**

SSI GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax	**₱2,916,774,311**	₱401,642,011	(₱1,013,412,622)
Adjustments to reconcile income before income tax to net cash flows:			
Depreciation and amortization (Notes 10, 11 and 19)	**1,318,924,958**	935,467,021	1,128,196,981
Interest expense (Notes 13 and 26)	**390,414,914**	474,797,888	535,902,141
Loss on inventory write-off (Note 6)	**167,740,043**	–	–
Retirement expense (Notes 18 and 21)	**51,354,818**	122,852,022	83,881,848
Unrealized foreign exchange losses – net	**32,785,830**	6,647,951	4,249,976
Loss on stores closures and disposals of property and equipment and other assets (Notes 7 and 10)	**15,710,110**	46,447,735	219,832,803
Loss on derecognition of franchise cost (Note 11)	**15,385,455**	3,636,294	392,940
Gain on sale on interest in a joint venture (Note 9)	–	–	(3,730,966)
Share in net loss (earnings) of an associate and joint ventures (Notes 8 and 9)	**(80,235,548)**	12,886,508	13,148,422
Interest income (Notes 4 and 26)	**(46,621,674)**	(33,744,700)	(26,157,099)
Gain on remeasurement of right-of-use assets and lease liabilities (Note 26)	**(35,643,114)**	(5,276,558)	(7,307,158)
Provision (reversal) for expected credit losses (Notes 5 and 20)	**(14,880,952)**	5,973,753	44,607,228
Provision (reversal) for inventory obsolescence - net (Note 6)	**(3,205,869)**	1,266,468	19,694,157
Operating income before working capital changes	**4,728,503,282**	1,972,596,393	999,298,651
Decrease (increase) in:			
Trade and other receivables	**112,940,014**	(69,012,702)	2,654,465
Merchandise inventories	**(208,593,541)**	2,588,036,295	590,146,995
Prepayments and other current assets	**(107,564,103)**	(141,734,400)	383,827,470
Increase (decrease) in:			
Trade and other payables	**1,385,451,950**	139,562,612	(380,017,356)
Deferred revenue	**9,252,029**	11,844,285	9,937,500
Tenant deposits	**417,644**	3,927,250	415,287
Net cash generated from operations	**5,920,407,275**	4,505,219,733	1,606,263,012
Interest received	**39,579,081**	14,825,646	11,568,066
Contributions to plan assets (Note 21)	**(8,647,814)**	(11,250,000)	(6,334,414)
Benefits paid directly by the Group (Note 21)	**(12,292,600)**	(24,597,762)	(18,363,589)
Income taxes paid, including creditable withholding tax	**(617,519,214)**	(153,438,043)	(257,692,698)
Net cash flows provided by operating activities	**5,321,526,728**	4,330,759,574	1,335,440,377
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property and equipment (Notes 10 and 29)	**(827,990,355)**	(477,089,356)	(436,726,993)
Payment of franchise cost and software	**(4,420,823)**	(8,273,609)	(3,243,725)
Cash receipts (payments) of:			
Security deposits and construction bonds	**37,240,048**	74,104,739	86,411,627
Other noncurrent assets	**(12,377,792)**	(6,174,509)	(27,276,694)
Payment of additional investment in associate (Note 8)	**(87,500,000)**	–	–
Proceeds from disposal of property and equipment (Note 10)	**–**	–	1,888,037
Dividends received from investment in an associate (Note 8)	**–**	–	44,022,859
Proceeds from sale of interests in a joint venture (Note 9)	**–**	–	5,480,966
Net cash flows used in investing activities	**(895,048,922)**	(417,432,735)	(329,443,923)

(Forward)

	Years Ended December 31		
	2022	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from availment of short-term loans payable (Note 13)	**₱1,200,000,000**	₱300,000,000	₱5,735,000,000
Payments of:			
Short-term loans payable (Note 13)	**(5,035,000,000)**	(1,375,000,000)	(2,800,000,000)
Principal portion of lease liabilities (Note 26)	**(739,761,778)**	(294,063,816)	(295,117,840)
Long-term debt (Note 13)	**–**	(117,670,000)	(284,306,666)
Interest (Notes 26 and 29)	**(390,414,914)**	(474,721,626)	(535,543,122)
Dividends (Note 28)	**(69,266,577)**	–	–
Purchase of treasury shares (Note 28)	**–**	–	(12,789,110)
Net cash flows provided by (used in) financing activities	**(5,034,443,269)**	(1,961,455,442)	1,807,243,262
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(14,705,505)**	(2,879,902)	(1,823,510)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(622,670,968)**	1,948,991,495	2,811,416,206
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**7,252,867,634**	5,303,876,139	2,492,459,933
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	**₱6,630,196,666**	₱7,252,867,634	₱5,303,876,139

See accompanying Notes to Consolidated Financial Statements.

SSI GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

SSI Group, Inc. was registered with the Philippine Securities and Exchange Commission (SEC) on April 16, 2007 as Casual Clothing Specialists, Inc. (the Company). Under the Revised Corporation Code of the Philippines, the Company shall have a perpetual corporate life. Its primary purpose was to carry on a general mercantile and commercial business of importing, buying, acquiring, holding, selling or otherwise disposing of and dealing in any goods, wares, merchandise and commodities of all kinds, and products, natural or artificial, of the Philippines or other countries, which are or may become articles of commerce, without, however, engaging in the manufacture of foods, drugs, and cosmetics. The Company was formerly one of the subsidiaries of Stores Specialists, Inc. (SSI).

On November 7, 2014, SSI Group, Inc. listed its 695,701,530 common shares with the Philippine Stock Exchange (PSE).

The registered office and principal place of business of the Company is 6th Floor, Midland Buendia Building, 403 Sen. Gil Puyat Avenue, Makati City.

The consolidated financial statements of the Company and its subsidiaries (collectively referred to as the "Group") as of December 31, 2022 and 2021 and for each of the three years in the period ended December 31, 2022 were reviewed and recommended for approval by the Audit Committee to the Board of Directors (BOD) on April 14, 2023. The same consolidated financial statements were approved and authorized for issuance by the BOD on April 14, 2023.

2. Basis of Preparation, Statement of Compliance and Summary of Significant Accounting Policies

Basis of Preparation

The consolidated financial statements of the Group have been prepared on a historical cost basis and are presented in Philippine peso (₱), which is the Group's presentation and functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. All values are rounded to the nearest peso except when otherwise indicated.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs).

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and the following wholly-owned subsidiaries:

	Percentage ownership					
	2022		2021		2020	
	Direct	**Indirect**	Direct	Indirect	Direct	Indirect
Stores Specialists, Inc. (SSI)	100	–	100	–	100	–
Rustan Marketing Specialists, Inc. (RMSI)	–	100	–	100	–	100
International Specialty Concepts, Inc. (ISCI)	–	100	–	100	–	100
Rustan Specialty Concepts, Inc. (RSCI)	–	100	–	100	–	100

(*Forward*)

	Percentage ownership					
	2022		2021		2020	
	Direct	**Indirect**	Direct	Indirect	Direct	Indirect
Specialty Investments, Inc. (SII)	–	100	–	100	–	100
Specialty Office Concepts, Inc. (SOCI)	–	100	–	100	–	100
International Specialty Fashions, Inc. (ISFI)	–	100	–	100	–	100
Footwear Specialty Retailers, Inc. (FSRI)	–	100	–	100	–	100
Global Specialty Retailers, Inc. (GSRI)	–	100	–	100	–	100
Specialty Food Retailers, Inc. (SFRI)	–	100	–	100	–	100
International Specialty Retailers, Inc. (ISRI)	–	100	–	100	–	100
International Specialty Wears, Inc. (ISWI)	–	100	–	100	–	100
Fastravel Specialists Holdings, Inc. (FSHI)	–	100	–	100	–	100
International Specialty Apparels, Inc. (ISAI)	–	100	–	100	–	100
Specialty Lifestyles Concepts, Inc. (SLCI)	–	100	–	100	–	100
SKL International, Ltd. (SKL)	–	100	–	100	–	100

All subsidiaries, except FSHI, SII and SKL, are in the retail business and hold exclusive distributorship of certain brands.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Company and to the non-controlling interests (NCI), even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Company's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

New Standards, Interpretations and Amendments

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective in 2022. The 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 pronouncements did not have any significant impact on the Group's financial position or performance.

- Amendments to PFRS 3, *Reference to the Conceptual Framework*
- Amendments to PAS 16, *Property, Plant and Equipment: Proceeds before Intended Use*
- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*
- *Annual Improvements to PFRSs* 2018-2020 Cycle
    - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*
    - Amendments to PFRS 9, *Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities*
    - Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

Future Changes in Accounting Policies

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2023

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*
- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

Effective beginning on or after January 1, 2024

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*

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*

Summary of Significant Accounting Policies

The significant accounting policies that have been used in the preparation of the consolidated financial statements are summarized below.

Revenue Recognition

Revenue from contract with customers

Revenue from contract with customers is recognized at a point in time when the transfer of control has been passed to the buyer at the time when the performance obligation has been satisfied. The performance obligation is generally satisfied when the customer purchases the goods. Payment of the transaction price is due immediately at the point the customer purchases the goods. The Group has generally concluded that it is the principal in its revenue arrangements.

Other Income

Interest income

Interest income is recognized as the interest accrues using the effective interest rate (EIR) method.

Share in Net Earnings of Associates and Joint Ventures

Share in net earnings of investments in associates and joint ventures is recognized based on the percentage of ownership in the investee.

Rental income

The Group leased out portions of the store spaces and parking space as operating leases. Rental income on leased properties is recognized on a straight-line basis over the lease term, or based on a certain percentage of the gross revenue of the tenants, as provided under the terms of the lease contract. Contingent rents are recognized as revenue in the period in which they are earned.

Costs of Goods Sold

Costs of goods sold include the purchase price of the merchandise sold, as well as costs that are considered to have functions as part of the cost of merchandise sold. Vendor returns, discounts and allowances are generally deducted from the costs of goods sold.

Operating Expenses

Operating expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Operating expenses are recognized when services are used, or the expenses 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:

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

The principal or the most advantageous market must be accessible by the Group.
The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

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

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

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

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

“Day 1” Difference

Where the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a “Day 1” difference) in the consolidated statement of comprehensive income. In cases where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in the consolidated statement of comprehensive income when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the “Day 1” difference amount.

Current and Noncurrent Classification

The Group presents assets and liabilities in the consolidated balance sheets based on current / noncurrent classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

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

Financial Asset
Initial recognition
The Group classified its financial assets, at initial recognition, and subsequently measured at amortized cost, FVOCI, or FVPL.

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

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 Group's business model for managing financial assets refers to how it manages its financial assets 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 on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement of financial assets
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVPL

Financial assets at amortized cost (debt instruments)
The Group measures financial assets 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 solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the EIR method and are subject to impairment. Gains and losses are recognized in the consolidated statement of comprehensive income when the asset is derecognized, modified or impaired. This accounting policy relates to the Group's "Cash and cash equivalents", "Trade and other receivables" excluding advances to officers and employees, and "Security deposits and construction bonds".

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

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

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

Significant increase in credit risk
In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if: i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) 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. The Group considers a financial asset to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definition.

Definition of default
The Group considers that default has occurred when a financial asset is more than 90 days past due and when an internally developed information indicate that the debtor is unlikely to pay the Group in full unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g., when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in the consolidated statement of comprehensive income.

Measurement and recognition of expected credit losses
The measurement of expected credit losses is a function of the probability of default, loss given default (i.e., the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original EIR.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Group recognizes an impairment gain or loss in the consolidated statement of comprehensive income for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

<u>Financial Liabilities</u>
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financials liabilities at fair value through profit or loss, 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.

This accounting policy applies primarily to the Group's "Trade and other payables" excluding Statutory liabilities, "Short-term loans payable", "Lease Liabilities" and "Tenant deposits".

Subsequent measurement
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. 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.

<u>Offsetting of Financial Instruments</u>
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to set off the recognized amounts and there

is intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Group and all of the counterparties.

Derecognition of Financial Assets and Liabilities

Financial assets

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

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

When the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

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

Cash and Cash Equivalents

Cash consists of cash on hand and in banks. Cash in banks earn interest at a regular deposit rate. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with maturities of three months or less from dates of replacement.

Merchandise Inventories

Merchandise inventories are valued at the lower of cost and net realizable value (NRV). Cost is determined using the moving average method and is composed of the purchase price, including duties, transport and handling costs, and other incidental expenses incurred in bringing the merchandise inventory to its present location and condition. NRV is the estimated selling price in the ordinary course of business, less the estimated costs of selling and distribution.

Investments in Associates and Interests in Joint Ventures

The Group's investments in associates and interests in joint ventures are accounted for under the equity method of accounting in the consolidated financial statements. An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture, generally accompanying a shareholding of between 20% and 50% of the voting rights. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Under the equity method, the investment in an associate and interests in joint ventures are initially recognized at cost. The carrying amounts of the investment and interests are adjusted to recognize changes in the Group's share of net assets of the associate and joint ventures since the acquisition date. Goodwill relating to the associate and joint ventures are included in the carrying amount of the investment and are neither amortized nor individually tested for impairment.

The consolidated statement of comprehensive income reflects the Group's share in the results of operations of the associates and joint ventures. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate or joint venture, the 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 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 Group's share in net earnings of an associates and joint ventures is shown on the face of the consolidated statement of comprehensive income outside operating profit and represents profit or loss after tax.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investments in associates and interests in joint ventures. The Group determines whether there is objective evidence that the investments in associates and interests in joint ventures are impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associates or joint ventures and its carrying value, then recognizes the loss as "Impairment losses on interest in joint ventures and amounts owed by related parties " in the consolidated statement of comprehensive income.

When the share of losses exceeds the Group's investments in associates and interests in joint ventures, the carrying amount of the investment, including any long-term interests that form part thereof, is reduced to zero and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

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

The financial statements of the associates and joint ventures are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Prepayments and Other Current Assets
This account comprises advances to suppliers, supplies, prepaid advertising, insurance premiums and other prepaid items and creditable withholding tax. Prepayments are expenses paid in advance and recorded as asset before they are utilized. Prepaid advertising, insurance premiums and other prepaid items are apportioned over the period covered by the payment and charged to the appropriate accounts in the consolidated statement of comprehensive income when incurred. Creditable withholding tax is deducted from income tax payable.

Property and Equipment
Property and equipment are stated at cost, excluding the cost of day-to-day servicing, less accumulated depreciation and amortization and any accumulated impairment losses. Such cost includes the cost of replacing part of such property and equipment when the costs are incurred and if the recognition criteria are met.

The initial cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance, are normally charged to consolidated statement of comprehensive income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Construction in progress represents properties under construction and is stated at cost. This includes costs of construction and other direct costs. Construction in progress is not depreciated until such time that the relevant assets are completed and are available for use.

Depreciation is calculated using the straight-line method over the following estimated useful lives of the assets, or in the case of leasehold improvements, the term of the related lease or estimated useful lives of the improvement, whichever is shorter:

Building	10-20 years
Transportation equipment	3-15 years
Store, office, warehouse furniture and fixtures	3-10 years
Leasehold improvements	2-10 years
Right-of-use assets	2-10 years

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable.

The asset's useful lives and methods of depreciation are reviewed, and adjusted if appropriate, at each financial year-end.

Fully depreciated assets are retained in the accounts until these are no longer in use. When assets are retired or otherwise disposed of, both the cost and related accumulated depreciation and amortization and any allowance for impairment losses are removed from the accounts and any resulting gain or loss is credited or charged to current operations. An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of 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 comprehensive income in the year the asset is derecognized.

It is the Group's policy to classify right-of-use asset as part of property and equipment. The Group recognizes right-of-use asset at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use asset is initially measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liability. The initial cost of right-of-use asset includes the amount of lease liability recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use asset is depreciated on a straight-line basis over the shorter of their estimated useful life and lease term. Right-of-use asset is subject to impairment for nonfinancial assets.

<u>Leases</u>
The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception date and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A reassessment is made after the inception of the lease only if one of the following applies:

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

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

Operating leases - Group as a lessor
Leases where the Group does not transfer substantially all the risks and rewards of ownership of the assets are classified as operating leases. Lease payments received are recognized in the consolidated statement of comprehensive income as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating leases are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as the rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Operating leases - Group as a lessee

- *Right-of-use assets (presented under as "Property and equipment")*
- *Lease liabilities.* At the commencement date of the lease, the Group recognizes lease liabilities 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 by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

  In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit on 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.* The Group applies the short-term lease recognition exemption to its short-term leases of office, stores and warehouses (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). Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

- *Variable Rent.* The Group recognizes additional variable lease payments. These variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs. The additional variable lease payments are linked to future sales and, thus, do not meet the definition of lease payments. Consequently, these payments are not included in the measurement of the asset and liability.

- *Lease concessions.* The Group accounted for Covid-19 related lease concessions received in 2022 and 2021 as negative variable lease payments which is offset against the depreciation expense of ROU asset, in accordance with the provisions of the amendment to PFRS 16. Lease liability and right-of-use assets are not remeasured using a revised discount rate.

The Group classifies payment of interest related to accretion of lease liability as financing activities in the statements of cash flows.

<u>Intangible Assets</u>
Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and any accumulated impairment losses.

The useful life of intangible assets is assessed as finite.

Intangible assets with finite lives are amortized over the useful economic life of 5 years and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortization method for intangible assets with finite useful lives are reviewed at least at the end of each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period and/or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the consolidated statement of comprehensive income in the expense category consistent with the function of the intangible assets.

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 comprehensive income when the asset is derecognized.

<u>Software Costs</u>
Costs incurred in the purchase and customization of computer software are initially recognized at cost. Following initial recognition, software costs are carried at cost less accumulated amortization and any accumulated impairment in value.

Software costs, included in “Other noncurrent assets” account, are amortized on a straight-line basis over the estimated useful economic life of 5 years and are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization commences when the related software is ready for use. The amortization period and the amortization method for the software costs are reviewed at each reporting date. Changes in the estimated useful life is accounted for by changing the amortization period, as appropriate, and treated as changes in accounting estimates. The amortization expense is recognized in the consolidated statement of comprehensive income in the expense category consistent with the function of the software costs.

Impairment of Nonfinancial Assets
Investment in an associate, interests in joint ventures, property and equipment and right-of-use assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's estimated recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use (VIU) and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its estimated recoverable amount. In assessing VIU, 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. In determining fair value less costs to sell, an appropriate valuation model is used.

Impairment losses are recognized in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

For nonfinancial assets, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of the recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its estimated recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of comprehensive income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

Capital Stock and Additional Paid-in Capital
Capital stock is measured at par value for all shares issued. Incremental costs incurred directly attributable to the issuance of new shares are shown in equity as deduction from proceeds, net of tax. Proceeds and/or fair value of consideration received in excess of par value, if any, are recognized as additional paid-in capital (APIC).

Treasury Shares
Treasury shares are own equity instruments which are reacquired and are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital.

Retained Earnings
Retained earnings consist of appropriated and unappropriated balances. Appropriated retained earnings are restricted for specific purposes and/or are not available for dividend declaration. Unappropriated retained earnings are not restricted and include the cumulative balance of net income or loss, any dividend distributions, prior period adjustments and effects of any change in accounting policy. Dividends on capital stock are recognized as a liability and deducted from equity when they

are approved by the BOD. Dividends for the year that are approved after the financial reporting date are dealt with as an event after the financial reporting date.

Retirement Benefit Obligation

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

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

Defined benefit costs comprise the following:

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

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in the consolidated statement of comprehensive income. Past service costs are recognized when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on high quality corporate 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 comprehensive 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 other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods. These are retained in other comprehensive income until full settlement of the obligation.

Plan assets comprise of assets held by long-term employee benefit fund. The fair value of plan assets is deducted from the present value of the defined benefit obligation in determining the net defined benefit liability or asset. This excludes unpaid contributions due from the Group to the fund, as well as any non-transferable financial instruments issued by the Group and held by the fund. Plan assets are reduced by any liabilities of the fund that do not relate to employee benefits, for example, trade and other payables and liabilities resulting from derivative financial instruments.

Taxes

Current tax

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

Current income tax relating to items recognized directly in equity is recognized in other comprehensive income and not in the consolidated statement of comprehensive income.

Deferred tax
Deferred tax is provided using the balance sheet liability method on temporary differences on the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, 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 tax assets are recognized for all deductible temporary differences, carryforward benefits of unused minimum corporate income tax (MCIT) and net operating loss carryover (NOLCO) to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carryforward benefits of unused MCIT and NOLCO can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each balance sheet date and are recognized to the extent that it has become probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted on the balance sheet date.

Deferred tax relating to items recognized directly in equity is recognized in other comprehensive income and not in the consolidated statement of comprehensive income.

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

<u>Value-added Tax (VAT)</u>
Revenues, expenses and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated balance sheet. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated balance sheet to the extent of the recoverable amount.

The net amount of VAT recoverable from, or payable, to the taxation authority is included as part of "Prepayments and other current assets", or "Trade and other payables", in the consolidated balance sheet.

Input VAT on the purchase of assets classified as capital assets exceeding a certain threshold as provided by the taxing authority is recognized as "Deferred input VAT" and is amortized within the life of the asset or 60 months, whichever is shorter. These are included as part of noncurrent assets except those amounts which will be amortized within 12 months from the balance sheet date.

Segment Reporting
The Group's operating business are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Financial information on reporting segment is presented in Note 27 to the consolidated financial statements.

Earnings Per Share (EPS)
Basic EPS is computed by dividing the net income of the Group by the weighted average number of common shares issued and outstanding during the year, adjusted for any subsequent stock dividends declared.

Diluted EPS amounts are calculated by dividing the net income attributable to the Group (after deducting interest on the convertible preferred shares, if any) by the weighted average number of common shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The weighted average number of common shares used in the calculation of the basic/diluted EPS is determined on the basis of the weighted average number of shares of the Group as of balance sheet date.

Foreign Currency Translation and Transactions
The consolidated financial statements are presented in Philippine Peso, which is the functional currency of the Group. Each entity determines its own functional currency, which is the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity, and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to consolidated statement of comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Events After the Reporting Date
Events after the reporting date that provide additional information about the Group's position at the balance sheet date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Group's consolidated financial statements in accordance with PFRSs requires the Group to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments

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

Determination of operating segment

The Group has determined that it is operating as one operating segment (see Note 27). Based on management's assessment, no part or component of the business of the Group meets the qualifications of an operating segment as defined in PFRS 8, *Operating Segments.*

Determination of lease term of contracts with renewal and termination options - Group as a lessee

The Group has several lease contracts that include extension and termination options. The Group applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

The Group included the renewal period as part of the lease term for leases of office, stores and warehouses with shorter non-cancellable period. The Group typically exercises its option to renew for these leases because there will be a significant negative effect on production if a replacement asset is not readily available.

Classification of investment in Samsonite Philippines, Inc.(SPI) and Luxury Goods Philippines, Inc. (LGPI) as investments in associates

SII and SSI, together with another company, established SPI and LGPI through a joint venture agreement, respectively. The Group has determined that there is no control or joint control over the operating and financial activities of SPI and LGPI since it does not own directly or indirectly more than 50% of the voting rights of SPI and LGPI. The Group owns 40% and 25% in SPI and LGPI, respectively, and holds voting power that represents significant influence. The parties have no contract or arrangement that indicates joint control. Accordingly, the Group classified its investments in SPI and LGPI as investments in associates (see Note 8).

Classification of interests in Landmark Management Services, Ltd. (LMS), Muji Philippines, Corp. (MPC), SIAL CSV Retailers, Inc. (SCRI) and SIAL Specialty Retailers, Inc. (SSRI) as interests in joint ventures

SII, together with another company, established SCRI and SSRI through joint venture agreements. In 2015, SKL was incorporated and subsequently acquired 50% stake in LMS through a joint venture agreement. In 2017, SSI entered into a joint venture agreement with another company for the 51% ownership interest in MPC. On November 20, 2020, the Group entered into a Deed of absolute sale of shares with RKJ for the sale of 1% or 1,750,000 common shares of the Group's ownership interest in MPC. As of December 31, 2022 and 2021, SSI has 50% ownership interest in MPC after the sale.

The Group has determined that these arrangements are joint arrangements as they have the following characteristics:

- the parties are bound by a contractual arrangement; and
- the contractual arrangement gives the parties joint control of the arrangement.

A joint arrangement is either a joint operation or a joint venture. The Group determines its interests in LMS, MPC, SCRI and SSRI as joint venture since it has rights to the net assets instead of rights to the assets and obligations for the liabilities of these companies. Accordingly, the Group classified its interests in LMS, MPC, SCRI and SSRI as joint ventures (see Note 9).

Operating Lease Commitments - the Group as a Lessor
Management has determined that the Group retains all significant risks and rewards of underlying assets and thus, accounts for the contracts as operating leases. The ownership of the underlying assets is not transferred to the lessee by the end of the lease term. Rental income amounted to ₱62.79 million, ₱27.57 million and ₱61.99 million in 2022, 2021 and 2020, respectively (see Note 26).

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

Leases - Estimating the incremental borrowing rates
The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the. The Group estimates the IBR using observable inputs when available and is required to make certain entity-specific estimates. The Group's lease liabilities are disclosed in Note 26.

Provision for expected credit losses (ECL) of trade and other receivables and amounts owed by related parties
The Group maintains an allowance for impairment loss at a level considered adequate to provide for potential uncollectible receivables. The Group uses simplified approach to calculate ECLs on trade and other receivables and general approach on other financial assets. The Group performs a regular review of the age and status of these accounts, designed to identify accounts for impairment. The Group calibrated the matrix to adjust the historical credit loss experience with forward-looking information. For instance and considering the uncertainty brought about by the coronavirus pandemic, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. The assessment of the correlation between historical observed default rates, forecasted economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. As of December 31, 2022 and 2021, trade and other receivables, including allowance for doubtful accounts for trade and other receivables, and amounts owed by related parties are disclosed in Notes 5 and 20.

Assessing NRV of merchandise inventories
The Group sells goods that are subject to changing consumer demands and fashion trends. Thus, assessing the net realizable value of the Group's inventories requires significant management judgment. Such judgment includes management's expectations for future sales considering the impact brought about by the coronavirus pandemic and inventory liquidation plans. The Group maintains allowance for merchandise inventory losses at a level considered adequate to reflect the excess of cost of inventories over their NRV. NRV of inventories are assessed regularly based on the prevailing selling prices of inventories less the estimated cost necessary to sell. In addition, the Group considered those inventories that are out-of-season, damaged and soiled in assessing the NRV of inventories. Increase in the NRV will increase the carrying amount of inventories but only to the extent of their original acquisition costs. Merchandise inventories including the allowance for inventory losses are disclosed in Note 6.

Estimating useful lives of property and equipment, franchise cost and software costs
The Group estimates the useful lives of its property and equipment, franchise fee and software costs based on the period over which these assets are expected to be available for use. The Group reviews annually the estimated useful lives of property and equipment, franchise fee and software costs based on factors that include asset utilization, internal technical evaluation, technological changes and environmental and anticipated use of the assets tempered by related industry benchmark information. It is possible that future results of operation could be materially affected by changes in these estimates brought about by changes in factors mentioned. A reduction in the estimated useful lives of property and equipment, franchise fee and software costs would increase depreciation and amortization expense and decrease noncurrent assets.

There was no change in the estimated useful lives of the Group's property and equipment in 2022 and 2021. As of December 31, 2022 and 2021, the aggregate depreciable net book values of property and equipment (including ROU), franchise fee and software costs presented under "Other noncurrent assets" are disclosed in Notes 10 and 11.

Assessing impairment of investment in an associate, interests in joint ventures, franchise fees and property and equipment
The Group assesses the impairment of assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- Significant underperformance relative to expected historical or projected future operating results; and
- Significant negative industry or economic trends.

Internal and external sources of information are reviewed at each balance sheet date to identify indications that investment in an associate, interests in joint ventures, right-of-use assets and property and equipment may be impaired or an impairment loss previously recognized no longer exists or may be decreased. If any such indication exists, the recoverable amount of the asset is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount.

In 2022 and 2021, management identified that certain 'property and equipment', 'franchise fees' and 'software' with aggregate carrying amount of ₱4,451.13 million and ₱3,894.92 million, respectively, have indicators of impairment given the ongoing economic uncertainty due to the pandemic which led to changes in the projected financial performance and cash flows of the Group's right-of-use assets and property and equipment. As result, management performed impairment tests as at December 31, 2022 and 2022 for its nonfinancial assets. The Group utilized a discounted cash flow model and used certain assumptions (including discount rate, performance growth rates, and a terminal value) to determine the value in use. The model used a) projected cash flows that incorporated the impact of the pandemic in 2021 and 2020, b) a pre-tax discount rate of 11.7% - 12.4% in 2022 and 9.7% - 10.5% in 2021, and c) average sales growth rate of 3% - 52% and 5% - 15% for a 5-year period in 2022 and 2021, respectively. The Group benchmarked these assumptions against historical observations in internal businesses with similar performance drivers, as well as industry outlook.

As of December 31, 2022 and 2021, based on the impairment testing performed, the recoverable amount of the Group's nonfinancial assets is higher than its carrying value. Thus, the Group did not recognize any impairment loss on such properties. Management believes that an increase in discount rate by 9.3% - 39.2% and 20.0% - 25.5% as of December 31,2022 and 2021, respectively, would cause the carrying value of the Group's nonfinancial assets to equal the recoverable amount.

For other nonfinancial assets, no indication of impairment was noted as of December 31, 2022 and 2021.

The carrying values of the Group's nonfinancial assets as of December 31 are as follows:

	2022	2021
Property and equipment (Note 10)	**₱4,397,438,606**	₱3,817,425,379
Interests in joint ventures (Note 9)	**542,268,045**	544,944,217
Investments in associates (Note 8)	**234,496,348**	64,084,628
Franchise fee (Note 11)	**49,604,295**	75,708,914
Software costs (Note 11)	**4,088,424**	1,789,147

Estimating retirement benefits
The cost of defined benefit pension plan is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates, and future pension increases. Due to the long-term nature of the plan, such estimates are subject to significant uncertainty. These assumptions are discussed in Note 21 to the consolidated financial statements. As of December 31, 2022 and 2021, the Group's retirement benefit obligation and retirement expense are disclosed in Note 21.

Recoverability of deferred tax assets
Management's assessment of the deferred tax assets to be recognized involves significant judgments and is based on assumptions regarding the future results of the subsidiaries. The related estimation uncertainty has increased as a result of the effect of coronavirus pandemic on the macroeconomic factors used in developing the assumptions. Management judgments and estimation is required to determine the amount of deferred tax assets that can be recognized based on the forecasted level of future taxable profits and the related tax strategies. As of December 31, 2022 and 2021, amounts of deferred tax assets recognized in the consolidated financial statements are disclosed in Note 22. Management has determined that there is sufficient future taxable profit against which these recognized deferred tax assets will be realized. The Group also has temporary differences for which deferred tax assets were not recognized (see Note 22).

4. Cash and Cash Equivalents

	2022	2021
Cash on hand	**₱36,531,998**	₱14,895,099
Cash in banks	**5,147,738,370**	5,118,980,407
Short-term investments	**1,445,926,298**	2,118,992,128
	₱6,630,196,666	₱7,252,867,634

Cash in banks earn interest at the respective bank deposit rates. Short-term investments are made for varying periods of between 60 to 90 days depending on the immediate cash requirements of the Group and earn interest at the respective short-term investment rates. Interest earned from cash in banks and short-term investments for the years ended December 31, 2022, 2021 and 2020 amounted to ₱39.58 million, ₱14.82 million, and ₱10.61 million, respectively.

5. Trade and Other Receivables

	2022	2021
Trade receivables	**₱329,002,636**	₱280,509,256
Nontrade receivables	**209,909,875**	360,674,621
Receivables from related parties (Note 20)	**120,543,909**	143,457,307
Advances to officers and employees	**61,243,186**	49,768,476
Others	**1,588,614**	818,574
	722,288,220	835,228,234
Less allowance for ECL on nontrade receivables	**(855,846)**	(15,736,798)
Allowance for ECL on related parties (Note 20)	**(43,170,999)**	(43,170,999)
	₱678,261,375	₱776,320,437

Trade receivables primarily pertains to receivables from credit card companies which are normally settled on three days' terms.

Nontrade receivables mainly include receivables from banks for tie-up sale and promotional activities, and principals for their share in marketing expenses.

Nontrade receivables, advances to officers and employees and receivables from related parties are usually settled within one year. SSI's advances to officers and employees are subject to 12% annual interest and are payable within 3-6 months through salary deduction.

Movements in the allowance for expected credit losses are as follows:

	2022	2021
Balance at beginning of year	**₱58,907,797**	₱52,934,044
Provision (reversal)	**(14,880,952)**	5,973,753
Balance at end of year	**₱44,026,845**	₱58,907,797

Provision (reversal) of allowance for expected credit losses is recognized under "Others - net" in the consolidated statements of comprehensive income.

6. Merchandise Inventories

	2022	2021
At cost:		
On hand	**₱6,140,977,113**	₱6,153,896,303
In transit	**531,168,811**	477,396,123
Inventory - at cost	**6,672,145,924**	6,631,292,426
Less allowance for inventory obsolescence	**(8,350,384)**	(11,556,253)
	₱6,663,795,540	₱6,619,736,173

Inventories in transit include items not yet received but ownership or title to the goods has already passed to the Group. There are no merchandise inventories pledged as security for liabilities.

Movement in the allowance for inventory obsolescence is as follows:

	2022	2021
Balance at beginning of year	**₱11,556,253**	₱19,694,157
Provision (Note 15)	**–**	2,817,469
Reversal of provision	**(3,205,869)**	(1,551,001)
Write-off	**–**	(9,404,372)
Balance at end of year	**₱8,350,384**	₱11,556,253

The cost of inventories recognized as expense and presented in “Costs of goods sold” amounted to ₱13,366.67 million, ₱9,428.31 million, and ₱7,254.79 million for the years ended December 31, 2022, 2021 and 2020, respectively (see Note 15). Reversal of provision is included in “Others - net” in the consolidated statements of comprehensive income.

In 2022, the Group has written of inventories amounting to ₱167.74 million which the Group believes it can no longer sell.

7. Prepayments and Other Current Assets

	2022	2021
Advances to suppliers	**₱343,107,551**	₱232,184,690
Supplies	**291,612,437**	284,872,392
Security deposits (Note 26)	**72,519,559**	46,047,375
Input VAT	**71,551,899**	70,119,526
Prepaid insurance	**19,638,058**	18,959,643
Deferred input VAT - current	**15,329,882**	45,773,071
Current portion of prepaid rent	**14,134,362**	3,964,176
Prepaid guarantee	**3,919,334**	5,548,408
Prepaid advertising	**3,751,013**	457,916
Creditable withholding tax	**3,442,035**	1,841,921
Others	**22,869,924**	39,346,573
	₱861,876,054	₱749,115,691

Supplies are composed of packaging materials, office and store supplies, and employees’ uniform inventory. In 2022, 2021 and 2020, the Group recognized a loss on write of supplies and other assets amounting to nil, ₱10.39 million and ₱180.22 million, respectively.

Advances to suppliers pertain to advance payments to principals and suppliers for inventory purchases.

Input VAT will be applied against output VAT.

8. Investments in Associates

	2022	2021
Acquisition cost	**₱112,140,000**	₱24,640,000
Accumulated equity in net earnings:		
Balances at beginning of year	**39,444,628**	53,611,625
Share in net earnings (losses)	**82,911,720**	(14,166,997)
Balances at end of year	**122,356,348**	39,444,628
	₱234,496,348	₱64,084,628

Investment in SPI
SPI, a company incorporated in the Philippines on September 9, 2008, was established primarily to engage in the importation, distribution, marketing and sale, both wholesale and retail, of all types of luggage and bags, including but not limited to suitcases, garment bags, brief cases, computer bags, backpacks, casual bags, hand bags, travel accessories and such other products of similar nature. As of December 31, 2022 and 2021, SPI is 40% owned by the Group and 60% owned by Samsonite Corporation, its ultimate parent and an entity incorporated under the laws of the United States of America. In 2020, the Group received dividends amounting to ₱44.02 million, inclusive of the outstanding dividends receivable in 2019 of ₱25.20 million. SPI did not declare any dividends in 2022 and 2021.

The following table sets out the financial information of SPI as of and for the years ended December 31, 2022 and 2021:

	2022	2021
Statements of Financial Position:		
Current assets	**₱315,141,021**	₱117,168,973
Noncurrent assets	**9,186,943**	26,366,753
Total assets	**324,327,964**	143,535,726
Current liabilities	**106,048,938**	24,252,073
Noncurrent liabilities	**4,412,951**	6,786,751
Total liabilities	**110,461,889**	31,038,824
Equity	**213,866,075**	112,496,902
Share in equity of an associate	**85,546,430**	44,998,761
Goodwill	**19,085,867**	19,085,867
Carrying amount	**₱104,632,297**	₱64,084,628
Statements of Comprehensive Income:		
Revenue	**₱434,630,897**	₱52,724,419
Cost and expenses	**333,261,725**	88,141,912
Net income (loss)	**101,369,172**	(35,417,493)

Investment in LGPI
On May 17, 2022, the Group entered into an agreement with G Distribution B.V. (Gucci) for the formation of a joint venture company, LGPI. The Group invested ₱87.5 million for a 25% stake of LGPI. LGPI began operations on June 1, 2022 and owns and operates Gucci stores in the Philippines. The Group nominates one out of three members of the Board of Directors resulting in a significant influence in LGPI.

The following table sets out the financial information of LGPI as of and for the year ended December 31, 2022:

Statements of Financial Position:	
Current assets	₱1,059,038,316
Noncurrent assets	46,639,676
Total assets	1,105,677,992
Current liabilities	574,732,361
Noncurrent liabilities	11,489,427
Total liabilities	586,221,788
Equity	519,456,204
Share in equity of an associate	₱129,864,051
Statements of Comprehensive Income:	
Revenue	₱854,263,056
Cost and expenses	684,806,852
Net income	169,456,204

9. **Interests in Joint Ventures**

The Group's interests in joint ventures pertain to the following:

Joint venture	Project description	Income sharing arrangement
MPC	Operation of retail stores in the Philippines	50:50
SCRI	Open and operate convenience stores directly owned and/or franchised in the Philippines	50:50
SSRI	Investment in and operation of mid-market department stores	50:50
LMS	Investment in and operation of travel retail stores in the Philippines	50:50

The movements in the carrying values of interests in joint ventures are as follows:

December 31, 2022

	LMS	**MPC**	**SSRI**	**SCRI**	**Total**
Cost:					
Balances at beginning and end of year	**₱375,296,454**	**₱87,500,000**	**₱407,344,383**	**₱420,350,000**	**₱1,290,490,837**
Accumulated equity in net earnings (losses):					
Balances at beginning of year	**(15,180,699)**	**97,328,462**	**(407,344,383)**	**(420,350,000)**	**(745,546,620)**
Share in net earnings (losses)	**(55,871,310)**	**53,195,138**	**–**	**–**	**(2,676,172)**
Balances at end of year	**(71,052,009)**	**150,523,600**	**(407,344,383)**	**(420,350,000)**	**(748,222,792)**
	₱304,244,445	**₱238,023,600**	**₱–**	**₱–**	**₱542,268,045**

December 31, 2021

	LMS	MPC	SSRI	SCRI	Total
Cost:					
Balances at beginning and end of year	₱375,296,454	₱87,500,000	₱407,344,383	₱420,350,000	₱1,290,490,837
Accumulated equity in net earnings (losses):					
Balances at beginning of year	10,601,453	70,265,821	(407,344,383)	(420,350,000)	(746,827,109)
Share in net earnings (losses)	(25,782,152)	27,062,641	–	–	1,280,489
Balances at end of year	(15,180,699)	97,328,462	(407,344,383)	(420,350,000)	(745,546,620)
	₱360,115,755	₱184,828,462	₱–	₱–	₱544,944,217

Investment in LMS

On August 12, 2015, SKL, a wholly owned subsidiary of SSI, executed agreements to effect the acquisition of a 50% equity stake in LMS from its two existing shareholders Regent and Prime. Regent and Prime will continue to own 50% ownership in LMS following the entry of SKL. LMS is a company specializing in travel retail concepts and has existing supply and management agreements with travel retail stores in the Philippines. The acquisition cost includes the consideration for goodwill amounting to ₱121.75 million and intangible asset amounting to ₱29.90 million. The intangible asset pertains to the concession agreement with Duty Free and is being amortized over 10.7 years. Amortization expense, which is included in the share in net earnings of LMS, amounted to ₱2.71 million and ₱2.46 million in 2022 and 2021, respectively. LMS started incurring losses in 2020 due to decrease in sales from travel restrictions, less foot traffic in the store and increase in the costs and expenses. Based on projection, the Group assesses that the investment is not impaired in 2022 and will start to recover once the economy fully opens and travel restrictions are lifted.

Key financial information of LMS is as follows:

	2022	2021
Statements of Financial Position:		
Current assets	**₱350,938,976**	₱433,801,838
Noncurrent assets	**40,513,857**	58,865,070
Current liabilities	**(41,697,356)**	(36,589,721)
Equity	**349,755,477**	456,077,187
Group’s share in equity - 50%	**174,877,739**	228,038,594
Goodwill	**121,750,000**	121,750,000
Intangible asset	**7,616,706**	10,327,163
Group’s carrying amount of the investment	**₱304,244,445**	₱360,115,757
Statements of Comprehensive Income:		
Revenues	**₱326,112,214**	₱175,447,514
Cost and expenses	**432,433,932**	222,083,735
Net loss	**(106,321,718)**	(46,636,221)

Investment in MPC

On January 20, 2017, SSI and Ryohin Keikaku Co., Ltd. (RKJ) entered into a Joint Venture Agreement wherein the parties agreed to form MPC. SSI contributed ₱89.25 million for the 51% ownership interest in MPC. On November 20, 2020, the Group entered into a Deed of Absolute Sale of shares with RKJ for the sale of 1% or 1,750,000 common shares of the Group 's ownership interest in MPC. The Joint Venture Agreement provides for unanimous votes of both parties in so far as most key and relevant operating activities are concerned. On December 3, 2020, the Group received cash amounting to ₱5.48 million for the sale of the said shares costing ₱1.75 million and recognized a gain amounting to ₱3.73 million. Key financial information of MPC is as follows:

	2022	2021
Statement of Financial Position:		
Current assets	**₱418,424,513**	₱337,440,386
Noncurrent assets	**264,443,797**	218,482,992
Current liabilities	**(68,936,155)**	(53,240,484)
Noncurrent liabilities	**(137,884,955)**	(133,025,971)
Equity	**476,047,200**	369,656,923
Group's carrying amount of the investment at 50%	**₱238,023,600**	₱184,828,462

	2022	2021
Statement of Comprehensive Income:		
Revenues	**₱740,090,741**	₱396,984,256
Cost and expenses	**633,700,464**	342,858,974
Net income	**106,390,277**	54,125,282

Investment in SSRI and SCRI

As of December 31, 2022 and 2021, the Group has unrecognized share in net losses from SSRI and SCRI amounting to ₱22.91 million.

10. **Property and Equipment**

The composition and movements of this account are as follows:

December 31, 2022

	Leasehold Improvements	Store, Office, Warehouse Furniture and Fixtures	Building	Transportation Equipment	Right-of-Use Asset - Store and Equipment (Note 26)	Right-of-Use Asset - Warehouse (Note 26)	Right-of-Use Asset - Office and parking (Note 26)	Right-of-Use Asset - Land (Note 26)	Construction in Progress	Total
Cost:										
Balances at beginning of year	₱7,269,543,053	₱2,602,896,814	₱951,854,265	₱304,290,167	₱3,299,020,490	₱239,525,619	₱146,231,100	₱226,002,017	₱184,199,507	₱15,223,563,032
Additions	594,830,212	209,510,473	5,354,372	2,957,046	1,290,660,536	5,173,413	33,717,619	–	15,338,252	2,157,541,923
Disposals and retirement	(474,813,994)	(115,915,545)	–	–	(364,041,491)	(9,537,045)	(18,696,090)	–	(3,086,946)	(986,091,111)
Remeasurement (Note 26)	–	–	–	–	(142,130,944)	–	–	–	–	(142,130,944)
Reclassifications	146,134,598	–	–	–	–	–	–	–	(146,134,598)	–
Balances at end of year	7,535,693,869	2,696,491,742	957,208,637	307,247,213	4,083,508,591	235,161,987	161,252,629	226,002,017	50,316,215	16,252,882,900
Accumulated Depreciation and Amortization:										
Balances at beginning of year	6,194,785,352	2,264,975,178	383,476,497	200,573,481	2,038,602,449	152,941,800	125,582,493	45,200,403	–	11,406,137,653
Depreciation and amortization (Note 19)	375,835,781	209,605,302	52,812,805	22,044,551	747,221,143	27,626,361	14,684,680	3,233,151	–	1,453,063,774
Disposals and retirement	(464,381,145)	(113,725,230)	–	–	(364,041,491)	(9,537,045)	(18,696,090)	–	–	(970,381,001)
Remeasurement (Note 26)	–	–	–	–	(33,376,132)	–	–	–	–	(33,376,132)
Balances at end of year	6,106,239,988	2,360,855,250	436,289,302	222,618,032	2,388,405,969	171,031,116	121,571,083	48,433,554	–	11,855,444,294
Net book values	₱1,429,453,881	₱335,636,492	₱520,919,335	₱84,629,181	₱1,695,102,622	₱64,130,871	₱39,681,546	₱177,568,463	₱50,316,215	₱4,397,438,606

December 31, 2021

	Leasehold Improvements	Store, Office, Warehouse Furniture and Fixtures	Building	Transportation Equipment	Right-of-Use Asset - Store and Equipment (Note 26)	Right-of-Use Asset - Warehouse (Note 26)	Right-of-Use Asset - Office and parking (Note 26)	Right-of-Use Asset - Land (Note 26)	Construction in Progress	Total
Cost:										
Balances at beginning of year	₱7,372,905,326	₱2,581,333,462	₱900,598,629	₱304,662,822	₱3,469,610,990	₱239,525,619	₱146,231,100	₱226,002,017	₱58,482,199	₱15,299,352,164
Additions	209,904,647	48,422,734	51,255,636	1,318,704	202,391,201	–	–	–	166,187,635	679,480,557
Disposals and retirement	(353,737,247)	(26,859,382)	–	(1,691,359)	(321,119,625)	–	–	–	–	(703,407,613)
Remeasurement (Note 26)	–	–	–	–	(51,862,076)	–	–	–	–	(51,862,076)
Reclassifications	40,470,327	–	–	–	–	–	–	–	(40,470,327)	–
Balances at end of year	7,269,543,053	2,602,896,814	951,854,265	304,290,167	3,299,020,490	239,525,619	146,231,100	226,002,017	184,199,507	15,223,563,032
Accumulated Depreciation and Amortization:										
Balances at beginning of year	6,101,708,342	2,144,782,791	335,623,194	178,246,620	1,735,812,071	134,550,801	100,784,658	30,133,602	–	10,761,642,079
Depreciation and amortization (Note 19)	416,500,278	141,307,972	47,853,303	24,018,220	635,302,163	18,390,999	24,797,835	15,066,801	–	1,323,237,571
Disposals and retirement	(323,423,268)	(21,115,585)	–	(1,691,359)	(321,119,625)	–	–	–	–	(667,349,837)
Remeasurement (Note 26)	–	–	–	–	(11,392,160)	–	–	–	–	(11,392,160)
Balances at end of year	6,194,785,352	2,264,975,178	383,476,497	200,573,481	2,038,602,449	152,941,800	125,582,493	45,200,403	–	11,406,137,653
Net book values	₱1,074,757,701	₱337,921,636	₱568,377,768	₱103,716,686	₱1,260,418,041	₱86,583,819	₱20,648,607	₱180,801,614	₱184,199,507	₱3,817,425,379

Additions to leasehold improvements and construction in progress in 2022 and 2021 pertain to improvements and construction of newly opened and renovated stores during the year.

Disposals and retirement for the years ended December 31, 2022 and 2021 mainly pertain to leasehold improvements and store furniture and fixtures derecognized on closed or renovated stores. Loss on store closures arising from the disposal or retirement of property and equipment amounted to ₱15.71 million, ₱36.06 million, and ₱39.61 million in 2022, 2021 and 2020, respectively. In 2020, total proceeds from the disposal of property and equipment amounted to ₱1.89 million (nil in 2022 and 2021).

No property and equipment were pledged or treated as security to the outstanding liabilities as of December 31, 2022 and 2021.

The Group has purchase commitments relating to property and equipment amounting to ₱23.54 million and ₱62.0 million as of December 31, 2022 and 2021, respectively.

11. Other Noncurrent Assets

	2022	2021
Franchise fee (net of accumulated amortization of ₱41.05 million and ₱30.33 million as of December 31, 2022 and 2021, respectively)	**₱49,604,295**	₱75,708,914
Advances to contractors	**58,804,780**	62,003,440
Software costs (net of accumulated amortization of ₱8.97 million and ₱6.85 million as of December 31, 2022 and 2021, respectively)	**4,088,424**	1,789,147
Others	**24,185,504**	8,609,053
	₱136,683,003	₱148,110,554

Advances to contractors pertain to advance payments to contractors for the construction and renovation of stores.

Franchise fees pertain to initial fees paid by the Group to the principals to operate newly acquired brands. In 2022, 2021 and 2020, the Group recognized amortization expenses on franchise cost amounting to ₱10.72 million, ₱11.34 million, and ₱11.71 million, respectively (see Note 19). Loss on derecognition of franchise fee amounted to ₱15.39 million, ₱3.64 million, and ₱0.04 million in 2022, 2021 and 2020, respectively, is presented as "Others - net" in the consolidated statements of comprehensive income. Amortization expense of software costs amounted to ₱2.12 million, ₱2.33 million, ₱2.38 million in 2022, 2021 and 2020, respectively (see Note 19).

12. Trade and Other Payables

	2022	2021
Trade payables	**₱2,393,662,842**	₱1,111,763,757
Nontrade payables	**704,467,549**	733,722,811
Accrued expenses	**300,046,018**	211,634,969
Output VAT	**120,681,022**	175,509,007
Retention payable	**32,365,869**	28,882,628
Tenant deposit (Note 26)	**7,551,985**	7,551,985
Payables to related parties (Note 20)	**73,136,556**	775,753
Others	**63,482,755**	22,069,530
	₱3,695,394,596	₱2,291,910,440

Trade payables are noninterest-bearing and are normally settled on 30 to 90 days' terms.

Nontrade payables represent statutory payables such as withholding taxes, SSS premiums and other liabilities to government agencies, rent payable, payable to contractors and suppliers of services, among others.

Accrued expenses pertain to accrued salaries, leaves and bonuses, security and safety, utilities and repairs and maintenance and accruals of royalties to be paid to foreign principals, among others.

Other payables mainly pertain to construction bond payable, gift certificate payable and customer deposits.

Trade and other payables are generally paid within 12 months from balance sheet date.

13. Loans Payable

Short-term Loans Payable

	2022	2021
Bank of Philippine Islands	**₱1,000,000,000**	₱2,365,000,000
Banco de Oro	**400,000,000**	1,400,000,000
Rizal Commercial Banking Corporation	**100,000,000**	1,100,000,000
Security Bank Corporation	**500,000,000**	500,000,000
China Banking Corporation	**100,000,000**	300,000,000
Bank of Commerce	**–**	270,000,000
	₱2,100,000,000	₱5,935,000,000

The Group's outstanding unsecured short-term peso-denominated loans from local commercial banks bear interest at rates ranging from 4.25% to 7.00%, 4.10% to 5.13% and 4.38% to 6.25% in 2022, 2021 and 2020, respectively.

The movements of the short-term loans payable as of December 31 are set out below:

	2022	2021
Balance at beginning of the year	**₱5,935,000,000**	₱7,010,000,000
Availments	**1,200,000,000**	300,000,000
Payments	**(5,035,000,000)**	(1,375,000,000)
Balance at end of the year	**₱2,100,000,000**	₱5,935,000,000

Interest expense related to short-term loans for the years ended December 31, 2022, 2021 and 2020 amounted to ₱231.79 million, ₱298.66 million and ₱334.99 million, respectively.

Long-term debt

The Group's long-term debt was fully paid in 2021. Rollforward of the long-term debt is as follows:

	2021
Principal:	
Balance at beginning of year	₱117,670,000
Payments	(117,670,000)
Balance at end of year	–
Deferred financing costs:	
Balance at beginning of year	76,262
Amortizations	(76,262)
Balance at end of year	–
Carrying values	–
Less current portion, net of deferred financing costs	–
Noncurrent portion	₱–

Interest expense relating to long-term debt for the years ended December 31, 2021 and 2020 amounted to ₱2.92 million, and ₱27.34 million, respectively (nil in 2022).

14. Revenue from Contracts with Customers

All of the Group's revenue from contracts with customers are net sales recognized at a point in time or when it transfers control of a product to a customer. The following table disaggregates the revenue by major goods as follows:

	2022	2021	2020
Sale of major goods			
General merchandise	**₱22,877,658,329**	₱14,790,569,882	₱11,698,303,268
Food retail	**861,690,242**	677,377,949	524,038,125
	₱23,739,348,571	₱15,467,947,831	₱12,222,341,393

15. Costs of Goods Sold and Services

	2022	2021	2020
Cost of merchandise sold (Note 6)	**₱13,366,665,744**	₱9,428,310,081	₱7,254,794,746
Provision for inventory obsolescence (Note 6)	–	2,817,469	19,694,157
Depreciation and amortization (Notes 10, 11 and 19)	**4,995,774**	4,359,258	3,961,881
Utilities	**2,871,467**	1,293,309	2,336,510
Rent (Notes 20 and 26)	**3,302,014**	3,242,017	3,269,944
Outside services	**456,381**	–	1,667,563
Others	**7,662,057**	6,768,311	1,681,957
	₱13,385,953,437	₱9,446,790,445	₱7,287,406,758

Depreciation and amortization pertains to depreciation of leasehold improvements and furniture and fixtures of the leased spaces. Utilities, rent, security and safety expenses pertain to cost incurred in the operation of leased spaces.

Cost of merchandise sold:

	2022	2021	2020
Merchandise inventories, beginning	**₱6,619,736,173**	₱9,209,038,936	₱9,818,880,088
Net purchases	**13,410,725,111**	6,839,007,318	6,644,953,594
Cost of merchandise available for sale	**20,030,461,284**	16,048,046,254	16,463,833,682
Less merchandise inventories, ending	**(6,663,795,540)**	(6,619,736,173)	(9,209,038,936)
	₱13,366,665,744	₱9,428,310,081	₱7,254,794,746

Net purchases include cost of inventory, freight charges, insurance and customs duties.

16. **Selling and Distribution Expenses**

	2022	2021	2020
Depreciation and amortization (Notes 10, 11 and 19)	**₱1,070,395,427**	₱711,612,335	₱965,276,975
Personnel costs (Note 18)	**948,015,807**	766,982,590	884,954,542
Rent (Notes 20 and 26)	**853,190,568**	392,419,969	429,610,664
Global marketing contribution fee	**553,964,341**	170,845,808	227,626,760
Utilities	**471,704,307**	404,877,879	397,523,865
Credit card charges	**460,077,525**	301,575,516	230,190,209
Supplies and maintenance	**290,088,704**	192,675,139	166,140,624
Advertising	**270,848,384**	245,833,886	171,487,435
Delivery and freight charges	**218,060,669**	149,495,537	97,220,575
Taxes and licenses	**167,278,725**	152,691,448	250,804,464
Security services	**103,834,972**	82,149,101	102,479,927
Insurance	**69,301,255**	54,084,796	46,418,384
Repairs and maintenance	**62,540,939**	45,991,435	33,838,786
Communication	**31,205,384**	32,263,003	35,489,669
Travel and transportation	**28,101,787**	6,129,815	23,594,808
Outside services	**9,267,132**	7,604,262	17,859,676
Entertainment, amusement and recreation (EAR)	**3,114,733**	1,594,975	1,933,788
Telegraphic transfer	**1,434,038**	1,076,164	1,061,368
Others	**179,604,716**	96,683,524	101,445,449
	₱5,792,029,413	₱3,816,587,182	₱4,184,957,968

17. **General and Administrative Expenses**

	2022	2021	2020
Personnel costs (Note 18)	**₱602,222,103**	₱704,514,878	₱628,985,277
Depreciation and amortization (Notes 10, 11 and 19)	**243,533,757**	219,495,428	158,958,125
Rent (Note 26)	**52,703,611**	13,942,070	19,464,541
Utilities	**71,627,058**	33,274,403	44,430,993
Repairs and maintenance	**50,967,244**	37,539,494	14,289,617
Taxes and licenses	**45,708,756**	55,299,201	47,758,686
Security services	**30,650,369**	33,078,572	19,460,422
Supplies and maintenance	**27,132,677**	28,930,429	34,625,497
Professional fees	**27,129,535**	15,115,871	29,551,921
Insurance	**25,655,325**	32,787,333	48,350,789
Communication	**17,617,717**	19,929,013	18,342,660
Advertising	**17,557,720**	11,853,982	9,406,323
Travel and transportation	**14,581,653**	8,161,399	7,070,019
Others	**41,295,854**	124,568,896	35,271,418
	₱1,268,383,379	₱1,338,490,969	₱1,115,966,288

18. Personnel Costs

Personnel costs charged to operations are as follows:

	2022	2021	2020
Salaries, wages and bonuses	**₱1,268,182,792**	₱1,206,981,224	₱1,290,090,476
Retirement benefit expense (Note 21)	**51,354,818**	122,852,022	83,881,848
Other employee benefits	**231,304,057**	142,147,760	139,967,495
	₱1,550,841,667	₱1,471,981,006	₱1,513,939,819

Personnel costs were distributed as follows:

	2022	2021	2020
Cost of goods sold (Note 15)	**₱603,757**	₱483,538	₱–
Selling and distribution (Note 16)	**948,015,807**	766,982,590	884,954,542
General and administrative (Note 17)	**602,222,103**	704,514,878	628,985,277
	₱1,550,841,667	₱1,471,981,006	₱1,513,939,819

19. Depreciation and Amortization Expense

	2022	2021	2020
Property and equipment net of lease concession amounting to ₱146.98 million, ₱401.44 million and ₱735.5 million in 2022, 2021 and 2020, respectively (Notes 10 and 26)	**₱1,306,084,248**	₱921,800,915	₱1,114,110,205
Franchise fee (Note 11)	**10,719,164**	11,339,234	11,707,957
Software cost (Note 11)	**2,121,546**	2,326,872	2,378,819
	₱1,318,924,958	₱935,467,021	₱1,128,196,981

Depreciation and amortization were distributed as follows:

	2022	2021	2020
Cost of goods sold (Note 15)	**₱4,995,774**	₱4,359,258	₱3,961,881
Selling and distribution (Note 16)	**1,070,395,427**	711,612,335	965,276,975
General and administrative (Note 17)	**243,533,757**	219,495,428	158,958,125
	₱1,318,924,958	₱935,467,021	₱1,128,196,981

20. Related Party Disclosures

Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. Key management personnel are considered related parties.

The Group, transacts with the following related parties:

a. Rustan Commercial Corporation (RCC) and Rustan Marketing Corporation (RMK) are controlled by certain key management personnel of the Group.

b. SCRI and MPC are joint ventures while SPI is an associate of the Group.

c. PFM is a subsidiary of SCRI.

The Group, in the normal course of business, entered into the following transactions with related parties:

a. Lease of the Group's store outlet spaces from RCC (see Notes 15, 16 and 26). Related rent expense amounted to ₱105.47 million, ₱73.01 million and ₱61.12 million for the years ended December 31, 2022, 2021 and 2020, respectively. As of December 31, 2022, the related right-of-use of assets and lease liabilities amounted to ₱9.72 million and ₱10.44 million , respectively. The Group recognized depreciation expense amounting to ₱11.11 million, ₱7.42 million and ₱7.42 million in 2022, 2021 and 2020, respectively, and interest expense amounting to ₱1.12 million, ₱1.11 million and ₱1.46 million in 2022, 2021 and 2020, respectively.

b. The Group reimburses related parties for the expenses paid by the related parties on behalf of the Group;

c. Sales through the use of related parties' gift certificates from RCC. Total value of the related parties' gift certificates used amounted to ₱26.91 million, ₱18.17 million, and ₱17.84 million in 2022, 2021 and 2020, respectively;

d. Service fee charged by SSI to MPC as allocation on the service cost in SSI's centralized processes (i.e., Accounting, Human Resource, Information Technology, etc.) amounted to ₱7.78 million, ₱7.78 million, and ₱13.00 million in 2022, 2021 and 2020, respectively. The service fee is presented under "Others – net" in the statement of comprehensive income.

e. Short-term noninterest-bearing cash advances to/from RCC, RMK, PFM, SCRI and SPI; and

f. Compensation of the Group's key management personnel are as follows (in millions):

	2022	2021	2020
Short-term employee benefits	**₱37**	₱37	₱37
Post-employment benefits	**6**	6	5
	₱43	₱43	₱42

As of December 31, 2022 and 2021, transactions with related parties are as follows:

			Outstanding balances	
Related Parties	Year	Transactions for the year	Receivables from related parties* (Note 5)	Payable to related parties (Note 12)
Under common control				
RCC	**2022**	**₱89,647,370**	**₱39,764,956**	**₱72,982,294**
	2021	₱129,468,827	₱54,667,672	₱–
RMK	**2022**	**4,892,768**	**28,280,126**	**126,662**
	2021	34,749,793	26,467,277	775,753

(Forward)

Related Parties	Year	Transactions for the year	Outstanding balances: Receivables from related parties* (Note 5)	Outstanding balances: Payable to related parties (Note 12)
Others	**2022**	**₱–**	**₱–**	**₱–**
	2021	–	–	–
Joint ventures				
SCRI	**2022**	–	–	–
	2021	–	–	–
MPC	**2022**	**4,647,691**	**6,855,307**	**27,600**
	2021	11,008,378	15,986,869	–
Associate				
SPI	**2022**	**49,103**	**2,472,521**	–
	2021	696,739	3,164,490	–
	2022		**₱77,372,910**	**₱73,136,556**
	2021		₱100,286,308	₱775,753

*balances are net of ECL

The related party balances as of December 31, 2022 and 2021 are due and demandable, non-interest bearing and unsecured. The allowance for expected credit losses on amounts owed by related parties amounted to ₱43.17 million as of December 31, 2022 and 2021, respectively. The remaining receivables from related parties are not impaired. All related party balances are settled in cash.

21. Retirement Benefit Plan

Entities in the Group have a funded, noncontributory defined benefit retirement plan which covers all of its regular employees. The benefits are based on years of service and compensation on the last year of employment. Normal retirement benefits are equal to the employee's retirement pay as defined in Republic Act (RA) No. 7641 multiplied by the years of service. Normal retirement date is the attainment of age sixty (60) and completion of at least five (5) years of service. The last actuarial valuation was made as of December 31, 2022.

Retirement benefit expense recognized in the consolidated statements of comprehensive income are as follows:

	2022	2021	2020
Current service cost	**₱57,033,372**	₱94,070,627	₱53,706,370
Net interest cost	**33,541,534**	29,732,859	30,559,309
Past service cost	**(38,302,212)**	–	–
Curtailment gain	**(917,876)**	(951,464)	(383,831)
Retirement benefit expense	**₱51,354,818**	₱122,852,022	₱83,881,848

As of December 31, 2022 and 2021, the amounts recognized in the consolidated balance sheets as retirement benefit obligation are as follows:

	2022	2021
Present value of obligations	**₱833,269,181**	₱764,978,939
Fair value of plan assets	**(54,411,156)**	(58,273,992)
Retirement benefit obligation	**₱778,858,025**	₱706,704,947

Changes in the present value of defined benefit obligations are as follows:

	2022	2021
Opening present value of obligation	**₱764,978,939**	₱807,978,006
Recognized in profit or loss:		
Current service cost	**57,033,372**	94,070,627
Interest cost	**36,373,384**	31,930,860
Past service cost	**(38,302,212)**	–
Curtailment gain	**(917,876)**	(951,464)
	54,186,668	125,050,023
Benefits paid	**(8,966,861)**	(10,691,281)
Benefits paid directly by the Group	**(12,292,600)**	(24,597,762)
Net transfer out	**–**	(79,593)
	(21,259,461)	(35,368,636)
Recognized in other comprehensive income:		
Actuarial losses (gains) arising from:		
Changes in financial assumptions	**(15,052,542)**	(152,545,503)
Deviations of experience from assumptions	**50,415,577**	19,865,049
Other comprehensive loss (gain)	**35,363,035**	(132,680,454)
Closing present value of obligation	**₱833,269,181**	₱764,978,939

Changes in fair value of plan assets are as follows:

	2022	202
Opening fair value of plan assets	**₱58,273,992**	₱59,190,979
Contributions	**8,647,814**	11,250,000
Interest income	**2,831,850**	2,198,001
Benefits paid	**(8,966,861)**	(10,691,281)
Remeasurement loss on plan assets	**(6,375,639)**	(3,673,707)
Closing fair value of plan assets	**₱54,411,156**	₱58,273,992

The fair value of plan assets by each class as at the end of the reporting period is as follows:

	2022	2021
Cash and cash equivalents	**₱8,680,721**	₱1,199,299
Mutual funds	**25,614,203**	24,892,464
Government securities	**15,223,336**	29,880,019
Fixed income	**4,575,429**	2,025,910
Other assets	**365,093**	331,016
Trade and other payables	**(47,626)**	(54,716)
	₱54,411,156	₱58,273,992

The retirement fund is managed by a trustee bank as appointed by the BOD. There are no unusual or significant risks to which the Plan exposes the Group.

The Group expects to contribute ₱12.0 million to the Fund in 2023.

The principal actuarial assumptions used as of December 31, 2022 and 2021 in determining retirement benefit obligations for the Group's retirement plan are as follows:

	2022	2021
Discount rate	**7.2%-7.5%**	5.0%-5.2%
Salary increase rate	**5%**	0%-3%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the pension obligations as of December 31, 2022 and 2021, assuming all other assumptions were held constant:

		Increase (Decrease) in Present Value of Defined Benefit Obligation	
	Increase/(Decrease)	**2022**	2021
Discount rate	+1%	**(₱76,629,428)**	(₱60,694,535)
	-1%	**90,844,279**	71,851,720
Future salary increase rate	+1%	**92,165,469**	93,532,384
	-1%	**(79,106,674)**	(72,753,552)

There were no changes from the previous period in the methods and assumptions used in preparing sensitivity analysis.

The average duration of the defined benefit obligation at the end of the reporting date is from 12.2 to 21.6 years and 10.9 to 22.1 years in 2022 and 2021, respectively.

Shown below is the maturity analysis of the undiscounted benefit payments as of December 31, 2022 and 2021:

	2022	2021
1 year or less	**₱177,464,534**	₱133,920,617
More than 1 year to 5 years	**172,666,087**	138,317,971
More than 5 years	**5,408,818,877**	3,480,122,480

22. **Income Taxes**

a. Reconciliation of income tax expense applicable to income before income tax at the statutory income tax rate to the provision for (benefit from) income tax for the years ended December 31, 2022, 2021 and 2020 are as follows:

	2022	2021	2020
Provision for (benefit from) income tax at statutory tax rate	**₱729,193,578**	₱100,410,503	(₱304,023,786)
Additions to (reductions from) income tax resulting from:			
Movement in unrecognized deferred tax assets	**284,239,735**	90,251,282	196,620,982

(Forward)

	2022	2021	2020
Impact of change in tax rate	**₱–**	₱61,186,550	₱–
Share in net losses (earnings) of an associate and joint ventures	**(20,058,887)**	3,221,627	3,944,527
Interest income subjected to final tax	**(9,894,770)**	(3,706,412)	(2,892,014)
Nondeductible expenses and others	**3,290,520**	(691,059)	(3,258,117)
	₱986,770,176	₱250,672,491	(₱109,608,408)

b. The components of net deferred tax assets of the Group are as follows:

	2022	2021
Deferred tax assets:		
Lease liabilities	**₱476,436,854**	₱402,093,294
Retirement benefit obligation	**139,773,949**	132,625,995
NOLCO	**131,279,288**	337,419,721
MCIT	**13,875,839**	6,413,060
Deferred revenue	**13,006,276**	10,693,269
Allowance for impairment	**11,006,711**	13,794,546
Customer deposits	**8,782,794**	2,651,187
Unrealized foreign exchange losses	**738,233**	879,055
Others	**22,764,217**	12,109,212
	817,664,161	918,679,339
Deferred tax liabilities:		
Right-of-use assets	**(494,120,875)**	(387,113,020)
Unrealized foreign exchange gains	**(729,768)**	(21,194)
Others	**(1,628,294)**	(1,135,630)
	(496,478,937)	(388,269,844)
Deferred tax asset related to retirement benefit obligation recognized under other comprehensive loss	**54,940,558**	44,050,242
Net deferred tax assets	**₱376,125,782**	₱574,459,737

c. The Group has recognized deferred tax assets on certain subsidiaries only to the extent of their expected future taxable profit and deferred tax liabilities since management believes that it will not be able to derive the benefits of these deferred tax assets arising from NOLCO and certain deductible temporary differences. The temporary differences for which deferred tax assets have not been recognized pertain to the following (in ₱ millions):

	2022	2021
NOLCO	**₱1,695**	₱823
MCIT	**22**	31
Others	**0.1**	2

d. As of December 31, 2022, the Group has NOLCO that can be claimed as deduction from future taxable income as follows:

Year incurred	Year of availment	Amount	Expired	Applied	Balance
2019	2020 - 2022	₱224,580,244	(₱224,580,244)	₱–	₱–
2020	2021 - 2025	1,189,038,831	–	(65,820,412)	1,123,218,419
2021	2022 - 2026	759,440,003	–	–	759,440,003
2022	2023 - 2025	337,322,353	–	–	337,322,353
		₱2,510,381,431	(₱224,580,244)	(₱65,820,412)	₱2,219,980,775

e. As of December 31, 2022, the MCIT that can be claimed as tax credits follows:

Year incurred	Year of availment	Amount	Expired	Applied	Balance
2019	2020 - 2022	₱19,223,593	(₱17,506,410)	(₱1,717,183)	₱–
2020	2021 - 2023	9,876,683	–	(192,050)	9,684,633
2021	2022 - 2024	8,121,719	–	(227,393)	7,894,326
2022	2023 - 2025	18,525,482	–	–	18,525,482
		₱55,747,477	(₱17,506,410)	(₱2,136,626)	₱36,104,441

Corporate Recovery and Tax Incentives for Enterprises (CREATE) Bill
On March 26, 2021, the CREATE Bill was signed into law by the Philippine President. General provisions of the CREATE bill include the following:

- Domestic corporations with total assets of 100.00 million and below
  - With taxable income of 5.00 million and below - 20% RCIT
  - With taxable income of more than 5.00 million - 25% RCIT
- Domestic corporations with total assets of more than 100.00 million - 25% RCIT
- Reduction of MCIT from 2% to 1% for a period of three years (effective July 1, 2020 until June 30, 2023).

As clarified by the Philippine Financial Reporting Standards Council in its Philippine Interpretations Committee Q&A No. 2020-07, the CREATE Act was not considered substantively enacted as of December 31, 2020 even though some of the provisions have retroactive effect to July 1, 2020. The passage of the CREATE Act into law on March 26, 2011 is considered as a non-adjusting subsequent event. Accordingly, current and deferred taxes as of and for the year ended December 31, 2020 continued to be computed and measured using the applicable income tax rates as of December 31, 2020 (i.e., 30% RCIT / 2% MCIT) for financial reporting purposes.

Based on the provisions of Revenue Regulations (RR) No. 50-2021 dated April 5, 2021 issued by the BIR, the CIT rate of the Group for CY2020 is 30%/25%, hence the effective tax rate in CY2020 is 27.5%. This would have resulted to a lower provision for current income tax for the year ended December 31, 2020 by ₱24.32 million. The reduced amounts have been reflected in the individual company's 2021 annual income tax return. This would also have resulted to a lower deferred tax assets and liabilities as of December 31, 2020 and provision for deferred tax for the year then ended by approximately ₱101.04 million and ₱85.50 million, respectively. These reductions were recognized in the 2021 consolidated financial statements.

23. **Basic/Diluted Earnings (Loss) Per Share**

The basic/dilutive earnings per share were computed as follows:

	2022	2021	2020
Net income (loss)	**₱1,930,004,135**	₱150,969,520	(₱903,804,214)
Divided by weighted average number of common shares	**3,298,408,430**	3,298,408,430	3,299,379,507
	₱0.59	₱0.05	(₱0.27)

There were no potentially dilutive common shares for the years ended December 31, 2022, 2021 and 2020.

24. **Risk Management Objectives and Policies**

The principal financial instruments of the Group are cash and cash equivalents, trade and other receivables, and short-term and long-term loans. The main purpose of these financial instruments is to anticipate future fund requirements of the Group. The Group has various other financial assets and liabilities such as trade and other receivables, trade and other payables, short-term loan payable and long-term debt, amounts owed to/by related parties, tenants' deposits and security deposits and construction bonds which arise directly from its operations. The main risks arising from the financial instruments of the Group are credit risk, foreign currency risk and liquidity risk. The Group's management reviews and approves policies for managing each of these risks and they are summarized below. The Group also monitors the market price risk arising from all financial instruments.

Credit risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group trades only with recognized, creditworthy third parties, mostly with credit card companies. Trade receivables from third parties are monitored on an on-going basis with the result that the exposure of the Group to bad debts is not significant. There is no allowance for impairment of trade receivables since the Group expects to fully realize its receivables from debtors. The table below shows the maximum exposure of the Group to credit risk:

	2022	2021
Cash and cash equivalents*	**₱6,593,664,668**	₱7,237,972,535
Trade and other receivables		
Trade receivables	**329,002,636**	280,509,256
Nontrade receivables	**209,909,875**	360,674,621
Receivables from related parties	**120,543,909**	143,457,307
Others	**1,588,614**	818,574
Security deposits and construction bonds	**950,728,187**	954,453,458
	₱8,205,437,889	₱8,977,885,751

*excluding cash on hand

There is no significant concentration of credit risk in the Group.

Impairment of financial assets
The following financial assets are subject to expected credit loss model effective January 1, 2018:

a. Cash and cash equivalents, amounts owed by related parties and security deposits and construction bonds. The Group uses general approach in assessing impairment of these financial assets. The credit risk of these financial asset is presumed to increase when the contractual payments are more than 30 days past due. As of December 31, 2022 and 2021, there has been no increase in credit risk of these financial assets since initial recognition except for amounts owed by related parties which are classified as credit impaired. Amount of allowance for expected credit losses for this is disclosed in Note 5.

b. Trade receivables. For these financial assets, the Group uses simplified approach. An impairment analysis is performed at each reporting date to measure expected credit losses. 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 identified impairment losses on these financial assets were immaterial.

c. Nontrade receivables pertain to receivables from principals. The credit risk of these financial assets is presumed to increase when the contractual payments are more than 90 days past due.

   As of December 31, 2022 and 2021, nontrade receivables from principals amounting to ₱0.86 million and ₱15.74 million, respectively, are classified as credit impaired.

Foreign currency risk
Foreign currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Group takes an exposure to effects of fluctuations in the prevailing foreign currency exchange rates on its financials and cash flows. This arises from foreign currency denominated cash in banks and trade and other payables as of December 31, 2022 and 2021. Management closely monitors the fluctuations in exchange rates so as to anticipate the impact of foreign currency risks. The Group's foreign currency-denominated financial assets and liabilities (translated in Philippine Peso) are as follows:

December 31, 2022

	USD[1]	**EUR[2]**	**HKD[3]**	**SGD[4]**	**Total Peso Equivalent**
Financial assets					
Cash in banks	**$7,019,984**	**€964,122**	**HKD3,171**	**SGD−**	**₱448,835,495**
Financial liabilities					
Trade and other payables	**14,008,979**	**252,952**	**1,297,868**	**5,047,245**	**1,015,340,426**
Net Financial Assets (Liabilities)	**($6,988,995)**	**€711,170**	**(HKD1,294,697)**	**(SGD5,047,245)**	**(₱566,504,931)**

[1]$1 = 55.76
[2]€1 = 59.55
[3]HK$1 = 7.20
[4]SGD$1 = 41.58

December 31, 2021

	USD[1]	EUR[2]	HKD[3]	Total Peso Equivalent
Financial assets				
Cash in banks	$2,160,242	€1,490,597	$3,344	₱195,896,764
Financial liabilities				
Trade and other payables	1,451,342	3,361,818	1,401,563	276,466,244
Net Financial Assets (Liabilities)	$708,900	(€1,871,221)	($1,398,219)	(₱80,569,480)

[1]$1 = 50.99
[2]€1 = 57.51
[3]HK$1 = 6.51

The following table demonstrates the sensitivity to a reasonably possible change in the USD, Euro and HK Dollar exchange rates, with all other variables held constant, of the Group's income before income tax.

	2022		2021	
	Appreciation/ Depreciation of Foreign Currency	**Effect on Income Before Tax**	Appreciation/ Depreciation of Foreign Currency	Effect on Income Before Tax
US Dollar	**+5%**	**(₱19,483,570)**	+5%	₱1,807,342
	-5%	**19,483,570**	-5%	(1,807,342)
Euro	**+5%**	**2,117,510**	+5%	(5,380,696)
	-5%	**(2,117,510)**	-5%	5,380,696
HK Dollar	**+5%**	**(466,065)**	+5%	(455,120)
	-5%	**466,065**	-5%	455,120
SG Dollar	**+5%**	**(10,493,122)**	+5%	–
	-5%	**10,493,122**	-5%	–

There is no other impact on the Group's equity other than those already affecting the profit or loss.

Liquidity risk
Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial institutions. The objective of the Group is to maintain a balance between continuity of funding and flexibility. The Group seeks to manage its liquid funds through cash planning on a monthly basis. The Group uses historical figures and experiences and forecasts of its collections and disbursements.

Also, the Group only places funds in money market instruments which exceed the Group's requirements. Placements are strictly made based on cash planning assumptions and cover only a short period of time.

The tables below summarize the maturity analysis of the Group's financial liabilities based on contractual undiscounted payments:

<u>December 31, 2022</u>

		Contractual undiscounted payments			
	Total	**On demand**	**Within 1 year**	**>1 to 5 years**	**> 5 years**
Financial Liabilities					
Trade payables and other payables*	**₱3,574,713,574**	**₱–**	**₱2,359,310,959**	**₱981,402,615**	**₱–**
Lease liabilities	**2,170,851,568**	**–**	**769,670,933**	**1,057,885,590**	**343,295,045**
Short-term loans payable**	**2,153,008,562**	**–**	**2,153,008,562**	**–**	**–**
Tenant deposits	**32,176,617**	**–**	**7,551,985**	**24,624,632**	**–**
Total Undiscounted Financial Liabilities	**₱7,930,750,321**	**₱–**	**₱5,289,542,439**	**₱2,063,912,837**	**₱343,295,045**

* *Excluding statutory liabilities*
** *Including interest payable*

December 31, 2021

		Contractual undiscounted payments			
	Total	On demand	Within 1 year	>1 to 5 years	> 5 years
Financial Liabilities					
Trade payables and other payables*	₱2,116,401,433	₱–	₱1,396,824,946	₱719,576,487	₱–
Lease liabilities	2,012,933,150	–	418,035,833	1,393,702,045	201,195,272
Short-term loans payable**	5,987,932,118	–	5,987,932,118	–	–
Tenant deposits	31,758,973	–	7,551,985	24,206,988	–
Total Undiscounted Financial Liabilities	₱10,149,025,674	₱–	₱7,810,344,882	₱2,137,485,520	₱201,195,272

* *Excluding statutory liabilities*
** *Including interest payable*

The Group’s financial assets amounting to ₱8,241.97 million and ₱8,992.78 million can be used to meet the Group’s liquidity needs as of December 31, 2022 and 2021, respectively.

Capital Management
The primary objective of the Group is to maintain a strong credit rating and healthy capital ratios to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it based on changes in economic and business conditions. To maintain or adjust the capital structure, the Group may consider paying dividends to stockholders, returning capital to stockholders, or issuing new shares of stocks. No major changes were made on the objectives, policies, or processes during the years ended December 31, 2022 and 2021. Capital includes equity as shown in the consolidated balance sheets.

25. Fair Value of Financial Instruments

Set out below is a comparison by category of carrying amounts and fair values of the Group’s financial instruments:

	2022		2021	
	Carrying Amounts	**Fair Values**	Carrying Amounts	Fair Values
Financial Assets				
Loans and receivables				
Security deposits and construction bonds	**₱950,728,187**	**₱956,443,859**	₱954,453,458	₱970,297,385

The following method and assumptions are used to estimate the fair value of each class of financial instruments:

Cash and cash equivalents, trade and other receivables, amounts owed by/to related parties, current portion of security deposits (presented under prepayments and other current assets), tenants’ deposits, trade and other payables and short-term loans
The carrying values of these financial instruments approximate their fair values due to the short-term maturity, ranging from one to twelve months.

Security deposits and construction bonds
The fair values of security deposits are based on the discounted value of future cash flows using the applicable market interest rates. Discount rates ranging from 1.66% to 6.89% and 1.66% to 2.20% were used in calculating the fair value of the Group's refundable deposits as of December 31, 2022 and 2021, respectively.

Fair Value Hierarchy
The fair value of the Group's security deposits and construction bonds and long-term debt are classified as Level 3. As at December 31, 2022 and 2021, the Group does not have financial instruments with fair values determined using inputs that are classified under Levels 1 and 2. For the years ended December 31, 2022 and 2021, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

26. Contracts and Commitments

Group as a Lessee
The Group has various leases of its warehouse and office space and certain store outlets used in its operations for lease terms ranging from three to ten years. Rental payments on certain outlets are based on a fixed basic monthly rate plus a certain percentage of gross sales, while other store outlets and office spaces are based on fixed monthly rates. The Group also has certain leases of stores, office and warehouse space with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The following are the amounts recognized in the consolidated statement of comprehensive income for the years ended December 31, 2022, 2021 and 2020:

	2022	2021	2020
Depreciation expense of right-of-use assets included in property and equipment - gross of lease concession	**₱792,765,335**	₱693,557,798	₱1,072,905,136
Variable lease payments and rent expense relating to short-term leases (Notes 15, 16 and 17)	**909,196,193**	409,604,056	452,345,149
Interest expense on lease liabilities	**158,627,379**	173,214,479	173,576,791
Gain on remeasurement	**(35,643,114)**	(5,276,558)	(7,307,158)
Rental income	**(62,792,736)**	(27,574,406)	(61,993,815)
Lease concession	**(146,979,526)**	(401,436,656)	(735,453,471)
Total amount recognized in the consolidated statements of comprehensive income	**₱1,615,173,531**	₱842,088,713	₱894,072,632

The rollforward analysis of right-of-use assets follows:

	2022	2021
Balances at beginning of the year	**₱1,548,452,081**	₱2,080,088,594
Additions	**1,329,551,568**	202,391,201
Depreciation expense	**(792,765,335)**	(693,557,798)
Remeasurement/termination	**(108,754,812)**	(40,469,916)
Balances at end of the year	**₱1,976,483,502**	₱1,548,452,081

The rollforward analysis of lease liabilities follows:

	2022	2021
Balances at beginning of the year	**₱1,608,373,177**	₱2,147,455,989
Additions	**1,328,513,470**	202,164,134
Interest expense	**158,627,379**	173,214,479
Remeasurement/termination	**(144,397,926)**	(45,746,474)
Lease concession	**(146,979,526)**	(401,436,656)
Payments	**(898,389,157)**	(467,278,295)
Balances at end of the year	**1,905,747,417**	1,608,373,177
Less: current portion	**692,268,057**	325,273,001
Balances at end of the year	**₱1,213,479,360**	₱1,283,100,176

The Group classifies payment of interest related to accretion of lease liability as financing activities in the statements of cash flows. Total lease payments can be referred to statement of cash flows as follows:

	2022	2021
Payment of principal portion of lease liabilities	**₱739,761,778**	₱294,063,816
Payment of interest	**158,627,379**	173,214,479

Shown below is the maturity analysis of the undiscounted lease payments (in millions):

	2022	2021
Within one year	**₱770**	₱418
After one year but not more than five years	**1,058**	1,394
Later than five years	**343**	201

The Group has paid security deposits and construction bonds for the store outlets and office spaces with carrying amounts of ₱950.73 million and ₱954.45 million (including current portion in "Prepayments and other current assets") as of December 31, 2022 and 2021, respectively, which are refundable upon complete turnover of the leased area. The present value of these deposits was computed using the discount rates prevailing at the inception date of the lease, ranging from 1.66% to 6.89% and from 1.66% to 2.20% in 2022 and 2021, respectively. Interest income recognized from these security deposits amounted to ₱7.04 million, ₱18.92 million, and ₱15.55 million for the years ended December 31, 2022, 2021 and 2020, respectively.

In 2022 and 2021, the Group had various lease modification in its contracts including changes in lease term, pre-termination of lease and changes in lease payments during the year. In 2022, the effect of the lease modifications resulted to remeasurement in right-of-use asset and lease liability amounting to ₱108.75 million and ₱144.40 million, respectively. In 2021, the effect of the lease modifications resulted to remeasurement in right-of-use asset and lease liability amounting to ₱40.47 million and ₱45.75 million, respectively. In 2022, 2021 and 2020, the Group recognized a gain on remeasurement amounting to ₱35.64 million, ₱5.28 million and ₱7.31 million, respectively.

Group as a Lessor
In 2014, the Group leased out portions of the store spaces and parking space in Central Square for a lease term ranging from one to three years. Rental income on these spaces is based on a fixed basic monthly rate plus a certain percentage of gross sales. Deposits received from tenants amounted to ₱32.18 million and ₱31.76 million (including current portion in "Trade and other payables" as of December 31, 2022 and 2021, respectively. The Group leases out certain store spaces and parking

spaces in Central Square. Rental income on these spaces is based on a fixed basic monthly rate plus a certain percentage of gross sales. Rental income for the lease of these store spaces amounted to ₱62.79 million, ₱27.57 million, and ₱61.99 million in 2022, 2021 and 2020, respectively.

27. Segment Reporting

The Group has determined that it is operating as one operating segment. Based on management's assessment, no part or component of the business of the Group meets the qualifications of an operating segment as defined by PFRS 8. The Group's store operations is its only income generating activity and such is the measure used by the chief operating decision maker in allocating resources. The Group derives its primary income from the sales of merchandise to external customers and is the only basis for segment reporting purposes. Sales are reported on an entity-wide basis. This information is measured using the same accounting policies and estimates as the Group's consolidated financial statements. The table below sets out revenue from external customers by category for the years ended December 31, 2022, 2021 and 2020 (amounts in millions):

	2022	2021	2020
Net Sales			
Fast fashion	**₱7,813**	₱3,711	₱3,198
Luxury and bridge	**8,227**	6,563	4,527
Casual	**3,631**	2,480	1,798
Footwear, accessories and luggage	**1,607**	924	902
Personal care, home and others	**2,461**	1,790	1,797
	₱23,739	₱15,468	₱12,222

The Group's customers are located in the Philippines and Guam, with bulk of the revenues being contributed by local customers. The following shows the revenue contribution by geographical areas (amounts in millions).

	2022	2021	2020
Philippines	**₱23,739**	₱15,468	₱12,197
Guam	**–**	–	25
	₱23,739	₱15,468	₱12,222

28. Equity

a. Common Shares

The Company's authorized and issued capital stock as of December 31, 2022, 2021 and 2020 are as follows:

Authorized capital stock, ₱1 par value	5,000,000,000
Issued capital stock	3,312,864,430

Movements of outstanding shares are as follows:

	2022	2021	2020
Balances at beginning of year	**3,298,408,430**	3,298,408,430	3,305,293,430
Treasury shares	**–**	–	(6,885,000)
Balances at end of year	**3,298,408,430**	3,298,408,430	3,298,408,430

Below is a summary of the Company's track record of registration of securities.

	Number of shares registered	Issue/ offer price	Date of approval
Authorized capital stock, ₱1 par value	695,701,530	₱7.50	November 7, 2014

As of December 31, 2022 and 2021, the Company has 53 and 54 stockholders, respectively.

b. Treasury Shares
On May 10, 2017, the Board of Directors approved the repurchase of its shares from the open market. The amount that has been allocated for the buy-back program is ₱200.00 million. Outstanding balance of treasury shares as of December 31, 2022 and 2021 amounted to ₱30.89 million. This is equivalent to 14,456,000 shares as of December 31, 2022 and 2021.

Details of treasury shares as of December 31, 2022 and 2021 are as follows:

	2022		2021	
	Shares	**Amount**	Shares	Amount
Balances at the beginning of year	**14,456,000**	**₱30,893,010**	14,456,000	₱30,893,010
Treasury shares	**–**	**–**	–	–
Balances at end of year	**14,456,000**	**₱30,893,010**	14,456,000	₱30,893,010

c. Appropriation of Retained Earnings
On December 9, 2020, the BOD approved the reversal of the previously appropriated retained earnings amounting to ₱1,100.00 million since the construction of new store in Subic and expansion and renovation of Trinoma and Greenbelt store outlets were delayed.

d. On August 12, 2022, the BOD authorized the declaration of cash dividends amounting to ₱69.27 million or ₱0.021 per share from the unrestricted retained earnings as of December 31, 2021 to all stockholders of record as of August 26, 2022. This was paid on September 20, 2022.

29. Notes to Consolidated Statements of Cash Flows

In 2022, right-of-use asset of the Group increased by ₱1,289.58 million and decreased by ₱108.75 million as additions and remeasurement or pre-termination, respectively (see Notes 10 and 26). In 2021, right-of-use asset of the Group increased by ₱202.39 million and decreased by ₱40.47 million as additions and remeasurement or pre-termination, respectively (see Notes 10 and 26). These are noncash investing activities.

The following tables show the changes in cash flows and non-cash changes in the liabilities arising from financing activities in 2022 and 2021:

December 31, 2022

	Short-term loans payable	**Lease liabilities** (Note 26)	**Interest payable**	**Treasury shares**	**Dividends payable**	**Total**
Balances at beginning of year	**₱5,935,000,000**	**₱1,608,373,177**	**₱–**	**(₱30,893,010)**	**₱–**	**₱7,512,480,167**
Cash movements:						
Availment	**1,200,000,000**	**–**	**–**	**–**		**1,200,000,000**
Settlement	**(5,035,000,000)**	**(898,389,157)**	**(231,787,535)**	**–**	**(69,266,577)**	**(6,234,443,269)**
Noncash movements:						
Dividend declaration					**69,266,577**	**69,266,577**
Additions and remeasurement	**–**	**1,184,115,544**	**–**	**–**	**–**	**1,184,115,544**
Accretion of interest	**–**	**158,627,379**	**231,787,535**	**–**	**–**	**390,414,914**
Lease concessions	**–**	**(146,979,526)**	**–**	**–**	**–**	**(146,979,526)**
Balances at end of year	**₱2,100,000,000**	**₱1,905,747,417**	**₱–**	**(₱30,893,010)**	**₱–**	**₱3,974,854,407**

December 31, 2021

	Short-term loans payable	Long-term debt	Lease liabilities (Note 26)	Interest payable	Treasury shares	Total
Balances at beginning of year	₱7,010,000,000	₱117,593,738	₱2,147,455,989	₱–	(₱30,893,010)	₱9,244,156,717
Cash movements:						
Availment	300,000,000	–	–	–	–	300,000,000
Settlement	(1,375,000,000)	(117,670,000)	(467,278,295)	(301,507,147)	–	(2,261,455,442)
Noncash movements:						
Additions and remeasurement	–	–	156,417,660	–	–	156,417,660
Accretion of interest	–	–	173,214,479	301,583,409	–	474,797,888
Lease concessions	–	–	(401,436,656)	–	–	(401,436,656)
Amortization of debt issue cost	–	76,262	–	(76,262)	–	–
Balances at end of year	₱5,935,000,000	₱–	₱1,608,373,177	₱–	(₱30,893,010)	₱7,512,480,167

December 31, 2020

	Short-term loans payable	Long-term debt	Lease liabilities (Note 26)	Interest payable	Treasury shares	Total
Balances at beginning of year	₱4,075,000,000	₱401,541,385	₱2,832,462,784	₱–	(₱18,103,900)	₱7,290,900,269
Cash movements:						
Availment	5,735,000,000	–	–	–	–	5,735,000,000
Settlement	(2,800,000,000)	(284,306,666)	(468,694,631)	(361,966,331)	(12,789,110)	(3,927,756,738)
Noncash movements:						
Additions and remeasurement	–	–	345,564,516	–	–	345,564,516
Accretion of interest	–	–	173,576,791	362,325,350	–	535,902,141
Lease concessions	–	–	(735,453,471)	–	–	(735,453,471)
Amortization of debt issue cost	–	359,019	–	(359,019)	–	–
Balances at end of year	₱7,010,000,000	₱117,593,738	₱2,147,455,989	₱–	(₱30,893,010)	₱9,244,156,717

30. Other Matters

The COVID-19 pandemic which broke out in early 2020 resulted in nationwide community quarantine from March 15, 2020 that extends until August 30, 2021 and negatively impacted the Philippine economy. The Group received lease concessions in 2022 and 2021 from its lessors as the latter's response to the government's encouragement to grant certain lease concessions during the coronavirus pandemic (see Note 26 regarding lease concessions).

Accordingly, the Group has taken measures to improve sales by acquiring new brands and opening new stores and reducing the expenses. The Group is fully aware of the business challenges posed by the COVID-19 outbreak and closely monitors the possible impact on the Group's operations and liquidity position and believes that its current policies for managing credit, liquidity and market risk are adequate in response to current situation.

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

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**INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES**

The Board of Directors and Stockholders
SSI Group, Inc.
6th Floor, Midland Buendia Building
403 Sen. Gil Puyat Avenue
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of SSI Group, Inc. and its subsidiaries (the Group) as at December 31, 2022 and 2021, and for each of the three years in the period ended December 31, 2022 and have issued our report thereon dated April 14, 2023. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Ma. Emilita L. Villanueva

Ma. Emilita L. Villanueva
Partner
CPA Certificate No. 95198
Tax Identification No. 176-158-478
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 95198-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 9566019, January 3, 2023, Makati City

April 14, 2023

SGV
Building a better working world

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**INDEPENDENT AUDITOR'S REPORT ON
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

The Board of Directors and Stockholders
SSI Group, Inc.
6th Floor, Midland Buendia Building
403 Sen. Gil Puyat Avenue
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of SSI Group, Inc. and its subsidiaries (the Group) as at December 31, 2022 and 2021, and for each of the three years in the period ended December 31, 2022 and have issued our report thereon dated April 14, 2023. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2022 and 2021, and for each of the three years in the period ended December 31, 2022 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Ma. Emilita L. Villanueva

Ma. Emilita L. Villanueva
Partner
CPA Certificate No. 95198
Tax Identification No. 176-158-478
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 95198-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 9566019, January 3, 2023, Makati City

April 14, 2023

SSI GROUP, INC. AND SUBSIDIARIES

INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2022

EXHIBIT I

SSI GROUP, INC.

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

DECEMBER 31, 2022

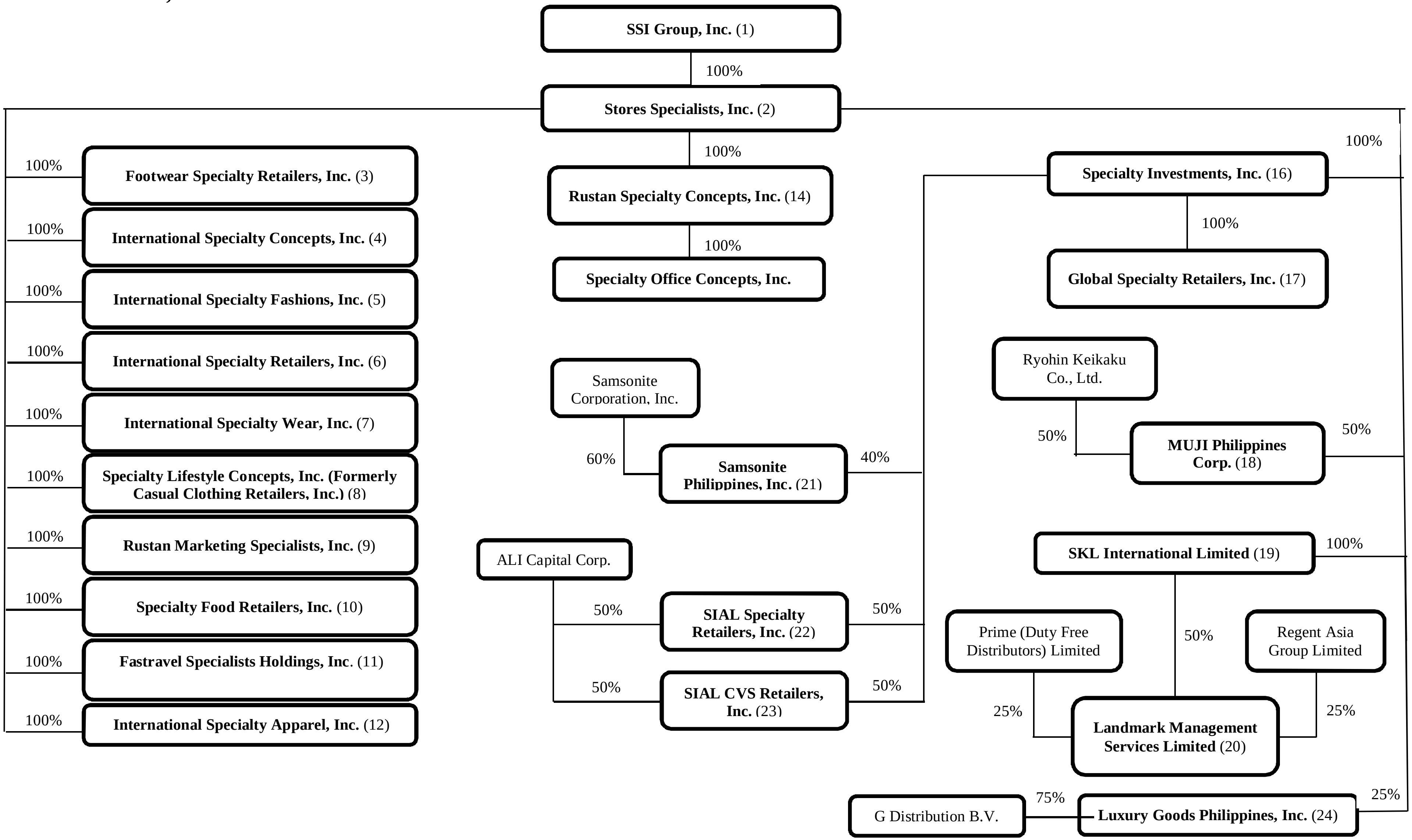

Exhibit II

SSI GROUP, INC.

RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

DECEMBER 31, 2022

Unappropriated retained earnings, beginning		₱1,057,680,881
Cumulative prior year adjustments:		
Interest income from accretion of the discount on security deposits		(5,574,182)
Benefit from deferred tax		(255,112)
Unappropriated retained earnings, beginning		1,051,851,587
Net income during the period closed to retained earnings	102,244,711	
Benefit from deferred tax	(847,210)	101,397,501
Retained earnings available for dividend declaration		₱1,153,249,088

SCHEDULE A

SSI GROUP, INC. AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF FINANCIAL ASSETS

AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2022

	Name of Issuing entity and association of each issue	Amount shown in the balance sheet	Valued based on market quotations at end of reporting period	Income received or accrued
Cash and cash equivalents*	Various	₱6,593,664,668	₱6,593,664,668	₱39,579,081
Trade and other receivables				
Trade receivables	N/A	329,002,636	329,002,636	–
Nontrade receivables	N/A	209,909,875	209,909,875	–
Receivables from related parties	N/A	120,543,909	120,543,909	–
Other receivables	N/A	1,588,613	1,588,613	
Security deposits and construction bonds	N/A	950,728,187	950,728,187	–
		₱8,205,437,888	₱8,205,437,888	₱39,579,081

*excluding cash on hand

SSI GROUP, INC. AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES, AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)

AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2022

Amounts Receivable from Officers, Employees and Related Parties under Trade and other receivables *(in thousands)*

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts collected	Current	Non-Current	Balance at the end of the period
RCC	₱54,668	₱89,647	(₱104,550)	₱39,765	₱–	₱39,765
PFM*	18,481	–	–	18,481	–	18,481
RMK*	51,157	4,891	(3,081)	52,967	–	52,967
SPI	3,164	50	(741)	2,473	–	2,473
MPC	15,987	4,650	(13,780)	6,857	–	6,857
Advances to officers and employees	49,768	44,615	(33,140)	61,243	–	61,243
	₱193,225	₱143,853	(₱155,292)	₱181,786	₱–	₱181,786

**With allowance for impairment loss amounting to ₱18.5 million and ₱24.7 million for PFM and RMK, respectively.*

Amounts owed by Related Parties *(in thousands)*

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts collected	Current	Non-Current	Balance at the end of the period
SCRI*	₱23,625	₱–	₱–	₱23,625	–	₱23,625

**With allowance for impairment loss amounting to the full balance of the receivable.*

SCHEDULE C

SSI GROUP, INC. AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2022

Receivables from related parties which are eliminated during the consolidation (under Trade and other receivables)

Name and designation of debtor	Balance at beginning of period	Additions	Amount collected	Amount written off	Current	Noncurrent	Balance at end of period
SGI	₱165,333,963	₱5,039,195	(₱443)	₱–	₱170,372,715	₱–	₱170,372,715
SSI	344,241,045	138,510,672	(176,665,310)	–	306,086,407	–	306,086,407
RMSI	377,236,518	44,868,143	(201,014,312)	–	221,090,349	–	221,090,349
ISCI	77,743,545	72,952,750	(134,884,889)	–	15,811,406	–	15,811,406
RSCI	57,530,402	34,545	(5,673,660)	–	51,891,287	–	51,891,287
SII	15,000,000	16,825,000	(15,000,000)	–	16,825,000	–	16,825,000
ISFI	75,618,162	9,828,298	(27,244,493)	–	58,201,967	–	58,201,967
FSRI	65,509,792	30,244,783	(5,774,816)	–	89,979,759	–	89,979,759
GSRI	3,276	34,193		–	37,469	–	37,469
SFRI	640,132,752	171,671,027	(28,896,607)	–	782,907,172	–	782,907,172
ISRI	130,719,298	24,803,500	(33,021,257)	–	122,501,541	–	122,501,541
ISWI	90,732,078	9,568,675	(22,851,691)	–	77,449,062	–	77,449,062
ISAI	105,410,812	10,302,778	(19,948,952)	–	95,764,638	–	95,764,638
FSHI*	48,610,673	15,985,928		–	64,596,601	–	64,596,601
SLCI	65,209,827	133,032,260	(125,923,495)	–	72,318,592		72,318,592
	₱2,259,032,143	₱683,701,747	(₱796,899,925)	₱–	₱2,145,833,965	₱–	₱2,145,833,965

**Net of allowance for ECL amounting to ₱33,148,719 and ₱33,148,719 in 2022 and 2021, respectively.*

SCHEDULE D

SSI GROUP, INC. AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF INTANGIBLE ASSETS - OTHER ASSETS

AS AT DECEMBER 31, 2022

Intangible Assets - Other Assets (amounts in ₱ millions)

Description	Beginning Balance	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions)	Ending Balance
Franchise fee	₱75.71	–	(₱10.72)	–	(₱15.39)	₱49.60
Software	1.78	4.43	(2.12)	–	–	4.09

SSI GROUP, INC. AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE OF LONG-TERM DEBT
AS AT DECEMBER 31, 2022

Long-term Debt

Title of Issue and type of obligation	Amount authorized by indenture	Amount shown under caption "current portion of long-term" in related balance sheet	Amount shown under caption "long-term debt" in related balance sheet
Not Applicable			
The Group does not have long-term debt in its consolidated statements of financial position.			

SCHEDULE F

SSI GROUP, INC. AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF INDEBTEDNESS TO RELATED PARTIES (LONG-TERM LOANS FROM RELATED COMPANIES)

AS AT DECEMBER 31, 2022

Indebtedness to related parties (Long-term loans from related companies)

Name of related party	Balance at beginning of period	Balance at end of period

Not Applicable

The Group does not have long-term loans from related companies in its consolidated statements of financial position and the indebtedness to related parties does not exceed 5% of the total current liabilities.

SCHEDULE G

SSI GROUP, INC. AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE OF GUARANTEES OF SECURITIES OF OTHER ISSUERS
AS AT DECEMBER 31, 2022

Guarantees of Securities of Other Issuers

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is file	Nature of guarantee

Not Applicable

The Group does not have any guarantees of securities of other issuing entities by the issuer for which the consolidated financial statement is filed.

SCHEDULE H

SSI GROUP, INC. AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF CAPITAL STOCK

AS AT DECEMBER 31, 2022

Capital Stock

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options warrants, conversion and other rights	Number of shares held by related parties	Number of shares held by directors, officers and employees	Others
Common shares	5,000,000,000	3,298,408,430	–	–	522,748,720	–

SSI GROUP, INC.

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

Ratios	**Formula**	**December 31, 2022**	December 31, 2021
(i) Current Ratio	Current Assets/Current Liabilities	2.16	1.76
(ii) Debt/Equity Ratio	Bank Debts/ Total Equity	0.17:1	0.56:1
(iii) Net Debt/Equity Ratio	Bank Debts-Cash & Equivalents/Total Equity	(0.36)	(0.12)
(iii) Asset to Equity Ratio	Total Assets/Total Equity	1.71	2.01
(iv) Interest Cover Ratio	EBITDA/Interest Expense	11.69	3.88
(v) Profitability Ratios			
GP Margin	Gross Profit/Revenues	43.76%	39.05%
Net Profit Margin	Net Income/Revenues	8.11%	0.97%
EBITDA Margin	EBITDA/Revenues	19.17%	11.88%
Return on Assets	Net Income/Total Assets	9.02%	0.70%
Return on Equity	Net Income/Total Equity	15.43%	1.41%

*EBITDA = Earnings before interest, taxes and depreciation and amortization

SSI Group, Inc.

Audited Financial Statements As of December 31, 2022 *(With Comparative Audited Figures as of December 31, 2021)*

Gmail

Michaela Torres <mntorres@rgoc.com.ph>

Fwd: Your BIR AFS eSubmission uploads were received

1 message

Leila Salamanes <sgi.junior.accountant@rgoc.com.ph> Fri, Apr 14, 2023 at 6:57 PM
To: Michaela Torres <mntorres@rgoc.com.ph>

---------- Forwarded message ---------
From: <eafs@bir.gov.ph>
Date: Fri, Apr 14, 2023 at 6:32 PM
Subject: Your BIR AFS eSubmission uploads were received
To: <SGI.JUNIOR.ACCOUNTANT@rgoc.com.ph>
Cc: <JCNAYPES@rgoc.com.ph>

Hi SSI GROUP, INC.,

Valid files

- EAFS006710876TCRTY122022-01.pdf
- EAFS006710876RPTTY122022.pdf
- EAFS006710876AFSTY122022.pdf
- EAFS006710876ITRTY122022.pdf
- EAFS006710876OTHTY122022.pdf

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- <None>

Transaction Code: **AFS-0-AHHFCK5803QVSVS2PMQ1W1SS10CDA56G7J**
Submission Date/Time: **Apr 14, 2023 06:13 PM**
Company TIN: **006-710-876**

Please be reminded that you accepted the terms and conditions for the use of this portal and expressly agree, warrant and certify that:

- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

This is a system-generated e-mail. Please do not reply.

SSIGROUP, Inc

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

The management of **SSI Group, Inc.** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2022 and 2021, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has not realistic alternative but to do so.

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

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

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

Signature ______________________
ZENAIDA R. TANTOCO – Chairman of the Board

Signature ______________________
ZENAIDA R. TANTOCO – Chief Executive Officer

Signature ______________________
ANTHONY T. HUANG - President

Signature ______________________
MA. TERESA R. TANTOCO – Treasurer

6/F Midland Buendia Bldg., 403 Sen. Gil Puyat Ave., Makati City 1200 Philippines
INFO@SSIGROUP.COM.PH. TEL: +632.890.9402 FAX: +632.890.4441

SUBSCRIBED AND SWORN to before me this APR 14 2023 in Makati City, affiant exhibiting to me their respective Passports, as follows:

NAMES	ID NUMBER	DATE OF ISSUE	PLACE OF ISSUE
Zenaida R. Tantoco	Philippine Passport No. P7660251B	September 22, 2021	DFA Manila
Anthony T. Huang	Philippine Passport No. P7982876B	October 26, 2021	DFA Manila
Maria Teresa R. Tantoco	Philippine Passport No. P6172182B	January 26, 2021	DFA Manila

Doc No. 197
Page No. 40
Book No. 464
Series of 2023.

ATTY. GEORGE DAVID D. SITON
NOTARY PUBLIC FOR MAKATI CITY
APPT. NO. M-61 - UNTIL DEC. 31, 2023
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INDEPENDENT AUDITOR'S REPORT

The Board of Directors and the Stockholders
SSI Group, Inc.
6/F Midland Buendia Building
403 Senator Gil Puyat Avenue
Makati City

Report on the Audit of the Parent Company Financial Statements

Opinion

We have audited the parent company financial statements of SSI Group, Inc. (the Parent Company), which comprise the parent company statements of financial position as at December 31, 2022 and 2021, and the parent company statements of comprehensive income, parent company statements of changes in equity and parent company statements of cash flows for the years then ended, and notes to the parent company financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company financial statements present fairly, in all material respects, the financial position of the Parent Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRSs).

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 Financial Statements* section of our report. We are independent of the Parent Company 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 parent company 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.

Responsibilities of Management and Those Charged with Governance for the Parent Company Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Parent Company Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company 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 parent company 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 parent company 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 Parent Company'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 Parent Company'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 parent company 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 Parent Company to cease to continue as a going concern.

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

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.

Report on the Supplementary Information Required Under Revenue Regulations 15 2010

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 in Note 18 to the parent company financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic parent company financial statements. Such information is the responsibility of the management of SSI Group, Inc. The information has been subjected to the auditing procedures applied in our audit of the basic parent company financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic parent company financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditor's report is Ma. Emilita L. Villanueva.

SYCIP GORRES VELAYO & CO.

Ma. Emilita L. Villanueva

Ma. Emilita L. Villanueva
Partner
CPA Certificate No. 95198
Tax Identification No. 176-158-478
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 95198-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 9566019, January 3, 2023, Makati City

April 14, 2023

SSI GROUP, INC.
PARENT COMPANY STATEMENTS OF FINANCIAL POSITION

	December 31	
	2022	2021
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	**₱221,959,590**	₱147,433,666
Trade and other receivables (Note 5)	**745,414**	4,480,846
Amounts owed by related parties (Note 14)	**419,932,815**	446,943,935
Prepayments and other current assets (Note 6)	**330,654**	281,621
Total Current Assets	**642,968,473**	599,140,068
Noncurrent Assets		
Investment in a subsidiary (Note 7)	**7,999,929,453**	7,999,929,453
Property and equipment (Note 8)	**1,452,404**	402,601
Deferred tax asset - net (Note 12)	**2,986,420**	2,043,509
Total Noncurrent Assets	**8,004,368,277**	8,002,375,563
TOTAL ASSETS	**₱8,647,336,750**	₱8,601,515,631
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses (Note 9)	**20,030,421**	16,600,557
Amounts owed to related parties (Note 14)	**181,956,422**	180,069,100
Income tax payable	**10,260,232**	1,943,090
Total Current Liabilities	**212,247,075**	198,612,747
Noncurrent Liability		
Retirement benefit obligation (Note 15)	**7,665,109**	8,169,347
Total Liabilities	**219,912,184**	206,782,094
Equity (Note 13)		
Capital stock	**3,312,864,430**	3,312,864,430
Additional paid in capital	**4,056,457,439**	4,056,457,439
Treasury shares (Note 13)	**(30,893,010)**	(30,893,010)
Retained earnings	**1,090,659,016**	1,057,680,881
Other comprehensive loss	**(1,663,309)**	(1,376,203)
TOTAL Equity	**8,427,424,566**	8,394,733,537
TOTAL LIABILITIES AND EQUITY	**₱8,647,336,750**	₱8,601,515,631

See accompanying Notes to Parent Company Financial Statements.

SSI GROUP, INC.
PARENT COMPANY STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31	
	2022	2021
REVENUE WITH CONTRACT WITH CUSTOMERS − SERVICE FEES (Note 14)	**₱211,813,320**	₱137,640,706
OPERATING EXPENSES (Note 10)	**(76,013,506)**	(68,099,540)
INCOME FROM OPERATIONS	**135,799,814**	69,541,166
OTHER INCOME (Note 4)	**157,641**	74,301
INCOME BEFORE INCOME TAX	**135,957,455**	69,615,467
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 12)		
Current	**34,559,953**	17,588,764
Deferred	**(847,210)**	113,191
	33,712,743	17,701,955
NET INCOME	**102,244,712**	51,913,512
OTHER COMPREHENSIVE INCOME (LOSS)		
Item that will not be reclassified subsequently to profit or loss in subsequent periods:		
Remeasurement income (loss) on retirement benefit, net of deferred tax (Note 15)	**(287,106)**	652,708
TOTAL COMPREHENSIVE INCOME	**₱101,957,606**	52,566,220
BASIC/DILUTED EARNINGS PER SHARE (Note 17)	**₱0.031**	₱0.016

See accompanying Notes to Parent Company Financial Statements.

SSI GROUP, INC.

PARENT COMPANY STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

	Capital Stock (Note 13)	Additional Paid-in Capital	Treasury Shares	Retained Earnings	Other Comprehensive Loss	Total
Balances at January 1, 2021	₱3,312,864,430	₱4,056,457,439	(₱30,893,010)	₱1,005,767,369	(₱2,028,911)	₱8,342,167,317
Total comprehensive income for the year	–	–	–	51,913,512	652,708	52,566,220
Balances at December 31, 2022	₱3,312,864,430	₱4,056,457,439	(₱30,893,010)	₱1,057,680,881	(₱1,376,203)	₱8,394,733,537
Balances at January 1, 2022	₱3,312,864,430	₱4,056,457,439	(₱30,893,010)	₱1,057,680,881	(₱1,376,203)	₱8,394,733,537
Total comprehensive income for the year	–	–	–	102,244,712	(287,106)	101,957,606
Dividend payments (Note 13)	–	–	–	(69,266,577)	–	(69,266,577)
Balances at December 31, 2022	**₱3,312,864,430**	**₱4,056,457,439**	**(₱30,893,010)**	**₱1,090,659,016**	**(₱1,663,309)**	**₱8,427,424,566**

See accompanying Notes to Parent Company Financial Statements.

SSI GROUP, INC.
PARENT COMPANY STATEMENTS OF CASH FLOWS

	Years Ended December 31	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱135,957,455**	69,615,467
Adjustments for:		
Provision for allowance for doubtful accounts – net (Note 5)	**3,244,904**	–
Depreciation and amortization (Note 8)	**243,740**	550,288
Unrealized foreign exchange loss (gain)	**61,824**	(4,685)
Interest income (Note 4)	**(157,641)**	(74,301)
Retirement expense (income) (Note 15)	**(887,046)**	1,105,115
Operating income before working capital changes	**138,463,236**	71,191,884
Decrease (increase) in:		
Receivables	**490,528**	2,915,241
Amounts owed by related parties	**27,011,120**	29,458,869
Prepayments and other current assets	**(49,032)**	13,084,234
Increase (decrease) in:		
Accounts payable and accrued expenses	**3,429,864**	(7,479,352)
Amounts owed to related parties	**1,887,322**	(33,904,963)
Net cash generated by operations	**171,233,038**	75,265,913
Interest received (Note 4)	**157,641**	74,301
Income taxes paid, including creditable withholding tax	**(26,242,811)**	(15,645,674)
Net cash flows from operating activities	**145,147,868**	59,694,540
CASH FLOW FROM AN INVESTING ACTIVITY		
Additions to property and equipment (Note 8)	**(1,293,543)**	(80,572)
CASH FLOW FROM A FINANCING ACTIVITY		
Dividends paid (Note 13)	**(69,266,577)**	–
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(61,824)**	4,685
NET INCREASE IN CASH AND CASH EQUIVALENTS	**74,525,924**	59,618,653
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**147,433,666**	87,815,013
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	**₱221,959,590**	147,433,666

See accompanying Notes to Parent Company Financial Statements.

SSI GROUP, INC.
NOTES TO PARENT COMPANY FINANCIAL STATEMENTS

1. Corporate Information

SSI Group, Inc. was registered with the Philippine Securities and Exchange Commission (SEC) on April 16, 2007 to engage in the retail business. On June 18, 2014, the Parent Company amended its primary purpose as a retail company to that of the business of a holding company. The Parent Company's shares are listed and traded as "SSI" on the Philippine Stock Exchange (PSE) in 2014.

The registered office and principal place of business of the Parent Company is at 6/F Midland Buendia Building, 403 Senator Gil Puyat Avenue, Makati City.

The parent company financial statements as at and for the years ended December 31, 2022 and 2021 were approved and authorized for issuance by the BOD on April 14, 2023.

2. Basis of Preparation, Statement of Compliance and Summary of Significant Accounting Policies

Basis of Preparation
The parent company financial statements have been prepared on a historical cost basis and are presented in Philippine peso (₱), which is the Parent Company's presentation and functional currency. All values are rounded to the nearest ₱ except when otherwise indicated.

Statement of Compliance
The parent company financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs). The Parent Company also prepares and issues consolidated financial statements presented in compliance with PFRSs which can be obtained in the Parent Company's registered address.

New Standards, Interpretations and Amendments
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective in 2022. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these pronouncements did not have any significant impact on the Company's financial position or performance.

- Amendments to PFRS 3, *Reference to the Conceptual Framework*
- Amendments to PAS 16, *Property, Plant and Equipment: Proceeds before Intended Use*
- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*
- *Annual Improvements to PFRSs* 2018-2020 Cycle
  - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*
  - Amendments to PFRS 9, *Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities*
  - Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

Future Changes in Accounting Policies
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Company does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Company intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2023

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*
- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

Effective beginning on or after January 1, 2024

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*

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*

Summary of Significant Accounting Policies
The significant accounting policies that have been used by the Parent Company in the preparation of the financial statements are discussed below.

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

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

The principal or the most advantageous market must be accessible by the Parent Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

Financial assets

a) *Initial recognition and measurement*
   The Parent Company classifies financial assets, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Parent Company's business model for managing them.

For a financial asset to be classified and measured at amortized cost or fair value through OCI, 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 Parent Company's business model for managing financial assets refers to how it manages its financial assets 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 on the trade date, i.e., the date that the Parent Company commits to purchase or sell the asset.

b) *Subsequent measurement of financial assets*
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition
- Financial assets at fair value through profit or loss

Financial assets at amortized cost (debt instruments)
The Parent Company measures financial assets 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
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortized cost are subsequently measured using the EIR method and are subject to impairment. Gains and losses are recognized in the Parent Company profit or loss when the asset is derecognized, modified or impaired. This accounting policy relates to the Parent Company's "Cash and cash equivalents", "Receivables" and "Amounts owed by related parties".

c) *Derecognition*
A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

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

d) *Impairment of financial assets*
The Parent Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Parent Company expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

The Parent Company applies a simplified approach in calculating ECLs for “Receivables”. Therefore, the Parent Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date.

The Parent Company’s “Cash and cash equivalents” are graded to be low credit risk investment based on the depository bank’s credit ratings as published by Bloomberg Terminal.

Financial Liabilities

a) *Initial recognition and measurement*
Financial liabilities are classified, at initial recognition, as financials liabilities at fair value through profit or loss, loan 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.

b) *Subsequent measurement*
After initial measurement, financial liabilities are measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate.

This accounting policy applies primarily to the Parent Company’s “Accounts payable and accrued expenses” and “Amounts owed to related parties”.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged, cancelled, or has expired.

<u>Derecognition of Financial Instruments</u>

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

- the rights to receive cash flows from the asset have expired;
- the Parent Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and

- either (a) the Parent Company has transferred substantially all the risks and rewards of the asset, or (b) the Parent Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

Financial liabilities
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

Cash and cash equivalents
Cash in the statement of financial position consists of cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from dates of placement and are subject to an insignificant risk of change in value.

Property and Equipment
Property and equipment are stated at cost, excluding the cost of day to day servicing, less accumulated depreciation and amortization and any accumulated impairment losses.

The initial cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Depreciation is calculated using the straight-line method over the following estimated useful lives of the assets, or in the case of leasehold improvements, the term of the related lease or estimated useful lives of the improvement, whichever is shorter:

Category	Number of Years
Store, office, warehouse furniture and fixture	5

The asset's useful lives and methods of depreciation are reviewed, and adjusted if appropriate, at each financial year-end.

Fully depreciated assets are retained in the accounts until these are no longer in use. When assets are retired or otherwise disposed of, both the cost and related accumulated depreciation and amortization and any allowance for impairment losses are removed from the accounts and any resulting gain or loss is credited or charged to current operations. An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Investment in a Subsidiary
Investment in a subsidiary is accounted for at cost, less any impairment in value. Cost is determined as the fair value of consideration that the Parent Company has paid for its interest in the subsidiaries.

Control is achieved when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Parent Company controls an investee if, and only if, the Parent Company has all the following:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Parent Company has less than a majority of the voting or similar rights of an investee, the Parent Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Parent Company's voting rights and potential voting rights.

The Parent Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The Parent Company recognizes income from the investment only to the extent that the Parent Company receives distributions or establishes a right to receive distributions from accumulated profits of the investee arising after the date of acquisition. Distributions received in excess of such profits are regarded as a recovery of investment and are recognized as a reduction in the cost of the investment.

Impairment of Nonfinancial Assets
The Parent Company assesses at each reporting date whether there is an indication that a nonfinancial asset may be impaired. If any such indication exists, or when annual impairment testing for a nonfinancial asset is required, the Parent Company makes an estimate of the nonfinancial asset's recoverable amount. A nonfinancial asset's estimated recoverable amount is the higher of a nonfinancial assets or cash-generating unit's fair value less costs to sell and its value in use (VIU) and is determined for an individual asset, unless the nonfinancial asset does not generate cash inflows that are largely independent of those from other nonfinancial assets or groups of nonfinancial assets. Where the carrying amount of a nonfinancial asset exceeds its recoverable amount, the nonfinancial asset is considered impaired and is written down to its recoverable amount. In assessing VIU, 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 nonfinancial asset.

For nonfinancial assets, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Parent Company makes an estimate of recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the nonfinancial asset's recoverable amount since the last impairment loss was recognized. If that is the case the carrying amount of the nonfinancial asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the nonfinancial asset in prior years. Such reversal is recognized in the parent company profit or loss.

Capital Stock and Additional Paid-in Capital
Capital stock is measured at par value for all shares issued. Incremental costs incurred directly attributable to the issuance of new shares are shown in equity as deduction from proceeds, net of tax. Proceeds and/or fair value of consideration received in excess of par value, if any, are recognized as additional paid-in capital (APIC).

Direct costs incurred related to equity issuance, such as underwriting, accounting and legal fees, printing costs and taxes are debited to the “Additional paid-in capital” account.

Retained Earnings
Retained earnings includes profit or loss attributable to the Parent Company’s equity holders and reduced by dividends on capital stock. Retained earnings may also include effect of changes in accounting policies as may be required by the standards’ transitional provisions.

Treasury stock
Treasury stock is the Parent Company’s own shares that are reacquired and are recognized at cost and deducted from equity. No gain or loss is recognized in the statement of comprehensive income on the purchase, sale, issue or cancellation of the Parent Company’s own equity instruments.

Other Comprehensive Loss
OCI includes items of income and expense that are not recognized in the profit or loss for the year in accordance with PFRSs. It includes remeasurement of retirement benefit liability recognized in OCI.

Earnings Per Share (EPS)
Basic EPS is computed by dividing the net income of the Parent Company by the weighted average number of common shares issued and outstanding during the year, adjusted for any subsequent stock dividends declared.

Diluted EPS amounts are calculated by dividing the net income attributable to the Parent Company (after deducting interest on the convertible preferred shares, if any) by the weighted average number of common shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The weighted average number of common shares used in the calculation of the basic/diluted EPS is determined on the basis of the weighted average number of shares of the Parent Company as of balance sheet date.

Revenue and Income Recognition
Revenue from contracts with customers is recognized when control of the services is transferred to the customer at an amount that reflects the consideration to which the Parent Company expects to be entitled in exchange for those services. The Parent Company has assessed its revenue arrangements against specific criteria in order to determine if it is acting as a principal or as an agent. The Parent Company has concluded that it is acting as a principal in all of its revenue arrangements.

Service fee
Management fees for services rendered are recognized when earned which is normally at a point in time.

Interest income
Interest income is recognized as it accrues using effective interest rate (EIR).

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

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

Defined benefit costs comprise the following:

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

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on high quality corporate 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 profit or loss.

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 other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods. These are retained in other comprehensive income until full settlement of the obligation.

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

Deferred income tax
Deferred tax is provided using the balance sheet liability method on temporary differences at each reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits from excess minimum corporate income tax (MCIT) over regular corporate income tax and unused net operating loss carryover (NOLCO) to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and the carryforward benefits of unused tax credits from excess MCIT over RCIT and unused NOLCO can be utilized.

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

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

Deferred tax relating to items recognized directly in equity is recognized in other comprehensive income and not in profit or loss.

Value-added Tax (VAT)
Revenues, expenses and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the parent company balance sheet. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the parent company balance sheet to the extent of the recoverable amount.

The net amount of VAT recoverable from, or payable, to the taxation authority is included as part of "Prepayments and other current assets", or "Accounts payables and accrued expenses", in the parent company statements of financial position.

Input VAT on the purchase of assets classified as capital assets exceeding a certain threshold as provided by the taxing authority is recognized as "Deferred input VAT" and is amortized within the life of the asset or 60 months, whichever is shorter. These are included as part of noncurrent assets except those amounts which will be amortized within 12 months from the balance sheet date.

Events After the Reporting Date
Events after the reporting date that provide additional information about the Parent Company's position at the reporting date (adjusting events) are reflected in the parent company financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Parent Company's financial statements in accordance with PFRSs requires the Parent Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as they become reasonably determinable.

Estimates and judgment are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments
In the process of applying the Parent Company's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the parent company financial statements:

Determining Impairment Indicators of Nonfinancial Assets
The Parent Company assesses impairment on nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Parent Company considers important which could trigger an impairment review include the following:

- Significant underperformance relative to expected historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- Significant negative industry or economic trends.

The Parent Company determined that there were no indicators which could trigger an impairment review in 2022 and 2021, hence, no impairment loss was recognized in both years.

The net book values of property and equipment amounted to ₱1.45 million and ₱0.40 million as of December 31, 2022 and 2021, respectively (see Note 8). Investment in a subsidiary amounted to ₱8.00 billion as of December 31, 2022 and 2021 (see Note 7).

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

Provision for ECLs of other receivables and amounts owed by related parties
The Parent Company maintains an allowance for impairment loss at a level considered adequate to provide for potential uncollectible receivables. The Parent Company uses simplified or general approach to calculate ECLs of financial assets. The Parent Company performs a regular review of the age and status of these accounts, designed to identify for impairment. The assessment of the correlation between historical observed default rates, forecasted economic conditions and ECLs is a significant estimate. The amount of ECL is sensitive to changes in circumstances and of forecasted economic conditions. As of December 31, 2022 and 2021, allowance for expected credit loss for other receivables and amounts owed by related parties amounted to ₱4.22 million and ₱0.97 million, respectively (see Note 5).

Realizability of deferred tax assets (DTA)
The Parent Company reviews the carrying amounts of deferred tax assets at each balance sheet date and reduces the amounts to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Deferred tax assets amounted to ₱2.99 million and ₱2.04 million as of December 31, 2022 and 2021, respectively (see Note 12).

4. Cash and Cash Equivalents

	2022	2021
Cash on hand	**₱4,018,667**	₱18,236
Cash with banks	**217,940,923**	67,415,430
Cash equivalents	**–**	80,000,000
	₱221,959,590	₱147,433,666

Cash in banks earn interest at the respective bank deposit rates. Cash equivalents are short-term, highly liquid investments that are made for varying periods of up to three months depending on the immediate cash requirements of the Group and earn interest at the prevailing short-term rates.

Interest income earned amounted to ₱0.16 million and ₱0.07 million in 2022 and 2021, respectively.

5. Receivables

	2022	2021
Advances to officers and employees	**₱666,766**	₱803,704
Other receivables	**4,297,398**	4,650,988
	4,964,164	5,454,692
Less: Allowance for estimated credit losses (ECL) on other receivables	**4,218,750**	973,846
	₱745,414	₱4,480,846

Other receivables pertain to receivables from various operating leases of the Company and are generally due within one year.

The movement in the allowance for ECL on other receivables is as follows:

	2022	2021
At January 1	**₱973,846**	₱973,846
Provision for allowance for ECL	**3,244,904**	–
	₱4,218,750	₱973,846

6. Prepayments and Other Current Assets

	2022	2021
Prepaid tax	**₱170,448**	₱170,448
Prepaid insurance	**128,565**	111,173
Others	**31,641**	–
	₱330,654	₱281,621

Prepaid tax pertains to overpayments of income tax and creditable withholding tax that are amounts withheld from income subject to expanded withholding taxes.

7. Investment in a Subsidiary

The Parent Company's sole subsidiary as of December 31, 2022 and 2021 pertains to:

	Nature of Business	Country of Incorporation	Percentage of Ownership
SSI	Retail distribution	Philippines	100

The investment in a subsidiary is accounted for under the cost method. There were no movements in the cost of investment for the years ended December 31, 2022 and 2021.

8. Property and Equipment

December 31, 2022

	Store, Office, Warehouse Furniture and Fixtures
Cost:	
Balances at beginning of year	**₱4,436,152**
Additions	**1,293,543**
Balances at end of year	**5,729,695**
Accumulated depreciation and amortization:	
Balances at beginning of year	**4,033,551**
Depreciation and amortization (Note 10)	**243,740**
Balances at end of year	**4,277,291**
Net book values	**₱1,452,404**

December 31, 2021

	Store, Office, Warehouse Furniture and Fixtures	ROU – Commercial space	Total
Cost:			
Balances at beginning of year	₱4,355,580	₱127,093,470	₱131,449,050
Additions	80,572	–	80,572
Retirement	–	(127,093,470)	(127,093,470)
Balances at end of year	4,436,152	–	4,436,152
Accumulated depreciation and amortization:			
Balances at beginning of year	3,483,263	127,093,470	130,576,733
Depreciation and amortization (Note 10)	550,288	–	550,288
Retirement	–	(127,093,470)	(127,093,470)
Balances at end of year	4,033,551	–	4,033,551
Net book values	₱402,601	₱–	₱402,601

No property and equipment are pledged nor treated as security to the outstanding liabilities as of December 31, 2022 and 2021.

The Company has fully depreciated property and equipment that are still being used as of December 31, 2022 and 2021 amounting to ₱3.7 million and ₱3.2 million, respectively. The Company has no purchase commitments as of December 31, 2022 and 2021.

9. Accounts Payable and Accrued Expenses

	2022	2021
Tenant deposits	**₱7,551,985**	₱7,551,985
VAT payable	**6,810,511**	5,665,427
Nontrade account payable	**3,453,284**	2,799,745
Accrued expenses	**1,992,241**	417,000
Other payables	**222,400**	166,400
	₱20,030,421	₱16,600,557

Accounts payable are non-interest bearing and are normally settled on a 90-day term.

10. Operating Expenses

	2022	2021
Personnel expenses (Note 11)	**₱58,049,114**	₱58,401,876
Professional fees	**10,347,044**	3,147,423
Provision for allowance for doubtful accounts (Note 5)	**3,244,904**	–
Taxes and licenses	**1,677,855**	2,988,264
Rent	**504,337**	950,971
Repairs and maintenance	**791,509**	852,829
Depreciation and amortization (Note 8)	**243,740**	550,288
Advertising and promotions	**204,082**	323,848
Utilities and communications	**109,320**	115,678
Others	**841,601**	768,363
	₱76,013,506	₱68,099,540

Others include delivery charges, security, advertising, promotions, repairs, maintenance, supplies, insurance, transportation, janitorial expenses, among others.

11. Personnel Expenses

	2022	2021
Salaries and wages	**₱55,534,770**	₱55,271,747
Employee benefits	**2,514,344**	3,130,129
	₱58,049,114	₱58,401,876

12. Income Taxes

a. The provision for current income tax represents regular corporate income tax in 2022 and 2021.

b. The reconciliation of the income tax expense computed at the statutory income tax rate to provision for income tax follows:

	2022	2021
At statutory income tax rate of 25%	**₱33,989,364**	₱17,403,867
Additions to (reductions in) income tax resulting from:		
Impact of CREATE law	**–**	(211,808)
Interest income subjected to final tax	**(39,410)**	(18,575)
Retirement benefit obligation transferred out	**–**	98,208
Nondeductible expenses	**6,251**	430,263
Movement in unrecognized DTA	**(243,462)**	–
	₱33,712,743	₱17,701,955

c. The components of the net deferred tax assets are as follows:

	2022	2021
Recognized in profit or loss:		
Deferred tax asset		
Retirement benefit obligation	**₱1,361,840**	₱1,583,602
Allowance for estimated credit losses (ECL) on other receivables	**1,054,688**	–
Unrealized foreign exchange losses	**15,456**	1,172
	2,431,984	1,584,774
Recognized directly in equity:		
Deferred tax asset related to retirement benefit obligation	**554,436**	458,735
Net deferred tax assets	**₱2,986,420**	₱2,043,509

In 2021, the Parent Company did not recognize the DTA on the allowance for ECL on other receivables amounting to ₱0.97 million.

13. Equity

Capital Stock

Authorized capital stock as of December 31, 2022 and 2021 amounted to ₱5,000,000,000 composed of 5,000,000,000 shares ₱1 par value. The Company's issued shares as of December 31, 2022 and 2021 amounted to ₱3,312,864,430 composed of 3,312,864,430 shares ₱1 par value.

There are no movements in capital stock in 2022 and 2021.

Treasury Shares

Outstanding balance of treasury shares as of December 31, 2022 and 2021 amounted to ₱30.89 million. This is equivalent to 14,456,000 shares as of December 31, 2022 and 2021, respectively.

There were no movements in the treasury shares for the years ended December 31, 2022 and 2021.

Retained Earnings
On August 12, 2022, the BOD authorized the declaration of cash dividends in the amount of ₱69.27 million or ₱0.021 per share from the unrestricted retained earnings as of December 31, 2021 to all stockholders of record as of August 26, 2022 and payable on September 20, 2022.

14. Related Party Disclosures

Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. Key management personnel are considered related parties. Related party transactions are settled in cash.

In the ordinary course of business, the Parent Company has the following transactions with related parties:

a. In 2022 and 2021, the Parent Company charged “Service fees” to subsidiaries as allocation of the service cost in the Group’s centralized processes. Consequently, the Parent Company recognized all corporate-related expenses in centralized processes such as personnel costs, rent and utilities and all other common expenses as services are rendered. Service fees are billed to the subsidiaries proportionately on a monthly basis. Service fees recognized for the years ended December 31, 2022 and 2021 amounted to ₱211.81 million and ₱137.64 million, respectively.

b. Reimbursements to SSI and other subsidiaries for payments of various expenses on the Parent Company’s behalf.

c. “Others” includes expenses paid for or on behalf of the parent Company’s related parties.

d. The outstanding balances of transactions with related parties are non-interest bearing, unsecured and are not impaired. These are settled in cash.

e. Compensation of the Parent Company’s key management pertains to short-term employee benefits amounting to ₱35.21 million and ₱33.76 million in 2022 and 2021, respectively.

f. In 2021, the Parent Company transferred retirement benefit obligation to SSI amounting to ₱0.39 million (see Note 15).

The following balances resulted from transactions entered into with related parties (in thousands):

			Outstanding balances		
Related Parties	Year	Transactions for the year	Amounts owed by related parties	Amounts owed to related parties	Terms and condition
Subsidiary:					
SSI	**2022**	**(₱53,373)**	**₱192,013**	**₱5,482**	Non-interest bearing, unsecured, due and demandable, unimpaired
	2021	(₱3,236)	₱243,653	₱3,749	
Indirect subsidiaries:					
SLCI	**2022**	**1,181**	**18,810**	**155,973**	Non-interest bearing, unsecured, due and demandable, unimpaired
	2021	562	17,476	155,820	

(Forward)

Related Parties	Year	Transactions for the year	Outstanding balances: Amounts owed by related parties	Outstanding balances: Amounts owed to related parties	Terms and condition
ISCI	**2022**	**₱3,433**	**₱14,332**	**₱1**	Non-interest bearing, unsecured, due and demandable, unimpaired
	2021	(₱16,387)	₱10,898	₱–	
FSRI	**2022**	**5,128**	**23,167**	**1**	Non-interest bearing, unsecured, due and demandable, unimpaired
	2021	6,313	18,039	1	
RMSI	**2022**	**14,092**	**116,739**	**20,499**	Non-interest bearing, unsecured, due and demandable, unimpaired
	2021	5,163	102,647	20,499	
RSCI	**2022**	**–**	**23,826**	**–**	Non-interest bearing, unsecured, due and demandable, unimpaired
	2021	276	23,826	–	
Others	**2022**	**641**	**31,046**	**–**	Non-interest bearing, unsecured, due and demandable, unimpaired
	2021	4,891	30,405	–	
	2022		**₱419,933**	**₱181,956**	
	2021		₱446,944	₱180,069	

15. Retirement Benefit Plan

The Parent Company has an unfunded, noncontributory defined benefit retirement plan which covers all of its regular employees. The benefits are based on years of service and compensation on the last year of employment. The benefits are based on a certain percentage of the final monthly basic salary for every year of credited service of the employees. The defined retirement benefit obligation is determined using the projected unit credit method. The last actuarial valuation was made as of December 31, 2022.

Retirement expense (income) as of December 31, 2022 and 2021 is as follows:

	2022	2021
Current service cost	**₱684,715**	₱819,300
Past service cost	**(1,885,932)**	–
Interest cost	**314,171**	285,815
Retirement expense (income)	**(₱887,046)**	₱1,105,115

In 2022, the Parent Company made amendments in its retirement plan effective December 31, 2022. The resulting past service cost of ₱1.89 million is recognized as part of the 2022 expense.

The movement in present value of the defined benefit obligation as of December 31, 2022 and 2021 is as follows:

	2022	2021
Balance at beginning of year	**₱8,169,347**	₱8,520,568
Current service cost	**684,715**	819,300
Past service cost	**(1,885,932)**	–
Interest cost	**314,171**	285,815
Transfer out (see Note 14)	**–**	(392,830)
Remeasurement loss (gain) arising from:		
Changes in financial assumptions	**(117,607)**	(1,665,798)
Deviations of experience from assumptions	**500,415**	602,292
Balance at end of year	**₱7,665,109**	₱8,169,347

The principal actuarial assumptions used to determine the Parent Company's retirement benefit obligation as of December 31, 2022 and 2021 are as follows:

	2022	2021
Discount rate	**7.20%**	5.00%
Salary increase rate	**5.00%**	3.00%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the pension obligations, assuming all other assumptions were held constant as of December 31, 2022 and 2021:

	Increase (Decrease)	Effect on Present Value of Define Benefit Obligation	
		2022	2021
Discount rate	+1%	**₱674,669**	₱774,861
	-1%	**(774,600)**	(887,143)
Future salary increase rate	+1%	**(784,015)**	(898,899)
	-1%	**694,026**	723,852

Shown below is the maturity analysis of the undiscounted benefit payments as of December 31, 2022 and 2021:

	2022	2021
1 year or less	**₱64,522**	₱80,084
More than 1 year to 5 years	**5,454,891**	1,175,198
More than 5 years	**41,761,617**	33,877,507

The average duration of the defined benefit obligation as of December 31, 2022 and 2021 is 12.2 years and 13.4 years, respectively.

16. Basic/Diluted Earnings Per Share

The basic/dilutive earnings per share were computed as follows:

	2022	2021
Total net income	**₱102,244,712**	₱51,913,512
Divided by weighted average number of common shares	**3,298,408,430**	3,298,408,430
	₱0.031	₱0.016

There were no potentially dilutive common shares for the years ended December 31, 2022 and 2021.

17. Financial Risk Management Objective and Policies

The principal financial instruments of the Parent Company consist of cash and cash equivalents and amounts owed to related parties. The main purpose of these financial instruments is to raise funds for the Parent Company. The Parent Company has other financial assets and liabilities such as receivables, lease receivables, amounts owed by related parties and accounts payable and accrued expenses which arise directly from its operations.

The main risks arising from the financial instruments of the Parent Company are credit risk and liquidity risk. The Parent Company's management reviews and approves policies for managing each of these risks and they are summarized below.

Credit risk
Credit risk is the risk of financial loss to the Parent Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Parent Company's credit risk exposure arises principally from the possibility that the counterparties may fail to fulfill their agreed obligations. To manage such risk, the Parent Company monitors its financial assets on an ongoing basis. The objective is to reduce the risk of loss through default of counterparties.

The table below shows the maximum exposure of the Parent Company to credit risk:

	2022	2021
Cash and cash equivalents	**₱217,940,923**	₱147,415,430
Receivables*	**4,297,398**	4,650,988
Amounts owed by related parties	**419,932,815**	446,943,935
	₱642,171,136	₱599,010,353

**Excluding advances to officers and employees amounting to ₱0.67 million and ₱0.80 million for 2022 and 2021, respectively.*

Liquidity risk
Liquidity risk arises from the possibility that the Parent Company may encounter difficulties in raising funds to meet commitments from financial institutions.

The objective of the Parent Company is to maintain a balance between continuity of funding and flexibility through the use of credit lines available from local banks. The policy of the Parent Company is to first exhaust lines available from related parties before local bank lines are availed of.

The tables below summarize the maturity analysis of the Parent Company's financial assets and liabilities based on undiscounted contractual payments as at December 31:

December 31, 2022

	Contractual undiscounted payments			
	On demand	**One year**	**More than 1 year**	**Total**
Financial assets:				
Cash and cash equivalents	**₱221,959,590**	**₱–**	**₱–**	**₱221,959,590**
Receivables*	**–**	**–**	**4,297,398**	**4,297,398**
Amounts owed by related parties	**419,932,815**	**–**	**–**	**419,932,815**
Total undiscounted financial assets	**641,892,405**	**–**	**4,297,398**	**646,189,803**
Financial liabilities:				
Accounts payable and accrued expenses**	**(13,219,910)**	**–**	**–**	**(13,219,910)**
Amounts owed to related parties	**(181,956,422)**	**–**	**–**	**(181,956,422)**
Total undiscounted financial liabilities	**(195,176,332)**	**–**	**–**	**(195,176,332)**
Total net undiscounted financial assets	**₱446,716,073**	**₱–**	**₱4,297,398**	**₱451,013,471**

**Excluding advances to officers and employees amounting to ₱0.67 million*
*** Excluding statutory liabilities amounting to ₱6.81 million*

December 31, 2021

	Contractual undiscounted payments			
	On demand	One year	More than 1 year	Total
Financial assets:				
Cash and cash equivalents	₱147,433,666	₱–	₱–	₱147,433,666
Receivables*	–	38,200	4,612,788	4,650,988
Amounts owed by related parties	446,943,935	–	–	446,943,935
Total undiscounted financial assets	594,377,601	38,200	4,612,788	599,028,589
Financial liabilities:				
Accounts payable and accrued expenses**	(10,935,130)	–	–	(10,935,130)
Amounts owed to related parties	(180,069,100)	–	–	(180,069,100)
Total undiscounted financial liabilities	(191,004,230)	–	–	(191,004,230)
Total net undiscounted financial assets	₱403,373,371	₱38,200	₱4,612,788	₱408,024,359

**Excluding advances to officers and employees amounting to ₱0.80 million*
*** Excluding statutory liabilities amounting to ₱5.67 million*

Capital Management
The basic objective is to maintain a strong credit rating and healthy capital ratios to support its business and maximize shareholder value. Capital includes equity.

The Parent Company manages its capital structure and makes adjustments to it based on changes in economic and business conditions. To maintain or adjust the capital structure, the Parent Company may consider paying dividends to stockholders, returning capital to stockholders, or issuing new shares of stocks. No changes were made in the objectives, policies or processes during the years ended December 31, 2022 and 2021.

The Parent Company is not subject to externally imposed capital requirements.

Fair Value Measurement
The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

Cash and cash equivalents, receivables, accounts payable and accrued expenses, and amounts owed by/to related parties
The carrying amounts of cash and cash equivalents, receivables, accounts payable and accrued expenses and amounts owed by/to related parties approximate their fair values due to the relatively short-term maturity of these financial instruments.

Fair Value Hierarchy
As of December 31, 2022 and 2021, the Parent Company does not have financial instruments with fair values determined using inputs that are classified under Level 1 and 2.

For the years ended December 31, 2022 and 2021 there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

18. Supplementary Information Required Under Revenue Regulations 15-2010

The Parent Company reported and/or paid the following types of taxes in 2022:

VAT

a. Net Sales/Receipts and Output VAT declared in the Company's VAT returns for 2022

   The Parent Company is a VAT-registered company with total output VAT for the year amounting to ₱25,417,598 which is based on the total amount of sale of services amounting to ₱211,813,320.

   Sale of services pertain to service fees which are based on actual collections hence may not be the same as the amounts recorded in the parent company statements of comprehensive income.

b. Input VAT declared in the Parent Company's VAT returns for 2022:

Balance at January 1	₱–
Current year's domestic purchases/payments for importations of goods for resale	79,840
Current year's domestic purchase of services	1,210,346
	1,290,186
Claims against output VAT	(1,290,186)
Balance at December 31	₱–

Taxes and Licenses
Taxes and licenses, local and national taxes, licenses and permit fees, penalties, interests and compromise which are presented under the "Taxes and licenses" account in the 2022 statement of comprehensive income, are as follows:

Business taxes	₱1,550,642
Penalties, interests and compromise	25,000
Others	102,213
	₱1,677,855

Withholding Taxes

Withholding taxes on compensation and benefits	₱13,197,356
Expanded withholding taxes	1,264,864

Tax Assessment and Cases

The Company has no pending tax assessments and tax cases as at December 31, 2022.

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

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Fax: (632) 8819 0872
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INDEPENDENT AUDITOR'S REPORT

The Board of Directors and the Stockholders
SSI Group, Inc.
6/F Midland Buendia Building
403 Senator Gil Puyat Avenue
Makati City

We have audited the parent company financial statements of SSI Group, Inc. (the Parent Company) as at and for the year ended December 31, 2022, on which we have rendered the attached report dated April 12, 2023.

In compliance with Securities Regulation Code Rule No. 68, As Amended (2011), we are stating that the Parent Company has 51 stockholders owning one hundred (100) or more shares each.

SYCIP GORRES VELAYO & CO.

Ma. Emilita L. Villanueva

Ma. Emilita L. Villanueva
Partner
CPA Certificate No. 95198
Tax Identification No. 176-158-478
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 95198-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 9566019, January 3, 2023, Makati City

April 14, 2023

SSI Group, Inc. and Subsidiaries

Unaudited Interim Condensed Consolidated Financial Statements
As of March 31, 2023 ***(With Comparative Audited Figures as of December 31, 2022)***
and For the Three-Month Periods Ended March 31, 2023 and 2022

SSI GROUP, INC. AND SUBSIDIARIES

UNAUDITED INTERIM CONSOLIDATED BALANCE SHEETS

As of March 31, 2023
(With Comparative Audited Figures as of December 31, 2022)

	March 31 2023 (Unaudited)	December 31 2022 (Audited)
ASSETS		
Current Assets		
Cash (Note 3)	**₱6,078,640,991**	₱6,630,196,666
Trade and other receivables (Note 4)	**719,703,939**	678,261,375
Merchandise inventories (Note 5)	**7,932,036,826**	6,663,795,540
Prepayments and other current assets (Note 6)	**562,919,917**	861,876,054
Total Current Assets	**15,293,301,673**	14,834,129,635
Noncurrent Assets		
Investment in an associate (Note 7)	**266,855,177**	234,496,348
Interests in joint ventures (Note 8)	**542,472,661**	542,268,045
Property and equipment (Note 9)	**4,209,151,005**	4,397,438,606
Deferred tax assets - net	**391,233,199**	376,125,782
Security deposits and construction bonds (Note 22)	**894,801,294**	878,208,628
Other noncurrent assets (Note 10)	**127,227,829**	136,683,003
Total Noncurrent Assets	**6,431,741,165**	6,565,220,412
TOTAL ASSETS	**₱21,725,042,838**	₱21,399,350,047
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Note 11)	**₱4,117,314,781**	₱3,695,394,596
Short-term loans payable (Note 12)	**1,595,000,000**	2,100,000,000
Current portion of lease liabilities (Note 22)	**633,093,910**	692,268,057
Deferred revenue	**11,615,803**	52,025,105
Income tax payable	**495,303,019**	335,753,445
Total Current Liabilities	**6,852,327,513**	6,875,441,203
Noncurrent Liabilities		
Retirement benefit obligation	**786,188,593**	778,858,025
Lease liabilities - net of current portion (Note 22)	**1,098,859,349**	1,213,479,360
Tenant deposits (Note 22)	**24,750,461**	24,624,632
Total Noncurrent Liabilities	**1,909,798,403**	2,016,962,017
Total Liabilities	**8,762,125,916**	8,892,403,220
Equity		
Capital stock	**3,312,864,430**	3,312,864,430
Additional paid-in capital	**2,519,309,713**	2,519,309,713
Treasury shares	**(30,893,010)**	(30,893,010)
Retained earnings	**7,328,378,270**	6,872,408,175
Cumulative translation adjustment	**(1,920,808)**	(1,920,808)
Other comprehensive loss	**(164,821,673)**	(164,821,673)
Total Equity	**12,962,916,922**	12,506,946,827
TOTAL LIABILITIES AND EQUITY	**₱21,725,042,838**	₱21,399,350,047

See accompanying Notes to Unaudited Interim Condensed Consolidated Financial Statements.

SSI GROUP, INC. AND SUBSIDIARIES

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the Three-Month Periods Ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
REVENUES		
Revenue from contract with customers - net sales	**6,218,098,460**	₱4,485,423,588
Rental income (Note 22)	**21,056,081**	7,951,779
	6,239,154,541	4,493,375,367
COST OF GOODS SOLD AND SERVICES (Note 13)	**3,423,488,221**	2,830,642,753
GROSS PROFIT	**2,815,666,320**	1,662,732,614
OPERATING EXPENSES		
Selling and distribution (Note 14)	**1,816,546,080**	1,154,739,713
General and administrative (Note 15)	**358,247,911**	326,604,860
	2,174,793,991	1,481,344,573
OTHER INCOME (CHARGES)		
Interest expense (Notes 12 and 13)	**(62,524,286)**	(75,128,891)
Loss on disposal of property and equipment (Note 9)	**(4,229,907)**	(2,980,339)
Share in net earnings of an associate (Note 7)	**32,358,829**	111,180
Share in net losses of joint ventures (Note 8)	**204,616**	(4,465,270)
Interest income (Note 3)	**18,154,294**	1,655,744
Foreign exchange gains - net	**(5,583,302)**	(9,438,822)
Interest accretion on security deposits (Note 22)	**943,578**	999,999
Others - net	**(4,657,518)**	24,382,915
	(25,333,696)	(64,863,484)
INCOME BEFORE INCOME TAX	**615,538,633**	116,524,557
PROVISION FOR (BENEFIT FROM) INCOME TAX		
Current	**171,772,724**	71,661,725
Deferred	**(12,204,186)**	(22,844,395)
	159,568,538	48,817,330
NET INCOME	**455,970,095**	67,707,227
OTHER COMPREHENSIVE INCOME		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
Cumulative translation adjustment on foreign operations, net of deferred tax	**–**	–
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:		
Re-measurement gain (loss) on retirement benefit, net of deferred tax	**–**	–
TOTAL COMPREHENSIVE INCOME	**₱455,970,095**	₱67,707,227
BASIC/DILUTED EARNINGS PER SHARE (Note 20)	**₱0.14**	₱0.02

See accompanying Notes to Unaudited Interim Condensed Consolidated Financial Statements.

SSI GROUP, INC. AND SUBSIDIARIES

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2023 AND 2022

	Capital Stock	Additional Paid-in Capital	Treasury Shares	Retained Earnings	Cumulative Translation Adjustment	Other Comprehensive Income	Total
Balances at January 1, 2022	₱3,312,864,430	₱2,519,309,713	(₱30,893,010)	₱5,011,670,697	(₱1,968,928)	(₱132,150,729)	₱10,678,832,173
Net income	–	–	–	67,707,227	–	–	67,707,227
Other comprehensive income	–	–	–	–	–	–	–
Total comprehensive income for the period	–	–	–	67,707,227	–	–	67,707,227
Balances at March 31, 2022	**₱3,312,864,430**	**₱2,519,309,713**	**(₱30,893,010)**	**₱5,079,377,924**	**(₱1,968,928)**	**(₱132,150,729)**	**₱10,746,539,400**
Balances at January 1, 2023	₱3,312,864,430	₱2,519,309,713	(₱30,893,010)	₱6,872,408,175	(₱1,920,808)	(₱164,821,673)	₱12,506,946,827
Net income	–	–	–	455,970,095	–	–	455,970,095
Other comprehensive income	–	–	–	–	–	–	–
Total comprehensive income for the period	–	–	–	455,970,095	–	–	455,970,095
Balances at March 31, 2023	**₱3,312,864,430**	**₱2,519,309,713**	**(₱30,893,010)**	**₱7,328,378,270**	**(₱1,968,928)**	**(₱132,150,729)**	**₱12,962,916,922**

See accompanying Notes to Unaudited Interim Condensed Consolidated Financial Statements.

SSI GROUP, INC. AND SUBSIDIARIES

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Three-Month Periods Ended March 31	
	2023 (Unaudited)	2022 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱615,538,633**	₱116,524,557
Adjustments for:		
Depreciation and amortization (Notes 9, 10 and 17)	**363,460,695**	194,827,864
Interest expense (Note 12)	**62,524,286**	75,128,891
Loss on disposal of property and equipment (Note 9)	**4,229,907**	2,980,339
Share in net earnings of an associate (Note 7)	**(32,358,829)**	(111,180)
Share in net losses (income) of joint ventures (Note 8)	**(204,616)**	4,465,270
Unrealized foreign exchange losses	**–**	252,810
Interest income (Note 3)	**(18,154,294)**	(1,655,744)
Interest accretion on security deposits (Note 22)	**(943,578)**	(999,999)
Movement in retirement benefit obligation	**7,330,567**	18,510,478
Operating income before working capital changes	**1,001,422,771**	409,923,286
Decrease (increase) in:		
Trade and other receivables	**(41,442,564)**	76,751,143
Merchandise inventory	**(1,268,241,286)**	171,010,779
Prepayments and other current assets	**298,956,137**	(29,375,878)
Increase (decrease) in:		
Trade and other payables	**421,920,185**	(5,356,891)
Tenant deposits	**125,829**	2,789,920
Deferred revenue	**(40,409,302)**	9,200,871
Net cash used in operations	**372,331,770**	634,943,230
Interest received	**18,154,294**	1,655,744
Income taxes paid	**(15,126,374)**	(39,865,014)
Net cash flows used in operating activities	**375,359,690**	596,733,960
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of property and equipment (Note 9)	**(176,630,059)**	(245,260,032)
Additional interests in joint ventures (Note 8)		(25,000,000)
Decrease (increase) in:		
Security deposits and construction bonds	**(15,649,088)**	16,630,732
Other noncurrent assets	**6,682,226**	(4,789,894)
Net cash flows used in investing activities	**(185,596,921)**	(258,419,194)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments of:		
Short-term loans payable	**(505,000,000)**	(500,000,000)
Long-term debt		
Lease liability	**(173,794,158)**	(41,013,929)
Interest	**(62,524,286)**	(75,128,891)
Net cash flows from (used in) financing activities	**(741,318,444)**	(616,142,820)
NET INCREASE (DECREASE) IN CASH	**(551,555,675)**	(277,828,054)
CASH AT BEGINNING OF PERIOD	**6,630,196,666**	7,252,867,634
CASH AT END OF PERIOD (Note 3)	**₱6,078,640,991**	₱6,975,039,580

See accompanying Notes to Unaudited Interim Condensed Consolidated Financial Statements.

SSI GROUP, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANC0IAL STATEMENTS

1. Corporate Information

SSI Group, Inc. was registered with the Philippine Securities and Exchange Commission (SEC) on April 16, 2007 as Casual Clothing Specialists, Inc. (the Company). Under the Revised Corporation Code of the Philippines, the Company shall have a perpetual corporate life. Its primary purpose was to carry on a general mercantile and commercial business of importing, buying, acquiring, holding, selling or otherwise disposing of and dealing in any goods, wares, merchandise and commodities of all kinds, and products, natural or artificial, of the Philippines or other countries, which are or may become articles of commerce, without, however, engaging in the manufacture of foods, drugs, and cosmetics. The Company was formerly one of the subsidiaries of Stores Specialists, Inc. (SSI).

On November 7, 2014, SSI Group, Inc. listed its 695,701,530 common shares with the Philippine Stock Exchange (PSE).

The registered office and principal place of business of the Company is 6th Floor, Midland Buendia Building, 403 Sen. Gil Puyat Avenue, Makati City.

The interim condensed consolidated financial statements were reviewed and recommended for approval by the Audit Committee to the Board of Directors (BOD) on May 11, 2023. The same interim condensed consolidated financial statements were approved and authorized by the BOD on the same date.

2. Basis of Presentation, Preparation and Consolidation and Summary of Significant Accounting Policies

<u>Basis of Preparation</u>

The unaudited interim condensed consolidated financial statements as of March 31, 2023 and for the three-month periods ended March 31, 2023 and 2022 have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. The unaudited interim condensed consolidated financial statements do not include all of the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Company's annual consolidated financial statements as at December 31, 2022.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and the following wholly owned subsidiaries:

	Percentage ownership			
	March 31, 2023		December 31, 2022	
	Direct	**Indirect**	Direct	Indirect
Stores Specialists, Inc. (SSI)	**100**	**–**	100	–
Rustan Marketing Specialists, Inc. (RMSI)	**–**	**100**	–	100
International Specialty Concepts, Inc. (ISCI)	**–**	**100**	–	100
Rustan Specialty Concepts, Inc. (RSCI)	**–**	**100**	–	100
Specialty Office Concepts, Inc. (SOCI)	**–**	**100**	–	100
Specialty Investments, Inc. (SII)	**–**	**100**	–	100
International Specialty Fashions, Inc. (ISFI)	**–**	**100**	–	100
Footwear Specialty Retailers, Inc. (FSRI)	**–**	**100**	–	100
Global Specialty Retailers, Inc. (GSRI)	**–**	**100**	–	100
Specialty Food Retailers, Inc. (SFRI)	**–**	**100**	–	100
International Specialty Retailers, Inc. (ISRI)	**–**	**100**	–	100
International Specialty Wears, Inc. (ISWI)	**–**	**100**	–	100
Fastravel Specialists Holdings, Inc. (FSHI)	**–**	**100**	–	100
International Specialty Apparels, Inc. (ISAI)	**–**	**100**	–	100
Specialty Lifestyle Concepts, Inc. *(former Casual Clothing Retailers, Inc.)* (SLCI)	**–**	**100**	–	100
SKL International, Ltd. (SKL)	**–**	**100**	–	100

All subsidiaries, except for FSHI, SII and SKL, are in the retail business and hold exclusive distributorship of certain brands.

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as of March 31, 2023 and for the three months ended March 31, 2023 and 2022. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Company and to the non-controlling interests (NCI), even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Company's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Common control business combinations and group reorganizations
Where there are group reorganizations and business combinations in which all the combining entities within the Group are ultimately controlled by the same ultimate parent (i.e., controlling shareholders) before and after the business combination and the control is not transitory (business combinations under common control), the Group accounts for such group reorganizations and business combinations similar to a pooling-of-interests method. The assets and liabilities of the acquired entities and that of the Company are reflected at their carrying values at the stand-alone financial statements of the investee companies. The difference in the amount recognized and the fair value of the consideration given is accounted for as an equity transaction, i.e., as either a contribution or distribution of equity. Further, when a subsidiary is disposed in a common control transaction without loss of control, the difference in the amount recognized and the fair value of consideration received, is also accounted for as an equity transaction.

The Group records the difference as "Equity reserve" and is presented as a separate component of equity in the consolidated balance sheet. Comparatives shall be restated to include balances and transactions as if the entities have been acquired at the beginning of the earliest period presented in the consolidated financial statements, regardless of the actual date of the combination.

New Standards, Interpretations and Amendments
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective in 2022. The 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 pronouncements did not have any significant impact on the Group's financial position or performance.

- Amendments to PFRS 3, *Reference to the Conceptual Framework*
- Amendments to PAS 16, *Property, Plant and Equipment: Proceeds before Intended Use*
- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*
- *Annual Improvements to PFRSs* 2018-2020 Cycle
    - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*
    - Amendments to PFRS 9, *Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities*

- Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

Future Changes in Accounting Policies
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2023

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*
- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

Effective beginning on or after January 1, 2024

- Amendments to PAS 1*, Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16*, Lease Liability in a Sale and Leaseback*

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*

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*

3. **Cash**

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Cash on hand	**₱15,201,233**	₱36,531,998
Cash in banks	**4,722,678,705**	5,147,738,370
Short-term investments	**1,340,761,053**	1,445,926,298
	₱6,078,640,991	₱6,630,196,666

Cash in banks earn interest at the respective bank deposit rates. Interest earned from cash in banks for the three months ended March 31, 2023 and 2022 amounted to ₱18,154,294 and ₱1,655,744, respectively.

4. Trade and Other Receivables

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Trade receivables	**₱266,354,478**	₱329,002,636
Nontrade receivables	**320,285,592**	209,909,875
Receivables from related parties (see Note 18)	**104,033,884**	120,543,909
Advances to officers and employees	**67,711,787**	61,243,186
Others	**5,345,043**	1,588,614
	763,730,784	722,288,220
Less: Allowance for ECL on nontrade receivables	**(855,846)**	(855,846)
Allowance for ECL on related parties	**(43,170,999)**	(43,170,999)
	₱719,703,939	₱678,261,375

Trade receivables primarily pertains to receivables from credit card companies which are normally settled on three days' terms.

Nontrade receivables mainly include receivables from banks for tie-up sale and promotional activities, and principals for their share in marketing expense.

Nontrade receivables, advances to officers and employees and receivables from related parties are usually settled within one year. SSI's advances to officers and employees are subject to 12% annual interest and are payable within 3-6 months through salary deduction.

5. Merchandise Inventory

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
At cost		
On hand	**₱7,425,662,340**	₱6,140,977,113
In transit	**514,724,870**	531,168,811
Inventory - at cost	**7,940,387,210**	6,672,145,924
Less allowance for inventory obsolescence	**(8,350,384)**	(8,350,384)
	₱7,932,036,826	₱6,663,795,540

Inventories in transit include items not yet received but ownership or title to the goods has already passed to the Group.

There are no merchandise inventories pledged as security for liabilities. All inventories are presented at cost.

The cost of inventories recognized as expense and presented in "Cost of goods sold" amounted to ₱3,404,276,568 and ₱2,824,880,130, for the three months ended March 31, 2023 and 2022, respectively (see Note 13).

6. Prepayments and Other Current Assets

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Supplies	**₱280,777,676**	₱291,612,437
Input VAT	**93,031,978**	71,551,899
Creditable withholding tax	**47,625,331**	3,442,035
Security deposits (see Note 22)	**42,966,383**	72,519,559
Deferred input VAT	**26,696,866**	15,329,882
Current portion of prepaid rent (see Notes 10 and 22)	**10,743,673**	14,134,362
Prepaid insurance	**6,760,975**	19,638,058
Prepaid guarantee	**4,518,253**	3,919,334
Prepaid advertising	**4,878,953**	3,751,013
Advances to suppliers	**115,076**	343,107,551
Others	**44,804,753**	22,869,924
	₱562,919,917	₱861,876,054

Supplies inventory are composed of packaging materials, office and store supplies, and employees uniform inventory.

Advances to suppliers pertain to advance payments to principals and suppliers for inventory purchases.

Input VAT will be applied against output VAT.

“Others” include advances payments for non-merchandise purchases arising from transactions made by the Group with its foreign suppliers.

7. Investment in an Associate

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Acquisition cost	**₱112,140,000**	₱112,140,000
Accumulated equity in net earnings:		
Balance at beginning of year	**122,356,348**	39,444,628
Share in net earnings	**32,358,829**	82,911,720
Balance at end of year	**154,715,177**	122,356,348
	₱266,855,177	₱234,496,348

Investment in SPI
SPI, a company incorporated in the Philippines on September 9, 2008, was established primarily to engage in the importation, distribution, marketing and sale, both wholesale and retail, of all types of luggage and bags, including but not limited to suitcases, garment bags, brief cases, computer bags, backpacks, casual bags, hand bags, travel accessories and such other products of similar nature. As of March 31, 2023 and December 31, 2022, SPI is 40% owned by the Group and 60% owned by Samsonite Corporation, its ultimate parent and an entity incorporated under the laws of the United States of America.

Investment in LGPI
On May 17, 2022, the Group entered into an agreement with G Distribution B.V. (Gucci) for the formation of a joint venture company, LGPI. The Group invested ₱87.5 million for a 25% stake of LGPI. LGPI began operations on June 1, 2022 and owns and operates Gucci stores in the Philippines. The Group nominates one out of three members of the Board of Directors resulting in a significant influence in LGPI.

8. Interests in Joint Ventures

The Group's interests in joint ventures pertain to the following:

Joint venture	Project description	Income sharing arrangement
MPC	Operation of retail stores in the Philippines	50:50
SCRI	Open and operate convenience stores directly owned and/or franchised in the Philippines	50:50
SSRI	Investment in and operation of mid-market department stores	50:50
LMS	Investment in and operation of travel retail stores in the Philippines	50:50

The movements in the carrying values of interest in joint ventures are as follows:

March 31, 2023 (Unaudited)

	LMS	**MPC**	**SSRI**	**SCRI**	**Total**
Cost:					
Balances at beginning and end of period	**₱375,296,454**	**₱87,500,000**	**₱407,344,383**	**₱420,350,000**	**₱1,290,490,837**
Accumulated equity in net earnings (losses):					
Balances at beginning of year	**(71,052,009)**	**150,523,600**	**(407,344,383)**	**(420,350,000)**	**(748,222,792)**
Share in net income	**(9,247,054)**	**9,451,670**	**–**	**–**	**204,616**
Balances at end of year	**(80,299,063)**	**159,975,270**	**(407,344,383)**	**(420,350,000)**	**(748,018,176)**
	₱294,997,391	**₱247,475,270**	**₱–**	**₱–**	**₱542,472,661**

December 31, 2022 (Audited)

	LMS	MPC	SSRI	SCRI	Total
Cost:					
Balances at beginning	₱375,296,454	₱87,500,000	₱407,344,383	₱420,350,000	₱1,290,490,837
Accumulated equity in net earnings (losses) and impairment loss:					
Balances at beginning of year	(15,180,699)	97,328,462	(407,344,383)	(420,350,000)	(745,546,620)
Share in net earnings (loss)	(55,871,310)	53,195,138	–	–	(2,676,172)
Balances at end of year	(71,052,009)	150,523,600	(407,344,383)	(420,350,000)	(748,222,792)
	₱304,244,445	₱238,023,600	₱–	₱–	₱542,268,045

Investment in LMS
On August 12, 2015, SKL, a wholly owned subsidiary of SSI, executed agreements to effect the acquisition of a 50% equity stake in LMS from its two existing shareholders Regent and Prime. Regent and Prime will continue to own 50% ownership in LMS following the entry of SKL. LMS is a company specializing in travel retail concepts and has existing supply and management agreements with travel retail stores in the Philippines.

The acquisition cost includes the consideration for goodwill amounting to ₱121.75 million and intangible asset amounting to ₱29.90 million. The intangible asset pertains to the concession agreement with Duty Free and is being amortized over 10.7 years. Amortization expense, which is included in the share in net income of LMS, amounted to ₱0.68 million and ₱0.62 for the three months ended March 31, 2023 and 2022, respectively.

Investment in MPC
On January 20, 2017, SSI and Ryohin Keikaku Co., Ltd. entered into a Joint Venture Agreement wherein the parties agreed to form MPC. SSI contributed ₱89.25 million for the 51% ownership interest in MPC. On November 20, 2020, the Company entered into a Deed of absolute sale of shares with RKJ for the sale of 1% or 1,750,000 common shares of the Company's ownership interest in MPC. The Joint Venture Agreement provides for unanimous votes of both parties in so far as most key and relevant operating activities are concerned. On December 3, 2020, the Company received cash amounting to ₱5.48 million for the sale of the said shares costing ₱1.75 million and recognized a gain amounting to ₱3.73 million.

The joint ventures have no contingent liabilities or capital commitments as of March 31, 2023 and December 31, 2022.

9. Property and Equipment

The composition and movements of this account are as follows:

March 31, 2023 (Unaudited)

	Leasehold Improvements	Store, Office, Warehouse Furniture and Fixtures	Building	Transportation Equipment	Right of use Asset	Construction in Progress	**Total**
Cost:							
Balances at beginning of year	7,535,693,869	2,696,491,742	957,208,637	307,247,213	4,705,925,224	50,316,215	**16,252,882,900**
Additions	71,078,423	65,107,162	–	33,086	9,054,883	31,356,500	**176,630,054**
Disposals	(29,559,100)	(4,389,355)	–	–	–	–	**(33,948,455)**
Reclassifications	28,637,744	–	–	–	–	(28,637,744)	**–**
Balances at end of year	7,605,850,936	2,757,209,549	957,208,637	307,280,299	4,714,980,107	53,034,971	**16,395,564,499**
Accumulated depreciation and amortization:							
Balances at beginning of year	6,106,239,988	2,360,855,250	436,289,302	222,618,032	2,729,441,722	–	**11,855,444,294**
Depreciation (see Note 17)	120,720,777	37,867,611	2,451,612	5,372,781	194,274,968	–	**360,687,749**
Disposals	(25,870,245)	(3,848,304)	–	–	–	–	**(29,718,549)**
Balances at end of year	6,201,090,520	2,394,874,557	438,740,914	227,990,813	2,923,716,690	–	**12,186,413,494**
Net book values	**₱1,404,760,416**	**₱362,334,992**	**₱518,467,723**	**₱79,289,486**	**₱1,791,263,417**	**₱53,034,971**	**₱4,209,151,005**

December 31, 2022 (Audited)

	Leasehold Improvements	Store, Office, Warehouse Furniture and Fixtures	Building	Transportation Equipment	Right-of-Use Asset	Construction in Progress	Total
Cost:							
Balances at beginning of year	7,269,543,053	2,602,896,814	951,854,265	304,290,167	3,910,779,226	184,199,507	15,223,563,032
Additions	594,830,212	209,510,473	5,354,372	2,957,046	1,329,551,568	15,338,252	2,157,541,923
Disposals and retirement	(474,813,994)	(115,915,545)	(364,041,491)	–	(392,274,626)	–	(1,347,045,656)
Remeasurement	–	–	–	–	(142,130,944)	–	(142,130,944)
Reclassifications	146,134,598	–	–	–	–	(146,134,598)	–
Balances at end of year	7,535,693,869	2,696,491,742	593,167,146	307,247,213	4,705,925,224	53,403,161	15,891,928,355
Accumulated Depreciation and Amortization:							
Balances at beginning of year	6,194,785,352	2,264,975,178	383,476,497	200,573,481	2,362,327,145	–	11,406,137,653
Depreciation and amortization (Note 17)	375,835,781	209,605,302	52,812,805	22,044,551	792,765,335	–	1,453,063,774
Disposals and retirement	(464,381,145)	(113,725,230)	–	–	(392,274,626)	–	(970,381,001)
Remeasurement	–	–	–	–	(33,376,132)	–	(33,376,132)
Balances at end of year	6,106,239,988	2,360,855,250	436,289,302	222,618,032	2,729,441,722	–	11,855,444,294
Net book values	₱1,429,453,881	₱335,636,492	₱520,919,335	₱84,629,181	₱1,976,483,502	₱50,316,215	₱4,397,438,606

Additions to leasehold improvements and construction in progress in 2022 and 2021 pertain to improvements and construction of newly opened and renovated stores during the year.

Disposals and retirement for the period ended March 31, 2022 and December 31, 2021 mainly pertain to leasehold improvements, store furniture and fixtures and right-of-use assets derecognized on closed or renovated stores.

No property and equipment were pledged or treated as security to the outstanding liabilities as of March 31, 2023 and December 31, 2022.

The Group has purchase commitments relating to property and equipment amounting to nil and ₱23.54 million as of March 31, 2023 and December 31, 2022, respectively.

10. **Other Noncurrent Assets**

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Franchise fee	**₱48,511,598**	₱49,604,295
Miscellaneous deposits	**65,412,540**	58,804,780
Software costs	**3,185,500**	4,088,424
Others	**10,118,191**	24,185,504
	₱127,227,829	₱136,683,003

Miscellaneous deposits pertain to advance payments to contractors for the construction and renovation of stores.

11. **Trade and Other Payables**

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Trade payables	**₱3,140,859,916**	₱2,393,662,842
Nontrade payables	**650,858,727**	704,467,549
Accrued expenses	**240,209,955**	300,046,018
Output VAT	**32,685,142**	120,681,022
Retention payable	**36,330,711**	32,365,869
Tenant deposit	**7,551,985**	7,551,985
Payable to related parties (see Note 18)	**26,051**	73,136,556
Others	**8,792,294**	63,482,755
	₱4,117,314,781	₱3,695,394,596

Trade payables are noninterest-bearing and are normally settled on 30 to 90 days' terms.

Nontrade payables represent statutory payables such as withholding taxes, SSS premiums and other liabilities to government agencies, rent payable, payable to contractors and suppliers of services, among others.

Accrued expenses pertain to accrued salaries, leaves and bonuses, security and safety, interest, utilities and repairs and maintenance and accruals of royalties to be paid to foreign principals, among others.

Other payables mainly pertain to payables to non-trade suppliers and payable to advertising agencies.

Trade and other payables are generally paid within 12 months from balance sheet date.

12. **Short-term Loans Payable**

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
Banks:		
Bank of Philippine Islands (BPI)	**₱895,000,000**	₱1,000,000,000
Security Bank Corporation (SBC)	**500,000,000**	500,000,000
Banco de Oro (BDO)	**200,000,000**	400,000,000
Rizal Commercial Banking Corporation (RCBC)	**–**	100,000,000
China Banking Corporation (CBC)	**–**	100,000,000
	₱1,595,000,000	₱2,100,000,000

The Group's outstanding short-term peso-denominated loans from local commercial banks bear interest at rates ranging from 4.50% to 7.38% and 4.10% to 5.00% for the three months ended 2023 and 2022, respectively.

Interest expense recognized in the consolidated statements of comprehensive income for the three months ended March 31, 2023 and 2022 amounted to ₱23,040,903 and ₱64,073,241, respectively.

13. **Cost of Goods Sold**

	March 31, 2023 (Unaudited)	**March 31, 2022 (Unaudited)**
Cost of merchandise sold (Note 5)	**₱3,404,276,568**	**₱2,824,880,130**
Depreciation and amortization (Notes 9 and 17)	**1,064,781**	**1,205,427**
Rent (Note 22)	**4,516,166**	**873,778**
Utilities	**3,904,576**	**702,637**
Outside services	**185,416**	**35,616**
Others	**9,540,714**	**2,945,165**
	₱3,423,488,221	**₱2,830,642,753**

Depreciation and amortization pertains to depreciation of leasehold improvements and furniture and fixtures of the leased spaces. Utilities, rent, security and safety expenses pertain to cost incurred in the operation of leased spaces.

Cost of merchandise sold:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Merchandise inventory, beginning	**₱6,663,795,540**	₱6,619,736,173
Net purchases	**4,672,517,854**	2,653,869,352
Cost of merchandise available for sale	**11,336,313,394**	9,273,605,525
Less merchandise inventory, ending	**7,932,036,825**	6,448,725,394
	₱3,404,276,568	₱2,824,880,131

Net purchases include cost of inventory, freight charges, insurance and customs duties.

Cost of merchandise sold represents cost of merchandise inventory sold and the cost that are directly attributable to bringing the goods to its intended location.

14. **Selling and Distribution Expenses**

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Depreciation and amortization (see Notes 9, 10 and 17)	**₱308,632,251**	₱152,182,358
Rent (see Notes 18 and 22)	**303,452,858**	244,513,895
Personnel costs (see Note 16)	**247,709,991**	194,132,474
Global marketing contribution fee	**189,368,644**	35,103,693
Utilities	**129,062,585**	114,279,645
Supplies and maintenance	**117,717,146**	44,947,062
Taxes and licenses	**113,953,690**	84,428,527
Credit card charges	**112,351,298**	67,239,000
Advertising	**65,772,432**	83,050,280
Delivery and freight charges	**53,572,410**	38,791,461
Security services	**38,244,894**	26,060,669
Insurance	**18,918,581**	5,440,877
Travel and transportation	**18,042,119**	1,647,131
Repairs and maintenance	**13,583,421**	11,037,134
Communication	**7,927,813**	8,153,816
Outside services	**3,189,646**	3,013,284
Entertainment, amusement and recreation (EAR)	**1,133,954**	2,012,424
Telegraphic transfer	**555,703**	362,359
Others	**73,356,644**	38,343,624
	₱1,816,546,080	₱1,154,739,713

15. **General and Administrative Expenses**

	March 31, 2022 (Unaudited)	March 31, 2022 (Unaudited)
Personnel costs (see Note 16)	**₱158,444,187**	₱141,872,787
Depreciation and amortization (see Notes 9, 10 and 17)	**53,763,663**	41,440,080
Taxes and licenses	**35,813,690**	25,047,962
Travel and transportation	**17,781,983**	1,178,095
Repairs and maintenance	**12,834,105**	10,156,778
Utilities	**12,731,769**	12,528,953
Security services	**10,576,670**	6,571,029
Professional fees	**10,017,696**	4,616,966
Rent (see Notes 18 and 22)	**8,976,814**	36,436,515
Insurance	**7,578,327**	15,806,896
Supplies and maintenance	**7,755,518**	6,324,358
Communication	**4,210,346**	4,615,613
Advertising	**1,644,317**	2,104,916
Outside service	**253,911**	3,115,477
EAR	**802,805**	396,075
Others	**15,062,110**	14,392,360
	₱358,247,911	₱326,604,860

16. **Personnel Costs**

Personnel costs were charged to operations as follows:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Salaries, wages and bonuses	**₱345,826,955**	₱289,921,354
Retirement benefit expense	**20,664,976**	20,175,977
Other employee benefits	**39,712,227**	25,934,552
	₱406,204,158	₱336,031,882

Personnel costs were distributed as follows:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Cost of services (Note 13)	**₱49,980**	₱26,622
Selling and distribution (see Note 14)	**247,709,991**	194,132,474
General and administrative (see Note 15)	**158,444,187**	141,872,787
	₱406,204,158	₱336,031,882

17. **Depreciation and Amortization Expense**

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Property and equipment (see Note 9)	**₱360,687,747**	₱191,800,153
Franchise fee (see Note 10)	**2,772,948**	2,503,557
Software costs (see Note 10)	**–**	524,155
	₱363,460,695	₱194,827,865

Depreciation and amortization were distributed as follows:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Cost of services (Note 13)	**₱1,064,781**	₱1,205,427
Selling and distribution (see Note 14)	**308,632,251**	152,182,357
General and administrative (see Note 15)	**53,763,663**	41,440,080
	₱194,827,864	₱194,827,864

18. **Related Party Disclosures**

Parties are considered to be related if one party has the ability to control, directly or indirectly, the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. Key management personnel are considered related parties.

The Group, in the normal course of business, entered into the following transactions with related parties:

a. Lease of the Group's store outlet spaces from a related party (see Note 22). Related rent expense amounted to ₱24.1 million and ₱18.7 million, for the three months in the period ended March 31, 2023 and 2022, respectively;

b. The Group reimburses related parties for its expenses paid by the related parties in behalf of the Group;

c. Sales through the use of related parties' gift certificates. Total value of the related parties' gift certificates used amounted to ₱6.0 million and ₱6.3 million for the three months ended March 31, 2023 and 2022, respectively;

d. Short-term noninterest-bearing cash advances to/from related parties; and

e. Compensation of the Company's key management personnel comprised of short-term employee benefits amounting to ₱9.2 million, ₱9.2 million for the three months in the period ended March 31, 2023 and 2022, respectively, and post-employment benefits amounting to ₱1.4 million and ₱1.4 million for the three months in the period ended March 31, 2023 and 2022, respectively.

As of March 31, 2023 and December 31, 2022, transactions with related parties are as follows:

Related Parties	Periods ended	Transactions for the year	Outstanding balances Receivables from related parties (Note 5)	 Payable to related parties (Note 12)
Under common control				
RCC	**March 31, 2023**	**(₱16,932,059)**	**₱23,055,757**	**₱–**
	December 31, 2022	₱89,647,370	₱39,764,956	₱72,982,294
RMK	**March 31, 2023**	**929,307**	**29,197,133**	**12,001**
	December 31, 2022	4,892,768	28,280,126	126,662
Joint venture				
MPC	**March 31, 2023**	**430,512**	**6,139,000**	**14,050**
	December 31, 2022	4,647,691	6,855,307	27,600
Associate				
SPI	**March 31, 2023**	**(1,528)**	**2,470,994**	**–**
	December 31, 2022	49,103	2,472,521	–
	March 31, 2023		**₱60,862,885**	**₱26,051**
	December 31, 2022		₱77,372,910	₱73,136,556

The related party balances as of March 31, 2023 and December 31, 2022 are due and demandable, non-interest bearing and unsecured. The allowance for expected credit losses on amounts owed by related parties amounted to ₱43.17 million as of March 31, 2023 and December 31, 2022, all receivables from related parties are not impaired. All related party balances are settled in cash.

19. Earnings Per Share (EPS)

The following tables reflect the net income and share data used in the basic/dilutive EPS computations:

	March 31, 2023 (Unaudited)	March 31, 2022 (Unaudited)
Net income	**₱455,970,095**	₱67,707,227
Divided by weighted average number of common shares	**3,298,408,430**	3,298,408,430
	₱0.14	₱0.02

There were no potential dilutive common shares for the three months ended March 31, 2022 and 2021.

20. Risk Management Objectives and Policies

The principal financial instruments of the Group are cash and short-term and long-term loans. The main purpose of these financial instruments is to anticipate future fund requirements of the Group. The Group has various other financial assets and liabilities such as trade and other receivables, trade and other payables, short-term loan payable and long-term debt, amounts owed to/by related parties, tenants' deposits and security deposits and construction bonds which arise directly from its operations.

The main risks arising from the financial instruments of the Group are credit risk, foreign currency risk and liquidity risk. The Group's management reviews and approves policies for managing each of these risks and they are summarized below. The Group also monitors the market price risk arising from all financial instruments.

The magnitudes of these risks that have arisen over the year are discussed below.

Credit risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group trades only with recognized, creditworthy third parties, mostly with credit card companies. Trade receivables from third parties are monitored on an on-going basis with the result that the exposure of the Group to bad debts is not significant. There is no allowance for impairment of trade receivables since the Group expects to fully realize its receivables from debtors.

The table below shows the maximum exposure of the Company to credit risk:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Cash and cash equivalents	**₱6,063,439,758**	₱6,593,664,668
Trade and other receivables		
Trade receivables	**266,354,478**	329,002,636
Nontrade receivables	**320,285,592**	209,909,875
Receivables from related parties	**104,033,884**	120,543,909
Others	**5,345,043**	1,588,614
Security deposits and construction bonds	**937,767,677**	950,728,187
	₱7,697,226,432	₱8,205,437,889

There is no significant concentration of credit risk in the Group.

The aging analyses of financial assets that are past due but not impaired are as follows:

March 31, 2023 (Unaudited)

	Total	**Neither past due nor impaired**	**Past due but not impaired**				**Impaired**
			<30 days	**30 - 60 days**	**60 - 90 days**	**> 90 days**	
Cash	**₱6,063,439,758**	₱6,063,439,758	₱–	₱–	₱–	₱–	₱–
Trade and other receivables							
Trade receivables	**266,354,478**	91,490,928	143,856,618	8,108,259	2,536,284	19,506,543	855,846
Nontrade receivables	**320,285,592**	16,641,155	138,747,610	72,338,993	24,096,858	68,460,976	–
Receivables from related parties	**104,033,884**	755,739	25,740,166	12,946,230	3,623,849	17,796,901	43,170,999
Others	**5,345,043**	–	5,345,043	–	–	–	–
Security deposits and construction bonds	**937,767,677**	937,767,677	–	–	–	–	–
Total	**₱7,697,226,432**	**₱7,110,095,257**	**₱313,689,437**	**₱93,393,482**	**₱30,256,991**	**₱105,764,420**	**₱44,026,845**

December 31, 2022

	Total	Neither past due nor impaired	Past due but not impaired				Impaired
			<30 days	30 - 60 days	60 - 90 days	> 90 days	
Cash and cash equivalents	₱6,593,664,668	₱6,593,664,668	₱–	₱–	₱–	₱–	₱–
Trade and other receivables							
Trade receivables	329,002,636	157,678,793	144,951,491	5,975,227	3,634,596	15,903,963	858,566
Nontrade receivables	209,909,875	16,309,060	125,805,492	23,894,134	15,324,278	28,576,911	
Receivables from related parties	120,543,909	488,392	23,930,692	19,443,688	4,347,383	29,162,755	43,170,999
Others	1,588,614	–	1,588,614	–	–	–	–
Security deposits and construction bonds[1]	950,728,187	950,728,187	–	–	–	–	–
Total	₱8,205,437,889	₱7,718,869,100	₱296,276,289	₱49,313,049	₱23,306,257	₱73,643,629	₱44,029,565

Impairment of financial assets
The following financial assets are subject to expected credit loss model effective January 1, 2018:

a. Cash, nontrade receivables (except those related to principals), amounts owed by related parties and security deposits and construction bonds. The Group uses general approach in assessing impairment of these financial assets. The credit risk of these financial asset is presumed to increase when the contractual payments are more than 30 days past due. As of March 31, 2023 and December 31, 2022, there has been no increase in credit risk of these financial assets since initial recognition except for amounts owed by related parties amounting to ₱23.63 million which are classified as credit impaired as of March 31, 2023 and December 31, 2022.

b. Trade receivables. For these financial assets, the Group uses simplified approach. An impairment analysis is performed at each reporting date to measure expected credit losses. 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 identified impairment losses on these financial assets were immaterial.

c. Nontrade receivables pertain to receivables from principals. The credit risk of these financial assets is presumed to increase when the contractual payments are more than 90 days past due. As of March 31, 2023 and December 31, 2022, nontrade receivables from principals amounting to ₱0.86 million, are classified as credit impaired.

Capital Management
The primary objective of the Group is to maintain a strong credit rating and healthy capital ratios to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it based on changes in economic and business conditions. To maintain or adjust the capital structure, the Group may consider paying dividends to stockholders, returning capital to stockholders, or issuing new shares of stocks. No major changes were made on the objectives, policies, or processes during the three months ended March 31, 2023 and year ended December 31, 2022. Capital includes equity as shown in the consolidated balance sheet.

As disclosed in Note 14, the Group is required by their creditors to maintain a debt-to-equity ratio and debt-service coverage ratio. The Group, thus, monitors capital on the basis of debt-to-equity ratio which is calculated as total liabilities divided by total equity. The Company includes within debt all interest-bearing short-term and long-term liabilities. These externally imposed capital requirements have been complied with as of March 31, 2023.

21. Fair Value of Financial Instruments

Set out below is a comparison by category of carrying amounts and fair values of the Group's financial instruments:

	March 31, 2023 (Unaudited)		December 31, 2022 (Audited)	
	Carrying Amounts	**Fair Values**	Carrying Amounts	Fair Values
Financial Assets				
Loans and receivables				
Security deposits and construction bonds	**₱937,767,677**	**₱943,483,349**	₱950,728,187	₱956,443,859

The following method and assumptions are used to estimate the fair value of each class of financial instruments:

Cash and cash equivalents, trade and other receivables, amounts owed by/to related parties, current portion of security deposits (presented under prepayments and other current assets), tenants' deposits, trade and other payables and short-term loans
The carrying values of these financial instruments approximate their fair values due to the short-term maturity, ranging from one to twelve months.

Security deposits and construction bonds
The fair values of security deposits are based on the discounted value of future cash flows using the applicable market interest rates. Discount rates ranging from 1.66% to 6.89% were used in calculating the fair value of the Group's refundable deposits as of March 31, 2023 and December 31, 2021.

Fair Value Hierarchy
The Group uses the following hierarchy in determining and disclosing the fair value of financial instruments by valuation technique:

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

The Group's security deposits and construction bonds and long-term debt are classified as Level 3.

As at March 31, 2023 and December 31, 2022 the Group does not have financial instruments with fair values determined using inputs that are classified under Level 1 and 3.

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

22. Contracts and Commitments

Group as a Lessee
The Group has various leases of its warehouse and office space and certain store outlets used in its operations for lease terms ranging from three to ten years. Rental payments on certain outlets are based on a fixed basic monthly rate plus a certain percentage of gross sales, while other store outlets and office spaces are based on fixed monthly rates. The Group also has certain leases of stores, office and warehouse space with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The rollforward analysis of right-of-use assets follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Balances at beginning of the year	**₱1,976,483,502**	₱1,548,452,081
Additions	**9,054,883**	1,329,551,568
Depreciation expense	**(194,274,968)**	(792,765,335)
Remeasurement/termination	**–**	(108,754,812)
Balances at end of the year	**₱1,791,263,417**	₱1,976,483,502

The rollforward analysis of lease liabilities follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Balances at beginning of the year	**₱1,905,747,417**	₱1,608,373,177
Additions	**–**	1,328,513,470
Interest expense	**39,483,383**	158,627,379
Remeasurement/termination	**–**	(144,397,926)
Lease concession	**–**	(146,979,526)
Payments	**(213,277,541)**	(898,389,157)
Balances at end of the year	**1,731,953,259**	1,905,747,417
Less: current portion	**633,093,910**	692,268,057
Balances at end of the year	**₱1,098,859,349**	₱1,213,479,360

The Group has paid security deposits for the store outlets and office spaces with carrying amounts of ₱937.77 million and ₱950.73 million as of March 31, 2023 and December 31, 2022, respectively, which are refundable upon complete turnover of the leased area. The present value of these deposits was computed using the discount rates prevailing at the inception date of the lease, ranging from 3.56% to 6.89%. Interest income recognized from these security deposits amounted to ₱0.94 million and ₱1.00 million, for the three months ended March 31, 2023 and 2022, respectively.

Group as lessor
In 2014, the Group leased out portions of the store spaces and parking space in Central Square for a lease term ranging from one to three years. Rental income on these spaces is based on a fixed basic monthly rate plus a certain percentage of gross sales. Rental income recognized on these spaces amounted to ₱21.06 million and ₱7.95 million, for the three months ended March 31, 2023 and 2022, respectively. Deposits received from tenants amounted to ₱24.75 million and ₱24.62 million as of March 31, 2023 and December 31, 2022, respectively, pertaining to deposits on the leased space.

23. **Segment Reporting**

The Group has determined that it is operating as one operating segment. Based on management's assessment, no part or component of the business of the Group meets the qualifications of an operating segment as defined by PFRS 8.

The Company's store operations is its only income generating activity and such is the measure used by the chief operating decision maker in allocating resources.

The Company derives its primary income from the sales of merchandise to external customers and is the only basis for segment reporting purposes. Sales are reported on an entity-wide basis. This information is measured using the same accounting policies and estimates as the Group's consolidated financial statements.

The table below sets out revenue from external customers by category for the three months ended March 31, 2023 and 2022 (amounts in millions):

	March 31, 2022 (Unaudited)	March 31, 2022 (Unaudited)
Net Sales		
Luxury and Bridge	**₱1,902**	₱1,782
Fast Fashion	**2,285**	1,322
Casual	**865**	620
Footwear, Accessories and Luggage	**458**	275
Other	**708**	487
	₱6,218	₱4,485

24. **Seasonality of operations**

The Group experiences seasonal fluctuations in its operations. The Group's sales typically peak during the fourth quarter of the year due to the increased sales attributable to the Christmas and New Year Holidays.

EXHIBIT I

SSI GROUP, INC.

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

MARCH 31, 2023

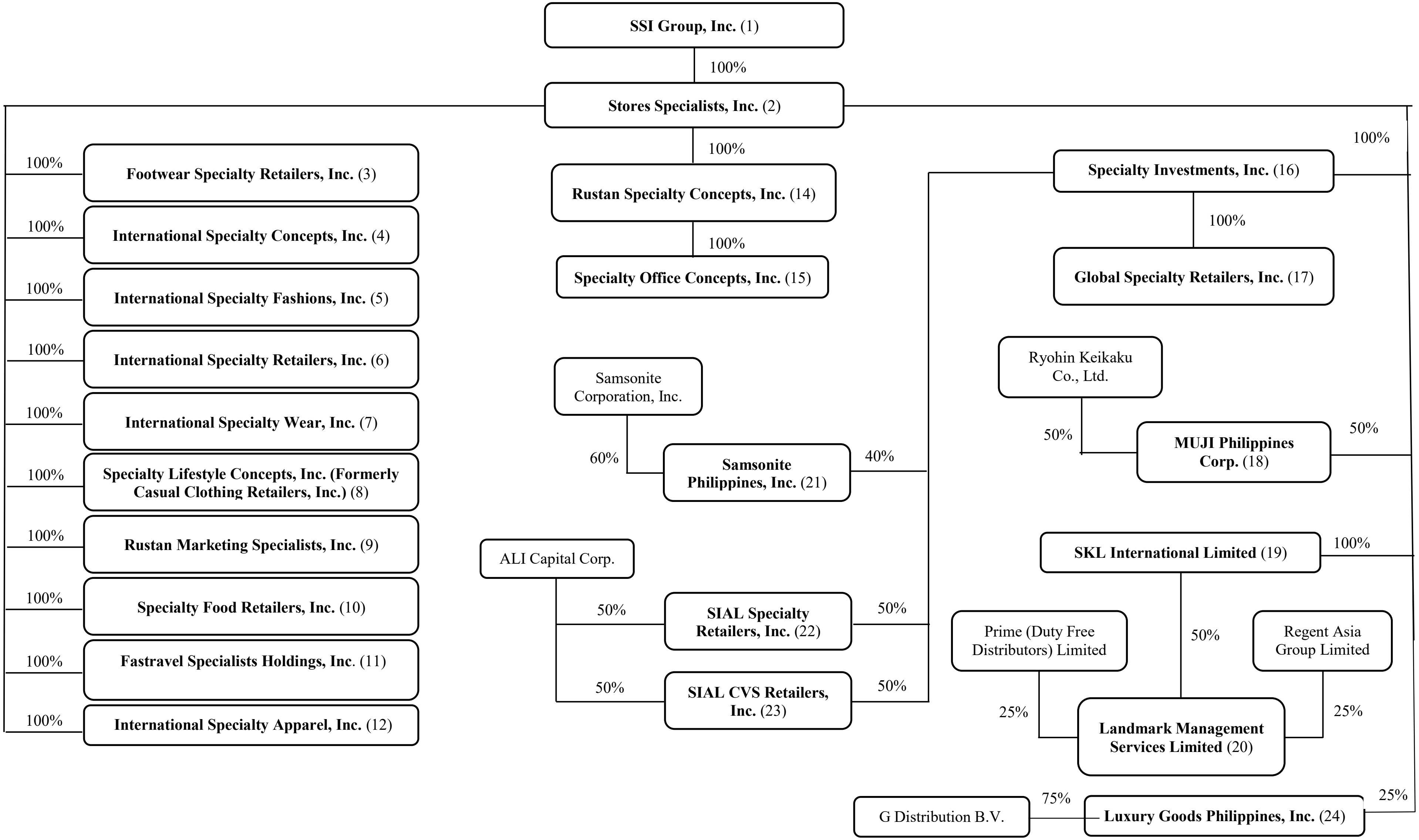

Exhibit II

SSI GROUP, INC.
RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
MARCH 31, 2023

Unappropriated retained earnings, as adjusted, beginning		₱1,090,659,016
Cumulative prior year adjustments:		
Interest income from accretion of the discount on security deposits		(5,574,182)
Benefit from deferred tax		(1,102,322)
		1,083,982,512
Net income during the period closed to retained earnings	22,014,834	
Less: Other realized gains related to accretion of income from security deposits	–	
Deferred tax asset recognized during the year	–	
Net income during the period		22,014,834
Retained earnings available for dividend declaration		₱1,105,997,346

Exhibit III

SSI GROUP, INC.
SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

Ratios	Formula	March 31, 2023	December 31, 2022	March 31, 2022
(i) Current Ratio	Current Assets/Current Liabilities	2.23	2.16	1.80
(ii) Debt/Equity Ratio	Bank Debts/ Total Equity	0.12	0.17	0.51
(iii) Net Debt/Equity Ratio	Bank Debts-Cash & Equivalents/Total Equity	(0.35)	(0.36)	(0.14)
(iii) Asset to Equity Ratio	Total Assets/Total Equity	1.68	1.71	1.96
(iv) Interest Cover Ratio	EBITDA/Interest Expense	16.66	11.69	5.14
(v) Profitability Ratios				
GP Margin	Gross Profit/Revenues	45.13%	43.76%	37.00%
Net Profit (Loss) Margin	Net Income (Loss) /Revenues	7.31%	8.11%	1.51%
EBITDA Margin	EBITDA/Revenues	16.69%	19.17%	8.60%
Return on Assets	Net Income (Loss) /Total Assets	2.10%	9.02%	0.32%
Return on Equity	Net Income (Loss) /Total Equity	3.52%	15.43%	0.63%

*EBITDA = Earnings before interest, taxes and depreciation and amortization

Annex "C"

EXECUTIVE OFFICERS

Elizabeth T. Quiambao, 71, is the Executive Vice President of the Company. Mrs. Quiambao is also the Executive Vice President and/or General Manager of most of the Group's companies She is also a member of the board of directors of MUJI Philippines, Corp. Prior to joining the Group in 1994, she was an auditor with SGV & Co., the Controller of Philippine Aerospace Development Corp., the Vice President of Tourist Duty Free Shops and Vice President of Grosby Footwear, Inc. Mrs. Quiambao graduated magna cum laude from the University of Santo Tomas with a Bachelor of Science degree in Commerce, major in Accountancy and is a certified public accountant.

Rossellina J Escoto, 70, is the Vice President of Finance of the Company. Mrs. Escoto is also the Vice President of Finance or Finance Manager of most of the Group's companies. Prior to joining the Group in 1997, she was an auditor with SGV & Co., and also held a senior management position with the Philippine Stock Exchange. Mrs. Escoto graduated magna cum laude from the University of Santo Tomas with a Bachelor of Science degree in Commerce, major in Accountancy and is a certified public accountant.

Ma. Margarita A. Atienza, 49, is the Vice President of Investor Relations & Corporate Planning, and the Compliance Officer of the Company. Ms. Atienza is also a member of the board of directors and the Chief Financial Officer of Landmark Management Services, Ltd. and is the Treasurer of MUJI Philippines Corp. Ms. Atienza is also the Data Privacy Officer of the Group. Prior to joining the Group in 2014, she was an Associate Director for Client Coverage with BPI Capital Corporation, which she joined in 2008. Ms. Atienza was a Merit Scholar at the Ateneo de Manila University and graduated from the Ateneo with a Bachelor's Degree in Social Sciences and the Asian Institute of Management with a Master's in Business Administration.

Ma. Alicia Picazo-San Juan, 51, is the Corporate Secretary of the Company. Atty. Picazo-San Juan is a practicing lawyer and a Partner of Picazo Buyco Tan Fider & Santos Law Offices. She serves as the Corporate Secretary of various Philippine companies, including Max's Group, Inc., Yellow Cab Food Corporation, Pancake House Products, Inc. The Real American Doughnut Co., Inc., Max's Bakeshop, Inc., ATR Kim Eng Asset Management, Inc., ATRAM Investment Management Partners Corp., Seedbox Technologies, Inc., IBM Global Financing Philippines, Inc. and several mutual fund companies. Atty. Picazo-San Juan graduated magna cum laude with the degree of Bachelor of Science in Management, Major in Legal Management, from the Ateneo de Manila University in 1992, and graduated cum laude with the degree of Bachelor of Laws from the University of the Philippines in 1996.

DEPARTMENT OF FOREIGN AFFAIRS
KAGAWARAN NG UGNAYANG PANLABAS

HUMAN RESOURCES MANAGEMENT OFFICE

05 May 2023

Sir:

This is to confirm that Ms. Maria Elena R. Tantoco currently serves as Honorary Consul General of the Republic of the Philippines in Casablanca, Kingdom of Morocco. Given this position, Ms. Tantoco is performing her functions on a voluntary basis without salary or monetary compensation.

This is to likewise confirm that her position as an honorary consular officer of the Philippines does not preclude her from accepting or holding any appointed or elected positions in private corporations.

Very truly yours,

RONALD M. JOVES
Acting Director

MR. VICENTE GRACIANO P. FELIZMENIO, JR.
Director, Markets and Securities Regulations Department
Securities and Exchange Commission
SEC Building, EDSA Greenhills
Mandaluyong City, Metro Manila

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