August 14, 2024

Securities and Exchange Commission
7907 Makati Avenue, Salcedo Village,
Bel-Air, Makati City, 1209

Attention: **Mr. Oliver O. Leonardo**
Director, Markets and Securities Regulation Department

Philippine Stock Exchange
PSE Tower, 28th Street corner 5th Avenue,
Bonifacio Global City, Taguig City

Attention: **Atty. Stefanie Ann B. Go**
OIC, Disclosure Department

Gentlemen:

On behalf of Puregold Price Club, Inc., I am submitting herewith the Company's Second Quarterly Report for the year 2024 (SEC Form 17-Q).

Sincerely yours,

JEWELYN A. JUMALON
Assistant Corporate Secretary and
Compliance Officer

COVER SHEET

A 1 9 9 8 1 3 7 5 4

SEC Registration Number

PUREGOLD PRICE CLUB, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO, MANILA

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

JEWELYN A. JUMALON

(Contact Person)

(63) 917 861 2459

(Company Telephone Number)

1 2	3 1	SEC FORM 17-Q	0 5	1 4
Month	**Day**	..	**Month**	**Day**

(Secondary License Type, If Applicable)

Dept. Requiring this Doc

Amended Articles Number/Section

Total Amount of Borrowing

Total No. of Stockholders

Domestic

Foreign

SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended: **June 30, 2024**

2. Commission identification number: **A199813754**

3. BIR Tax Identification No.: **201-277-095**

4. Exact name of issuer as specified in its charter: **Puregold Price Club, Inc.**

5. Province, country or other jurisdiction of incorporation or organization: **Manila**, **Philippines**

6. Industry Classification Code: [ ] Use Only)

7. Address of issuer's principal office: **No. 900 Romualdez Street, Paco, Manila** Postal Code: 1**007**

8. Issuer's telephone number, including area code: **(63) 917 861 2459**

9. Former name, former address and former fiscal year, if changed since last report: **None**

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common Shares	**2,880,137,615** **Php11,640,000,000.00**

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

Yes [/] No [ ]

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange **Common Shares**

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [/] No [ ]

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

Yes [/] No [ ]

FINANCIAL INFORMATION

Item 1. Financial Statements

Please see attached **SECTION A**

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following should be read in conjunction with the accompanying interim financial statements and notes thereto which form part of this Quarterly Report. The interim financial statements and notes thereto have been prepared in accordance with Philippine Financial Reporting Standards particularly PAS 34, Interim Financial Statements.

Top Key Performance Indicators

The following are the financial soundness indicators used by the Group as at June 30 and December 31 and for the six-month periods ended June 30:

	June 2024	December 2023
Current Ratio (1)	**4.10:1**	2.74:1
Asset to Equity Ratio (2)	**1.84:1**	1.94:1
Debt to Equity Ratio (3)	**0.84:1**	0.94:1
Debt to Total Assets Ratio (4)	**0.46:1**	0.49:1
Book Value per Share (5)	**P31.67**	P30.84
Price Earnings Ratio (6)	**7.01x**	8.97x

** Based on annualized EPS*

	June 2024	June 2023
Earnings per Share (7)	**P1.73**	P1.54
Return on Assets (8)	**2.9%**	2.8%
Return on Equity (9)	**5.5%**	5.2%

(1) Current Assets over Current Liabilities
(2) Total Assets over Total Equity
(3) Total Liabilities over Total Equity
(4) Total Liabilities over Total Assets
(5) Total Equity over Total Common Shares Outstanding
(6) Market Value per Share over Earnings per Share
(7) Net income after tax over Weighted Average Common Shares Outstanding
(8) Net income after tax over Average Total Assets
(9) Net income after tax over Average Total Equity

I. Results of Operations

For the period ended June 30, 2024, the Group earned a consolidated net income of P4,949 million at 5.0% net margin and an increase of 12.5% from P4,400 million at 4.8% net margin in the same period of 2023.

The Group's comparative financial performance is presented below:

	For the Six-month Periods Ended June 30					For the Three-month Periods April 1 to June 30			
(In millions)	**2024**		2023			**2024**		2023	
		% to Sales		% to Sales	**% Change**		**% to Sales**		% to Sales
Net Sales	**P98,498**	**100.0%**	P91,231	100.0%	**8.0%**	**P51,180**	**100.0%**	P46,878	100.0%
Cost of Sales	**79,781**	**81.0%**	74,379	81.5%	**7.3%**	**41,718**	**81.5%**	38,547	82.2%
Gross Profit	**18,716**	**19.0%**	16,852	18.5%	**11.1%**	**9,462**	**18.5%**	8,331	17.8%
Other Operating Income	**1,537**	**1.6%**	1,516	1.7%	**1.4%**	**790**	**1.5%**	754	1.6%
Gross Income	**20,253**	**20.6%**	18,367	20.1%	**10.3%**	**10,252**	**20.0%**	9,084	19.4%
Operating Expenses	**12,879**	**13.1%**	11,694	12.8%	**10.1%**	**6,555**	**12.8%**	5,989	12.8%
Operating Income	**7,374**	**7.5%**	6,673	7.3%	**10.5%**	**3,697**	**7.2%**	3,096	6.6%
Other income (expenses) – net	**(965)**	**-1.0%**	(977)	-1.1%	**-1.2%**	**(496)**	**-1.0%**	(515)	-1.1%
Net Income before tax	**6,409**	**6.5%**	5,696	6.2%	**12.5%**	**3,201**	**6.3%**	2,580	5.5%
Income tax expense	**1,460**	**1.5%**	1,296	1.4%	**12.6%**	**731**	**1.4%**	587	1.3%
Net Income after tax	**P4,949**	**5.0%**	P4,400	4.8%	**12.5%**	**P2,470**	**4.8%**	P1,994	4.3%

Net Sales

For the period ended June 30, 2024, the Group posted a consolidated net sales of P98,498 million for an increase of P7,267 million or 8.0% compared to P91,231 million in the same period of 2023. Net sales grew due to sales contribution from full operation of 2023 new stores (37 PGOLD stores; 4 S&R Warehouses) and revenue from 2024 newly opened stores (12 PGOLD stores; 2 S&R Warehouses) of both Puregold and S&R.

Like for like sales performance indicators for the period ended June 30 are as follow:

	PGOLD		S&R	
	2024	2023	**2024**	2023
Net Sales [(a)]	**1.9%**	5.9%	**2.4%**	9.5%
Net Ticket [(b)]	**-0.5%**	-0.7%	**2.5%**	1.3%
Traffic [(c)]	**2.4%**	6.6%	**-0.1%**	8.1%

Note:

*Like for like data includes only stores with full year operation on both current year and prior year

*Net Ticket is the average basket size for each transaction, derived by dividing net sales by total traffic

*Traffic is the number of people buying on the stores

(a) Current year net sales minus prior year net sales divided by prior year net sales

(b) Current year ticket minus prior year ticket divided by prior year ticket

(c) Current year traffic minus prior year traffic divided by prior year traffic

Gross Profit
For the period ended June 30, 2024, the Group realized an increase of 11.1% in consolidated gross profit to P18,716 million at 19.0% from P16,852 million at 18.5% margin in the same period of 2023. The increase is mainly due to rebates and discounts from suppliers, granted during the period.

Other Operating Income
Other operating income slightly increased by P21 million or 1.4% from P1,516 million in the six months of 2023 to P1,537 million in the same period of 2024.

Gross Operating Income
Gross operating income amounted to P20,253 million in 2024 at a gross operating margin of 20.6% and an increase of P1,886 million or 10.3% from P18,367 million at 20.1% margin in the same period of 2023.

Operating Expenses
Operating expenses increased by P1,185 million or 10.1% from P11,694 million in the six-month period ended June 30, 2023 to P12,879 million in the same period of 2024. Increase in the account was primarily due to full operation of 2023 new stores and expenses from the 2024 newly opened stores, specifically manpower, depreciation, taxes and repair and maintenance expenses.

Other Expense - net
Other expenses net of other income amounted to P965 million and P977 million for the six-month periods ended June 30 , 2024 and 2023, respectively. This includes interest on bank loans and accretion of interest on leased assets in compliance with PFRS 16 – Leases, and net of interest income.

Net Income
For the period ended June 30, 2024, the Group earned a consolidated net income of P4,949 million at 5.0% net margin and an increase of 12.5% from P4,400 million at 4.8% net margin in the same period of 2023.

II. Financial Condition

The Group's consolidated statements of financial position are presented below:

(In millions)	June 2024	% to Total Assets	December 2023	% to Total Assets	% Change
Cash & Cash Equivalents	**P32,608**	**19.6%**	P41,985	24.4%	**-22.3%**
Receivables – net	**3,916**	**2.3%**	4,669	2.7%	**-16.1%**
Merchandise inventory	**30,141**	**18.1%**	27,309	15.9%	**10.4%**
Investments in trading securities	**4,627**	**2.8%**	4,626	2.7%	**0.0%**
Prepaid expenses and other current assets	**975**	**0.6%**	602	0.4%	**61.9%**
Total Current Assets	**72,266**	**43.4%**	79,192	46.1%	**-8.7%**
Investments in associate and joint ventures	**523**	**0.3%**	523	0.3%	**0.0%**
Property and equipment- net	**37,749**	**22.6%**	35,478	20.7%	**6.4%**
Intangibles and goodwill	**19,728**	**11.8%**	19,727	11.5%	**0.0%**
Right-of-use assets – net	**31,076**	**18.6%**	31,676	18.4%	**-1.9%**
Deferred tax assets – net	**2,109**	**1.3%**	2,016	1.2%	**4.6%**
Other noncurrent assets	**3,214**	**1.9%**	3,109	1.8%	**3.4%**
Total Noncurrent Assets	**94,400**	**56.6%**	92,529	53.9%	**2.0%**
	P166,666	**100.0%**	P171,721	100.0%	**-2.9%**
Accounts payable and accrued expenses	**P14,523**	**8.7%**	P25,547	14.9%	**-43.2%**
Short-term loans payable	**-**	**0.0%**	-	0.0%	**0.0%**
Income tax payable	**780**	**0.5%**	859	0.5%	**-9.2%**
Due to related parties	**33**	**0.0%**	53	0.0%	**-38.2%**
Current maturities of long - term loans, net of debt issue costs	**120**	**0.1%**	120	0.1%	**0.0%**
Lease liabilities due within one year	**1,322**	**0.8%**	1,272	0.7%	**4.0%**
Other current liabilities	**829**	**0.5%**	1,016	0.6%	**-18.4%**
Total Current Liabilities	**17,607**	**10.6%**	28,867	16.8%	**-39.0%**
Long-term loans - net of current maturities and debt issue costs	**15,449**	**9.3%**	11,441	6.7%	**35.0%**
Lease liabilities	**40,426**	**24.3%**	40,454	23.6%	**-0.1%**
Other noncurrent liabilities	**2,445**	**1.5%**	2,588	1.5%	**-5.5%**
Total Noncurrent Liabilities	**58,319**	**35.0%**	54,483	31.7%	**7.0%**
Total Liabilities	**75,926**	**45.6%**	83,351	48.5%	**-8.9%**
Capital stock	**2,904**	**1.7%**	2,904	1.7%	**0.0%**
Additional paid in capital	**25,374**	**15.2%**	25,374	14.8%	**0.0%**
Remeasurements of retirement liability - net of tax	**491**	**0.3%**	491	0.3%	**0.0%**
Treasury stock, at cost	**(210)**	**-0.1%**	(210)	-0.1%	**0.0%**
Retained earnings	**62,180**	**37.3%**	59,810	34.8%	**4.0%**
Total Equity	**90,740**	**54.4%**	88,370	51.5%	**2.7%**
	P166,666	**100.0%**	P171,721	100.0%	**-2.9%**

Working Capital
As at June 30, 2024 and December 31, 2023, the Group's working capital stood at P54,659 million and P50,324 million, respectively while its current ratio improved to 4.10 as at June 2024 from 2.74 as at December 2023.

Current Assets
As at June 30, 2024 and December 31, 2023, total current assets amounted to P72,266 million or 43.4% of total assets and P79,192 million or 46.1% of total assets, respectively, for a decrease of P6,926 million or 8.7%.

Cash and cash equivalents as at June 30, 2024 amounted to P32,608 million or 19.6% of total assets and decreased by P9,378 million or 22.3% compared to previous year. Decrease in the Group's cash position was attributable mainly to the net settlement of trade and non-trade payables, payment for cash dividend, inventory purchases and capital expenditures for 2024 new organic stores.

Receivables amounted to P3,916 million as at June 30, 2024 or 2.3% of total assets, with a decrease of P753 million or 16.1% from P4,669 million in December 2023. The decline was due to collections made during the period from the previous yearend balance.

Merchandise inventory amounted to P30,141 million or 18.1% of total assets as at June 30, 2024. Total inventory increased by P2,832 million or 10.4% principally due to increase in Puregold and S&R stores stocking requirements for existing and new operating stores.

Investments in trading securities amounted to P4,627 million and P4,626 million as at June 30, 2024 and December 31, 2023, respectively.

Prepaid expenses and other current assets amounted to P975 million and P602 million as at June 30, 2024 and December 31, 2023, respectively. The increase was mainly due to payment of business taxes to be amortized during the year.

Noncurrent Assets
As at June 30, 2024 and December 31, 2023, total noncurrent assets amounted to P94,400 million or 56.6% of total assets and P92,529 million or 53.9% of total assets, respectively.

Investments in associate and joint ventures amounted to P523 million as at June 30, 2024 and December 31, 2023.

As at June 30, 2024, net book values of property and equipment amounted to P37,749 million and increased by P2,271 million or 6.4% from P35,478 million in December 2023. The increase was mainly due to additions made during the period intended for newly established stores.

Intangibles and goodwill amounted to P19,728 million as at June 30, 2024 and P19,727 million as at December 31, 2023.

Right-of-use assets amounted to P31,076 million or 18.6% of total assets and P31,676 million or 18.4% of total assets as at June 30, 2024 and December 31, 2023, respectively.

Deferred tax assets – net amounted to P2,109 million or 1.3% of total assets and P2,016 million or 1.2% of total assets as at June 30, 2024 and December 31, 2023, respectively, for an increase of 4.6% or P94 million.

Other noncurrent assets amounted to P3,214 million as at June 30, 2024 and P3,109 million as at December 31, 2023.

Current Liabilities
As at June 30, 2024 and December 31, 2023, total current liabilities amounted to P17,607 million or 10.6% of total assets and P28,867 million or 16.8% of total assets, respectively, for a decrease of P11,260 million or 39.0%.

Accounts payable and accrued expenses amounted to P14,523 million and P25,547 million as at June 30, 2024 and December 31, 2023, respectively, and decreased by P11,024 million or 43.2% primarily due to settlement of trade and nontrade liabilities and payment of dividends declared in previous year.

Income tax payable decreased by P79 million from P859 million in December 2023 to P780 million in June 2024 due to settlement of income tax liability for the first quarter of 2024 and year ended December 2023.

Due to related parties, representing royalty fees, amounted to P33 million for the period ended June 2024 and P53 million for the year ended December 2023. The decrease was due to settlement of liability incurred as at December 2023.

Other current liabilities decreased by P187 million or 18.4% from P1,016 million in December 2023 to P829 million in June 2024. The decrease was mainly due to settlement of VAT liability due as at June 30, 2024.

Noncurrent Liabilities
As at June 30, 2024 and December 31, 2023, total noncurrent liabilities amounted to P58,319 million or 35.0% of total assets and P54,483 million or 31.7% of total assets, respectively, for an increase of P3,836 million.

Long-term debt – net of current maturities and debt issue costs amounted to P15,449 million as at June 30, 2024 and P11,441 million as at December 31, 2023. During the period, the Group availed a total of P4,000 million loan from banks, payable in 3 years.

Lease liabilities amounted to P40,426 million or 24.3% of total assets and P40,454 million or 23.6% of total assets as at June 30, 2024 and December 31, 2023, respectively, or a decrease of P29 million.

Other noncurrent liabilities amounted to P2,445 million and P2,588 million as at June 30, 2024 and December 31, 2023, respectively.

Equity
As at June 30, 2024 and December 31, 2023, total equity amounted to P90,740 million and P88,370 million, respectively, for an increase of P2,370 million or 2.7%.

Capital stock amounted to P2,904 million as at June 30, 2024 and December 31, 2023.

Additional paid in capital amounted to P25,374 million as at June 30, 2024 and December 31, 2023.

Retained earnings amounted to P62,180 million and P59,810 million as at June 30, 2024 and December 31, 2023, respectively, or an increase of P2,370 million or 4.0% due to income made during the period, net of dividends declared and paid.

III. Sources and Uses of Cash

The Group's primary sources of liquidity are basically its net operating cash inflows augmented by availments from banks loan facilities as and when required.

Principal uses of cash are working capital requirements, capital expenditures for stores expansion as well as investments in strategic business acquisitions of existing and operating supermarket store outlets.

A brief summary of cash flows during the comparative periods is shown below:

	For the Six-month Periods Ended June 30	
(In millions)	**2024**	2023
Net cash used in operating activities	**(P1,765)**	(P253)
Net cash used in investing activities	**(3,675)**	(3,941)
Net cash used in financing activities	**(3,937)**	(5,031)
Net decrease in cash and cash equivalents	**(P9,377)**	(P9,225)

Net cash used in operating activities amounted to P1,765 million for the six month period ended June 30, 2024. These were mainly attributable to settlement of payables to both trade and nontrade suppliers, purchase of inventories and other related current operating items to support the Group's expansion.

Net cash used in investing activities for the six-month period ended June 30, 2024 amounting to P3,675 million were utilized for the acquisition of equipment, furniture & fixtures, construction of buildings and improvements on leased assets.

Net cash used in financing activities for the six-month period ended June 30, 2024 amounting to P3,937 million pertain to dividend payment and lease liabilities paid during the period, net of loans availed from banks.

IV. Material Events and Uncertainties

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way.

There are no events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation;

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created during the year.

There are no material commitments for capital expenditures other than those performed in the ordinary course of trade of business in line with the Group's retail outlets expansion program.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the revenues or income from continuing operations.

There are no significant elements of income not arising from continuing operations.

The Group experiences the fourth quarter of the year as the peak season relating to increased sales resulting from Christmas and New Year holiday.

SIGNATURES

Pursuant to the requirements of the Securities and Regulation Code, the issuer has duly caused this Second Quarterly Financial Statement of Puregold Price Club, Inc. and its subsidiaries for the year 2024 to be signed on its behalf by the undersigned thereunto duly authorized.

August 13, 2024 in the City of Manila

PUREGOLD PRICE CLUB, INC.

By:

FERDINAND VINCENT P. CO
President

MARICEL R. CAMBE
Vice-President for Financial Accounting

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES

INTERIM CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2024 and December 31, 2023
and for the Six Months Ended June 30, 2024 and 2023

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	June 2024 (Unaudited)	December 2023 (Audited)
ASSETS			
Current Assets			
Cash and cash equivalents	*4*	**P32,607,629,040**	P41,985,314,006
Receivables – net	*5*	**3,916,063,817**	4,669,290,509
Merchandise inventories	*6*	**30,140,895,348**	27,308,803,049
Financial assets at fair value through profit or loss	*7*	**4,626,781,759**	4,626,139,942
Prepaid expenses and other current assets	*8*	**974,719,132**	602,155,608
Total Current Assets		**72,266,089,096**	79,191,703,114
Noncurrent Assets			
Investment in associate and joint ventures - net	*9*	**523,169,163**	523,169,163
Property and equipment - net	*10*	**37,749,291,320**	35,477,805,354
Goodwill and other intangibles	*12*	**19,728,441,590**	19,726,802,814
Right-of-use assets - net	*11*	**31,076,258,397**	31,676,080,984
Deferred tax assets - net	*25*	**2,109,228,631**	2,015,624,231
Other noncurrent assets	*13, 19*	**3,213,838,760**	3,109,336,767
Total Noncurrent Assets		**94,400,227,861**	92,528,819,313
		P166,666,316,957	P171,720,522,427
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables	*14, 23, 26*	**P14,522,544,004**	P25,546,874,423
Lease liabilities due within one year	*19*	**1,322,044,708**	1,271,652,922
Income tax payable		**780,107,040**	859,093,590
Current portion of long-term loans	*15*	**120,000,000**	120,000,000
Due to related parties	*23*	**32,945,206**	53,269,546
Other current liabilities	*16*	**829,237,980**	1,016,466,075
Total Current Liabilities		**17,606,878,938**	28,867,356,556
Noncurrent Liabilities			
Lease liabilities	*19*	**40,425,575,925**	40,454,144,290
Noncurrent portion of long-term loans	*15*	**15,448,796,360**	11,441,128,640
Other noncurrent liabilities	*24*	**2,445,099,847**	2,588,011,748
Total Noncurrent Liabilities		**58,319,472,132**	54,483,284,678
Total Liabilities		**75,926,351,070**	83,350,641,234
Equity	*26*		
Capital stock		**2,904,214,086**	2,904,214,086
Additional paid-in capital		**25,373,547,130**	25,373,547,130
Retirement benefits reserve		**491,315,609**	491,315,609
Treasury stock		**(209,597,201)**	(209,597,201)
Retained earnings		**62,180,486,263**	59,810,401,569
Total Equity		**90,739,965,887**	88,369,881,193
		P166,666,316,957	P171,720,522,427

See Notes to the Interim Consolidated Financial Statements.

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

		For the Six-Month Periods Ended June 30		For the Three-Month Periods April 1 to June 30	
	Note	**2024**	2023	**2024**	2023
NET SALES	*17*	**P98,497,538,449**	P91,230,530,473	**P51,180,001,645**	P46,878,093,754
COST OF SALES	*6, 18*	**79,781,289,916**	74,378,957,744	**41,718,348,389**	38,547,112,383
GROSS INCOME		**18,716,248,533**	16,851,572,729	**9,461,653,256**	8,330,981,371
OTHER REVENUE	*17, 19, 20*	**1,536,829,479**	1,515,553,260	**790,052,851**	753,505,308
TOTAL GROSS INCOME AND OTHER REVENUE		**20,253,078,012**	18,367,125,989	**10,251,706,107**	9,084,486,679
OPERATING EXPENSES	*21*	**12,879,426,240**	11,694,005,422	**6,554,656,264**	5,988,853,244
INCOME FROM OPERATIONS		**7,373,651,772**	6,673,120,567	**3,697,049,843**	3,095,633,435
OTHER CHARGES					
Interest expense	*10 ,15, 19*	**1,710,405,543**	1,622,763,453	**861,874,456**	832,168,157
Interest income	*4, 7*	**(729,392,671)**	(631,578,483)	**(366,909,579)**	(315,675,945)
Others – net	*22*	**(15,988,078)**	(14,113,244)	**868,098**	(1,172,422)
		965,024,794	977,071,726	**495,832,975**	515,319,790
INCOME BEFORE INCOME TAX		**6,408,626,978**	5,696,048,841	**3,201,216,868**	2,580,313,645
PROVISION FOR INCOME TAX					
Current		**1,541,409,543**	1,372,002,834	**767,561,936**	622,414,081
Deferred		**(81,895,024)**	(75,644,424)	**(36,135,123)**	(35,624,517)
	25	**1,459,514,519**	1,296,358,410	**731,426,813**	586,789,564
NET INCOME		**P4,949,112,459**	P4,399,690,431	**P2,469,790,055**	P1,993,524,081
Basic and diluted earnings per share	*28*	**P1.73**	P1.54	**P0.86**	P0.70

See Notes to the Interim Consolidated Financial Statements.

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Periods Ended June 30

	Note	**Capital Stock**	**Additional Paid-in Capital**	**Retirement Benefits Reserve**	**Treasury Stock**	**Retained Earnings**	**Total Equity**
Balance at January 1, 2023		P2,904,214,086	P25,373,547,130	P581,938,236	(P209,597,201)	P53,994,499,048	P82,644,601,299
Total Comprehensive Income for the Year							
Net income for the year		-	-	-	-	4,399,690,431	4,399,690,431
Other comprehensive income		-	-	-	-	-	-
		-	-	-	-	4,399,690,431	4,399,690,431
Transactions with Owners of the Parent Company	*26*						
Treasury shares - at cost		-	-	-	-	-	-
Cash dividends		-	-	-	-	-	-
		-	-	-	-	-	-
Balance at June 30, 2023		P2,904,214,086	P25,373,547,130	P581,938,236	(P209,597,201)	P58,394,189,479	P87,044,291,730
Balance at January 1, 2024		2,904,214,086	25,373,547,130	491,315,609	(209,597,201)	59,810,401,569	88,369,881,193
Total Comprehensive Income for the Year							
Net income for the year		-	-	-	-	4,949,112,459	4,949,112,459
Other comprehensive income		-	-	-	-	-	-
		-	-	-	-	4,949,112,459	4,949,112,459
Transaction with Owners of the Parent Company	*26*						
Cash dividends		-	-	-	-	(2,579,027,765)	(2,579,027,765)
Balance at June 30, 2024		**P2,904,214,086**	**P25,373,547,130**	**P491,315,609**	**(P209,597,201)**	**P62,180,486,263**	**P90,739,965,887**

See Notes to the Interim Consolidated Financial Statements.

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

		Periods Ended June 30	
	Note	**2024**	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax		**P6,408,626,978**	P5,696,048,841
Adjustments for:			
Depreciation and amortization	*10, 11, 12, 21*	**2,651,378,891**	2,428,909,068
Interest expense	*10, 15, 19*	**1,710,405,543**	1,622,763,453
Retirement benefits cost	*21, 24*		
Interest income	*4, 7*	**(729,392,671)**	(631,578,483)
Share in losses of associate and joint ventures	*9*	**-**	-
Gain from lease terminations	*19, 22*	**(3,665,930)**	(1,828,690)
Gain (loss) from insurance claims	*22*	**-**	-
Dividend income	*7, 22*	**(1,400,166)**	(1,098,889)
Unrealized valuation loss (gain) on financial assets at fair value through profit or loss	*22*	**(641,817)**	(4,936,807)
Loss (gain) on sale of financial assets	*7*	**-**	(6,524,397)
Gain from rent concessions	*19, 22*	**-**	-
Operating income before changes in working capital		**10,035,310,828**	9,101,754,096
Decrease (increase) in:			
Receivables	*1*	**753,226,692**	534,384,074
Merchandise inventories	*1*	**(2,832,092,299)**	67,101,141
Prepaid expenses and other current assets		**(481,571,380)**	1,811,785,292
Increase (decrease) in:			
Trade and other payables	*1*	**(8,244,711,605)**	(10,881,848,368)
Due to related parties		**(20,324,340)**	(18,458,886)
Other current liabilities		**(187,228,095)**	85,734,847
Cash used in operations		**(977,390,199)**	700,452,196
Income taxes paid		**(1,511,388,237)**	(1,582,128,564)
Interest received		**729,392,671**	631,578,483
Retirement benefits paid	*24*	**(5,679,133)**	(2,801,095)
Net cash used in operating activities		**(1,765,064,898)**	(252,898,980)
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to:			
Financial assets at fair value through profit or loss	*7*	**-**	(1,300,000,000)
Property and equipment	*1,10, 24*	**(3,526,749,440)**	(3,248,372,890)
Intangibles	*12*	**(33,757,991)**	(223,667,707)
Investment in associate and joint ventures	*9*	**-**	-
Other noncurrent assets	*13*	**(116,211,369)**	(156,490,076)
Payment of direct costs on leases	*11*	**-**	-
Cash paid on acquisition of business, net of cash acquired	*1*	**-**	-
Insurance claims	*22*	**-**	-
Proceeds from disposal of:			
Property and equipment	*10*	**3,344**	1,096
Computer software	*12*	**-**	-
Financial assets at fair value through profit or loss		**-**	986,169,775
Dividends received	*7*	**1,400,166**	1,098,889
Net cash used in investing activities		**(3,675,315,290)**	(3,941,260,913)

Forward

	Note	Periods Ended June 30 2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayments of lease:	*19*		
Interest expense		**(P1,415,478,619)**	(P1,337,349,635)
Principal amount		**(738,687,608)**	(820,031,299)
Payments of:			
Cash dividends	*26*	**(5,358,646,579)**	(2,464,404,309)
Interest expense		**(287,259,204)**	(277,746,098)
Liability on land purchase	*24*	**(137,232,768)**	(131,387,070)
Availment of long-term loans	*15*	**4,000,000,000**	-
Net cash used in financing activities		**(3,937,304,778)**	(5,030,918,411)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**(9,377,684,966)**	(9,225,078,304)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		**41,985,314,006**	39,345,261,577
CASH AND CASH EQUIVALENTS AT END OF PERIOD	*4*	**P32,607,629,040**	P30,120,183,273

See Notes to the Interim Consolidated Financial Statements

PUREGOLD PRICE CLUB, INC. AND SUBSIDIARIES
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1. Reporting Entity

Puregold Price Club, Inc. (the "Parent Company") was incorporated and registered with the Philippine Securities and Exchange Commission ("SEC") on September 8, 1998. Its shares are listed in the Philippine Stock Exchange ("PSE") since October 5, 2011 with stock symbol of PGOLD. Its immediate and ultimate parent company is Cosco Capital, Inc. ("Cosco") which is incorporated in the Philippines. Cosco is formerly named Alcorn Gold Resources Corporation and is also listed with the PSE since September 26, 1998.

The Parent Company is principally involved in the business of trading goods such as consumer products (canned goods, housewares, toiletries, dry goods, food products, pharmaceutical and medical goods, etc.) on a wholesale and retail basis. Its registered office address is at 900 Romualdez Street, Paco, Manila.

The consolidated financial statements include the accounts of the Parent Company and the following subsidiaries (collectively referred to as "the Group") which are all incorporated in the Philippines:

	Percentage of Ownership	
	2024	2023
Kareila Management Corporation	**100**	100
S&R Pizza (Harbor Point), Inc. [(a)]	**100**	100
S&R Pizza, Inc. [(a)]	**100**	100
PSMT Philippines Inc. [(a)]	**100**	100
PPCI Subic, Inc.	**100**	100
Entenso Equities Incorporated	**100**	100
Melilla Management Corporation	**100**	100
Purepadala, Inc. [(b)]	**100**	100

(a) Indirect subsidiaries through Kareila Management Corporation
(b) Not yet started operations

All subsidiaries are essentially engaged in the same business as the Parent Company, except for Entenso Equities Incorporated ("Entenso"), Melilla Management Corporation ("Melilla"), Purepadala, Inc. ("Purepadala") and PSMT Philippines, Inc ("PSMT").

Entenso's primary purpose is to invest in, purchase, subscribe for, or otherwise acquire and own, hold, use, develop, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose real and personal property of every kind of description.

Melilla's primary purpose is to act as managers or managing agents of persons, firms, associations, corporations, partnership and other entities; to provide management, investment and technical advice for commercial, industrial, manufacturing and other kinds of enterprises; undertake, carry on, assist or participate in the promotion, organization, management liquidation or reorganization of corporations, partnership and other entities, except the management of funds, securities, portfolio or similar asset and managed entities or corporation without acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, closed-end or open-end investment company, investment house, transfer agent, commodity/ financial futures exchange/ broker / merchant, financing company.

Purepadala's primary purpose is to engage in business of money remittance or service as defined in the Bank Sentral ng Pilipinas (BSP) Circular No. 942, Series of 2017.

PSMT was incorporated in the Philippines and registered with the SEC on September 29, 2000. Its primary purpose is to conduct and carry on the business of establishing and operating membership supermarket shopping and engage in the business of directly selling to its members all kinds of goods, commodities, wares, and merchandise. PSMT's registered address is at 32nd Street, 5th Avenue, Fort Bonifacio Global City, Taguig City.

Transactions During the Period
The Parent Company embarked on an aggressive multi-year push to further expand its market reach. On April 13, 2023, the Board of the Parent Company approved the acquisition of twenty-five (25) DiviMart supermarkets including its leasehold improvements, furniture, fixtures, equipment and merchandise inventory and executed an agreement to convert them into Puregold stores.

As at December 31, 2023, the consideration paid for 25 stores acquired amounted to P613.7million was provisionally allocated to the following identifiable assets and liabilities:

Merchandise Inventory	**P67,715,692**
Property, plant and equipment	**326,900,343**
Right-of-use assets	**1,771,022,290**
Lease liabilities	**(1,551,897,785)**
Purchase price	**P613,740,540**

On December 1, 2022, Kareila Management Corporation acquired 100% ownership in PSMT for a cash consideration of P112.5 million. The acquisition was accounted for under the pooling of interest method, which resulted in the recognition of additional paid-in capital ("APIC") amounting to P11.9 million in the consolidated financial statements. This represents mainly the excess of the P124 million net assets acquired over the cash consideration.

The financial information of PSMT as at the date of acquisition and for the eleven months period ending December 1, 2022 are as follows:

Current assets	**P103,628,388**
Noncurrent assets	**5,564,215,023**
Current liabilities	**4,027,564,579**
Noncurrent liabilities	**1,516,245,211**

Majority of PSMT's assets pertain to property and equipment amounting to P4.3 billion and right-of-use asset amounting to P1.2 billion while majority of its liabilities pertain to advances from a stockholder amounting to P4 billion and lease liability amounting to P1.5 billion.

2. Basis of Preparation

The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS are based on International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). PFRS which are issued by the Philippine Financial and Sustainability Reporting Standards Council (FSRSC), consist of PFRS, Philippine Accounting Standards (PAS), and Philippine Interpretations.

The accompanying consolidated financial statements were approved and authorized for issuance by the Board of Directors (BOD) on August 8, 2024.

Historical cost is used as the measurement basis except for:

Items	Measurement Bases
Financial assets at FVTPL	Fair value
Financial assets at FVOCI	Fair value
Retirement benefits liability	Present value of defined benefit obligation less fair value of plan asset

These consolidated financial statements are presented in Philippine peso (P), unless otherwise stated.

Functional and Presentation Currency
The consolidated financial statements are presented in Philippine peso, which is also the Parent Company's functional currency. All financial information expressed in Philippine peso has been rounded off to the nearest peso, unless otherwise stated.

Significant Judgments, Estimates and Assumptions
The preparation of consolidated financial statements requires management to make a number of estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities which, by definition, will seldom equal the actual results. All assumptions, expectations and forecasts used as a basis for certain estimates within these financial statements represent good faith assessments of the Group's current and future performance for which management believes there is a reasonable basis. They involve risks, uncertainties and other factors that could cause the Group's actual future results, performance and achievements to differ materially from those forecasted.

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:

Determining the Term and Discount Rate of Lease Arrangements (Note 19)
Where the Group is the lessee, management is required to make judgments about whether an arrangement contains a lease, the lease term and the appropriate discount rate to calculate the present value of the lease payments.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases entered into by the Group as lessee, management uses the incremental borrowing rate, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group uses an approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group and makes adjustments specific to the lease.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if it is reasonably certain that the lease will be extended (or not terminated) and, as such, included within lease liabilities.

For leases of parcels of land, stores, warehouses, distribution centers and parking spaces, the following factors are usually the most relevant:

- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate).

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).

- Otherwise, the Group considers other factors, including historical lease durations, the costs and business disruption required to replace the leased asset, enforceability of the option, and business and other developments.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and is within the lessee's control, for example, when significant investment in the store is made which has a useful life beyond the current lease term.

Operating Leases - Group as a Lessor (Notes 19 and 20)
The Group has entered into various operating lease agreements as a lessor which portions of its stores are leased out to various lessees. The Group has determined that it retains all significant risks and rewards of ownership of these properties.

Rent income recognized in profit or loss amounted to P245.0 million and P229.5 million in June 2024 and 2023, respectively.

Estimates
The key estimates and assumptions used in the consolidated financial statements are based on management's evaluation of relevant facts and circumstances as at the reporting date. Actual results could differ from such estimates.

Estimating Allowance for Impairment Losses on Receivables (Notes 5 and 29)
The Group maintains an allowance for impairment losses on receivables at a level considered adequate to provide for uncollectible receivables. The level of this allowance is evaluated by the Group on the basis of factors that affect the collectability of the accounts. These factors include, but are not limited to, the length of the Group's relationship with debtors, their payment behavior and known market factors. The Group reviews the age and status of the receivable and identifies accounts that are to be provided with allowance on a regular basis. The amount and

timing of recorded expenses for any period would differ if the Group made different judgment or utilized different estimates. An increase in the Group's allowance for impairment losses on receivables would increase the Group's recorded operating expenses and decrease current assets.

The carrying amount of receivables amounted to P3.9 billion and P4.7 billion as at June 30, 2024 and December 31, 2023, respectively.

Estimating Net Realizable Value (NRV) of Merchandise Inventories (Note 6)
The Group carries merchandise inventory at NRV whenever the selling price less costs to sell becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes. The estimate of the NRV is reviewed regularly.

Estimates of NRV are based on the most reliable evidence available at the time the estimates are made on the amount the inventories are expected to be realized. These estimates take into consideration fluctuations of prices or costs directly relating to events occurring after reporting date to the extent that such events confirm conditions existing at reporting date. The NRV is reviewed periodically to reflect the accurate valuation in the financial records.

The carrying amount of merchandise inventories amounted to P30.1 billion and P27.3 billion as at June 30, 2024 and December 31, 2023, respectively.

Impairment of Goodwill and Other Intangibles with Indefinite Lives (Note 12)
The Group determines whether goodwill and other intangibles with indefinite lives are impaired at least annually. This requires the estimation of their recoverable amounts. Estimating recoverable amounts requires management to make an estimate of the expected future cash flows from the cash-generating unit to which they relate and to choose a suitable discount rate to calculate the present value of those cash flows.

The carrying amounts of goodwill and other intangibles with indefinite lives totaled P19.5 billion as at June 30, 2024 and December 31, 2023.

Impairment of Non-financial Assets Other than Goodwill
The Group assesses impairment on non-financial assets, other than inventories and deferred tax assets, when events or changes in circumstances indicate that the carrying amount may not be recoverable.

The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to the 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.

Determining the net recoverable amount of assets requires the estimation of cash flows expected to be generated from the continued use and ultimate disposition of such assets. While it is believed that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable amount and any resulting impairment loss could have a material adverse impact on the results of operations.

There are no impairment indicators affecting the Group's non-financial assets as at

June 30, 2024 and December 31, 2023.

As at June 30, 2024 and December 31, 2023, the following are the carrying amounts of nonfinancial assets:

	Note	June 2024	December 2023
Right-of-use assets - net	*11*	**P31,076,258,397**	P31,676,080,984
Property and equipment - net	*10*	**37,749,291,320**	35,477,805,354
Investment in associate and joint ventures	*9*	**523,169,163**	523,169,163
Computer software and licenses, and leasehold rights	*12*	**226,904,741**	225,265,965

Estimating Realizability of Deferred Tax Assets (Note 25)
The Group reviews the carrying amount of deferred tax assets at each reporting date and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. The Group also reviews the expected timing and tax rates upon reversal of the temporary differences and adjusts the impact of deferred tax accordingly. The Group's assessment on the recognition of deferred tax assets is based on the forecasted taxable income of the subsequent reporting periods. This forecast is based on the Group's past results and future expectations on revenues and expenses.

As at June 30, 2024 and December 31, 2023, the Group recognized deferred tax assets amounting to P2.1 billion and P2.0 billion, respectively.

Estimating Retirement Benefits Liability (Note 24)
The present value of the retirement benefits liability depends on a number of assumptions that are determined on an actuarial basis. The assumptions used in determining the net cost (income) for retirement benefits include the discount rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the retirement benefits liability. Other key assumptions include future salary, mortality and attrition. Additional information is disclosed in Note 24.

Retirement benefits liability amounted to P2.0 billion as at June 30, 2024 and December 31, 2023.

3. Summary of Material Accounting Policies

The Group has consistently applied the accounting policies to all years presented in these separate financial statements, except for the changes below.

<u>Adoption of Amendments to Standards, and Frameworks</u>
The Company has adopted the following new standards, amendments to standards and interpretations starting January 1, 2023 and accordingly, changed its accounting policies. Except as otherwise indicated, the adoption did not have any significant impact on the Company's separate financial statements.

- *Definition of Accounting Estimates (Amendments to PAS 8 Accounting Policies, Changes in Accounting Estimates and Errors).* To clarify the distinction between changes in accounting policies and changes in accounting estimates, the amendments introduce a new definition for accounting estimates, clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that an accounting estimate is developed to achieve the objective set out by an accounting policy. Developing an accounting estimate includes both selecting a measurement technique and choosing the inputs to be used when applying the chosen measurement technique. The effects of changes in such inputs or measurement techniques are changes in accounting estimates. The definition of accounting policies remain unchanged. The amendments also provide examples on the application of the new definition.

The amendments will apply prospectively to changes in accounting estimates and changes in accounting policies occurring on or after the beginning of the first annual reporting period in which the amendments are applied.

- *Disclosure of Accounting Policies (Amendments to PAS 1 Presentation of Financial Statements and PFRS Practice Statement 2 Making Materiality Judgements).* The amendments are intended to help companies provide useful accounting policy disclosures. The key amendments to PAS 1 include:

  - requiring companies to disclose their material accounting policies rather than their significant accounting policies;
  - clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and
  - clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

  The amendments to PFRS Practice Statement 2 includes guidance and additional examples on the application of materiality to accounting policy disclosures, assisting companies to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

  The Group reviewed the accounting policies and although the amendments did not result in any changes to the accounting policies themselves, updates were made to the accounting policy information disclosed in Note 3 Material Accounting Policies in certain instances in line with the amendments.

- *Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to PAS 12 Income Taxes).* The amendments clarify that that the initial recognition exemption does not apply to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning obligations.

  For leases and decommissioning liabilities, the associated deferred tax assets and liabilities will be recognized from the beginning of the earliest comparative period presented, with any cumulative effect recognized as an adjustment to retained earnings or other appropriate component of equity at that date. For all other transactions, the amendments apply to transactions that occur after the beginning of the earliest period presented.

- *International Tax Reform – Pillar Two Model Rules (Amendments to IAS 12 Income Taxes).* The amendments provide a temporary mandatory exception from accounting for deferred tax that arises from legislation implementing the Pillar Two model rules published by the Organisation for Economic Co-operation and Development, including tax law that implements qualified domestic minimum top-up taxes described in those rules. Under the relief, a company:

- discloses that it has applied the exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes;
- discloses separately its current tax expense (income) related to Pillar Two income taxes; and
- in periods in which Pillar Two legislation is enacted or substantively enacted but not yet in effect, discloses known or reasonably estimable information that helps users of financial statements understand the entity's exposure to Pillar Two income taxes arising from that legislation.

Standards Issued but Not Yet Adopted

A number of new standards and amendments to standards are effective for annual periods beginning after January 1, 2023. However, the Company has not early adopted the following new or amended standards in preparing these separate financial statements. Unless otherwise stated, none of these are expected to have a significant impact on the Company's separate financial statements.

Effective January 1, 2024

▪ *Lease Liability in a Sale and Leaseback (Amendments to PFRS 16 Leases).* The amendments confirm the following:

  On initial recognition, the seller-lessee includes variable lease payments when it measures a lease liability arising from a sale-and-leaseback transaction.

  - After initial recognition, the seller-lessee applies the general requirements for subsequent accounting of the lease liability such that it recognizes no gain or loss relating to the right of use it retains.

  A seller-lessee may adopt different approaches that satisfy the new requirements on subsequent measurement. For example, the seller-lessee could determine the lease payments to be deducted from the lease liability as expected lease payments or as equal periodic payments over the lease term, with the difference between those payments and amounts actually paid recognized in profit or loss.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. Under PAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, a seller-lessee will need to apply the amendments retrospectively to sale-and-leaseback transactions entered into or after the date of initial application of PFRS 16.

▪ *Classification of Liabilities as Current or Noncurrent – 2020 amendments and Non-Current Liabilities with Covenants – 2022 amendments (Amendments to PAS 1, Presentation of Financial Statements).* To promote consistency in application and clarify the requirements on determining whether a liability is current or noncurrent, the amendments:

  - removed the requirement for a right to defer settlement of a liability for at least twelve months after the reporting period to be unconditional and instead requires that the right must have substance and exist at the end of the reporting period;
  - clarified that only covenants with which a company must comply on or before the reporting date affect the classification of a liability as current or non-current and covenants with which the entity must comply after the reporting date do not affect a liability's classification at that date;

- provided additional disclosure requirements for non-current liabilities subject to conditions within twelve months after the reporting period to enable the assessment of the risk that the liability could become repayable within twelve months; and
- clarified that settlement of a liability includes transferring an entity's own equity instruments to the counterparty, but conversion options that are classified as equity do not affect classification of the liability as current or noncurrent.

The amendments will apply retrospectively for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. Entities that have early applied the 2020 amendments may retain application until the 2022 amendments are applied. Entities that will early apply the 2020 amendments after issue of the 2022 amendments must apply both amendments at the same time.

- *Supplier Finance Arrangements (Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures).* The amendments introduce new disclosures about a company's supplier finance arrangements that would enable users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows, and the company's exposure to liquidity risk. Under the amendments, a company discloses in aggregate for its supplier finance arrangements:

  - the terms and conditions of the arrangements;
  - beginning and ending carrying amounts and associated line items of the financial liabilities that are part of a supplier finance arrangement, distinguishing those for which suppliers were already paid, and range of payment due dates including those for comparable trade payables not part of a supplier finance arrangement; and
  - the type and effect of non-cash changes in the carrying amounts.

  The amendments also add supplier finance arrangements as an example to the existing disclosure requirements on factors a company might consider when providing specific quantitative liquidity risk disclosures about its financial liabilities.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with early application permitted. However, a company is not required to disclose comparative information for any prior reporting periods, information on carrying amounts for which suppliers already received payment and range of payment due dates as at the beginning of the annual reporting period the company first applies the amendments, and information for any interim period within the annual reporting period in which the company first applies those amendments.

Consolidation

The consolidated financial statements incorporate the financial amounts of the Parent Company and its subsidiaries. Subsidiaries are entities over which the Parent Company has control. The Parent Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date that control commences until the date that control ceases. All intra-group transactions, balances, income and expenses are eliminated upon consolidation. Unrealized losses on intragroup transactions are eliminated, unless the transaction provides evidence of an impairment of the assets transferred.

Business Combinations
The Company accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired and the liabilities assumed. Transaction costs are expensed as incurred.

Common Control Business Combinations
Business combinations involving entities under common control are business combinations in which all of the entities are controlled by the same party both before and after the business combination. The Group accounts for such business combinations in accordance with the guidance provided by the Philippine Interpretations Committee Question and Answer (PIC Q&A) No. 2011-02, *PFRS 3.2 Common Control Business Combinations.*

The purchase method of accounting is used, if the transaction was deemed to have commercial substance from the perspective of the reporting entity. In determining whether the business combination has commercial substance, factors such as the underlying purpose of the business combination and the involvement of parties other than the combining entities such as the non-controlling interest, shall be considered. In cases where the transaction has no commercial substance, the business combination is accounted for using the pooling of interests method.

In applying the pooling of interests method, the Group follows PIC Q&A No. 2012-01, PFRS 3.2 - Application of the Pooling of Interests Method for Business Combinations of Entities under Common Control in Consolidated Financial Statements, which provides the following guidance:

- The assets and liabilities of the acquired company for the reporting period in which the common control business combinations occur, are included in the Group’s consolidated financial statements at their carrying amounts from the actual date of the acquisition. No adjustments are made to reflect the fair values or recognize any new assets or liabilities at the date of the combination. The only adjustments would be to harmonize accounting policies between the combining entities;

- No ‘new’ goodwill is recognized as a result of the business combination. The excess of the cost of business combinations over the net carrying amounts of the identifiable assets and liabilities of the acquired company is considered as equity adjustment from business combinations, included under “Additional Paid-in Capital” account in the equity section of the statements of financial position; and

- As a policy, no restatement of financial information in the Group’s consolidated financial statements for periods prior to the transaction is made.

Statement of Cash Flows
The Group has chosen to prepare the consolidated statement of cash flows using the indirect method, which presents cash flows from operating activities as the income from operations adjusted for non-cash transactions, deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows. Interest paid on loans is presented as a financing activity. The Group has chosen to present dividends paid to its stockholders as a financing activity cash flow. In the cash flow statement, the Group has classified the principal portion of lease payments, as well as the interest portion, within financing activities. Lease payments are split between interest and principal portions in the cash flow statement. Lease payments for short-term leases, lease payments for leases of low-value assets and variable lease payments not included in

the measurement of the lease liability are classified as cash flows from operating activities. The Group has classified cash flows from operating leases as operating activities.

Segment Reporting

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

The Group determines and presents operating segments based on the information that is internally provided to the Chairman and the President, collectively as the Group's chief operating decision maker. The Group assessed that its retailing business as a whole represents a single segment.

Financial Instruments

Financial Assets

Financial assets are recognized when the Group becomes a party to the contractual provisions of a financial instrument. Financial assets are derecognized when the rights to receive cash flows from the financial assets expire, or if the Group transfers the financial asset to another party and does not retain control or substantially all risks and rewards of the asset. Regular-way purchases and sales of financial assets in the normal course of business are accounted for at settlement date (i.e., the date that the asset is delivered to or by the Group). At initial recognition, the Group measures its financial assets at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset.

Financial instruments are recognized initially at fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated as fair value through profit or loss (FVTPL), includes transaction costs. A trade receivable without significant financing component is initially measured at the transaction price.

After initial recognition, the Group classifies its financial assets as subsequently measured at either i) amortized cost, ii) fair value through other comprehensive income (FVOCI) or iii) FVTPL on the basis of both:

- The Group's business model for managing the financial assets

- The contractual cash flow characteristics of the financial asset

Subsequent to initial recognition, financial assets are measured as described below. At each balance sheet date, the Group assesses whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognizes a loss allowance for expected credit losses for financial assets measured at either amortized costs or at fair value through other comprehensive income. If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 months of expected credit losses. If, at the reporting date, the credit risk on a financial instrument has increased significantly since initial recognition, the Group measures the loss allowance for the financial instrument at an amount equal to the lifetime expected credit losses. The Group always measures the loss allowance at an amount equal to lifetime expected credit losses for receivables.

A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience, credit assessment and including forward-looking information.

The information analyzed by the Group includes the following, among others:

- actual and expected significant changes in the political, regulatory and technological environment of the debtor or in its business activities.

- payment record - this includes overdue status as well as a range of variables about payment ratios.

- existing and forecast changes in the business, financial and economic conditions.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligation to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or

- the debtor is past due more than 90 days on any material credit obligation to the Group.

Inputs into the assessment of whether a financial instrument is in default and their significance may vary over time to reflect changes in circumstances.

Receivables are written off (either partially or in full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, the financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Financial Assets at Amortized Cost
Financial assets are measured at amortized cost if both i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and ii) 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.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction cost directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, less any impairment losses.

Financial assets at amortized cost are classified as current assets when the Group expects to realize the asset within 12 months from reporting date. Otherwise, these are classified as noncurrent assets.

Cash and cash equivalents, receivables and security deposits are included in this category.

Financial Assets at FVTPL
When any of the above-mentioned conditions for classification of financial assets are not met, a financial asset is classified as at FVTPL and measured at fair value with changes in fair value recognized in profit or loss.

A financial asset measured at FVTPL is recognized initially at fair value and its transaction cost is recognized in profit or loss when incurred. A gain or loss on a financial asset measured at fair value through profit or loss is recognized in the consolidated statement of income for the reporting period in which it arises.

The Group may, at initial recognition, irrevocably designate a financial asset as measured at FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases.

Debt financial assets that do not meet the amortized cost criteria, or that meet the criteria but the Group has chosen to designate as at FVTPL at initial recognition, are measured at fair value through profit or loss.

Equity investments are classified as at FVTPL, unless the Group designates an investment that is not held for trading as at FVOCI at initial recognition.

As of June 30, 2024 and December 31, 2023, the Group has not designated any debt instrument that meets the amortized cost criteria as at FVTPL.

Financial assets at FVTPL are carried at fair value and gains and losses on these instruments are recognized as “Unrealized valuation gain (loss) on financial assets at FVTPL” in the consolidated statement of comprehensive income. Interest earned on these investments is reported in the consolidated statement of comprehensive income under ‘Interest income’ while dividend income is reported in the consolidated statement of comprehensive income under “Others” when the right of payment has been established. Quoted market prices, when available, are used to determine the fair value of these financial instruments. If quoted market prices are not available, their fair values are estimated based on market observable inputs.

The Group’s investments in government securities and equity securities are included under this category (see Note 7).

Financial Liabilities
Financial liabilities are recognized when the Group becomes a party to the contractual provisions of a financial instrument. Financial liabilities are derecognized when the Group’s obligations specified in the contract expire or are discharged or cancelled.

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

The Group classifies all financial liabilities as subsequently measured at amortized cost, except for:

(a) financial liabilities designated by the Group at initial recognition as at fair value through profit or loss, when doing so results in more relevant information.

(b) financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies.

(c) contingent consideration recognized by the Group in a business combination which shall subsequently be measured at fair value with changes recognized in profit or loss.

(d) financial guarantee contracts and commitments to provide a loan at a below-market interest rate which are initially measured at fair value and subsequently at the higher of amortized amount and amount of loss allowance.

Any difference between the proceeds and redemption value is recognized in the income statement over the period of the loans and short-term borrowings using the effective interest method.

Financial liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Trade and other payables, long-term loans, lease liabilities, due to related parties and deposits from tenants are generally included in this category.

Fair Value Measurements
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 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 most advantageous market for the asset or liability. The principal or most advantageous market must be accessible to the Group.
The fair value of an asset or 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.

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 prices (unadjusted) in active markets for identical assets or liabilities;

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

- Level 3: inputs for the asset or liability that are not based on observable market data.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing the categorization at the end of each reporting period.

Cash and Cash Equivalents
Cash includes cash in banks, cash on hand and cash equivalents. Cash equivalents are short-term, highly liquid investments that are readily convertible to known

amounts of cash with original maturities of three (3) months or less from dates of placement and are subject to an insignificant risk of change in value.

Merchandise Inventories
Merchandise inventories are stated at the lower of cost and NRV. Cost is determined using the moving average method. Costs comprise of purchase price, including duties, transport and handling costs, and other incidental expenses incurred in bringing the merchandise inventories to their present location and condition.

NRV is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

Property and Equipment
Property and equipment, excluding land and construction in progress, are carried at cost less accumulated depreciation and impairment losses, if any. Land is carried at cost. Construction in progress represents structures under construction and is stated at cost. This includes the costs of construction and other direct costs. Construction in progress is not depreciated until such time that the relevant assets are ready for use.

Initially, an item of property and equipment is measured at its cost, which comprises its purchase price and any directly attributable costs of bringing the asset to the location and condition for its intended use. Subsequent expenditures are added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance, will flow to the Group. All other subsequent expenditures are recognized in profit or loss.

Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets as follows:

	Number of Years
Building	15 - 30
Furniture and fixtures	3 - 20
Office and store equipment	2 - 15
Leasehold improvements	15 - 20 or term of the lease, whichever is shorter

The useful lives and depreciation method are reviewed at each reporting date to ensure that they are consistent with the expected pattern of economic benefits from those assets.

The useful lives and depreciation method are reviewed at each reporting date to ensure that they are consistent with the expected pattern of economic benefits from those assets.

When an asset is disposed or is permanently withdrawn from use and no future economic benefits are expected from its disposal, the cost and accumulated depreciation and impairment losses, if any, are removed from the accounts and any resulting gain or loss arising from the retirement or disposal is recognized in profit or loss.

The cost and accumulated depreciation and impairment losses, if any, of fully depreciated assets that are used in operations are retained in the accounts.

Investment in Associates and Joint Arrangements
Associates are entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Significant influence is defined as the power to participate in the financial and

operating policy decisions of the entity but not control or joint control over those policies. Associates are accounted for using the equity method.

Investment in joint arrangements is classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has rather than the legal structure of the joint arrangement. Joint operations arise where the Group has both rights to the assets and obligations for the liabilities relating to the arrangement and, therefore, the Group accounts for its share of assets, liabilities, revenue and expenses. Joint ventures arise where the Group has rights to the net assets of the arrangement and, therefore, the Group equity accounts for its interest.

Under the equity method, investment in associates and joint ventures is measured initially at cost and subsequently adjusted for post-acquisition changes in the Group's share of the net assets of the investment (net of any accumulated impairment in the value of individual investments). Where necessary, adjustments are made to the financial amounts of the associates and joint ventures to ensure consistency with the accounting policies of the Group. Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of Group's stake in these investments. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the assets transferred.

Intangible Assets

Goodwill and Impairment of Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group's interest in the net fair value of the identifiable assets, liabilities and assumed contingent liabilities at the date of acquisition. It is carried at cost less accumulated impairment losses. Goodwill on acquisitions of joint ventures and associates is included in the carrying amount of the investment. For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of a business combination. Goodwill is allocated to a cash-generating unit (or group of cash-generating units) representing the lowest level within the Group at which the goodwill is monitored for internal management purposes and is never larger than an operating segment before aggregation. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the cash-generating unit may be impaired. Goodwill on acquisitions of associates and joint ventures is assessed for impairment as part of the investment whenever there is an indication that the investment may be impaired. An impairment loss is recognized for the amount by which the cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of a cash-generating unit's fair value less costs of disposal or its value in use. An impairment loss is allocated first to reduce the carrying amount of the goodwill and then to the other assets of the cash generating unit pro rata on the basis of the carrying amount of each asset. An impairment loss recognized for goodwill is not reversed in subsequent periods.

Other Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less amortization and any impairment losses. Intangible assets with finite lives are amortized on a straight-line basis over their useful lives of 15 to 20 years for computer software and licenses and 20 years for leasehold rights and tested for impairment whenever there is an indication that they may be impaired. The amortization period and method are reviewed at each financial year-end.

Impairment of Non-current Assets Other than Goodwill

The Group assesses whether there is any indication that the property and equipment, right-of-use assets, investments, and intangible assets with finite lives may be impaired. The Group performs impairment testing where there are indicators of impairment. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less cost of disposal, and value in use. When the recoverable amount is less than the carrying amount, an impairment loss is recognized immediately in the Group's profit or loss.

A reversal of an impairment loss is recognized immediately as a credit to the Group's profit or loss. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years.

Employee Benefits

Short-term Employee Benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Retirement Benefits Cost

The Group's net obligation in respect of the defined benefit plan is calculated by estimating the amount of the future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed on a periodic basis by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan, if any.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to the defined benefit plan are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss.

The Group has a non-contributory multi-employer plan which is accounted for as a defined benefit plan. The Group is not required to pre-fund the future defined benefits payable under the Retirement Plan before they become due. For this reason, the amount and timing of contributions to the Retirement Fund to support the defined benefits are at the Group's discretion. However, in the event a defined benefit claim arises and the Retirement Fund is insufficient to pay the claim, the shortfall will then be due and payable by the Group to the Retirement Fund.

The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Equity

Capital Stock

Capital stock is classified as equity. Incremental costs directly attributable to the issuance of capital stock are recognized as a deduction from equity, net of any tax effects.

Additional Paid-in Capital

The amount of contribution in excess of par value is accounted for as "Additional paid-in capital." Additional paid-in capital also arises from additional capital contributions from the shareholders. Additional paid-in capital also includes excess of book value of the net assets acquired over the consideration paid for acquired entity.

Retained Earnings and Dividend Distribution

Retained earnings include current and prior years' results, net of transactions with shareholders and dividends declared, if any.

Dividend distribution to the Group's shareholders is recognized as a liability and deducted from equity in the Group's consolidated statements of financial position in the period in which the dividends are approved and declared by the Group's BOD.

Treasury Stock

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

Other Comprehensive Income

Other comprehensive income are items of income and expense (including reclassification adjustments, if any) such as remeasurements of defined benefit plans that are not recognized in profit or loss as required or permitted by the related accounting standards.

Revenue Recognition

The Group identifies each distinct performance obligation to transfer goods (or bundle of goods) or services. The Group recognizes revenue when (or as) it satisfies a performance obligation by transferring the control of goods or services to the customer. The transaction price is the amount of consideration the Group expects to receive under the arrangement. The Group concluded that it is acting as principal for all its revenue arrangements below, except for concession fee income.

- *Merchandise Sales* - The Group generally recognizes sale of merchandise at the point of sale when customer takes possession of goods and tenders payment. At point of sale, the performance obligation is satisfied because control of the merchandise transfers to the customer. Revenue is recorded at the point of sale based on the transaction price on the merchandise tag, net of any applicable discounts, sales taxes and refunds. For e-commerce sales, the Group recognizes sales upon delivery of goods through its online channel.

- *Concession Fee Income* - The Group enters into certain agreements with concessionaires that offer goods to the Group's customers. In exchange, the Group receives payment in the form of commissions based on a specified percentage of the merchandise sales. The Group serves as agent in these contracts and recognizes the net amount earned as commissions in the period in which the event or condition that triggers the payment occurs.

- *Membership* - The Group charges a membership fee to its customers. The fee allows the customer to shop in the Group's stores for the duration of the membership, which is generally 12 months. The Group recognizes the fee in the period in which it occurs.

- *Gift Certificates* - The Group recognizes revenue from the sale of gift certificates when the gift certificate is redeemed by customer.

- *Other Income* - The Group recognizes various incidental income in the period in which the services/goods were rendered/delivered.

<u>Contract Balances</u>
Receivables
A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

The sales activities of the Group do not result in a material amount of unperformed obligations of the Group and, therefore, no contract assets are recognized separately from receivables.

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

The Group does enter into transactions with customers where contract liabilities result from consideration being received from the customer prior to the Group satisfying its performance obligations. These contract liabilities are presented on the statement of financial position and in the notes as unredeemed gift certificate liabilities.

<u>Cost and Expense Recognition</u>
The Group's cost of sales includes the direct costs of sold merchandise, which includes custom, taxes, duties and inbound shipping costs, inventory shrinkage and adjustments and reserves for excess, aged and obsolete inventory. Cost of sales also includes certain distribution center costs.

Vendor Rebates and Allowances
The Group receives various types of cash consideration from vendors, principally in the form of rebates, based on purchasing or selling certain volumes of product, time-based rebates or allowances, which may include product placement allowances or exclusivity arrangements covering a predetermined period of time, price protection rebates and allowances for retail price reductions on certain merchandise and salvage allowances for product that is damaged, defective or

becomes out-of-date.

Such vendor rebates and allowances are recognized based on a systematic and rational allocation of the cash consideration offered to the underlying transaction that results in progress by the Group's toward earning the rebates and allowances, provided the amounts to be earned are probable and reasonably estimable. Otherwise, rebates and allowances are recognized only when predetermined milestones are met. The Group recognizes product placement allowances also as a reduction of cost of sales in the period in which the product placement is completed. Time-based rebates or allowances are recognized as a reduction of cost of sales over the performance period on a straight-line basis. All other vendor rebates and allowances are recognized as a reduction of cost of sales when the merchandise is sold or otherwise disposed.

Operating Expenses
Operating expenses constitute costs of administering the business. These are recognized as incurred.

<u>Leases</u>
At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset - this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;

- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

- the Group has the right to direct the use of the asset. The Group has the right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:

  - the Group has the right to operate the asset; or

  - the Group designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single component.

As a Lessee
The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of costs to dismantle and remove or restore the underlying asset or the

site on which it is located, less any incentives received.

The right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use assets or the end of lease term. The estimated useful lives of the right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rates as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Variable Lease Payments
Variable lease payments not based on an index or rate are not part of the lease liability. These include payments linked to a lessee's performance derived from the underlying asset. Such payments are recognized in profit or loss in the period in which the event or condition that triggers those payments occurs.

Lease Modifications as a Lessee
The Group accounts for a lease modification as a separate lease if both the modification increases the scope of the lease by adding the right to use one or more underlying assets and the consideration for the lease increases by an amount commensurate with the standalone price and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group allocates the consideration in the modified contract based on stand-alone prices, determines the lease term and remeasures the lease liability by discounting the revised lease payments using a revised discount rate. For a lease modification that is not accounted for as a separate lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease for lease modifications that decrease the scope of the lease. The Group recognizes in profit or loss any gain or loss relating to the partial or full termination of the lease. The Group makes a corresponding adjustment to the right-of-use asset for all other lease modifications.

COVID-19-Related Rent Concessions
The Group elected to apply an optional practical expedient for rent concessions that are a direct consequence of COVID-19. The lessee is not required to assess whether eligible rent concessions are lease modifications, and accounts for them in accordance with other applicable guidance. The practical expedient apply to the reduction in lease payments relates to payments due on or before June 30, 2021; and no other substantive changes have been made to the terms of the lease.

Short-term Leases and Leases of Low-value Assets
The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases of 12 months or less and leases of low-value assets. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a Lessor
When the Group act as a lessor, it determines at lease commencement whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers to the lessee substantially all of the risk and rewards of ownership incidental to ownership of the underlying asset. If this is the case, then the lease is finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies exemption described above, then it classifies sub-lease as operating lease.

The Group recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of other income.

Borrowing Costs
Borrowing costs are recognized as expenses when incurred, except to the extent capitalized. Borrowing costs are capitalized if they are directly attributable to the acquisition or construction of a qualifying asset. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized.

Income Taxes
Current tax and deferred tax are recognized in the consolidated statements of income except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

Uncertainties related to taxes that are not income taxes are recognized and measured in accordance with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* unless they are dealt with specifically in another standard.

Current Tax
Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred Tax
Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- with respect to taxable temporary differences associated with investments in 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 tax credits - Minimum Corporate Income Tax (MCIT) and unused tax losses - Net Operating Loss Carryover (NOLCO), to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, and the carryforward benefits of MCIT and NOLCO can be utilized, except:

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

- with respect to deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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

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

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

Value Added Tax (VAT)
Revenues, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of "Prepaid expenses and other current assets" or "Trade and other payables" in the consolidated statements of financial position.

Basic and Diluted Earnings Per Share (EPS)
Basic EPS is computed by dividing net income by the weighted average number of common shares outstanding during the period, after retroactive adjustment for stock dividend declared in the current period, if any. Diluted EPS is also computed in the same manner as the aforementioned, except that, the net income and the number of common shares outstanding is adjusted for the effects of all potential dilutive debt or equity instruments.

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

Provisions and Contingencies
A provision is recognized when the Group has a legal or constructive obligation as a result of a past event; it is probable that an outflow of economic benefits will be required to settle the obligation; and a reliable estimate can be made on the amount of the obligation.

Provisions are revisited at each reporting date and adjusted to reflect the current best estimate. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pretax rate that reflects the current market assessment of the time value of money, and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

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

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

4. Cash and Cash Equivalents

This account consists of:

	Note	**June 2024**	December 2023
Cash on hand		**P941,360,115**	P1,397,565,448
Cash in banks	*29*	**9,190,642,616**	16,394,013,918
Money market placements	*29*	**22,475,626,309**	24,193,734,640
		P32,607,629,040	P41,985,314,006

Cash in banks earn annual interest at the respective bank deposit rates.

Money market placements are highly liquid investments that are readily convertible into cash and are subjected to insignificant risk of changes in value. These investments have maturity dates of an average of 30 days with annual interest rates ranging from 4.4% to 5.8% in June 2024 and 1.6% to 5.7% in December 2023.

Interest income earned from cash in banks and money market placements totaled P630.5 million and P540.1 million in June 2024 and 2023, respectively.

5. Receivables

This account consists of:

	Note	**June 2024**	December 2023
Trade receivables	*23*	**P2,201,883,109**	P2,685,739,566
Less allowance for impairment losses		**7,462,327**	7,462,327
		2,194,420,782	2,678,277,239
Nontrade receivables	*23*	**1,715,070,038**	1,991,013,270
	29	**P3,909,490,820**	P4,669,290,509

Trade receivables generally have a one-to-30-day credit terms.

Non-trade receivables consist mainly of accrued vendor allowance income, rent due from store tenants and e-wallet balance.

6. Merchandise Inventories

This account consists of groceries and other consumer products (canned goods, housewares, toiletries, dry goods, food products, etc.) held for sale in the ordinary course of business on wholesale or retail basis.

The Group's merchandise inventories at cost amounted to P30.1 billion and P27.3 billion as at June 30, 2024 and December 31, 2023, respectively.

Inventory charged to the cost of sales amounted to P79.8 billion and P74.4 billion in June 2024 and 2023, respectively (see Note 18).

7. Financial Assets at Fair Value through Profit or Loss

This account consists of:

	Note	**June 2024**	December 2023
Held-for-trading:	*22, 29*		
Government securities		**P4,588,450,000**	P4,588,450,000
Equity securities		**38,331,759**	37,689,942
		P4,626,781,759	P4,626,139,942

The Group recognized a gain on sale of government securities amounting to P6.5 million in June 2023 (see Note 22).

Interest income on government securities amounted to P98.9 million and P91.5 million in June 2024 and 2023, respectively.

Dividend income on equity securities amounted to P1.4 million and P1.1 million in June 2024 and 2023, respectively (see Note 22).

8. Prepaid Expenses and Other Current Assets

This account consists of:

	June 2024	December 2023
Prepaid expenses	**P935,524,999**	P472,393,220
Deferred input VAT	**37,173,660**	127,577,222
Input VAT	**331,504**	375,089
Creditable withholding tax	**1,688,969**	1,810,077
	P974,719,132	P602,155,608

Deferred input VAT consists of the unamortized portion of accumulated input taxes on purchases until December 31, 2021 of capital assets more than P1 million and unpaid services which can be applied against future output VAT when realized or paid.

The details of prepaid expenses are as follows:

	June 2024	December 2023
Taxes and licenses	**P571,799,069**	P182,732,640
Insurance	**146,075,933**	145,873,654
Advertising and promotion	**103,246,873**	49,045,850
Repairs and maintenance	**28,211,390**	21,902,328
Supplies	**13,694,311**	23,442,201
Others	**72,497,423**	49,396,547
	P935,524,999	P472,393,220

9. Investment in Associate and Joint Ventures

The details of this account are as follows:

	June 2024	December 2023
Associate	**P422,745,311**	P422,745,311
Joint ventures	**100,423,852**	100,423,852
	P523,169,163	P523,169,163

Investment in Associate
In 2013, the Group through Entenso acquired 49.34% equity interest in San Roque Supermarkets, a local entity that operates a chain of supermarkets in Metro Manila and nearby areas.

The changes in the carrying amount of the investment in associate are as follows:

	June 2024	December 2023
Balance at beginning of the period	**P422,745,311**	P446,276,872
Share in net loss*	**-**	(23,531,561)
Balance at end of period	**P422,745,311**	P422,745,311

**2023 includes share in net losses in prior years.*

The information presented below summarizes the financial information of San Roque and shows the reconciliation of the Group's share in net assets of such investee to the carrying amount of its investment.

	December 2023*
Percentage of ownership	49.34%
Current assets	P674,615,728
Noncurrent assets	728,202,454
Current liabilities	(554,969,634)
Noncurrent liabilities	(546,259,147)
Net assets	301,589,401
Group's share in net assets	148,804,210
Goodwill	276,058,136
Unrecognized share in net loss in prior years	-
Other*	(2,117,035)
Carrying amount of interest in associate	P422,745,311
Net sales	P3,852,491,645
Net loss	(6,465,835)
Group's share in net loss	(P3,190,243)

**Unrecognized prior period adjustments based on unaudited amounts*

Investment in Joint Venture
AyaGold Retailers, Inc.
In 2013, the Group through Entenso partnered with Varejo Corp., an entity engaged in operations of small convenience stores, to incorporate a new company, AyaGold Retailers, Inc. (AyaGold). This is the joint venture vehicle for the investment in and

operation of mid-market supermarkets and to pursue other investment opportunities in the Philippine retail sector as may be agreed by both parties.

AyaGold was incorporated in the Philippines on July 8, 2013 and started its operation on July 31, 2015 with the opening of its first supermarket called “Merkado” which is located in U.P. Town Center. The second supermarket opened on December 14, 2017.

The Group and its partner each initially invested P60.0 million or acquired 50% interest in AyaGold by subscribing to 6,000,000 common shares at P1.0 par value and 54,000,000 redeemable preferred shares at P1.0 par value. In February 2018, each party invested additional P32.5 million for 32,500,000 common shares at P1.0 par value.

The redeemable preferred shares shall have the following features: voting rights; participating in dividends declaration for common shares and may be entitled to such dividends as may be determined and approved by the Board of Directors; entitled to receive out of the assets of the joint venture available for distribution to the parties, before any distribution of assets is made to holders of common shares, distributions in the amount of the issue value per outstanding redeemable preferred share, plus declared and unpaid dividends to the date of distribution; and redeemable at the option of the joint venture.

Pure Commerce, Inc.
In 2022, the Group through Entenso partnered with 917Ventures Inc., to incorporate a new company, Pure Commerce, Inc. (Pure Commerce). This is the joint venture vehicle for the operation of an online grocery and e-commerce platform.

The Group and its partner each initially invested P62.5 million or acquired 50% interest in Pure Commerce by subscribing to 62,500,000 common shares at P1.0 par value.

The changes in the carrying amount of the investment in joint ventures are as follows:

	June 2024	December 2023
Balance at beginning of year	**P100,423,852**	P215,607,824
Share in net loss	**-**	(115,183,972)
Balance at end of year	**P100,423,852**	P100,423,852

Also, Entenso recognized share in net losses of Pure Commerce in excess of the cost of investment and advances amounting to P48.6 million as part of the commitment under the JV agreement. This is included in “Trade and other payables” under “Nontrade” in the consolidated statements of financial position.

On February 15, 2023, the Board approved to cease the Pure Commerce’s operations, effective March 31, 2023 and for the Company to remain dormant until new business plans are finalized. The carrying amount of the investment and advances in Pure Commerce amounted to nil as at June 30, 2024 and December 31, 2023.

10. Property and Equipment

The movements in this account are as follows:

	Building	Furniture and Fixtures	Office and Store Equipment	Leasehold Improvements	Land	Construction in Progress	Total
Cost							
Balance, January 1, 2023	P7,534,625,576	P3,890,253,608	P13,228,241,182	P17,329,903,284	P6,698,385,230	P2,087,716,445	P50,769,125,325
Additions (Note 24)	319,111,230	361,514,378	1,028,187,721	999,951,468	872,441,915	4,050,769,781	7,631,976,493
Reclassifications	217,394,627	92,858,502	938,174,334	1,591,732,388	-	(3,212,151,552)	(371,991,701)
Disposals	(875,000)	(2,195,466)	(39,339,684)	-	-	-	(42,410,150)
Balance, December 31, 2023	8,070,256,433	4,342,431,022	15,155,263,553	19,921,587,140	7,570,827,145	2,926,334,674	57,986,699,967
Additions	61,014,526	97,713,459	432,639,115	310,704,770	-	2,624,677,570	3,526,749,440
Reclassifications/Adjustments	(7,322,040)	31,342,287	496,426,507	1,317,947,917	-	(1,838,394,671)	-
Disposals	-	(1,299,722)	(51,842,910)	-	-	-	(53,142,632)
Balance, June 30, 2024	**8,123,948,919**	**4,470,187,046**	**16,032,486,265**	**21,550,239,827**	**7,570,827,145**	**3,712,617,573**	**61,460,306,775**
Accumulated Depreciation							
Balance, January 1, 2023	2,215,494,702	2,484,237,684	10,084,948,505	5,749,432,863	-	-	20,534,113,754
Depreciation	263,724,091	230,841,225	959,307,269	888,287,315	-	-	2,342,159,900
Reclassifications	-	(35,137,354)	34,384,061	(328,987,366)	-	-	(329,740,659)
Disposals	(874,999)	(1,922,617)	(34,840,766)		-	-	(37,638,382)
Balance, December 31, 2023	2,478,343,794	2,678,018,938	11,043,799,069	6,308,732,812	-	-	22,508,894,613
Depreciation	139,070,647	109,332,561	534,627,263	472,229,659	-	-	1,255,260,130
Reclassifications/Adjustments	(864,006)	-	(123,878)	987,884	-	-	-
Disposals	-	(1,296,611)	(51,842,677)	-	-	-	(53,139,288)
Balance, June 30, 2024	**2,616,550,435**	**2,786,054,888**	**11,526,459,777**	**6,781,950,355**	**-**	**-**	**23,711,015,455**
Carrying Amount							
December 31, 2023	P5,591,912,639	P1,664,412,084	P4,111,464,484	P13,612,854,328	P7,570,827,145	P2,926,334,674	P35,477,805,354
June 30, 2024	**P5,507,398,484**	**P1,684,132,158**	**P4,506,026,488**	**P14,768,289,472**	**P7,570,827,145**	**P3,712,617,573**	**P37,749,291,320**

Interest expense on loans capitalized as part of property and equipment amounted to P6.2 million and P4.0 million in June 2024 and 2023, respectively (see Note 15).

11. Right-of-Use Assets

The movements in this account are as follows:

	June 2024	December 2023
Cost		
Balance at January 1	**P49,253,060,461**	P45,252,414,144
Additions	**850,537,712**	4,914,098,524
Modifications to leases	**(67,654,682)**	(164,580,173)
Terminated leases	**(20,948,358)**	(114,911,930)
Derecognition of right-of-use assets	**(51,471,224)**	(633,960,104)
Balance at end of period	**49,963,523,909**	49,253,060,461
Accumulated Depreciation		
Balance at January 1	**17,576,979,477**	15,302,839,734
Depreciation	**1,363,999,546**	2,640,856,225
Derecognition of right-of-use assets	**(51,471,224)**	(355,172,913)
Terminated leases	**(5,101,659)**	(28,248,910)
Other	**2,859,372**	16,705,341
Balance at end of period	**18,887,265,512**	17,576,979,477
Carrying Amount at end of period	**P31,076,258,397**	P31,676,080,984

The right-of-use ("ROU") assets mainly pertain to leases of stores and also include leases of parcels of land, warehouses, distribution centers and parking spaces.

The ROU additions in 2023 include payments totaling P219 million for leasehold rights on Divimart store locations. These are considered direct costs in obtaining the lease agreements and included as part of the cost of ROU.

12. Goodwill and Other Intangibles

This account consists of:

	June 2024	December 2023
Goodwill	**P14,902,423,321**	P14,902,423,321
Trademark	**3,709,660,547**	3,709,660,547
Customer relationships	**889,452,981**	889,452,981
Computer software and licenses - net	**176,114,156**	187,224,005
Leasehold rights – net	**50,790,585**	38,041,960
	P19,728,441,590	P19,726,802,814

Goodwill acquired in business combinations represents the excess of the purchase price over the fair value of net identifiable assets of acquired subsidiaries which represent the separate CGUs expected to benefit from that business combination.

The details of goodwill are as follows:

	June 2024	December 2023
Kareila	**P12,079,473,835**	P12,079,473,835
Budgetlane Supermarkets	**837,974,199**	837,974,199
Gant	**742,340,804**	742,340,804
Daily Commodities, Inc. and First Lane Super Traders Co., Inc. (DCI and FLSTCI)	**685,904,317**	685,904,317
Company E	**358,152,015**	358,152,015
Black & White (B&W) Supermart	**187,203,888**	187,203,888
Puregold Junior Supermarket, Inc. (PJSI)	**11,374,263**	11,374,263
	P14,902,423,321	P14,902,423,321

Trademark and customer relationships acquired through business combination represent the fair values at the date of acquisition of Kareila, which is the CGU for these intangibles.

The Company believes that there is currently no foreseeable limit to the period over which the trademark and customer relationships are expected to generate net cash inflows, and therefore they are assessed to have an indefinite useful life.

CGUs to which goodwill and other intangibles with indefinite lives have been allocated are tested for impairment annually or more frequently if there are indications that a particular CGU might be impaired. Cash flow projections used in determining recoverable amounts include the lease payments in both the explicit forecast period and in terminal value. The recoverable amounts for the CGUs have been determined based on value in use.

VIU

Value in use is determined using discounted cash flow projections that generally cover a period of five years and are based on the financial plans approved by the Group's management. The key assumptions for the value-in-use calculations relate to the weighted average cost of capital (discount rate), sales growth, operating margin and growth rate (terminal value). Sales growth and operating margin are based on the Group's historical experience. Discount rate and terminal growth rate are based on reliable external information. The discount rates reflect the key assumptions used in the cash flow projections. The pre-tax discount rates ranged between 8.5% to 8.7% in 2023 and 10.6% to 11.11% in 2022. The sales growth rates and operating margins used to estimate future performance are based on past performance and experience of growth rates and operating margins achievable in the Group's markets. The average annual compound sales growth rates applied in the projected periods ranged between 5.0% and 6.0% for the CGUs. The average operating margins applied in the projected periods ranged between 2.0% and 6.0% for the CGUs. The terminal value to extrapolate cash flows beyond the explicit forecast period is 5.4% for the CGUs.

Key assumptions relating to CGUs to which a significant amount of goodwill or intangible assets with indefinite useful lives is allocated are as follows:

	Pre-tax Discount Rate		Growth Rate (Terminal Value)	
	2023	2022	**2023**	2022
Kareila	**8.6%**	11.1%	**3.6%**	5.4%
Budgetlane Supermarkets	**8.7%**	11.1%	**3.6%**	5.4%
Gant	**8.6%**	11.1%	**3.6%**	5.4%
DCI and FLSTCI	**8.5%**	11.1%	**3.6%**	5.4%

As at December 31, 2023, management assessed that a reasonably possible change in key assumptions of B&W Supermart would result in the headroom being reduced to nil if growth rate decreased by 1.2%.

Computer Software and Licenses
The movements in computer software and licenses are as follows:

	June 2024	December 2023
Cost		
Balance at January 1	**P608,636,302**	P514,306,537
Additions	**18,757,991**	94,329,765
Disposal/adjustments	**-**	-
Balance at end of period	**627,394,293**	608,636,302
Accumulated Amortization		
Balance at January 1	**421,412,297**	367,109,863
Amortization*	**29,867,840**	54,302,434
Disposal/adjustments	**-**	-
Balance at end of period	**451,280,137**	421,412,297
Carrying Amount	**P176,114,156**	P187,224,005

**Presented as part of "Depreciation and amortization" under "Operating expenses" in the consolidated statements of comprehensive income*

Leasehold Rights
The movements in leasehold rights are as follows:

	June 2024	December 2023
Cost		
Balance at January 1	**P75,955,005**	P75,355,005
Additions	**15,000,000**	600,000
Balance at end of period	**90,955,005**	75,955,005
Accumulated Amortization		
Balance at January 1	**37,913,045**	34,037,794
Amortization*	**2,251,375**	3,875,251
Balance at end of period	**40,164,420**	37,913,045
Carrying Amount end of period	**P50,790,585**	P38,041,960

**Presented as part of "Depreciation and amortization" under "Operating expenses" in the consolidated statements of comprehensive income.*

On January 25, 2013, the Parent Company entered into a memorandum of agreement with various parties that paved the way for the acquisition of five stores previously owned and operated by the parties. Under the agreement, the parties agreed to sell to the Parent Company all merchandise inventories, equipment, furniture and fixtures as well as granting of rights to lease the buildings owned by parties for a period of 20 years. As a result of the transaction, the Parent Company recognized the excess of the purchase price over the fair value of tangible assets acquired as leasehold rights, which is amortized on a straight-line basis over the lease term.

13. Other Noncurrent Assets

This account consists of:

	Note	**June 2024**	December 2023
Security deposits	*29*	**P2,722,393,328**	P2,625,607,951
Advances to contractors		**458,998,679**	452,881,103
Accrued rent income	*20, 25*	**24,567,593**	22,968,553
Others		**7,879,160**	7,879,160
		P3,213,838,760	P3,109,336,767

Security deposits consist of payments for leases that are refundable at the end of the lease term.

Advances to contractors pertain to payments made in advance for the construction of new stores.

14. Trade and Other Payables

This account consists of:

	Note	**June 2024**	December 2023
Trade	*23, 29*	**P9,230,992,278**	P17,561,775,652
Nontrade	*23, 29*	**2,058,787,425**	2,026,205,071
Dividends payable	*26, 29*	**-**	2,779,618,814
Withholding taxes payable		**428,574,250**	288,000,534
Accrued expenses:	*29*		
Manpower agency services		**1,183,430,027**	1,062,347,946
Fixed assets	*10, 24*	**543,157,870**	881,161,832
Utilities		**300,329,246**	220,906,451
Rent		**200,770,045**	218,716,856
Supplies		**63,675,216**	118,848,880
Others		**512,827,647**	389,292,387
		P14,522,544,004	P25,546,874,423

The average credit terms on purchases of certain goods from suppliers is 30 days.

Non-trade payables consist of claims arising from billed expenditures in relation to operations other than purchases of goods. These include mainly unreleased checks, reward points liability, and retention payable.

15. Long-term Loans

This account consists of:

	Note	June 2024	December 2023
Unsecured Peso Denominated			
Fixed-rate Notes of Parent Company		**P11,640,000,000**	P11,640,000,000
Fixed-rate Notes of a subsidiary		**4,000,000,000**	-
		15,640,000,000	11,640,000,000
Unamortized Debt Issue Cost		**(71,203,640)**	(78,871,360)
	29	**15,568,796,360**	11,561,128,640
Less current portion		**(120,000,000)**	(120,000,000)
Noncurrent portion		**P15,448,796,360**	P11,441,128,640

Fixed-rate Notes of Parent Company
On September 30, 2020, the Parent Company raised P12.0 billion from the issuance of fixed-rate corporate notes for its store network expansion. This consists of P7-billion notes that have a seven-year tenor and P5-billion notes that have a 10-year tenor with interest rate of 4.0% and 4.5%, respectively. The notes are payable annually at 1.0% of the original amount or P120.0 million and the remainder payable upon maturity.

The notes are subject to certain affirmative and negative covenants such as those relating to merger and consolidation, declaration of dividends and maintenance of financial ratios of at least 1.0x current ratio and not more than 2.5x debt-to-equity ratio, among others. The Company is compliant with the loan covenants as at June 30, 2024 and December 31, 2023.

Long-term loans of Subsidiary
In 2024, Kareila obtained a total bank loans amounting to P4.0 billion that has a 3-year tenor with interest rate of 5.75%.

The contractual maturities of the long-term loans are discussed in Note 29.

The movements in debt issue cost are as follows:

	June 2024	December 2023
Balance at beginning of the period	**P78,871,360**	P94,206,800
Amortization	**(7,667,720)**	(15,335,440)
Balance at end of the period	**(P71,203,640)**	P78,871,360

Interest expense charged to profit or loss amounted to P294.9 million and P285.4 million in June 2024 and 2023, respectively.

Interest expense capitalized as part of property and equipment is discussed in Note 10.

16. Other Current Liabilities

This account consists of:

	Note	June 2024	December 2023
Deposits from tenants	*19, 29*	**P277,899,397**	P271,071,123
VAT payable		**169,563,032**	307,898,418
Unearned income from suppliers		**158,332,188**	177,793,421
Unredeemed gift certificates		**151,428,222**	187,213,233
Commission payable	*29*	**71,059,866**	71,059,866
Others	*29*	**955,275**	1,430,014
		P829,237,980	P1,016,466,075

Deposits represent amounts paid by the store tenants for the lease of store spaces which are refundable upon termination of the lease.

Unredeemed gift certificates represent members' claims for issued yet unused gift certificates. These will be closed to sales account upon redemption and are due and demandable anytime.

Unearned income from suppliers represents payments received in advance for rebates and allowances which are recognized over the period of benefit.

Contract Liabilities

The Group identified its unredeemed gift certificates as contract liabilities as of June 30, 2024 and December 31, 2023. These represent the Group's obligation to provide goods or services to the customers for which the Group has received consideration from the customers.

Below is the roll-forward of contract liabilities:

	June 2024	December 2023
Beginning balance	**P187,213,233**	P189,892,979
Add receipts	**147,251,670**	379,667,289
Less sales recognized	**183,036,681**	382,347,035
Ending balance	**P151,428,222**	P187,213,233

17. Revenue from Contract with Customers

The Group generates revenue primarily from trading goods such as consumer products (canned goods, housewares, toiletries, dry goods, food products, etc.) on a wholesale and retail basis. The revenue from contracts with customers is disaggregated by revenue streams.

	Note	June 2024	June 2023
Net sales from stores		**P98,497,538,449**	P91,230,530,473
Concession fee income	*20*	**739,984,262**	780,716,157
Membership fee income	*20*	**378,803,041**	346,191,361
Revenue from contract with customers		**P99,616,325,752**	P92,357,437,991

18. Cost of Sales

This account for the periods ended consists of:

	Note	**June 2024**	June 2023
Beginning inventory	*6*	**P27,308,803,049**	P28,214,691,119
Add purchases		**82,613,382,215**	74,311,856,603
Total goods available for sale		**109,922,185,264**	102,526,547,722
Less ending inventory	*6*	**30,140,895,348**	28,147,589,978
		P79,781,289,916	P74,378,957,744

19. Leases

Lessee

The Group leases parcels of land, stores, warehouses, distribution centers, and parking spaces. The lease terms range from 3 years to 40 years, which are generally renewable based on certain terms and conditions. Rental payments are fixed monthly or per square meter subject to 1.0%-10.0% escalation or percentage of store sales, whichever is higher. Variable lease payments that depend on sales are recognized in profit or loss in the period in which the condition that triggers those payments occurs.

Lease liabilities included in the consolidated statements of financial position are as follows:

	June 2024	December 2023
Due within one year	**P1,322,044,708**	P1,271,652,922
Due beyond one year	**40,425,575,925**	40,454,144,290
	P41,747,620,633	P41,725,797,212

The movements in lease liabilities are as follows:

	Note	**June 2024**	December 2023
Balance at January 1		**P41,725,797,212**	P39,219,731,431
Additions		**830,555,630**	4,120,812,073
Accretion of interest expense		**1,415,478,619**	2,748,879,538
Repayments		**(2,162,707,498)**	(3,906,373,857)
Terminations		**(19,512,629)**	(133,499,254)
Modifications		**(41,990,701)**	(323,752,719)
Balance at end of period	*29*	**P41,747,620,633**	P41,725,797,212

The maturity analysis of the undiscounted lease payments are as follows:

	June 2024	December 2023
Less than one year	**P4,232,280,151**	P4,023,543,806
One to five years	**16,652,527,754**	15,804,458,793
More than five years	**56,241,187,990**	51,622,714,550
	P77,125,995,895	P71,450,717,149

The following are the amounts recognized in profit or loss:

	June 2024	June 2023
Variable lease payments not included in the measurement of lease liabilities*	**P232,128,503**	P235,711,726
Expenses related to leases of low-value assets	**13,395,107**	12,321,536
Expenses related to short-term leases	**13,564,064**	9,930,976
Total rent expense	**259,087,674**	257,964,238
Interest accretion on lease liabilities	**1,415,478,619**	1,337,349,635
Depreciation charge for right-of-use assets	**1,363,999,546**	1,274,195,209
Gain (loss) from lease terminations	**3,665,930**	1,828,690

Low-value assets pertain mainly to credit card terminals and G4s cash solutions technology.

Security deposits under “Other noncurrent assets” in the consolidated statements of financial position amounted to P2.7 billion and P2.6 billion as at June 30, 2024 and December 31, 2023, respectively.

As Lessor

The Group subleases a portion of its stores to various lessees. The lease terms range from 1 year to 10 years, which are generally renewable based on certain terms and conditions. Rental payments are fixed monthly or percentage of store sales, whichever is higher. Variable lease payments that depend on sales are recognized in profit or loss in the period in which the condition that triggers those payments occurs.

Rent income recognized in profit or loss amounted to P245.0 million and P229.5 million in June 2024 and 2023, respectively (see Note 20).

The scheduled maturities of non-cancellable minimum future rental collections:

	June 2024	December 2023
Less than one year	**P324,334,401**	P315,926,540
One to two years	**248,450,026**	259,576,750
Two to three years	**132,560,386**	106,008,911
Three to four years	**109,981,351**	88,247,081
Four to five years	**80,442,254**	71,836,843
More than five years	**1,191,780,592**	1,187,250,601
	P2,087,549,010	P2,028,846,726

20. Other Revenue

This account consists of:

	Note	June 2024	June 2023
Concession fee income	*17*	**P739,984,262**	P780,716,157
Membership fee income	*17*	**378,803,041**	346,191,361
Rent income	*19*	**245,044,836**	229,538,785
Miscellaneous		**172,997,340**	159,106,957
		P1,536,829,479	P1,515,553,260

Miscellaneous consist of delivery fee income, income from sale of used packaging materials, e-wallet rebates and other individually insignificant items.

21. Operating Expenses

This account consists of:

	Note	June 2024	June 2023
Depreciation and amortization	*10,11, 12*	**P2,641,308,843**	P2,418,009,178
Manpower agency services		**2,444,419,027**	2,093,050,018
Salaries and wages		**1,738,832,003**	1,488,243,687
Communication, light and water		**1,640,523,894**	1,662,075,134
Taxes and licenses		**638,786,268**	576,397,130
Security services		**586,739,804**	538,627,394
Repairs and maintenance		**469,225,830**	393,652,256
Advertising and marketing		**366,334,511**	296,198,694
Store and office supplies		**360,353,756**	398,644,536
Transportation		**304,691,651**	271,271,725
Credit card charges		**279,676,644**	263,782,337
Rent	*19*	**259,087,674**	257,964,238
SSS/Medicare and HDMF contributions		**183,625,176**	148,726,781
Insurance		**143,346,774**	132,660,738
Janitorial and messengerial services		**123,238,037**	105,624,291
Fuel and oil		**91,432,408**	74,768,450
Other selling expenses		**91,383,713**	96,944,287
Representation and entertainment		**80,758,228**	111,801,741
Input VAT on exempt sales		**78,335,046**	72,921,571
Professional fees		**41,467,986**	30,320,652
Royalty	*23*	**32,945,206**	31,038,646
Miscellaneous		**282,913,761**	231,281,938
		P12,879,426,240	P11,694,005,422

22. Others

This account consists of:

	Note	**June 2024**	June 2023
Foreign exchange gains		**P10,479,783**	P50,587
Gain from lease terminations	*19*	**3,665,930**	1,828,690
Dividend income	*7*	**1,400,166**	1,098,889
Unrealized valuation gain (loss) on financial assets at FVTPL	*7*	**641,817**	4,936,807
Bank charges		**(199,618)**	(326,126)
Gain (loss) from sale of financial assets	*7*	**-**	6,524,397
		P15,988,078	P14,113,244

23. Related Party Transactions

Other than the items disclosed in Note 1, 9,10,11 and 14, the Group's significant transactions and balances with related parties as at June 31, 2024 and December 31, 2023 are as follows:

Related Party	Year	*Note*	Amount of Transactions for the Period	Trade Receivable (see Note 5)	Non Trade Receivable (see Note 5)	Trade Payable (see Note 14)	Nontrade Payable, Loans and Lease Liabilities (see Notes 14, 15 and 19)	Due to Related Parties	Terms	Conditions
Parent										
Dividends	**2024**		**P1,269,780,469**	**P -**	**P -**	**P -**	**P -**	**P -**	Due and demandable	Unsecured
	2023		-	-	-	-	**1,368,541,172**	-	Due and demandable	Unsecured
Entities under Common Control										
Leases	**2024**		**711,315,158**	**-**	**799,590**	**-**	**5,722,207,523**	**-**	Due and	Unsecured;
	2023	*a*	698,591,520	-	675,925	-	5,914,731,850	-	demandable	no impairment
Short-term investments	**2024**		**-**	**-**	**-**	**-**	**-**	**-**	Original maturity of	
	2023	*4*	-	-	-	-	-	-	less than 3 months	
Purchase of inventories	**2024**		**1,711,711,492**	**-**	**-**	**291,073,884**	**-**	**-**	Due and	Unsecured
	2023		1,535,542,229	-	-	623,531,962	-	-	demandable	
Sale of merchandise	**2024**		**155,786,114**	**284,773,363**	**-**	**-**	**-**	**-**	Due and	Unsecured;
	2023		40,399,725	297,220,752	-	-	-	-	demandable	no impairment
Security deposits	**2024**		**13,946,956**	**-**	**30,984**	**-**	**610,580**	**-**	Due and	Unsecured;
	2023	*a*	34,738,300	-	19,662	-	1,225,038	-	demandable	no impairment
Advances	**2024**		**-**	**-**	**-**	**-**	**-**	**-**	Due and	Unsecured;
	2023		-	-	-	-	-	-	demandable	impaired
Management fee	**2024**		**11,342,732**	**-**	**-**	**-**	**3,551,736**	**-**	Due and	Unsecured
	2023		9,868,917	-	-	-	3,982,137	-	demandable	
Fixed asset	**2024**		**911,607**	**-**	**136,570,848**	**-**	**49,554**	**-**	Due and	Unsecured
	2023		9,935,656	-	136,570,848	-	-	-	demandable	
Loans	**2024**		**-**	**-**	**-**	**-**	**-**	**-**	Due and	
	2023	*c*	-	-	-	-	2,491,576	-	demandable	
Expense reimbursement	**2024**		**161,738,169**	**-**	**19,433,124**	**2,766,706**	**59,294,295**	**-**	Due and	Unsecured
	2023		160,585,741	-	16,796,025	-	45,403,052	-	demandable	
Stockholder										
Royalty expense	**2024**		**32,945,206**	**-**	**-**	**-**	**-**	**32,945,206**	30 years and	Unsecured
	2023	*b*	31,038,646	-	-	-	-	53,269,546	subject to renewal	
Leases	**2024**		**14,775,139**	**-**	**-**	**-**	**-**	**-**		
	2023	*a*	13,680,684	-	-	-	-	-		
Key Management Personnel										
Short-term benefits	**2024**		**57,613,400**	**-**	**-**	**-**	**-**	**-**		
	2023		49,381,090	-	-	-	-	-		
Total	**2024**			**P284,773,363**	**P156,834,546**	**P293,840,590**	**P5,785,713,688**	**P32,945,206**		
Total	2023			P297,220,752	P154,062,460	P623,531,962	P7,336,374,825	P53,269,546		

a. Leases - Group as a Lessee

The Group leases certain stores from related parties. Lease terms range from 3 to 42 years, which are generally renewable based on certain terms and conditions. Rental payments are fixed monthly or per square meter subject to 1.0%-7.0% escalation.

b. License Agreement

On August 15, 2011, the Parent Company entered into a license agreement for the use of trademark and logo. In exchange, the Parent Company pays the owner royalty based on a percentage of sales.

c. Loans

This pertains to loans from Puregold Finance for the Parent Company's employees.

Amounts owed by and owed to related parties are to be settled in cash.

24. Other Noncurrent Liabilities

This account consists of:

	Note	**June 2024**	December 2023
Retirement benefits liability		**P2,015,053,239**	P2,020,732,372
Accrued fixed assets - net of current	*10, 14*	**430,046,608**	567,279,376
		P2,445,099,847	P2,588,011,748

a. Retirement Benefits

The Parent Company and its subsidiaries has a funded, noncontributory, defined benefit plan covering all of its permanent employees. Contributions and costs are determined in accordance with the actuarial studies made for the plan. Annual cost is determined using the projected unit credit method. The Group's latest actuarial valuation date is December 31, 2023. Valuations are obtained on a periodic basis.

Salient Provisions of the Retirement Plan

Normal Retirement (Minimum Retirement Law, RA 7641)

The plan provides retirement benefits under Republic Act No. 7641 (the Act) upon compulsory retirement at the age of sixty-five (65) or upon optional retirement at age sixty (60) or more but not more than age sixty-five (65) with at least five (5) years in service. The benefits as required by the Act are equivalent to at least one-half month (1/2) month salary for every year of service, a fraction of at least six (6) months being considered as one (1) whole year. The term one-half (1/2) month salary shall mean: (a) 50% of the pay salary; (b) one-twelfth (1/12) of the thirteenth (13th) month pay; and (c) one-twelfth (1/12) cash equivalent of not more than five (5) days of service incentive leaves.

On January 23, 2023, the Parent entity adopted a formal retirement plan with updates on the compulsory retirement benefit and the voluntary retirement benefit scheme. The plan provides retirement benefits upon the compulsory retirement at the age of sixty-five (65) or upon voluntary retirement at age sixty (60) or more but not more than age sixty-five (65) with at least five (5) years in service. This is a multi-employer retirement plan, non-contributory, which provides a retirement benefit ranging from 22.5 days pay up to 45 days pay for every year of service.

The reconciliation of the liability recognized in the consolidated statements of financial position is as follows:

	June 2024	December 2023
Present value of defined benefit obligation	**P2,045,922,411**	P2,051,601,544
Fair value of plan assets	**(30,869,172)**	(30,869,172)
Retirement benefits liability	**P2,015,053,239**	P2,020,732,372

The following table shows reconciliation from the opening balances to the closing balances for present value of defined benefit obligation:

	June 2024	December 2023
Balance at January 1	**P2,051,601,544**	P1,029,323,469
Included in Profit or Loss		
Current service cost	**-**	236,633,376
Past service cost	**-**	561,386,378
Interest cost	**-**	109,207,808
	-	907,227,562
Benefits paid/Transfer to affiliated Company	**(5,679,133)**	(5,050,016)
Included in Other Comprehensive Income		
Remeasurements gain:		
Actuarial losses (gains) arising from:		
Financial assumptions	**-**	357,183,550
Demographic assumptions	**-**	-
Experience adjustments	**-**	(237,083,021)
	-	120,100,529
Balance at end of period	**P2,045,922,411**	P2,051,601,544

The movements in the fair value of plan assets are as follows:

	June 2024	December 2023
Beginning of the period	**P30,869,172**	P29,502,339
Interest income	**-**	2,130,069
Remeasurement gain (loss)	**-**	(763,236)
End of the period	**P30,869,172**	P30,869,172

The movements in cumulative actuarial gains or loss, before income tax effect, recognized in other comprehensive income are as follows:

	June 2024	December 2023
Beginning of period	**(P641,137,633)**	(P762,001,397)
Actuarial (gain) losses for the period	**-**	120,863,764
Ending balance	**(P641,137,633)**	(P641,137,633)

The cumulative actuarial gain or loss, net of income tax effect, amounted to P491.3 million as at June 30, 2024 and December 31, 2023, which are presented as "Retirement benefits reserve" in the equity section of the consolidated statements of financial position.

The Group's plan assets consist of the following:

	June 2024	December 2023
Cash in banks	**P591,957**	P591,957
Debt instruments - government securities	**16,418,120**	16,418,120
Trust fees payable	**(9,813)**	(9,813)
Other receivables	**13,868,908**	13,868,908
	P30,869,172	P30,869,172

On February 17, 2014, the Parent Company entered into a multi-employer retirement plan agreement with a trust group. The Parent Company made an initial cash contribution of P25.0 million pesos.

The Group does not expect to contribute to the plan in 2024.

The following were the principal actuarial assumptions at the reporting date:

	December 2023
Discount rate	6.12%
Future salary increases	8.00%

Assumptions regarding future mortality have been based on published statistics and mortality tables.

The weighted average duration of the defined benefit obligation as at December 31, 2023 is 23.2 years.

Sensitivity Analysis
Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

2023

	Increase	Decrease
Discount rate (1% movement)	(P410,198,010)	P315,474,143
Future salary increase rate (1% movement)	397,894,281	(313,197,792)

It should be noted that the changes assumed to be reasonably possible at the valuation date are open to subjectivity, and do not consider more complex scenarios in which changes other than those assumed may be deemed to be more reasonable.

These defined benefit plans expose the Group to actuarial risks, such as longevity risk, interest rate risk, and market (investment) risk. The Retirement Plan Trustee has no specific matching strategy between the plan assets and the plan liabilities.

The 10-year maturity analysis of the benefit payments:

	2023				
	Carrying Amount	Contractual Cash Flows	Within 1 Year	Within 1 - 5 Years	Within 5 - 10 Years
Defined benefit obligation	P2,051,601,544	P423,397,233	P67,600,128	P53,645,812	P302,151,293

b. Accrued Fixed Assets

Accrued fixed assets pertains to the remaining obligations for the purchase of a parcel of land, which is payable until 2027 (see Note 10). The current portion amounting to P271.5 million and P277.02 million as at June 30, 2024 and December 31, 2023 is included in “Trade and other payables” account (see Note 14).

25. Income Taxes

The components of income tax expense are as follows:

	June 2024	June 2023
Current tax expense	**P1,541,409,543**	P1,372,002,834
Deferred tax benefit	**(81,895,024)**	(75,644,424)
	P1,459,514,519	P1,296,358,410

The reconciliation of the income tax expense computed at the statutory income tax rate to the actual income tax expense as shown in profit or loss is as follows:

	June 2024	June 2023
Income before income tax	**P6,408,626,978**	P5,696,048,841
Income tax expense at the statutory income tax rates:		
Regular - 25%	**P1,920,143,405**	P1,410,906,668
Special - 5%	**988,578**	1,040,467
Income tax effects of:		
Dividend income exempt from tax	**(326,272,400)**	(274,722)
Interest income subject to final tax	**(179,852,752)**	(156,022,165)
Nondeductible other expenses	**1,821,171**	6,275,446
Nondeductible interest expense	**44,332,225**	36,439,205
Nontaxable income	**(2,760,886)**	(1,491,462)
Changes in unrecognized DTA/DTL	**1,115,178**	1,116,072
Other income subject to final tax	**-**	(1,631,099)
	P1,459,514,519	P1,296,358,410

Changes in unrecognized DTA/DTL pertains to the unrecognized DTA related to

PFRS 16 – net of Melilla.

The components of the Group's deferred tax assets (DTA) net of deferred tax liabilities (DTL) in respect to the following temporary differences are shown below:

	June 2024		December 2023	
	Amount	**DTA (DTL)**	Amount	DTA (DTL)
PFRS 16*	**P11,011,314,806**	**P2,752,828,701**	P10,643,953,381	P2,660,988,345
Retirement benefits liability	**2,655,968,346**	**663,992,087**	2,661,587,294	665,396,824
Allowance for impairment losses on receivables	**7,462,327**	**1,865,582**	7,462,327	1,865,582
NOLCO	**20,053,283**	**5,013,321**	-	-
Recognition of DTA due to merger	**389,731**	**97,433**	389,731	97,433
DTA	**13,695,188,493**	**3,423,797,124**	13,313,392,733	3,328,348,184
Fair value of intangible assets from business combination	**(4,599,113,528)**	**(1,149,778,382)**	(4,599,113,528)	(1,149,778,382)
Actuarial gain	**(638,299,344)**	**(159,574,836)**	(638,299,344)	(159,574,836)
Accrued rent income	**(20,861,100)**	**(5,215,275)**	(13,482,940)	(3,370,735)
DTL	**(5,258,273,972)**	**(1,314,568,493)**	(5,250,895,812)	(1,312,723,953)
Net	**P8,436,914,521**	**P2,109,228,631**	P8,062,496,921	P2,015,624,231

**Excluding net lease liabilities of PPCI Subic which is subject to SBMA tax rules*

The realization of these deferred tax assets is dependent upon future taxable income that temporary differences and carry forward benefits are expected to be recovered or applied.

26. Equity

Capital Stock and Additional Paid-in Capital

The Parent Company's authorized, issued and outstanding common shares are as follows:

	June 2024	December 2023
Common shares- P1 par value Authorized	**3,000,000,000**	3,000,000,000
Issued	**2,904,214,086**	2,904,214,086
Treasury shares	**(38,627,680)**	(38,627,680)
	2,865,586,406	2,865,586,406

The initial public offering of the Parent Company's shares with an offer price of P12.5 per share resulted in the issuance of 500,000,000 common shares in 2011. The additional paid-in capital net of direct transaction costs amounted to P5.2 billion.

On May 28, 2012, the Parent Company issued 766,406,250 of its common shares in exchange for 100% equity interest in Kareila. The fair value of the shares at acquisition date was P21.5 per share. The additional paid-in capital net of direct transaction costs amounted to P15.7 billion.

On January 16, 2019, the Parent Company conducted a P4.7 billion top up placement of 104,300,000 million common shares at a price of P45.0 per share. The Parent Company completed the placement upon approval of the BOD. The additional shares were issued on March 5, 2019.

On February 20, 2019, the BOD approved the increase in the authorized capital stock of the Parent Company from 3,000,000,000 shares to 5,000,000,000 shares with par value of P1.0 per share. The shareholders approved the amendment to the articles of incorporation on May 14, 2019.

Treasury Stock
The Group's treasury shares are as follows:

	June 2024	December 2023
Balance at beginning of period	**38,627,680**	38,627,680
Additions	**-**	-
Balance at end of period	**38,627,680**	38,627,680

On February 26, 2013, the SEC approved the application for merger of the Parent Company, PJSI and Gant. As a consideration for the said merger, the Parent Company issued shares of stocks equivalent to 16,911,162 shares at P26.6 per share. As a result, 16,911,006 shares of the total shares issued held by the Parent Company were recognized as treasury stock.

On December 18, 2014, the BOD approved to buy back the Parent Company's shares up to 1,000,000,000 or approximately 30,000,000 shares within one year from the approval or until November 4, 2015. The Parent Company bought 1,025,000 shares with acquisition cost of P37.8 million as treasury stock.

On March 12, 2015, the SEC approved the application of merger of the Parent Company and Company E. As a consideration for the said merger, the Parent Company issued shares of stocks equivalent to 2,045,465 shares at par value. Considering that the ultimate owner of Company E is the Parent Company, the shares issued were recognized as treasury stock.

On November 22, 2017, SEC approved the application of the merger of Parent Company, Goldtempo Group Incorporated, Daily Commodities, Inc., and First Lane Super Traders Co., Inc. As a consideration for the merger, the Parent Company issued shares of stocks equivalent to 14,551,209 shares at P39.0 per share. Considering that the ultimate owner is the Parent Company, the shares issued were recognized as treasury stock.

In 2021, the Company reacquired 1,145,000 of its shares with acquisition cost of P41.3 million as treasury stock.

In 2022, the Company reacquired 2,950,000 of its shares with acquisition cost of P97.0 million as treasury stock.

Retained Earnings
On December 18, 2020, the Group's BOD approved the declaration of a regular dividend of P0.3 per share and special dividend of P0.2 per share on record date of January 8, 2021 and payment date of January 29, 2021. The total amount of dividends is P1.3 billion.

On December 21, 2021, the Group's BOD approved the declaration of a regular dividend of P0.3 per share and special dividend of P0.3 per share on record date of

January 10, 2022 and payment date of February 1, 2022. The total amount of dividends is P1.4 billion.

On December 20, 2022, the Group's BOD approved the declaration of a regular dividend of P0.86 per share on record date of January 10, 2023 and payment date of January 20, 2023. The total amount of dividends is P2.5 billion.

On December 11, 2023, the Group's BOD approved the declaration of a regular dividend of P0.97 per share on record date of December 27, 2023 and payment date of January 18, 2024. The total amount of dividends is P2.8 billion.

On May 14, 2024, the Group's BOD approved the declaration of a regular dividend of P0.90 per share on record date of May 29, 2024 and payment date of June 21, 2024. The total amount of dividends is P2.6 billion.

27. Segment Information

The Group operates through stores in several locations. The combined financial statements of all stores are reviewed by the Chief Operating Decision Maker on a monthly basis and assesses the Group's profitability and financial position of the whole retail business. The Group is engaged in the retail and wholesale trading of merchandise such as dry goods, food and other merchandise.

Accordingly, management has assessed that the Group, as a whole, is considered as a single business and hence there are no operating segments required to be disclosed under PFRS 8, *Operating Segments.*

28. Basic/Diluted EPS

Basic/Diluted EPS is computed as follows:

	June 2024	June 2023
Net income (a)	**P4,949,112,459**	P4,399,690,431
Weighted average number of ordinary shares (b)	**2,865,586,406**	2,865,586,406
Basic/diluted EPS (a/b)	**P1.73**	P1.54

As at June 30, 2024 and December 31, 2023, the Group has no dilutive debt or equity instruments.

29. Financial Risk and Capital Management Objectives and Policies

Objectives and Policies

The Group has significant exposure to the following financial risks primarily from its use of financial instruments:

- Credit Risk
- Liquidity Risk
- Interest Rate Risk
- Other Market Price Risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risks, and the Group's management of capital.

The Group's principal financial instruments include cash and cash equivalents and investments in trading securities. These financial instruments are used to fund the Group's operations and capital expenditures.

The BOD has overall responsibility for the establishment and oversight of the Group's risk management framework. They are responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. All risks faced by the Group are incorporated in the annual operating budget. Mitigating strategies and procedures are also devised to address the risks that inevitably occur so as not to affect the Group's operations and detriment forecasted results. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit Risk

Credit risk represents the risk of loss the Group would incur if credit customers and counterparties fail to perform their contractual obligations.

Exposure to credit risk is monitored on an ongoing basis. Credit is not extended beyond authorized limits. Credit granted is subject to regular review, to ensure it remains consistent with the customer's credit worthiness and appropriate to the anticipated volume of business.

Receivable balances are being monitored on a regular basis to ensure timely execution of necessary intervention efforts.

The credit risk for security deposits was considered negligible since these accounts have high probability of collection and there is no current history of default.

Financial information on the Group's maximum exposure to credit risk without considering the effects of collaterals and other risk mitigation techniques is presented below.

	Note	**June 2024**	December 2023
Cash in banks and cash equivalents	*4*	**P31,666,268,925**	P40,587,748,558
Receivables – net	*5*	**3,916,063,817**	4,669,290,509
Financial assets at fair value through profit or loss	*7*	**4,626,781,759**	4,626,139,942
Security deposits*	*13*	**2,722,393,328**	2,625,607,951
		P42,931,507,829	P52,508,786,960

**Included under noncurrent assets.*

The credit quality of the Group's financial assets based on its historical experience is as follows:

	As of June 30, 2024			
	Grade A	**Grade B**	**Grade C**	**Total**
At amortized cost:				
Cash in banks and cash equivalents	**P31,666,268,925**	**P -**	**P -**	**P31,666,268,925**
Receivables – net	**3,162,638,599**	**753,425,218**	**-**	**3,916,063,817**
Financial assets at fair value through profit or loss	**4,626,781,759**	**-**	**-**	**4,626,781,759**
Security deposits*	**2,722,393,328**	**-**	**-**	**2,722,393,328**
	P42,178,082,611	**P753,425,218**	**P -**	**P42,931,507,829**

**Included under noncurrent assets.*

	As of December 31, 2023			
	Grade A	Grade B	Grade C	Total
At amortized cost:				
Cash in banks and cash equivalents	P40,587,748,558	P -	P -	P40,587,748,558
Receivables – net	3,770,949,373	898,341,136	-	4,669,290,509
Financial assets at fair value through profit or loss	4,626,139,942	-	-	4,626,139,942
Security deposits*	2,625,607,951	-	-	2,625,607,951
	P51,610,445,824	P898,341,136	P -	P52,508,786,960

**Included under noncurrent assets.*

The Group has assessed the credit quality of the following financial assets that are neither past due nor impaired as high grade:

a. Cash in bank and cash equivalents were assessed as high grade since these are deposited in reputable banks with good credit standing, which have a low profitability of insolvency and can be withdrawn anytime. The credit quality of these financial assets is considered to be high grade.

b. Trade receivables were classified as standard grade, since these pertain to receivables considered as unsecured from third parties with good paying habits. Non-trade receivables from suppliers relating to rental, display allowance and concession and advances to contractors were assessed as standard grade since these are automatically deducted from the outstanding payables to suppliers and contractors. Advances to employees were assessed as standard grade as these are paid through salary deductions and have a high probability of collections.

c. Financial assets at fair value through profit or loss were assessed as high grade since these are government securities and placed in entities with good favorable credit standing.

d. Security deposits were assessed as high grade since these have a high profitability of collection and there is no history of default.

The Group applies the simplified approach using provision matrix in providing for ECL which permits the use of the lifetime expected loss provision for trade and other receivables. The expected loss rates are based on the Group's historical observed default rates. The historical rates are adjusted to reflect current and forward-looking macroeconomic factors affecting the customer's ability to settle the amount outstanding. However, given the short period exposed to credit risk, the impact of this macroeconomic factor identified has not been considered significant within the reporting period.

The aging of receivables at the reporting date is as follows:

	June 2024		December 2023	
	Gross Amount	**Impairment**	Gross Amount	Impairment
Current	**P2,895,891,129**	**P -**	P3,769,863,323	P -
Past due 1 - 30 days	**253,665,728**	**-**	427,763,286	-
Past due 31 - 60 days	**402,548,646**	**-**	9,947,767	-
More than 60 days	**371,420,641**	**7,462,327**	469,178,460	7,462,327
	P3,923,526,144	**P7,462,327**	P4,676,752,836	P7,462,327

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group manages liquidity risk by forecasting projected cash flows and maintaining balance between continuity of funding and flexibility in operations. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational working capital requirements. Management closely monitors the Group's future and contingent obligations and sets up required cash reserves as necessary in accordance with internal requirements.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	As at June 30, 2024				
	Carrying Amount	**Contractual Cash Flows**	**1 Year or Less**	**More than 1 Year – 5 Years**	**More than 5 Years**
Financial Liabilities					
Trade and other payables*	**P13,822,454,150**	**P13,822,454,150**	**P13,822,454,150**	**P -**	**P -**
Due to related parties	**32,945,206**	**32,945,206**	**32,945,206**	**-**	**-**
Lease liabilities	**41,747,620,633**	**77,125,995,895**	**4,232,280,151**	**16,652,527,754**	**56,241,187,990**
Long-term loans including current portion**	**15,568,796,360**	**18,673,834,692**	**844,750,433**	**12,914,785,149**	**4,914,299,110**
Accrued fixed assets	**701,562,212**	**881,168,640**	**320,424,960**	**560,743,680**	**-**
Other current liabilities***	**349,914,537**	**349,914,537**	**349,914,537**	**-**	**-**

**excluding statutory payables to the government and current portion of accrued fixed assets (see Note 24)*
***contractual cash flows include future interest payment*
****excluding deferred income, unredeemed gift certificates and VAT payable*

	As at December 31, 2023				
	Carrying Amount	Contractual Cash Flows	1 Year or Less	More than 1 Year - 5 Years	More than 5 Years
Financial Liabilities					
Trade and other payables*	P24,982,288,964	P24,982,288,964	P24,982,288,964	P -	P -
Due to related parties	53,269,546	53,269,546	53,269,546	-	-
Lease liabilities	41,725,797,212	71,450,717,149	4,023,543,806	15,804,458,793	51,622,714,550
Long-term loans including current portion**	11,561,128,640	14,107,817,263	617,377,004	8,524,241,649	4,966,198,610
Accrued fixed assets	844,303,179	1,041,381,120	320,424,960	720,956,160	-
Other current liabilities***	343,561,003	343,561,003	343,561,003	-	-

**excluding statutory payables to the government*
***contractual cash flows include future interest payment*
****excluding deferred income, unredeemed gift certificates and VAT payable*

Interest Rate Risk

Interest rate risk is the risk that future cash flows from a financial instrument (cash flow interest rate risk) or its fair value (fair value interest rate risk) will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk on interest earned on cash deposits in banks and money market placements. The cash deposits and money market placement with variable rates expose the Group to cash flow interest rate risk. The Group is not exposed to interest rate risk on long-term loans with fixed rates which are carried at amortized cost. The Group's policy is to obtain the most favorable interest available and effectively managing the interest rate risk.

The interest rate profile of the Group's interest-bearing financial instruments is as follows:

	June 2024	December 2023
Financial assets:		
Cash in banks	**P9,190,642,616**	P16,394,013,918
Money market placements	**22,475,626,309**	24,193,734,640
Government securities	**4,588,450,000**	4,588,450,000
	P36,254,718,925	P45,176,198,558

Sensitivity Analysis
A 2.0% increase in interest rates would have increased equity and net income by P54.4 million and P67.8 million in June 2024 and December 2023, respectively. A 2.0% decrease in interest rates would have had the equal but opposite effect. Assuming a 10.0% interest rate and on the basis that all other variables remain constant.

Other Market Price Risk
The Group's market price risk arises from its investments in trading securities carried at fair value. The Group manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

Capital Management
The Group's objectives when managing capital are to increase the value of shareholders' investment and maintain steady growth by applying free cash flow to selective investments. The Group set strategies with the objective of establishing a versatile and resourceful financial management and capital structure.

The Group's President has overall responsibility for monitoring of capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the Group's external environment and the risks underlying the Group's business operations and industry.

The Group defines capital as paid-up capital, additional paid-in capital, remeasurements and retained earnings as shown in the consolidated statements of financial position.

There were no changes in the Group's approach to capital management during the year.

The Group is not subject to externally imposed requirements.

Fair Values of Financial Assets and Liabilities
The methods and assumptions used by the Group in estimating the fair value of financial asset and other financial liabilities are:

Cash and Cash Equivalents, Receivables, Trade and Other Payables, Due to Related Parties and Other Current Liabilities
The carrying amounts approximate their fair values due to the relatively short-term maturities of these instruments.

Financial Assets at FVTPL
The fair values are based on observable market inputs for government securities and quoted market prices in an active market for equity securities.

Security Deposits
The carrying amount approximates its fair value as the effect of discounting is not considered material.

Long-term Loans, Lease Liabilities and Accrued Fixed Assets
The carrying amounts approximate their fair values because the difference between the interest rates of these instruments and the prevailing market rates for similar instruments is not considered significant.

Fair Value Hierarchy
The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from pricewills).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at June 30, 2024 and December 31, 2023, the Group's investment in financial assets at FVTPL for equity securities and government securities are classified as Level 1 and 2, respectively.