



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20- IS  
 INFORMATION STATEMENT PURSUANT TO SECTION 20  
 OF THE SECURITIES REGULATION CODE

SECURITIES AND EXCHANGE  
 COMMISSION  
 RECEIVED  
 MAY 30 2014  
 BY: MARKET REGULATION DEPT  
 TIME: 3:50 pm

1. Check the appropriate box:

Preliminary Information Statement  
 Definitive Information Statement

2. Name of Registrant as specified in its charter: **PHILIPPINE SEVEN CORPORATION**

3. Country of Incorporation: **PHILIPPINES**

4. SEC Identification Number: **108476**

5. BIR Tax Identification Number: **000-390-189-000**

6. Address of Principal Office:

7<sup>th</sup> Floor, The Columbia Tower  
 Ortigas Avenue, Mandaluyong City  
 1550

7. Telephone Number: **(632) 724-4441 to 51**

8. Date, time and place of the meeting of security holders:

July 22, 2014 (Tuesday)  
 2:00 p.m.  
 Crowne Plaza Galleria Manila  
 Ortigas Avenue corner ADB Avenue, Quezon City

9. Approximate date on which the Information Statement is first to be sent or given to security holders:

June 20, 2014

10. In case of proxy solicitations:

Name of Person Filing the Statement/Solicitor: N/A

Address and Telephone No.: \_\_\_\_\_

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sec. 4 & 8 of the RSA:

Title of Each Class	Number of Shares of Common Stocks Outstanding or Amount of debt Outstanding
Common	458,435,323
Warrants	-0-

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

Yes  No

Title of each Class	Listed Shares	Stock Exchange
Common Shares	459,121,573	Philippine Stock Exchange

**PHILIPPINE SEVEN CORPORATION**  
7<sup>th</sup> Floor, The Columbia Tower  
Ortigas Avenue, Mandaluyong City  
Tel. Nos. 724-4441 to 51  
Fax No. 705-52-09

Notice is hereby given that the annual stockholders meeting of PHILIPPINE SEVEN CORPORATION (the "Corporation"), will be held at the **Crowne Plaza Galleria Manila, Ortigas Avenue corner ADB Avenue, Quezon City, on Tuesday, 22 July 2014 at 2:00 P.M.** for the purpose of taking up the following:

1. Certification of Quorum and Call to Order
2. Approval of Minutes of the Annual Stockholders Meeting held on July 18, 2013
3. a. Chairman's Message  
b. President's Report
4. Approval of 2013 Audited Financial Statements
5. Ratification of Actions Taken by the Board of Directors, Executive Committee, Board Committees and Management since the last annual stockholders meeting
6. Amendment of the Third Article of the Amended Articles of Incorporation to state the specific principal office address of the Corporation in compliance with SEC Memorandum Circular no. 6, Series of 2014
7. Election of the Board of Directors for 2014
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

For purposes of the meeting, only stockholders of record as of June 05, 2014 are entitled to vote in the said meeting.

For your convenience in registering your attendance, please have some available form of identification (ID), such as company ID, government IDs, passport or driver's license. Registration will start at 1:00 p.m.

We are not soliciting your proxy. However, you may attend the meeting by submitting a duly-accomplished proxy substantially in the form attached hereto which must be submitted to the Office of the Corporate Secretary, 7<sup>th</sup> Floor, The Columbia Tower, Ortigas Avenue, Mandaluyong City on or before July 11, 2014. The proxies shall be validated on July 15, 2014, from 2:00 to 4:00 P.M. at BDO South Tower, Makati Ave., cor. H.V. Dela Costa St., Makati City.

  
**EVELYN S. ENRIQUEZ**  
Corporate Secretary

**PHILIPPINE SEVEN CORPORATION  
INFORMATION STATEMENT**

This Information Statement is being furnished to stockholders of record of Philippine Seven Corporation as of June 05, 2014 in connection with its annual stockholders' meeting.

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

**A. GENERAL INFORMATION**

**Item 1. Date, Time and Place of Meeting of Shareholders**

Date of Meeting : July 22, 2014

Time of Meeting : 2:00 P.M.

Place of Meeting : Crowne Plaza Galleria Manila  
Ortigas Avenue corner ADB Avenue, Quezon City

Complete Mailing Address : Philippine Seven Corporation  
7<sup>th</sup> Floor, The Columbia Tower  
Ortigas Avenue, Mandaluyong City 1550

This Information Statement will be first sent or given to security holders on June 20, 2014.

**Item 2. Dissenter's Right of Approval**

The stockholders of the Company may exercise their right of appraisal against any proposed corporate action which qualifies as an instance under Section 81 of the Corporation Code which gives rise to the exercise of such appraisal right pursuant to and in the manner provided in Section 82 of the Corporation Code.

Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the terms of corporate existence.
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in this Code; and
3. In case of a merger or consolidation.

An appraisal right is also available to dissenting shareholders in case the corporation decides to invest its funds in another corporation or business as provided for in Section 42 of the Corporation Code.

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

None of the members of the Board of Directors or senior management has any substantial interest in the matters to be acted upon by the shareholders in the stockholders meeting, except for the election of directors. The following are the incumbent directors for the year 2013 - 2014 (prior to the 22 July 2014 Annual Stockholders' Meeting):

1. Vicente T. Paterno	7. Mao-Chia Chung
2. Nan-Bey Lai	8. Lien-Tang Hsieh
3. Jose Victor P. Paterno	9. Wen-Chi Wu
4. Jorge L. Araneta	10. Antonio Jose U. Periquet, Jr.*
5. Diana Pardo-Aguilar	11. Michael B. Zalamea*
6. Jui-Tang Chen	

\*Independent Director

The Board of Directors and senior management, as a group, own 38,982,935 common shares which constitute approximately 8.50% of the issued and outstanding common stock. The Board of Directors of the Company is not aware of any party who has indicated an intention to oppose the motions set forth in the Agenda.

Cumulative voting is allowed for the election of the members of the Board of Directors. Each stockholder may vote the number of shares of stock outstanding in his own name as of the record date of the meeting for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; provided that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected and provided, however, that no delinquent stock shall be voted.

## B. CONTROL AND COMPENSATION INFORMATION

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

As of April 30, 2014, there were 458,435,323 shares of the common stock of Philippine Seven Corporation outstanding and entitled to vote for election of directors and matters scheduled for approval at the Annual Meeting. Only holders of the company's stock as of the close of business on record date of June 05, 2014 acting in person or by proxy on the day of the meeting are entitled to notice and to vote at the Annual Meeting to be held on July 22, 2014.

The following is the breakdown of the number of shares owned by local and foreign shareholders as of April 30, 2014 as provided by the Stock Transfer Agent BDO Unibank, Inc.:

	No. of shares	%
Foreign Owned Shares	347,879,311	75.8841%
Local Owned Shares	110,556,012	24.1159%
Outstanding Shares	458,435,323	100.00%

For the purpose of electing the directors, shareholders entitled to vote as of above record date shall vote cumulatively in accordance with Section 24 of the Corporation Code to elect the 11 directors of the company. Each share entitled to vote shall be entitled to 11 votes.

For the purpose of approving the other matters set forth in the Agenda of the Annual Meeting, the shareholders entitled to vote as of above record date shall be entitled to one (1) vote for each share entitled to vote.

- a) As of April 30, 2014, the following are the record and beneficial owners of more than 5% of registrant's voting securities:

Title of Class	Name and Address of Record/Beneficial Owner	Citizenship	Relationships of the record owner's representative with the issuer and said owner	Amount and Nature of Record/Beneficial Ownership	Percent of Outstanding Common Stock as of April 30, 2014
Common	President Chain Store (Labuan) Holding, Ltd. <sup>1</sup> 7(E), Main Tower, Financial Park, Labuan, Malaysia	Malaysian	Stockholder	236,376,070 (R)	51.56%
Common	Arisaig Asia Consumer Fund Limited <sup>4</sup> Craigmuir Chambers, P.O. Box 71 Road Town, Tortola British Virgin Islands	BVI	Stockholder	48,020,358	10.47%
Common	Vicente Paterno <sup>3</sup> and children 16 Hidalgo Place, Hidalgo Village Rockwell, Makati City	Filipino	Chairman /Stockholder	1,399,822 (R) <u>36,647,422 (B)</u> 38,047,244	0.31% <u>7.99%</u> 8.30%
Common	Asian Holdings Corporation <sup>2</sup> 4 <sup>th</sup> Floor, Uni-Oil Bldg., Commerce Ave. cor. Acacia St., Madrigal Business Park, Ayala Alabang, Muntinlupa City	Filipino	Stockholder	30,671,003 (R)	6.69%

Footnotes:

<sup>1</sup> Mr. Jui-Tang Chen of President Chain Store (Labuan) Holding, Ltd. has the voting power in behalf of the Corporation

<sup>2</sup> Ms. Elizabeth Orbeta or Ms. Diana Pardo-Aguilar has the voting power in behalf of Asian Holdings Corporation

<sup>3</sup> Mr. Vicente T. Paterno has the power of attorney to vote the 36,647,422 shares of his children: Ma. Cristina Paterno-8,267,592; Jose Victor Paterno- 11,983,375; Paz Pilar P. Benares -5,665,971; Ma. Elena P. Locsin-6,962,534; Ma. Theresa P. Dickinson-3,767,950

<sup>4</sup> Ms. Rebecca Lewis of Arisaig Asia Consumer Fund Limited has the voting power in behalf of the Corporation

b) Security Ownership of Management as of April 30, 2014

Title of Class	Name of Beneficial Owner	Amount & Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Vicente T. Paterno	1,399,822 (R) <u>36,647,422 (B)</u> 38,047,244	Filipino	0.31% <u>7.99%</u> 8.30%
Common	Jose Victor P. Paterno	11,983,375 <sup>1</sup>	Filipino	2.61%
Common	Jorge L. Araneta	1 <sup>3</sup>	Filipino	0.00%
Common	Diana Pardo-Aguilar	1 <sup>3</sup>	Filipino	0.00%
Common	Antonio Jose U. Periquet, Jr.	1 <sup>3</sup> 927,006 <sup>2</sup> 927,007	Filipino	0.20%
Common	Michael B. Zalamea	1 <sup>3</sup>	Filipino	0.00%
Common	Jui-Tang Chen	1 <sup>3</sup>	R.O.C.	0.00%
Common	Mao-Chia Chung	1 <sup>3</sup>	R.O.C.	0.00%
Common	Nan-Bey Lai	1 <sup>3</sup>	R.O.C.	0.00%
Common	Wen-Chi Wu	1 <sup>3</sup>	R.O.C.	0.00%
Common	Lien-Tang Hsieh	1 <sup>3</sup>	R.O.C.	0.00%
Common	Evelyn Sadsad-Enriquez	3,573 <sup>2</sup>	Filipino	0.0008%
Common	Liwayway T. Fernandez	5,104 <sup>2</sup>	Filipino	0.0011%

<sup>1</sup> Shares directly owned by Vicente T. Paterno is 1,399,822 which is 0.31%, and he has power of attorney for 36,647,422 shares held by his 5 children including above shares of Jose Victor Paterno – 11,983,375 (2.61%)

<sup>2</sup> Directly owned shares

<sup>3</sup> Qualifying shares

c) Power of Attorney to vote shares of 5% or more

Mr. Vicente T. Paterno, Chairman of the Board, has the power of attorney for 36,647,422 shares or 7.99% owned/registered in the name of his children: Jose Victor P. Paterno – 11,983,375 shares; Ma. Theresa P. Dickinson – 3,767,950 shares; Paz Pilar P. Benares – 5,665,971 shares; Ma. Cristina P. Paterno – 8,267,592 shares and Ma. Elena P. Locsin – 6,962,534 shares.

d) Changes in Control

There has been no arrangement which may result in a change in control of the Company. There has been no change in control of the Company since Y2000.

**Item 5. Directors and Executive Officers of the Registrant**

a) Directors and Corporate Officers

The Board of Directors is responsible for the overall management and direction of the Corporation. The Board meets at least twice every year or as needed to review and monitor the Corporation's financial position and operation.

The directors of the Company are elected at the Annual Stockholders Meeting to hold office for one (1) year and until the next succeeding annual meeting or until their respective successors have been elected and qualified. The officers are likewise elected annually by the Board of Directors to serve for one (1) year and until their respective successor have been elected and qualified. The members of the Board of Directors and corporate officers of the Company are the following:

Name	Age	Term in Present Position	No. of Year(s) In PSC	Business Experience
<b>CHIN-YEN KAO</b> Honorary Chairman of the Board  Citizenship: R.O.C.	84	12 yrs.	12 yrs.	<ul style="list-style-type: none"> <li>Director- President International Development Corp.; President Chain Store (BVI) Holdings Ltd.; Kao Chyuan Investment Co.Ltd.; Tainan Spinning Co., Ltd.; Uni-President Enterprise Corp.; President Chain Store Corporation<sup>1</sup>; President Fair Development Corp.; Ton Yi Industrial Corp.;</li> <li>Honorary PhD, Lincoln University, USA; Honorary PhD, Sun Yat-sen University; Honorary PhD, National Cheng Kung University</li> </ul>
<b>VICENTE T. PATERNO</b> Chairman of the Board and Director  Citizenship: Filipino	88	31 yrs.	31 yrs.	<ul style="list-style-type: none"> <li>Founding Chairman – Philippine Seven Corporation<sup>1</sup>(7-Eleven Philippines) (October 1982 – present)</li> <li>Chairman - Store Sites Holding Inc.;</li> <li>Independent Director – First Philippine Holdings Corporation<sup>1</sup>, Benpres Holdings Corp. (1992-2009)</li> </ul>

				<ul style="list-style-type: none"> <li>• Concurrently Managing Director – Philippine Seven Corporation (1984-1986, 1992-2000)</li> <li>• Former Director - State Land Investment Inc., First Philippine Holdings Corporation<sup>1</sup>; Benpres Holdings Corporation<sup>1</sup></li> <li>• Founding Director &amp; Chairman of the Board East ASEAN Business Council (BIMP-EAGA) (1997-1999)</li> <li>• Senator of the Republic of the Philippines; Chairman – Senate Committee on Economic Affairs (1987-1992)</li> <li>• Deputy Executive Secretary of Energy, Office of the President (1986 – 1987)</li> <li>• Chairman/President – Philippine National Oil Company (PNOC) (1986-1987)</li> <li>• Director – Sime Darby Berhad, Malaysia (1982-1986)</li> <li>• Short Term Consultancies, UNDP &amp; UNCTAD-GATT (1981-1982)</li> <li>• Minister of Public Highways (1979-1980)</li> <li>• Minister of Industry (1974-1979)</li> <li>• ASEAN Economic Minister &amp; Chair – ASEAN Committee on Industrial Cooperation (1976-1979)</li> <li>• Director ExOfficio Member of Government Boards- Central Bank, NEDA, DBP,PNOC (1976-1979)</li> <li>• Treasurer, Vice President Finance &amp; Assistant Executive Vice President &amp; General Manager – Meralco (1964 – 1970)</li> <li>• Chairman – Board of Investments (1970-1979)</li> <li>• Vice President for Investment, Commercial Credit Corporation (1960-1964)</li> <li>• Industrial Consultant, General Manager-PHINMA (1956-1960)</li> <li>• Industrial Projects Consultant, Industrial Development Center, PHILCUSA (1954-1956)</li> <li>• Mill Engineer, Central Azucarera Don Pedro, Nasugbu, Batangas (1948-1951)</li> <li>• Awards – RVR Award for Nation Building (JCI Manila &amp; AIM Center for CSR) (2013)</li> <li>• Award: 100 Outstanding Engineers of the Century, UP College of Engineering (2010)</li> <li>• Most Outstanding Alumnus of the Year, UP Alumni Association (1998)</li> <li>• Signum Meriti Award, De La Salle University (1993)</li> <li>• Doctor in Humanities (Honoris Causa), Xavier University, Cagayan de Oro, Mindanao (1991)</li> <li>• Management Man of the Year, 1982 Management Association of the Philippines (1983)</li> <li>• Doctor in Humane Letters (Honoris Causa), Ateneo de Manila University (1982)</li> <li>• Order of Sacred Treasure, First Class – Imperial Award by Government of Japan (1981)</li> <li>• Master of Business Administration (with Distinction), Harvard Business School, USA (1953)</li> <li>• BSc. Mechanical Engineering, University of the Philippines (1948)</li> </ul>
<p><b>NAN-BEY LAI</b> Vice-Chairman and Director</p> <p>Citizenship: R.O.C.</p>	62	1 yr. & 2 mos.	3 yrs. & 9 mos.	<ul style="list-style-type: none"> <li>• Senior Vice President- President Chain Store Corporation<sup>1</sup></li> <li>• Chairman- Duskin Serve Taiwan Co.; Bank Pro E-Service Technology Co., Ltd; PCSC (Vietnam) Supermarket Ltd.</li> <li>• Director- Books.com Co., Ltd.; President Chain Store Corporation<sup>1</sup>; President Drugstore Business Corp.; Mech-President Corp.; President Transnet Corp.; President Collect Services Co., Ltd.; Uni-President Department Store Corp.; Muji (Taiwan) Co., Ltd.; President Organics, Co.; President SATO Co., Ltd.; Q-ware Systems &amp; Services Corp.; Ren-Hui Investment Corp.; SATO (Shanghai) Catering Mathematics Co., Ltd.; Tong-Ho Development Corp.</li> <li>• Bachelor's Degree in Business Administration , Department of Business Administration, Tunghai University</li> </ul>
<p><b>JOSE VICTOR P. PATERNO</b> President and Director</p> <p>Citizenship: Filipino</p>	45	8 yrs.	15 yrs.	<ul style="list-style-type: none"> <li>• President &amp; CEO, Philippine Seven Corporation<sup>1</sup></li> <li>• Chairman &amp; President – Convenience Distribution, Inc;</li> <li>• Chairman – Supply Chain Networks, Inc.</li> <li>• President – First MFI Network, Inc.</li> <li>• Vice-Chairman- PhilSeven Foundation, Inc.</li> </ul>

				<ul style="list-style-type: none"> <li>• Director – Electronic Commerce Payment Network, Inc. (EC-Pay); The Straits Wine Company, Inc.</li> <li>• Board Co-Chair (Retailer), ECR Philippines</li> <li>• VP-National Chapter Development, Philippine Franchise Association</li> <li>• Member- Management Association of the Philippines; Makati Business Club; Young Presidents Organization; Coca-Cola Retailing Research Council</li> <li>• Former Vice-President for Operations– Philippine Seven Corporation</li> <li>• Management Associate- Nestle USA (1990-1993)</li> <li>• Awards- CEO Excel Award, International Association of Business Communicators (IABC) 2013 CEO Excel Awards Master Entrepreneur Award, 2012 Ernst &amp; Young Entrepreneur of the Year Awards</li> <li>• Bachelor of Science in Mechanical Engineering, (magna cumlaude), Lehigh University, Bethlehem Pennsylvania, U.S.A.</li> </ul>
<b>JORGE L. ARANETA</b> Director  Citizenship: Filipino	78	25 yrs.	25 yrs.	<ul style="list-style-type: none"> <li>• Consul A.H. – Embassy of the Republic of Colombia</li> <li>• Chairman &amp; CEO – Araneta Group</li> <li>• Chairman of the Board - Araneta Center Inc.; Progressive Development Corporation; Uniprom, Inc.; Philippine Pizza Inc.</li> <li>• Director – Wendy's Philippines</li> <li>• Bachelor of Science in Business Administration, University of the Philippines</li> </ul>
<b>DIANA PARDO-AGUILAR</b> Director  Citizenship: Filipino	50	15 yrs. & 8 mos.	15 yrs. & 8 mos.	<ul style="list-style-type: none"> <li>• Commissioner- Social Security Commission; Social Security System</li> <li>• Director – Security Bank Corporation<sup>1</sup>; Asian Holdings Corporation; WenPhil Corporation; Electronic Commerce Payments Network Inc.; DAJ Property Holdings Corp.; Gate Distribution Enterprises, Inc.;</li> <li>• Treasurer &amp; Member – Executive Finance Committee, De La Salle Santiago Zobel School</li> <li>• Director &amp; Treasurer -Modesto Holdings Philippines, Inc.</li> <li>• Masters Degree in Business Administration, Major in International Finance, Pepperdine University, California, U.S.A.</li> <li>• Bachelor of Science in Computer Science (Dean's List) De La Salle University</li> </ul>
<b>ANTONIO JOSE U. PERIQUET, JR.</b> Independent Director  Citizenship: Filipino	52	3 yrs. & 5 mos.	3 yrs. & 5 mos.	<ul style="list-style-type: none"> <li>• Chairman – Pacific Main Holdings, Inc.; Campden Hill Group, Inc.; Regis Financial Advisers</li> <li>• Director - The Straits Wine Company, Inc.</li> <li>• Independent Director- Ayala Corporation<sup>1</sup>; BPI Capital; DMCI Holdings, Inc.<sup>1</sup>; Bank of the Philippine Islands<sup>1</sup>; BPI Family Bank; ABS-CBN Holdings Corporation<sup>1</sup>, ABS-CBN Corporation; Pancake House, Inc.<sup>1</sup></li> <li>• Trustee - Lyceum University of the Philippines</li> <li>• Member – Deans Global Advisory Council, Darden School of Business, University of Virginia</li> <li>• AB Economics, Ateneo De Manila University;</li> <li>• MSc Economics, Oxford University;</li> <li>• MBA, University of Virginia</li> </ul>
<b>MICHAEL B. ZALAMEA</b> Independent Director  Citizenship: Filipino	49	8 yrs. & 5 mos.	8 yrs. & 5 mos.	<ul style="list-style-type: none"> <li>• Director – Campden Hill Advisors, Inc.; Philippine Coastal Storage &amp; Pipeline Corp.; Clark Pipeline &amp; Depot Company Inc.; Wespak Holdings, Inc.; The Straits Wine Company, Inc.</li> <li>• Trustee – The Beacon Academy</li> <li>• Bachelor of Science in Finance, Fordham University U.S.A;</li> <li>• MBA, University of Virginia</li> </ul>
<b>WEN-CHI WU</b> Director  Citizenship: R.O.C.	44	5 yrs. & 6 mos.	5 yrs. & 6 mos.	<ul style="list-style-type: none"> <li>• Chief Financial Officer – President Chain Store Corporation<sup>1</sup></li> <li>• Director – PCSC Restaurant (Cayman) Holdings Limited; President Investment Trust Corp.;</li> <li>• Supervisor – Muji (Taiwan) Co., Ltd.; Books.com. Co., Ltd.; Mister Donut Taiwan Corp.; President Coffee Corp.; Q-ware Systems &amp; Services Corp.; President Information Corp.; Ren Hui Investment Corp.; President Chain Store (Shanghai) Ltd.; Shanghai President Starbucks Catering Management Co., Ltd.; Shanghai President Starbucks Coffee Corp.; President (Shanghai) Health Product Trading</li> </ul>



				<p>Company Ltd.; President Drugstore Business Corp.; Mech-President Corp.; President Pharmaceutical Corp.; President Transnet Corp.; President Collect Services Co., Ltd.; Uni-President Department Store Corp.</p> <ul style="list-style-type: none"> <li>Bachelor's Degree in Accountancy, School of Accountancy in University of Missouri in Columbia</li> </ul>
<p><b>JUI-TANG CHEN</b> Director</p> <p>Citizenship: R.O.C.</p>	56	1 yr. & 2 mos.	1 yr. & 2 mos.	<ul style="list-style-type: none"> <li>President – President Chain Store Corporation<sup>1</sup>; Ren-Hui Investments Corp.</li> <li>Chairman – President Drugstore Business Corp.; President Yilan Art and Culture Corp.; President Transnet Corp.; President Collect Services Co., Ltd.; Muji (Taiwan) Co., Ltd; Retail Support International Corp.; President Musashino Corp.; Ren-Hui Investment Corp.; President Chain Store (Shanghai) Ltd.</li> <li>Director – President Chain Store Corporation<sup>1</sup>; President Chain Store (Hong Kong) Holdings Limited; President Coffee (Cayman) Holdings Ltd.; Uni-President Department Store Corp.; President Being Corp.; 21 Century Enterprise Co. Ltd.; President Coffee Corp.; Wisdom Distribution Service Corp.; Uni-President Cold-Chain Corp.; President Development Corp.; President International Development Corp.; Shan Dong President Yinzuo Commercial Limited; Shanghai President Starbucks Coffee Corp.; Nanlien International Corp.; President Pharmaceutical Corp.; President Chain Store (BVI) Holdings Ltd.; President Chain Store (Labuan) Holdings Ltd.; PCSC (China) Drugstore Limited.</li> <li>Bachelor's Degree in Economics, Department of Economics, National Taiwan University</li> </ul>
<p><b>MAO-CHIA CHUNG</b> Director</p> <p>Citizenship: R.O.C</p>	55	1 yr. & 2 mos.	1 yr. & 2 mos.	<ul style="list-style-type: none"> <li>Senior Vice President – President Chain Store Corporation<sup>1</sup></li> <li>Chairman – Capital Inventory Services Corp.; President Information Corp.; President Insurance Brokers Co., Ltd.; President Chain Store Good Neighbor Foundation</li> <li>Director – President Drugstore Business Corp.; President Being Corp.; President Pharmaceutical Corp.; Books.com Co., Ltd.; Q-ware Systems &amp; Services Corp.; Bank Pro E-Service Technology Co., Ltd.; PCSC (China) Drugstore Limited; Presiclrec Limited; PK Venture Capital Corp.; President Chain Store (Shanghai) Ltd.; President (Shanghai) Health Product Training Company Ltd.; Presicarre Corp.; President Pharmaceutical (Hong Kong) Holdings Limited.</li> <li>Bachelor's Degree in International Trade, Department of International Trade, Feng Chia University</li> </ul>
<p><b>LIEN-TANG HSIEH</b> Director</p> <p>Citizenship: R.O.C.</p>	53	1 yr. & 2 mos.	1 yr. & 2 mos.	<ul style="list-style-type: none"> <li>Vice President – President Chain Store Corporation<sup>1</sup></li> <li>Director- Duskin Serve Taiwan Co.; Uni-President Cold-Chain Corp.; President Baseball Team Corp.; President Information Corp.; ICASH Corporation.</li> <li>Supervisor – Capital Inventory Services Corp.</li> <li>Bachelor's Degree in Business Administration, Department of Business Administration, Chinese Culture University</li> </ul>
<p><b>PING-HUNG CHEN</b> Treasurer &amp; CFO</p> <p>Citizenship: R.O.C.</p>	39	1 yr. & 5 mos.	2 yrs. & 1 mo.	<ul style="list-style-type: none"> <li>Head of Investment Management – President Chain Store Corporation<sup>1</sup></li> <li>Head of Investor Relations – President Chain Store Corporation<sup>1</sup></li> <li>Financial Planning Specialist – President Chain Store Corporation<sup>1</sup></li> <li>Degree in Economics TungHai University;</li> <li>MBA, National Kaoshiung First University of Science and Technology</li> </ul>
<p><b>EVELYN SADSAD-ENRIQUEZ</b> Corporate Secretary</p> <p>Citizenship: Filipino</p>	50	10 yrs. & 5 mos.	24 yrs.	<ul style="list-style-type: none"> <li>Legal and Corporate Services Division Head - Philippine Seven Corporation<sup>1</sup></li> <li>Compliance Officer- Philippine Seven Corporation<sup>1</sup></li> <li>Corporate Secretary - Convenience Distribution Inc.; Store Sites Holding, Inc.; Ferguson Park Tower Condominium Corporation, PhilSeven Foundation, Inc., Sterling Fluid Systems Enterprises, Inc.</li> <li>President – Columbia Owners' Association Inc.</li> <li>BSC Economics, University of Santo Tomas</li> <li>Bachelor of Laws (cum laude), University of Santo Tomas</li> </ul>

<sup>1</sup> Publicly Listed Companies (PLC)

**b) The Executive Officers**

As of **December 31, 2013**, the Executive Officers and Management of the Corporation are the following:

Executive Officers	Name
Honorary Chairman of the Board	Chin-Yen Kao
Chairman of the Board	Vicente T. Paterno
Vice-Chairman of the Board	Nan-Bey Lai
President & CEO	Jose Victor P. Paterno
Treasurer & CFO	Ping-Hung Chen
Operations Director and Concurrent Marketing Director	Ying-Jung Lee
Corporate Secretary, Compliance Officer Legal & Corporate Services Division Head	Atty. Evelyn S. Enriquez
Finance & Accounting Services Division Head Investor Relations Officer	Lawrence M. De Leon
Corporate Planning Head	Chao-Shun Tseng
Operations Division Head	Lwayway T. Fernandez
Business Development Division Head	Francis S. Medina
General Merchandise Division Head	Jose Ang, Jr.
Strategic Merchandise Division Head	Armi A. Cagasan
Procurement Division Head	Eduardo P. Bataclan
Human Resources and Administration Division Head	Violeta B. Apolinario
Management Information Division Head	Jason Jan Ngo
Marketing Communications Division Head	Emmanuel Lee M. Esguerra
Internal Audit Division Manager	Maria Celina D. De Guzman

**c) Identifying Significant Employees**

Other than aforementioned Directors and Executive Officers identified in the item on Directors and Executive Officers in this Annual Report, there are no other employees of the Company who may have a significant influence in the Company's major and/or strategic planning and decision-making.

**d) Family Relationships**

- i. Mr. Jose Victor P. Paterno, President & CEO of PSC and concurrent Chairman and President of Convenience Distribution, Inc. (CDI), a wholly owned subsidiary of PSC, is the son of PSC Chairman of the Board, Mr. Vicente T. Paterno.
- ii. Ms. Diana Pardo-Aguilar, director of PSC, is related to PSC Chairman, Mr. Paterno, by affinity within the 3rd degree.
- iii. Mr. Raymund Aguilar, Director of Gate Distribution Enterprises, Inc. and President of EC Payment Network Inc., a supplier of the Company, is the spouse of Ms. Diana Pardo-Aguilar

**e) Litigation**

To the knowledge and/or information of the Company, the above-named directors of the Company, the present members of its Board of Directors and its Corporate Officers are not, presently or during the past 5 years, involved or have been involved in any material legal proceeding affecting/involving themselves or their property before any court of law or administrative body in the Philippines or elsewhere. Likewise, to the knowledge and/or information of the Company, the said persons have not been convicted by any final judgment of any offense punishable by the laws of the Republic of the Philippines or the laws of any nation/country.

**f) Pending Legal Proceedings**

The Company is a party to certain litigations involving minor issues, from time to time, before the Department of Trade and Industry, employees suing for illegal dismissal, back wages and damage claims, claims arising from store operations and as co-respondents with manufacturers on complaints with BFAD, actions on leases for specific performance and other civil claims. The Company also filed criminal cases against employees and other persons arising from theft, estafa and robbery; civil claims for collection of sum of money, specific performance and damages. All such cases are in the normal course of business and are not deemed or considered as material legal proceeding as stated in Part I, Paragraph (C) of "Annex C" of SEC checklist 17-A.

**g) Qualification of Directors**

To the knowledge and/or information of the Company, the above-named directors have all the qualifications and none of the disqualifications as provided in the Company's Manual on Corporate Governance, Code of By-laws and the revised Securities Regulation Code.

**h) Certain Relationships and Related Transactions**

The Company (or "PSC") executed a licensing agreement with Seven Eleven, Inc. (SEI), of Texas, USA granting the exclusive right to use the 7-Eleven System in the Philippines and the Company pays, among others, royalty fee to SEI. SEI is also a stockholder in PSC and holds 0.39% of PSC's outstanding stocks.

PSC has transactions with PhilSeven Foundation, Inc. (PFI), a foundation with common key management of the Company. PSC has a MOU with PFI whereby the latter supports the CSR program of PSC in the communities where its 7-Eleven stores are located. The MOU also provides the pledge of PSC to donate ½ of 1% of its net income before tax to support PFI's programs.

The Company has warehousing and distribution management contract with Convenience Distribution Inc. (CDI), its wholly-owned subsidiary. The Chairman of the Board and President of CDI, Mr. Jose Victor Paterno, is the son of Mr. Vicente Paterno, the Chairman of the Board of PSC.

Store Sites Holdings, Inc. is a landholding company affiliated with PSC and it leases on long term basis 7 parcels of land to PSC for its operation of 7-Eleven Stores.

The Company, from time to time, makes purchases of equipment from President Chain Store Corporation (and its subsidiaries/affiliates), which is the parent company of President Chain Store (Labuan) Holding Ltd., holding 51.56% of PSC's outstanding shares. Certain products are also purchased from Uni- President Corporation, which is the parent company of President Chain Store Corporation.

The Company have lease and/or sublease agreements with Wenphil Corporation and Progressive Development Corporation for commercial spaces in excess of the requirements of the Company for its 7-Eleven stores, and supply arrangement for certain products/services carried by the stores with Gate Distribution Enterprises Inc. (GATE) and Electronic Commerce Payments Network Inc. (ECPAY). Ms. Diana Pardo-Aguilar, director of the company, is a Director of Wenphil Corporation (owner of Wendy's Philippine franchise) and GATE, Director and CFO of ECPAY. She is also the wife of Mr. Raymund Aguilar, a Director of GATE and President of ECPAY which is the supplier of physical and electronic phone cards (e-pins) of the company and the system provider for e-pins and bills payment. Mr. Jorge L. Araneta, also a director of the Company, is the Chairman and President of Progressive Development Corporation (owner of Pizza Hut Philippine franchise).

In addition to the preceding paragraphs, the related party transactions are described in detail pursuant to the disclosure requirements prescribed by the Commission. Related party relationships exist when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions.

The following related party transactions are classified as normal in the ordinary course of business. The commercial terms covering the said transactions are done on an arms length basis and is priced in such a manner similar to what independent parties would normally agreed with. The discussion on this item can be correlated with Note 25, Related Party Transactions, of the Notes to the 2013 Audited Consolidated Financial Statements of the Company.

Transactions with related parties consist of:

- a. PSC has transactions with PFI, a foundation with common key management of the Group, consisting of donations and noninterest-bearing advances pertaining primarily to salaries, taxes and other operating expenses initially paid by PSC for PFI.
- b. The Group executed a licensing agreement with Seven Eleven, Inc. (SEI), a stockholder organized in Texas, U.S.A. This grants the Group the exclusive right to use the 7-Eleven System in the Philippines. In accordance with the agreement, the Group pays, among others, royalty fee to SEI based on a certain percentage of monthly gross sales, net of gross receipts tax.

Balances arising from the foregoing transactions with related parties are as follows:

Related Parties	Relationship	Nature of Transactions	Terms and Conditions	Transactions for the Year Ended December 31		Outstanding Balance as at December 31	
				2013	2012	2013	2012
<b>Receivables</b>							
PFI (Note 5)	Under common control	Donations	0.5% of earnings before income tax. Payable within 30 days.	₱2,667,500	₱2,650,000	₱-	₱-
		Non-interest bearing advances	Unsecured, no impairment in 2013 and 2012. Amounts are due and demandable.	1,481,066	1,463,967	3,118,978	1,637,912
				<b>₱4,148,566</b>	<b>₱4,113,967</b>	<b>₱3,118,978</b>	<b>₱1,637,912</b>
<b>Other current liability</b>							
SEI (Note 13)	Stockholder	Royalty fee	Unsecured and payable monthly.	₱171,714,747	₱133,085,007	₱16,305,559	₱12,579,753

As of December 31, 2013 and 2012, the Group's defined benefit retirement fund has investments in shares of stock of the Parent Company with a cost of ₱0.12 million. The retirement benefit fund's total gains arising from changes in market prices amounted to ₱0.76 million and ₱2.35 million in 2013 and 2012, respectively.

**i) Election of Directors**

The directors of the Company are elected at the Annual Stockholders' Meeting to hold office for one (1) year and until their respective successors have been elected and qualified.

The nominees to the Board of Directors were submitted to and pre-screened by the Nomination and Governance Committee of the Corporation:

- |                           |                                   |
|---------------------------|-----------------------------------|
| 1. Vicente T. Paterno     | 7. Mao-Chia Chung                 |
| 2. Jose Victor P. Paterno | 8. Lien-Tang Hsieh                |
| 3. Jorge L. Araneta       | 9. Wen-Chi Wu                     |
| 4. Diana Pardo-Aguilar    | 10. Antonio Jose U. Periquet, Jr. |
| 5. Nan-Bey Lai            | 11. Michael B. Zalamea            |
| 6. Jui-Tang Chen          |                                   |

The composition of the Nomination and Governance Committee are as follows:

Chairman:	Vicente T. Paterno	-	Chairman of the Board and Director
Members:	Michael B. Zalamea	-	Independent Director
	Diana Pardo-Aguilar	-	Director
Non-voting Member:	Evelyn S. Enriquez	-	Corporate Secretary

**j) Independent Directors**

The independent directors of the Company are Mr. Michael B. Zalamea and Mr. Antonio Jose U. Periquet, Jr. As of date of this report, the nominees for independent directors are Messrs. Michael B. Zalamea and Antonio Jose U. Periquet, Jr. Their nominations were submitted by Renato B. Valdecantos and Ms. Paz Pilar P. Benares, respectively, stockholders of the Corporation, and pre-screened by the Nomination & Governance Committee of the Corporation in compliance with SEC Circular No. 16 on the Guidelines on Nomination Election of Independent Directors. They are not officers or substantial shareholders of Philippine Seven Corporation nor are they the directors or officers of its related companies. Their shareholdings in the Corporation are less than 2% of the Corporation's outstanding capital stock pursuant to Section 38 of the SRC. Both persons who respectively nominated the independent directors are not related to said nominees. A brief description of the business experiences of Mr. Michael B. Zalamea and Mr. Antonio Jose U. Periquet, Jr. is included in Item 5 (a) of this report.

#### Nomination Procedure:

1. A stockholder may recommend the nomination of a director to the Nomination & Governance Committee;
2. The nominating stockholder shall submit his proposed nomination in writing to the Nomination & Governance Committee, together with the acceptance and conformity of the would-be nominee;
3. The Nomination & Governance Committee shall screen the nominations of directors prior to the stockholders' meeting and come up with the Final List of Candidates;
4. Only nominees whose names appear in the Final List of Candidates shall be eligible for election as independent director.

#### *k) Board Committees*

##### Audit Committee

The Audit Committee assists the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations. It also provides oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risks of the Corporation; and perform oversight functions over the Corporation's internal and external auditors.

##### Audit Committee Report

Further to our compliance with applicable corporate governance laws and rules, we confirm for the year 2013 that:

1. The Audit Committee is composed of three (3) directors, including the Chairman who is an independent director;
2. The Committee had two (2) meetings during the year. The Committee in its meetings, reviewed and approved all audit and review services provided by external auditor, SGV & Co., to PSC, and the related fees for such services;
3. The Committee discussed with SGV & Co. all the items required to be discussed by the prevailing applicable Auditing Standard, including the required communications to the Audit Committee on the responsibilities under Philippine Standards in Auditing, the confirmation of independence of SGV & Co. from PSC and its subsidiaries and PSC's management as required by the applicable Independence Standards (Statement of Independence), and fraud inquiry which SGV & Co. confirmed that it is not aware of any matters that require communication;
4. As part of its oversight responsibilities, the Committee reviewed and discussed the audited financial statements PSC and the consolidated audited financial statements of PSC and its subsidiaries as of and for the year ended December 31, 2013 with the PSC's management and with SGV. SGV has expressed its opinion on PSC's conformity with Philippine Financial Reporting Standards (PFRS);
5. Based on the foregoing but subject to the limitations of the Committee's role as encompassed in our Audit Committee Charter, the Committee recommended for approval the audited financial statements of PSC and the consolidated audited financial statements of PSC and its subsidiaries for the year ended December 31, 2013 to the Executive Committee and/or the Board of Directors. The Executive Committee, having authority to act during intervals of Board meetings, approved the same.
6. Upon review of SGV's performance and qualifications, including consideration of management's recommendation, the Committee also approved the appointment of SGV, subject to approval of the Executive Committee and/or the Board of Directors and ratification by the stockholders in the forthcoming annual meeting

##### Compensation Committee

The Compensation Committee consists of 3 directors as voting members, one of whom is an independent director. It also has 2 non-voting members. The Committee shall establish formal and transparent procedures for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the Corporation's culture, strategy and the business environment in which it operates.

## Nomination and Governance Committee

The Committee is composed of 3 directors as voting members, one of whom is an independent director. It shall review and evaluate the qualifications of all persons nominated to the Board that require Board approval and to assess the effectiveness of the Board's processes and procedures in the election or replacement of directors. It also oversees the development and implementation of corporate governance principles and policies as part of its governance functions.

## Item 6. Compensation of Directors & Executive Officers

For the calendar years December 31, 2013 and 2012, the total salaries, allowances and bonuses paid to the directors and executive officers are as follows:

(a) Name/Position	(b) Year	(c) Salaries	(d) Bonus	(e) Others
Chairman and Top 4				
Vicente T. Paterno Chairman of the Board				
Jose Victor P. Paterno President & CEO				
Jose Ang, Jr. General Merchandise Division Head				
Francis S. Medina Business Development Division Head				
Liwayway Fernandez Operations Division Head				
Total	2014	7,314,726.12	7,129,630.07	N/A
	2013	6,275,974.68	7,086,112.03	
	2012	6,621,039.08	6,379,554.44	
	2011	4,940,936.40	5,133,368.49	
	2010	5,713,173.16	6,486,091.13	
All other Officers and Directors as a Group Unnamed	2014	9,036,757.80	7,544,621.30	N/A
	2013	7,553,463.04	5,672,367.59	
	2012	7,720,485.56	7,690,127.17	
	2011	7,762,145.04	6,319,126.01	
	2010	5,980,927.24	5,713,034.49	

• *Estimated compensation of director and executive officers for the ensuing year.*

The Company has certain standard arrangements with respect to compensation and profit sharing. Per diems of ₱ 7,500.00 (as may be fixed by the Board from time to time) are given for every regular or special meeting of the Board, Executive Committee and Board Committees attended.

The company established a policy effective January 01, 2012 to provide guidelines for director's fee to be provided to Independent Directors. As a director and member of the Board, the Independent Director shall be entitled to an annual director's fee of ₱ 100,000.00, as Chairman of any Board Committees, the Independent Director shall be entitled to an annual director's fee of ₱ 150,000.00, as a member of any Board Committees, the Independent Director shall be entitled to an annual director's fee of ₱ 50,000.00. The independent director shall also be entitled to per diem of ₱ 7,500.00 for every meeting attended.

In addition to per diems, profit sharing is provided in the Code of By-laws in an amount not exceeding 15% of the net profits of the Corporation (after tax), which shall be distributed to the members of the Board of Directors and Executive Committee members and officers of the Corporation in such amounts and manner as the Board may determine. Profit share not exceeding 15% of net profits after tax of the Corporation shall be submitted to stockholders for approval. The last profit sharing in 1996 was set at 5% of net income after tax thereon. The directors and the executive officers did not receive any profit sharing in the years after 1996. In 2009, Target Incentive for Support Personnel and Annual Performance Bonus were granted based on achievement rate of target pre-tax income. These are provided to regular employees and executive officers of the Corporation.

There are no existing options, warrants or stock plan arrangements and none are held by the directors, executive and corporate officers of the Corporation.

## Item 7. Independent Public Accountants

The accounting firm of Sycip Gorres Velayo and Company (SGV & Co.) was appointed as the Corporation's auditor in 2005. Since their appointment, the Corporation has no disagreement with them on any matters relating to accounting principles and practices, financial statement disclosures or auditing scope or procedures. The same auditing firm has been endorsed for re-appointment by the Audit Committee to the Executive Committee. The Audit Committee is composed of the Chairman and Independent Director, Antonio Jose U. Periquet, Jr., and members, Diana Pardo-Aguilar and Jose Victor P. Paterno. The Executive Committee approved the endorsement and will nominate the appointment of the said auditing firm for stockholders' approval at the scheduled Annual Meeting of the Stockholders. The said auditing firm has accepted the Corporation's invitation to stand for re-election this year and has designated Ms. Belinda T. Beng Hui as the new engagement partner that will handle the 2014 audit for the Company.

Audit services of SGV for the fiscal year ended December 31, 2013 included the examination of the consolidated financial statements of the Company, review of the final income tax returns and other services related to filing made with the Securities and Exchange Commission.

The company is in compliance with SRC Rule 68, paragraph 3(b)(iv) requiring the rotation of external auditors or engagement partners who have been engaged by the company for a period of five (5) consecutive years or more as of December 31, 2005. The present engagement partner is Ms. Julie Christine Ong-Mateo, an SEC accredited auditing partner of SGV, and in her fifth year of assignment in the Corporation. Starting calendar year 2014, Ms. Mateo shall be replaced by Ms. Beng Hui as the new engagement partner from SGV & Co. Representatives of SGV shall be present during the annual meeting of stockholders on July 22, 2014. They are also expected to respond at the Annual Stockholders Meeting to appropriate questions from stockholders pertaining to said financial statements as needed.

## Item 8. External Audit Fees and Services

The following table summarizes the fees paid or accrued for services provided by our external auditors for the fiscal years ended December 31, 2013 and 2012:

	2013	2012
	(in thousands)	
Audit Fees	P1,902	P 1,832
Tax Fees	1,464	1,284
All Other Fees	148	132
<b>Total</b>	<b>P3,514</b>	<b>P3,248</b>

*Audit Fees.* During the years 2013 and 2012, the Company had engaged the professional services of SGV & Co. The Company incurred and accrued an aggregate audit fee of P 1.90 million in 2013 for the said engagement. This covers the examination of the Company's financial statements in accordance with generally accepted auditing standards. The auditors also provide a discussion of findings and recommendations that will further improve the Company's accounting and reporting practices. Further, SGV also provides updates on recent pronouncements made by the BIR and the SEC.

*Tax Services.* This category refers to the tax compliance and advisory services rendered by the tax division of SGV & Co.

*All Other Fees.* This consists primarily of fees for consultations, special engagements relating to issuance of long form audit report and securing documents, which are required for the payment of dividends and other incidental expenses.

The fees presented above include out-of-pocket expenses incidental to our independent auditors' work.

The audit committee's approval policies and procedures for external auditors are as follows:

1. Statutory audit of the Company's annual financial statements.
  - a) The Audit Committee ensures that the services of the external auditor conform with the provision of the Company's manual of corporate governance.
  - b) The Audit Committee approves the audit plan and scope of audit presented by the external auditor before the conduct of audit. The audit plan is derived from series of discussions and pre-audit planning with Management.
  - c) The Audit Committee reports to the Board the approved audit plan.
2. For other services other than the audit of the annual financial statements.
  - a) The Audit Committee evaluates the necessity of the proposed services presented by Management taking into account the following factors:
    - i. The impact of new tax and accounting regulations and standards.
    - ii. Cost and benefit of the proposed undertaking.

- b) The Audit Committee approves and ensures that other services provided by the external auditor shall not be in conflict with the functions of the external auditor for the annual audit of its financial statements.

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

#### **Item 11. Financial and Other Information**

The Management's Discussion and Analysis and the Company's Consolidated Audited Financial Statements for fiscal years ended December 31, 2013 and 2012, including schedules for Property & Equipment, Accumulated Depreciation, Non-trade Receivables and Capital Stock, are attached hereto as Annexes "A" and "D", respectively. The Company's 2013 Annual Report will be distributed to stockholders of record during the Annual Meeting.

### **D. OTHER MATTERS**

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

During the scheduled Annual Stockholders Meeting, the following reports shall be submitted to the stockholders for approval:

1. Approval of the Minutes of the July 18, 2013 Annual Stockholders Meeting;
2. Approval of the Annual Report of Management and the Audited Financial Statements for the Fiscal Year ending December 31, 2013;
3. Ratification of all Acts and Resolutions of the Board of Directors, Executive Committee, Board Committees and Management during the year 2013 as discussed in the Minutes of the Meetings of the Board of Directors, Executive Committee and Audit Committee, which include the approval of contracts, loans, investments or purchases in the ordinary course of trade or business, management report and financial statements of the Corporation, and appointment of corporate officers, corporate signatories and amendments thereof.
4. Amendment of the Third Article of the Amended Articles of Incorporation to state the specific principal office address of the Corporation in compliance with SEC Memorandum Circular no. 6, Series of 2014

A brief summary of Minutes of the 2013 Annual Stockholders' Meeting and relevant resolutions of the Board of Directors and the Committees for ratification by the stockholders are attached as Annexes "B" and "C."

#### **Item 17. Amendment of Charter, Bylaws or Other Documents**

Upon ratification by the stockholders, the Amended Articles of Incorporation of the Company will be further amended to state the specific principal office address of the Corporation in compliance with SEC Memorandum Circular no. 6, Series of 2014.

#### **Item 18. Other Proposed Action**

1. Election of Directors including the independent directors
2. Appointment of External Auditors

#### **Item 19. Voting Procedures**

##### ***Vote required for approval***

For election of directors, a shareholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle to as many candidate as he shall see fit.

Method by which votes will be counted

All matters subject to a vote, except in cases where the By-laws provides otherwise, shall be decided by the plurality vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present.

Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him. The counting thereof shall be supervised by the external auditors or the stock transfer agent of the Company.



UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S SEC FORM 17-A (ANNUAL REPORT) DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.

ALL REQUESTS MAY BE SENT TO:

psc-corp@7-eleven.com.ph

or

PHILIPPINE SEVEN CORPORATION  
7<sup>TH</sup> FLOOR, THE COLUMBIA TOWER,  
ORTIGAS AVENUE, MANDALUYONG CITY  
1501

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth on this report is true, complete and correct. This report is signed in the City of Mandaluyong on 29 May 2014.

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

**PHILIPPINE SEVEN CORPORATION**

Issuer

May 29, 2014

By:

  
**EVELYN S. ENRIQUEZ**  
Corporate Secretary

## ANNEX "A"

### Management's Discussion and Analysis of Results of Operations and Financial Condition

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying consolidated financial statements and the related notes as of December 31, 2013 and 2012. This discussion contains forward-looking statements that reflect our current views with respect to future events and our future financial performance. These statements involve risks and uncertainties and our actual results may differ materially from those anticipated in these forward-looking statements. On a periodic basis, we evaluate our estimates, including those related to revenue recognition, capitalized assets and income taxes. We base our estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances.

#### SELECTED FINANCIAL DATA

For the Period Ended and as of December 31,					
	2013	2012*	2011*	2013 vs. 2012	2012 vs. 2011
<b>SYSTEM WIDE SALES</b>	<b>17,240,457</b>	13,363,925	10,696,614	29%	25%
<b>Statement of Income Data:</b>					
<b>Revenues and other income</b>					
Revenue from merchandise sales	14,133,649	11,713,760	9,435,604	21%	24%
Franchise revenue	1,367,253	683,573	534,026	100%	28%
Marketing income	346,136	375,768	239,889	-8%	57%
Others	313,796	241,551	186,546	30%	29%
<b>Cost and expenses</b>					
Cost of merchandise sales	10,626,972	8,523,151	6,844,562	25%	25%
General & administrative expenses	4,520,385	3,785,662	3,011,578	19%	26%
Interest expense	16,248	16,597	16,025	-2%	4%
<b>Net income</b>	<b>682,628</b>	465,176	356,763	47%	30%
<b>Other comprehensive loss</b> -remeasurement loss on retirement obligations	<b>(10,697)</b>	(431)	(11,114)	2380%	-96%
<b>Total comprehensive income</b>	<b>671,931</b>	464,745	345,649	45%	34%
<b>Earnings per share (EPS)</b>	<b>1.49</b>		0.7	4	2
		1.01	8	8%	9%
<b>Balance Sheet Data:</b>					
Total assets	5,96	4,57	3,7	3	2
	1,773	1,816	41,818	0%	2%
Total liabilities	3,42	2,66	2,2	2	1
	0,540	2,650	62,733	8%	8%
Total stockholders' equity	2,54	1,90	1,4	3	2
	1,233	9,166	79,085	3%	9%
<b>Cash Flow Data:</b>					
Net cash from operating activities	1,799,953	869,491	787,909	107%	10%
Net cash used in investing activities	(1,268,556)	(900,455)	(760,848)	41%	18%
Net cash used in financing activities	26,536	51,849	8,799	-49%	489%

\* 2012 and 2011 balances were restated to recognize the remeasurement loss on net retirement obligations

\*\* Amount in thousands of Pesos, except EPS

## OVERVIEW

Philippine Seven Corporation (PSC) operates the largest convenience store network in the country. It acquired from Southland Corporation (now Seven Eleven Inc.) of Dallas, Texas the license to operate 7-Eleven stores in the Philippines in December 1982.

We opened our first store in February 1984 at the corner of Kamias Road and EDSA Quezon City, and grew slowly as the economy struggled. Expansion was stepped up in 1993, followed by an IPO in 1998. President Chain Store Corporation of Taiwan took a majority stake in 2000 at management's invitation, providing technology transfer from a more advanced market.

After a period of consolidation of organization, processes, and systems, the rate of expansion was stepped up further in 2007 through the franchise business model and close collaboration with business partners. This was backed by a strong logistics system and head office support.

At the end of 2013, 7-Eleven has 1,009 stores, mainly in Metro Manila and in major towns and cities in Luzon. The Company successfully penetrated the Visayas as it was able to end the year with 54 stores in the Cebu and Bacolod market.

Cebu is the 2nd largest city after Metro Manila, and, we believe, the key to the Visayas. It is a tourist favorite, has a fast growing BPO sector, and is rapidly urbanizing. Given the importance of this market, we invested in logistics and advertising, and were rewarded with sales that exceeded our expectations. We intend to have over a hundred stores on our 3<sup>rd</sup> year.

This is the Company's first venture outside Luzon, which is home to half the country's population as well as the capital of Metro Manila. It is a significant first step in the company's push to bring modern convenience wherever feasible to the rest of the archipelago – a more logistically complex market than the contiguous and highly urbanized Luzon.

Our retail chain of convenience stores is sustained by a manpower complement of 3,210 (regular and outsourced) employees engaged in corporate store operations and in support service units. Despite of growing competition, we maintain our leadership in the CVS industry.

We seek to meet the needs of our customers and maintain a leadership position in the C-store industry by taking advantage of economies of scale, technology, people and a widely recognized brand. Our vision is to be the best retailer of convenience for emerging markets.

## **FINANCIAL CONDITION AND RESULTS OF OPERATIONS IN 2013**

### **Results of Operations**

#### ***For the Fourth Quarter***

Net income generated in the fourth quarter increased by 4.5 percent to P251.7 million from P240.7 million registered in the same period last year.

During this period, earnings growth slowed down to 4.5%, from the 9-month year-to-date growth rate of 92.0%.

The seeming slowdown in earnings growth is due primarily to an ongoing transition from cash to accrual-based accounting that affects comparability across quarters.

For example, P58.0 million in marketing-related income was accrued as it was earned through September 2013 YTD, while the corresponding comparable in the preceding year was booked only when payment was received in the fourth quarter of 2012. Had accounting practice remained unchanged, earnings growth for 2013 would have been at 67.0% for YTD September and 29.0% for Q4.

Some accruals are also contingent on estimates of full year performance, and inherently risk overprovisioning (as in 2012) or under provisioning (2013) - only to be brought to balance as the year unfolds, usually in the 4th quarter.

Although accrual effects were particularly pronounced this quarter, core profitability did not deviate significantly from preceding quarters (even as tobacco-related sales growth slowed as anticipated). Quarterly comparability aside, we believe that the performance of the company in the 4th quarter remains to be consistent with expectations.

Management remains committed to moving towards reporting based on accrual of revenue and expense as they occur, rather than booked when they are paid for, as such will eventually result in more relevant quarterly filings. In the transition, however, caution is emphasized when comparing across quarters. Performance is instead most reliably evaluated on an annual basis, where comparability remains unaffected after evolving (and occasionally over/under provisioned) quarterly accruals are brought to balance by yearend.

Moreover, system wide sales, which represent sales of all corporate and franchise-operated stores, rose by 27.5 percent to P4.7 billion during the quarter. This was largely driven by the opening of new stores and complemented by a strong 8.0 percent growth in same store sales. The year ended with 1,009 stores, up by 21.7% year-on-year.

#### ***For the Twelve Months Ended December 31***

PSC registered an increase of 46.7% in net income at the end of 2013. Full year net profits reached P682.6 million from P465.2 million in 2012. This translated into earnings per share of P1.49, up by 46.7% compared with the preceding year's level of P1.01.

The improved financial performance was largely driven by the increase in sales of all corporate and franchise operated stores, which posted growth of 29.0% from P13.4 billion at the end of 2012 to P17.2 billion in 2013. Total number of stores reached 1,009, a net increase of 180 stores from 829 stores at the end of 2012.

During 2013, sales generated by mature stores registered significant growth, with correspondingly significant effects to operating income. Sales growth is attributed to improving economic conditions and the implementation of the new excise tax law on tobacco and liquor at the start of the year, and to the success of new foodservice lines rolled out throughout the year.

Much of the effect of the new sin tax law was temporary, brought about by significant disruptions in the supply chain. Sales in the affected categories have since settled down, although higher prices, steady demand, and a more level playing field will continue to benefit these categories going forward. Therefore, while the Company continues to expect improved profitability against previous years, the rate of sales and income growth recorded in 2013 should not be considered indicative of future performance.

Further, new operators boosted franchise store count to 690 franchisees from 554 a year ago. To date, franchised stores accounted for 68.0 percent of total, which is slightly up compared to 67.0 percent in the same period in 2012.

Total franchise revenues doubled to P1.4 billion as a result of the higher number of franchisees and also attributed to the restructuring of the industrial-type franchise package or FC2. Previously, under FC2, only the service fees are recorded and the corresponding merchandise sales are recognized by PSC. Under the new setup, revenue from merchandise sales are now credited to the franchisee, while the corresponding share of PSC in the gross profit is treated as part of franchise revenues. There is no significant impact on net income as a result of the restructuring.

Marketing income continued to enhance the bottom-line by generating P346.1 million as we expanded brand building opportunities for vendor partners, and as increased sales made it easier to request for more equitable treatment vis-à-vis other channels.

Following reporting conventions of listed local and international retailers, some components of marketing income were reclassified to cost of goods sold. Previous periods were also restated for comparability. There is no impact on net income and retained earnings.

As the Company continues to scale up, total selling, general and administrative expenses (SG & A) went down as a percentage of revenues from 28.3% in 2012 to 26.2% at the end of last year.

EBITDA (earnings before interest, taxes, depreciation and amortization) rose by 40.1 percent from P1.2 billion in 2012 to P1.7 billion at end 2013 while EBITDA margin improved to 9.9 percent from 9.1 in 2012 percent, as based from system wide sales. Operating margin likewise improved to 5.8% from 5.1% in 2013 and 2012, respectively.

The ability of the Company to generate free cash flow became stronger in 2013 as cash inflow from operations exceeded cash outflow used in investing activities by P531.4 million. This enabled the Company to be in a net cash position of P413.0 million by the end of the year.

Stock price breached the 100-peso mark during the fourth quarter from P70.0 at the beginning of the year. Dividends paid to shareholders were in the form of stock of 15% and cash at 10 centavos. Dividends paid correspond to 21.4% of previous year's earnings, which is consistent with the 20-25% dividend payout policy.

### **Revenue and Gross Margin**

The Company registered total revenue from merchandise sales of P14.1 billion in 2013, an increase of 21.0 percent over the 2012 level. Cost of merchandise sold rose by P2.1 billion or by 25.0% during the year.

Gross profit in peso terms stood at P3.5 billion, while GP in relation to sales went down to 24.8% owing to the dilution brought about by the higher merchandise sales to franchise stores due to the increase in number of franchisees. Sales of merchandise to franchisees are accounted for at zero mark-up. Further, system wide gross profit percentage improved to more than 30.0% as the share in gross profit (lodged under franchise revenue) is taken into account.

Along with its 24/7 convenience, PSC also offers services including bills payment, phone/call cards, and 7-Connect that allows customers to pay for selected online purchases with cash through any 7-Eleven store. These products in the services category plus consigned goods formed part of commission income, which declined in 2013 as a result of the temporary suspension of services with the aim of enhancing internal controls. The services line were restored to normal prior to the end of the year.

We intend to grow services as new opportunities surface due to technological progress, we announced a partnership with Philippine Airlines and Air Asia that allows passengers to pay for tickets booked online at our stores. This latest innovation will be implemented in partnership with our third party payment processor ECPay.

	2013	2012	Increase (Decrease)	
			Value	Percentage
<b>Revenue from merchandise sales</b>	14,133,649	11,713,760	2,419,889	21%
<b>Cost of merchandise sales</b>	10,626,972	8,523,151	2,103,821	25%
<b>Gross profit</b>	3,506,677	3,190,609	316,068	10%
<b>Commission income</b>	43,402	67,396	-23,994	-36%
<i>(amount in thousand Pesos)</i>				

### **Other Income**

Other income mainly consists of franchise revenues, marketing and rental income. The Company's total other income increased by P750.3 million, to almost P2.0 billion as a result of the following:

Franchise revenues went up by 100.0% to P1.4 billion due to the increase in the number of franchisees from 554 at the end of 2012 to 690 in 2013. In addition, the restructuring made in the industrial-type franchise package, which was previously under service agreement to full franchise agreement affected comparability. Under the service agreement, service fees are treated as part of SG & A expense with the revenue from merchandise sales booked as retail sales of the Company. As a result of the transition, the revenue from merchandise sales is now credited to the franchisee, while the share in gross profit is classified as franchise revenues. There is no significant impact to the net income as we account for the full transition.

In order to conform reporting of financial performance to the practice of listed local and international retailers, some components of marketing income were reclassified to cost of goods sold. Display charges and certain marketing support funds previously recorded within marketing income have been reclassified to net purchases under “cost of merchandise sales”. Previous periods were also restated for comparability.

Net marketing income decreased resulting from the reclassification. However, total discounts, rebates and marketing income grew both in absolute terms and as percentage of revenues mainly driven by the increase in sales volume and also due to increased supplier-supported ad and promo spending, driven by system innovations that allow an increasing number of options for our supplier partners to build their brands in our stores. The goal is to leverage the convenience of our locations and the interconnectedness of our systems to become the preferred venue for manufacturer's brand building needs. Increased sales have also made it easier for us to seek a fairer share of manufacturer's trade spend vis-à-vis other more established channels such as supermarkets.

Moreover, rent income related to the stores' subleased spaces increased by 6.0 percent to P48.3 million and can be attributed to the increase in occupancy rate.

Other income rose by 73.0% to P222.0 million partly due to penalties imposed on suppliers, which incurred low inbound fill rate and delayed deliveries.

No significant element of income came from sources other than the result of the Company's continuing operations.

	2013	2012	Increase (Decrease)	
			Value	Percentage
<b>Franchise revenue</b>	1,367,253	683,573	683,680	100%
<b>Marketing income</b>	346,136	375,768	-29,632	-8%
<b>Rental income</b>	48,342	45,752	2,590	6%
<b>Other income</b>	222,052	128,403	93,649	73%
<b>Total</b>	<b>1,983,783</b>	<b>1,233,496</b>	<b>750,287</b>	<b>61%</b>
<i>(amount in thousand Pesos)</i>				

### ***Selling, General and Administrative Expense***

Selling, general and administrative (SG & A) expenses which is comprised of store operating and selling expenses and headquarters' expenses went up by 19.4 percent or ₱735.5 million to ₱4.5

billion in 2013. The rate of increase in SG & A expense of 19.4%, while close to the increase in number of stores of 21.7%, is slower than the growth rate in system-wide sales of 29.0%. This is favorable as managed spending contributed positively to the bottom-line.

Communication, light and water were the highest contributor as it increased by 11.0 percent to P908.8 million and was pegged at 5.3% of sales. The increase was due mainly to the opening of new stores since electricity generation cost was lower in 2013 than 2012.

Depreciation and amortization expense rose by 34.0 percent and consequently, its percentage to sales increased from 3.9% in 2012 to 4.1% in 2013. Higher depreciation was a result of opening of new stores and renovation of existing stores.

The Company continued to employ outsourced manpower on its new corporate stores and warehouse facilities. However, since new franchised store opened, outsourced services as percentage of sales dropped to 3.9% from 5.0% in 2012. Franchisees pay for store manpower costs.

Rent, as percentage of sales went down to 3.2%, due to franchising, while warehouse and trucking services grew because of Visayas operations.

All other expense types went up over preceding year's level as a result of the increased number of stores. The said growth is considered to be incidental and proportionate as PSC continues to grow its store base.

There are no significant nor unusual expense incurred during the calendar year and is considered to be in the normal course of business.

	2013	2012	Increase (Decrease)	
			Value	Percentage
<b>Communication, light and water</b>	908,792	822,136	86,656	11%
<b>Depreciation and amortization</b>	709,519	527,787	181,732	34%
<b>Outside services</b>	665,733	663,222	2,511	0%
<b>Rent</b>	553,791	488,293	65,498	13%
<b>Personnel costs</b>	342,606	269,182	73,424	27%
<b>Advertising and promotion</b>	246,559	139,445	107,114	77%
<b>Trucking services</b>	218,413	171,676	46,737	27%
<b>Royalties</b>	171,715	133,085	38,630	29%
<b>Warehousing services</b>	141,077	95,053	46,024	48%
<b>Repairs and maintenance</b>	139,538	120,155	19,383	16%
<b>Supplies</b>	113,160	119,945	-6,785	-6%
<b>Taxes and licenses</b>	104,670	85,985	18,685	22%
<b>Entertainment and amusement</b>	33,472	24,610	8,862	36%
<b>Transportation and travel</b>	46,379	38,477	7,902	21%
<b>Others</b>	124,961	85,824	39,137	46%
<b>Total</b>	<b>4,520,385</b>	<b>3,784,875</b>	<b>735,510</b>	<b>19%</b>
<i>(amount in thousand Pesos)</i>				



### **Interest Expense**

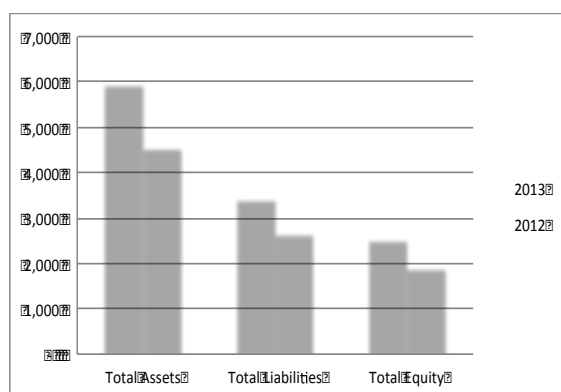
Interest incurred to service debt slightly decreased by 2.1% to P16.3 million. Outstanding loan balance at the end of 2013 was pegged at P560.0 million, up by P82.2 million or 17.2% from the start of the year. Loans are short-term in nature and proceeds were used to fund expansion.

### **Net Income**

Net income in 2013 grew by P217.4 million or 46.7 percent to P682.6 million. This was primarily due to improved sales, higher margins and continued store expansion.

The net income generated during the year translated into a 4.0% return on system wide sales, higher compared with 3.5% in 2012, while return on equity improved to 30.7% from 27.5%. Moreover, EPS reached P1.49 per share at the end of 2013, up from P1.01 a year earlier.

### **Financial Condition**



<b>Balance Sheet Highlights</b> (in Php Million except book value per share)	<b>2013</b>	<b>% Change</b>
<b>Total Assets</b>	<b>5,961.8</b>	<b>30%</b>
<b>Current Assets</b>	<b>2,606.1</b>	<b>46%</b>
<b>Non-current Assets</b>	<b>3,355.7</b>	<b>20%</b>
<b>Current Liabilities</b>	<b>3,113.6</b>	<b>30%</b>
<b>Total Liabilities</b>	<b>3,420.6</b>	<b>28%</b>
<b>Stockholders' Equity</b>	<b>2,541.2</b>	<b>33%</b>
<b>Book Value Per Share (P)</b>	<b>5.54</b>	<b>33%</b>

Total assets went up by P1.39 billion or 30.4 percent to P5.96 billion at the end of 2013. This was mainly driven by the increase in cash and cash equivalents by 134.0% to end the year with P983.8 million. Cash level grew as a result of improved profitability and net working capital increase.

Receivables rose by P76.1 million or 20.3 percent due to the increase in supplier collectibles arising from ad and promo programs implemented during the year. Other receivables also grew as the company leverages its balance sheet to provide collateralized financing to franchisees.

Merchandise inventories reached P900.8 million, an increase of P173.9 million or 23.9 percent compared with 2012 level attributed to forward buying aimed towards generating additional revenues. Inventory turnover slowed to 13.1 times from 13.7 times in the preceding year.

The increase in non-current assets of 20.5% was mainly due to store expansion and renovation that drove the 20.6% growth in property and equipment account, which stood at P2.75 billion at the end of 2013. Rental deposits made to acquire new sites contributed to the 25.8% increase in this account and reached P313.9 million at the end of the year.

Property and equipment, net of accumulated depreciation increased by 20.6 percent mainly due to capital expenditure spent in relation to store expansion and investment in store equipment to support new product lines.

During the year, the company invested in the remodeling of 60 existing stores to a new look, which features softer lighting, earthier tones, and increased dining space.

On the other hand, current liabilities rose by P727.5 million or 30.5 percent owing to the increase in accounts payable and accrued expenses and outstanding loans. Payables grew as a result of increase in inventories, while loan balance was higher by 17.0% to partly finance expansion. Average payable period was longer at 42.3 days in 2013 compared to 40.8 days a year ago.

The Company operates on a negative working capital position, which is manifested by a current ratio of 0.84:1 from 0.75 in 2012. This is because cash proceeds from retail sales are invested in long-term assets and at the same time utilizing credit term extended by trade suppliers.

Stockholders' equity at the end of 2013 comprises 42.6% of total assets, compared to 41.8% at the beginning of 2013. The increase in equity account was driven by improved profitability and was reduced by dividends paid to shareholders, which were in the form of stock and cash.

### **Liquidity and Capital Resources**

The ability of the Company to generate free cash flow further strengthened in 2013. Operating cash flow reached P1.8 billion against net cash outflow from investing activities of P1.3 billion. This translated into a free cash flow of P531.3 million, which was significantly higher compared with same period in 2012.

The Company obtains majority of its working capital and capital expenditure requirements from cash generated by retailing operations and franchising activities and short-term borrowings under the revolving facility extended by banks

PSC believes that operating activities and available working capital sources will provide sufficient liquidity in 2014 as it continues to expand its store base. This will enable the Company to fund its capital expenditures, pay dividends and other general corporate purposes.

Management believes that this trend will be favorable in the long term, as rate of store expansion will be entering a more rapid stage augmented by improving economic outlook and prevailing positive investor sentiment in the country.

The following are the discussion of the sources and uses of cash in 2013.

	2013	2012	Variance	
	(in million PhP)		Amount	%
<b>Income before income tax</b>	983.4	674.6	308.8	46%
<b>Depreciation and amortization</b>	709.5	527.8	181.7	34%
<b>Working capital changes</b>	107.0	-332.9	-439.9	-132%
<b>Net cash from operating activities</b>	<b>1,799.9</b>	<b>869.5</b>	<b>930.4</b>	<b>107%</b>
<b>Additions to property and equipment</b>	-1,179.3	-858.7	-320.6	37%
<b>Increase in other assets</b>	-89.3	-41.8	-47.5	114%
<b>Net cash used in investing activities</b>	<b>-1,268.6</b>	<b>-900.5</b>	<b>-368.1</b>	<b>41%</b>
<b>Net availment of bank loan</b>	82.2	103.1	-20.9	-20%
<b>Payment of cash dividend</b>	-39.9	-34.7	-5.2	15%
<b>Interest paid</b>	-15.8	-16.6	0.8	-5%
<b>Net cash from financing activities</b>	<b>26.5</b>	<b>51.8</b>	<b>-25.3</b>	<b>-49%</b>
<b>Net increase in cash</b>	<b>557.7</b>	<b>20.6</b>	<b>537.1</b>	<b>2607%</b>
<b>Cash and cash equivalent, beginning</b>	415.3	394.7	20.6	5%
<b>Cash and cash equivalent, ending</b>	973.0	415.3	557.7	134%

### ***Cash Flows from Operating Activities***

Net cash generated from operating activities in 2013 totaled to P1.8 billion, 107% higher compared to P869.5 million generated in 2012. The improvement in operating cash flow can be attributed to the growth in net income and working capital contribution resulting from higher level of current liabilities.

### ***Cash Flows from Investing Activities***

Net cash used in investing activities, primarily for capital expenditures, rose by 41.0% to almost P1.3 billion. Major cash outlay went to new store constructions and renovations and acquisition of new equipment to support new product lines. There were 187 new stores that opened in 2013, up by 39 stores or 26.4% over 2012 same period.

This year we continued with the roll out a new look for our stores, which features softer lighting, earthier tones, and increased dining space, in addition to being more energy efficient. Starting 2012, all new stores were built to this standard, which requires slightly more capital expenditure but is more profitable in the long run. We have also renovated close to 80 stores to date, and will be renovating more as they come due.

### ***Cash Flows from Financing Activities***

Net cash flow from financing activities reached P26.5 million representing net availments of new short-term loans in the amount of P82.2 million and payment of 10-centavo cash dividend totaling to P39.9 million.

We expect to take advantage of our working capital and utilizing the short-term line extended by leading local banks in funding our growth strategies.

## Discussion of the Company's Key Performance Indicators

- System Wide Sales**  
 System-wide sales represents the overall retail sales to customers of corporate and franchise-operated stores.
- Revenue from Merchandise Sales**  
 Revenue from merchandise sales corresponds to the retail sales of corporate owned stores plus sales to franchised stores.
- Net Income Margin**  
 Measures the level of recurring income generated by continuing operations relative to revenues and is calculated by dividing net income over revenue from merchandise sales.
- EBITDA Margin**  
 The ratio of earnings before interest, taxes, depreciation and amortization over revenue from merchandise sales. This measures the level of free cash flow generated by retail operations and is a main indicator of profitability.
- Return on Equity (ROE)**  
 The amount of net income returned as a percentage of equity. ROE measures profitability by revealing how much profit a company generates with the money shareholders have invested. This is computed by dividing net income over average equity.

Full Year	2013	2012	% change
System wide Sales (in '000s)	<b>17,240,457</b>	13,363,925	29.0%
Revenue from Merchandise Sales (in '000s)	<b>14,133,649</b>	11,713,760	20.7%
EBITDA (in '000s)	<b>1,703,347</b>	1,215,931	40.1%
EBITDA Margin *	<b>12.1%</b>	10.4%	16.3%
EBIT Margin *	<b>7.0%</b>	5.9%	18.6%
Net income (in '000s)	<b>682,628</b>	465,176	46.7%
Net Income Margin *	<b>4.8%</b>	4.0%	20.0%
Return on Equity	<b>30.7%</b>	27.5%	11.6%
Earnings Per Share	<b>1.49</b>	1.01	47.5%

\* Margin is calculated based from revenue from merchandise sales

System wide sales generated by all 7-Eleven stores continued with its upward trajectory by posting growth of 29.0% to P17.24 billion at the end of 2013.

The increase in total sales can be attributed to the opening of new stores and improvement in average sales of mature stores.

At the end of the year, 7-Eleven stores in the Philippines totaled to 1,009, up by 180 stores or 21.7 percent from same period in 2012.

EBITDA margin improved to 8.8% of system wide sales from 7.1% during the same period in 2012. As percentage of revenue from merchandise sales, EBITDA rose to 12.1% from 10.4%.

This was largely driven by the increase in operating income resulting from the faster rate of increase in sales by 29.0% compared to the 19.0% increase in SG & A expense. Operating income or EBIT margin stood at 7.0% of revenues from 5.9% in 2012.

Net income rose by 46.7% to P682.6 million, translating into a net margin and EPS of 4.8% and P1.49, respectively.

### **Financial Soundness Indicator**

<b>Full Year</b>	<b>Formula</b>	<b>2013</b>	<b>2012</b>
<b>Liquidity Ratio</b>			
Current ratio	Current Assets/Current Liabilities	0.84	0.75
Quick ratio	Cash + Receivables/Current Liabilities	0.46	0.34
<b>Financial Leverage</b>			
Debt ratio	Total Debt/Total Assets	0.57	0.58
Debt to equity ratio	Total Debt/Total Equity	1.35	1.39
Interest coverage	EBIT/Interest charges	61.53	41.70
Asset to equity ratio	Total Assets/Total Equity	2.35	2.39
<b>Profitability Ratio</b>			
Gross profit margin	Gross profit/Revenue from merchandise sales	24.81%	27.24%
Net profit margin	Net income/Revenue from merchandise sales	4.83%	3.97%
Return on assets	Net income/Total Assets	11.45%	10.17%
Return on equity	Net income/Average Equity	30.68%	27.46%
Price/earnings ratio	Stock price (end of year)/EPS	67	91

### **Discussion and Analysis of Material Events and Uncertainties**

1. There are no known trends, events and uncertainties that will have a material impact on liquidity after the balance sheet date.
2. There are no material off-balance sheet transactions, arrangements and obligations of the Company with unconsolidated entities during the reporting period.
3. All of the Company's income was earned in the ordinary course of business.
4. There are no seasonal aspects that have a potentially material effect on the financial statements.
5. The Company's financial risk management objectives and policies are discussed in Note 30 of the December 31, 2013 Notes to Audited Consolidated Financial Statements.
6. There are no other known trends, events and uncertainties that will have a material impact on the Company's liquidity.

**SIGNATURE**

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

Registrant: **PHILIPPINE SEVEN CORPORATION**



**JOSE VICTOR P. PATERNO**

President and CEO

May 29, 2014



**PING-HUNG CHEN**

Treasurer and CFO

May 29, 2014



**LAWRENCE M. DE LEON**

Head

Finance & Accounting Services Division

May 29, 2014

## **A. Description of the General Nature and Scope of Business of the Company and its Subsidiaries**

Philippine Seven Corporation (“PSC”) was registered with the Securities and Exchange Commission (“SEC”) on November 23, 1982. It acquired from Southland Corporation (now Seven Eleven, Inc. or “SEI”) of Dallas, Texas the license to operate 7-Eleven stores in the Philippines in December 13, 1982. Operations commenced with the opening of its first store in February 29, 1984 at the corner of Kamias Road and EDSA Quezon City, Metro Manila. Considering the country’s economic condition at that time, the Company grew slowly in its first few years of existence.

In July 28, 1988, PSC transferred the Philippine area license to operate 7-Eleven stores to its affiliate, Phil-Seven Properties Corporation (“PSPC”), together with some of its store properties. In exchange thereof, PSC received 47% of PSPC stock as payment. Concurrent with the transfer, PSC entered into a sublicensing agreement with PSPC to operate 7-Eleven stores in Metro Manila and suburbs. As part of PSPC’s main business, it acquired or leased commercial properties and constructed retail store buildings, leasing the buildings to PSC on long term basis together with most of the capital equipment used for store operations. In effect, PSC concentrated on managing its stores and effectively took the role of a pure retailer.

In May 2, 1996, the stockholders of both PSC and PSPC approved the merger of the two companies to advance PSC group’s expansion. In October 30, 1996, SEC approved the merger and PSPC was then absorbed by PSC as the surviving entity. With the consolidation of the respective lines of business of PSC and PSPC, PSC’s retailing strengths were complemented by PSPC’s property and franchise holdings. Their management as a single entity enhanced operational efficiency and strengthened ability to raise capital for growth. PSC listed its shares (SEVN) in the Philippine Stock Exchange and had its initial public offering in February 04, 1998. The shares were offered at the price of P4.40 per share from its par value of P1.00 per share. In September 17, 1998, PSC established Convenience Distribution Inc. (“CDI”), a wholly owned subsidiary, to provide a centralized warehouse and distribution system to service its 7-Eleven stores.

With the effectivity of the Retail Trade Liberalization Act (R.A. 8762) on March 25, 2000, foreign entities were allowed to invest in an existing retail company subject to the requirements of the law. President Chain Store (Labuan) Holdings, Ltd. (PCSL), a Malaysian investment holding company, purchased 119,575,008 common shares of PSC or 50.4% of PSC’s outstanding capital stock at the price of P8.30 per share. The purchase was made under a tender offer during October 9 to November 7, 2000. PCSL is affiliated with President Chain Store Corporation, which is also the 7-Eleven licensee in Taiwan operating about 2,700 stores. This provided alliance to source for technical support to strengthen PSC’s organizational structure and operating systems and pursue store expansion plans on sound and profitable basis. A new affiliate, Store Sites Holding, Inc., was also established on November 9, 2000, as the entity to own land properties. These land properties are leased to PSC by SSHI.

PSC’s area license to operate 7-Eleven Stores in the Philippines was renewed in August 31, 2007 for another term of 20 years, renewable every 10 years. The Renewal Area License Agreement has been approved by and registered with the Intellectual Property Office as of September 25, 2007.

PSC initiated the establishment of PhilSeven Foundation, Inc. (PFI) in October 2, 2007 to support its corporate social responsibility programs. PFI was granted a certificate of registration by DSWD on August 6, 2010, after completing the 2-year operations requirement. BIR issued a certificate of registration to PFI dated December 21, 2011 recognizing PFI as a donee institution. In May 10, 2013, BIR renewed for another 3 years PFI’s certification as donee institution in accordance with RR No. 13-98. In October 10, 2013, PFI became a member of the League of Corporate Foundations, Inc.

The company had a manpower complement of 3,003 personnel, 733 of whom are regular employees, 80 contractual/probationary and 2,190 cooperative members to augment temporary needs during peak hours or season in the stores and the support services units. There is no existing labor union in the company and collective bargaining agreement. There is a PSC Employees Council which communicates to management the employees concerns. There has been no strike or threat to strike from the employees for the past three years.

At year end, PSC is operating 1008 stores, 449 of which are franchise stores under FC1, 242 franchise stores under FC2, and the remaining 317 are company-owned stores. The store franchise contracts have a minimum term of 5 years each, renewable for a similar term. The stores under franchise are indicated in the store list provided in the discussion of Leases herein.

Currently, PSC considers three major competitors in maintaining its leadership in the Convenience Store (“C-Store”) Industry. There are a number of other generic or hybrid stores or grocery stores including gas marts, but their store count or sales volume as a group by itself is not significant to be considered. PSC has forged a non-exclusive tie-up with Chevron Philippines Inc. in August 2009 for opening of 7-Eleven stores in selected Caltex stations. Another non-exclusive tie-up was concluded in May 2011 with Total (Philippines) Corporation to establish 7-Eleven Stores in identified Total gasoline stations. The Company continues to sustain its leadership by putting stores in strategic locations, carrying product assortment fit for such market.

In spite of the growing competition in convenience store (“C-Store”) businesses, PSC maintains its leadership in the industry. The Corporation estimates its market share in branded C-store businesses as of December 31, 2013, in terms of number of C-store outlets in Metro Manila and adjacent provinces, as follows:

	<i>Number of C-stores</i>	<i>Market Share (as of 31 Dec 2013)</i>
7-Eleven	1,009	47%
Mercury Drug Self Serve	680	32%
Ministop	366	17%
Family Mart	32	1%
San Mig Food Ave.	63	3%
Circle K	2	0%
<b>TOTAL</b>	<b>2,152</b>	<b>100%</b>

PSC addresses the threat of competition with expansion and maintaining its dominance in the market. The continuous improvement of the Corporation’s supply chain shall generate further efficiencies to effectively compete with the entry of other players in the C-store business. The successful franchise program is another mover to achieve the expansion plans and to dominate the c-store market. As part of expansion program, the Company opened 7-Eleven Stores in Cebu last July 2012. A total of 45 stores were operational in Cebu and 9 in Bacolod as of end of the year. This shall be the base for the expansion in Visayas.

The average number of customers that transact in the stores is about 1,012 per day per store with an average purchase transaction of about P 53.00. The stores carry a wide range of beverages, food service items, fresh foods, hot foods, frozen foods, confectioneries, cookies and chips, personal care products, groceries and other daily needs and services for modern convenience which neighborhood residents, commuters, students and other urban shoppers would look for in a convenience store. Also offered in the store are proprietary product lines under the 7-Eleven trademark such as but not limited thereto:

<b>Trademarks</b>	<b>Description of Product</b>	<b>Application Date</b>	<b>Status</b>
1. Slurpee	Frozen carbonated beverage, prepared with a variety of high-quality syrups, properly brixed, and served in standardized, trademark SLURPEE cups	Aug. 19, 1992	Renewed as of Aug. 19, 2012
2. Super Big Bite	Sandwiches, hotdogs and buns	Aug. 29, 2003	Registered for 15 years from Aug. 29, 2003 to Nov. 17, 2018
3. Big Gulp	Post-mix fountain beverage, prepared with a variety of high quality syrups	Nov. 16, 1992	Renewed as of Nov. 16, 2012

PSC also sells its developed or own branded products/services under the following trademarks:

<b>Trademarks</b>	<b>Description of Product</b>	<b>Application Date</b>	<b>Status of Registration</b>
1. Café 24/7	Brewed coffee, hot chocolates, cappuccino, hot tea and other coffee and chocolate variants	June 05, 2006	Registered for 10 years (February 16, 2009 to Feb. 16, 2019) 3 <sup>rd</sup> year DAU filed on February 23, 2010
2. Daily Bread	Different variants of bread	May 18, 2007	Registered for 10 years April 14, 2008 to April 14, 2018) 3 <sup>rd</sup> year DAU filed on April 30, 2010
3. Medi-express	Pharmaceutical	January 19, 2006	Registered for 10 years (Apr. 14, 2008 to Apr. 14, 2018) 5 <sup>th</sup> year DAU filed on March 21, 2014
4. Hotta Rice	Ready-to-eat rice meals with different variants	September 22, 2008	Registered for 10 years (February 23, 2009 to February 23, 2019) 3 <sup>rd</sup> year DAU filed on September 7, 2011
5. Crisp Bites	hot and fried snacks	December 17, 2013	<i>Application pending</i>
6. Fundae Cone	Ice cream/Sundae	December 16, 2013	<i>Application pending</i>
7. Busog Meals	Budget rice meals	January 24, 2014	<i>Application pending</i>
8. Hot Pot	Stewed savory snack with different variants	March 2014	<i>Application pending</i>
9. Big Time Meals	Rice meals	March 2014	<i>Application pending</i>

Further, the products or services carried by the stores as described above are generally categorized as General Merchandise which accounts for 77.12%, Food Service and Cupdrinks for 22.13% and Services at 0.75%.

The merchandise stocks are supplied by over 350 vendors/suppliers and are mostly governed by the standard trading terms contract prescribed by the Company. Among the largest suppliers for the products carried by the stores are Unilever Philippines Inc., PMFTC Inc., San Miguel Foods Inc., Pepsi Cola Products Phil., Inc., Coca Cola Bottlers Phils. Inc., Absolute Sales Corp., Universal Robina Corporation, Nestle Philippines Inc., Del Monte Philippines Inc., JT International Philippines Inc. These top suppliers account for 50.41% share in the 7-Eleven business.



## B. Market Price of and Dividends on Registrant's Common Equity and Related Stockholders Matters

### Market Information

The Company's common shares were listed in the Philippine Stock Exchange on February 04, 1998. The trading record of the Company's shares as of December 31, 2012, 2013 and as of latest trading date are as follows:

#### December 31, 2012

Month	Open	High	Low	Close	Volume
1 <sup>st</sup> Quarter	41.00	49.00	41.00	49.00	2,100
2 <sup>nd</sup> Quarter	46.20	49.50	46.20	48.80	77,400
3 <sup>rd</sup> Quarter	73.00	73.00	72.00	73.00	110,190
4 <sup>th</sup> Quarter	90.00	92.00	87.70	92.00	6,570

#### December 31, 2013

Month	Open	High	Low	Close	Volume
1 <sup>st</sup> Quarter	94.00	94.00	94.00	94.00	200
2 <sup>nd</sup> Quarter	89.00	91.00	89.00	91.00	5,260
3 <sup>rd</sup> Quarter	109.00	109.00	109.00	109.00	280,000
4 <sup>th</sup> Quarter	99.00	99.00	98.00	98.50	1,010

#### Latest Trading – updated as of May 2014

Month	Open	High	Low	Close	Volume
<b>Latest Trading for January</b>					
January 30, 2014	100.00	100.00	100.00	100.00	10
<b>Latest Trading for February</b>					
February 28, 2014	97.50	102.00	97.00	97.10	1,060
<b>Latest Trading for March</b>					
March 28, 2014	98.40	98.50	98.00	98.00	540
<b>Month of April</b>					
April 1, 2014	96.00	98.50	96.00	98.50	370
April 2, 2014	98.50	98.50	98.50	98.50	200
April 3, 2014	97.00	97.00	90.00	97.00	1,110
April 4, 2014	99.00	99.00	99.00	99.00	20
April 7, 2014	97.00	97.00	97.00	97.00	125,020
April 8, 2014	97.00	99.00	97.00	97.00	600
April 10, 2014	99.50	99.50	99.50	99.50	600
April 11, 2014	97.00	97.00	97.00	97.00	10
April 14, 2014	98.00	98.00	97.00	97.00	200,480
April 15, 2014	97.00	97.00	97.00	97.00	100
April 21, 2014	96.00	97.00	96.00	97.00	610
April 23, 2014	97.00	97.00	97.00	97.00	400
April 24, 2014	97.00	97.00	97.00	97.00	100
April 25, 2014	97.00	97.00	96.50	96.50	7,780
April 28, 2014	95.00	95.00	95.00	95.00	170
April 29, 2014	95.00	96.00	94.00	95.00	1,090
April 30, 2014	95.00	95.00	94.00	94.00	4,440
<b>Month of May</b>					
May 2, 2014	94.00	94.00	92.00	92.50	299,710
May 5, 2014	94.00	94.00	93.00	93.50	1,020
May 6, 2014	97.00	97.00	96.70	97.00	260
May 7, 2014	97.00	97.00	95.00	95.20	12,640
May 8, 2014	98.50	98.50	98.00	98.00	1,170
May 9, 2014	98.00	98.00	98.00	98.00	4,430
May 12, 2014	97.00	97.00	96.95	96.95	980
May 13, 2014	95.00	95.00	94.00	94.00	35,050
May 14, 2014	94.50	97.00	94.50	97.00	230
May 15, 2014	94.00	98.00	94.00	96.00	890
May 16, 2014	95.00	95.00	95.00	95.00	1,130
May 19, 2014	95.00	95.00	94.05	94.05	20
May 20, 2014	94.05	94.05	94.05	94.05	6,700
May 21, 2014	98.00	98.00	93.50	93.50	1,330
May 22, 2014	93.50	93.60	93.50	93.60	140
May 23, 2014	93.60	93.60	93.40	93.40	100
May 26, 2014	91.00	91.50	91.00	91.50	270
May 28, 2014	92.00	96.00	91.50	96.00	360
May 29, 2014	91.50	91.55	91.50	91.55	100

### Stock/Cash Dividends

A stock dividend was declared and approved by the stockholder during the annual meeting last 18 July 2013. The stock dividend corresponds to 15% of the outstanding capital stock of the Corporation of 398,639,411 shares or equivalent to 59,795,912 common shares. Also, cash dividend of ten centavos (Php 0.10) per share was declared and approved during the special board of directors meeting last July 18, 2013. Stockholders of record as of August 15, 2013 were entitled to said stock and cash dividends and the corresponding shares and cash payments were issued and paid to stockholders on payment date last September 9, 2013. Total outstanding capital stock of the Corporation after the payment date of the stock dividend is 458,435,323. There is no restriction that limits the ability of the Company to pay dividends on common equity. Below is the summary of cash and stock dividend declaration of the Corporation.

Year	Cash	Amount	Stock	No. of Shares
2013	0.10	39,863,941	15%	59,795,912
2012	0.10	34,664,297	15%	51,996,445
2011	0.10	30,142,867	15%	45,214,300
2010	0.05	14,353,746	5%	14,353,746
2009	-	-	10%	26,097,720
2008	-	-	10%	23,725,200

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

There was no sale of any unregistered securities or exempt securities for the past three (3) years.

### Holders

As of April 30, 2014, there were 650 shareholders of the Company's outstanding common shares totaling 458,435,323 shares.

The top 20 shareholders and their corresponding shareholdings as of April 30, 2014 are as follows:

TOP 20 SHAREHOLDERS	CITIZENSHIP	TITLE OF CLASS	SUBSCRIPTION	% HOLDINGS
1. President Chain Store (Labuan) Holdings, Ltd.	Malaysian	Common	236,376,070	51.56%
2. PCD Nominee Corporation (Non-Filipino)	Non-Filipino	Common	61,697,698	13.46%
3. Arisaig Asia Consumer Fund Ltd.	BVI	Common	48,020,358	10.47%
4. Asian Holdings Corporation	Filipino	Common	30,671,003	6.69%
5. Agus Development Corporation	Filipino	Common	12,349,310	2.69%
6. Jose Victor P. Paterno	Filipino	Common	11,983,375	2.61%
7. Progressive Development Corp.	Filipino	Common	11,510,552	2.51%
8. PCD Nominee Corporation (Filipino)	Filipino	Common	9,926,739	2.17%
9. Ma. Cristina P. Paterno	Filipino	Common	8,267,592	1.80%
10. Ma. Elena P. Locsin	Filipino	Common	6,962,534	1.52%
11. Paz Pilar P. Benares	Filipino	Common	5,665,971	1.24%
12. Ma. Teresa P. Dickinson	Filipino	Common	3,767,950	0.82%
13. Maria Henrietta R. Santos	Filipino	Common	2,031,906	0.44%
14. Seven Eleven, Inc.	American	Common	1,783,249	0.39%
15. Dante G. Santos	Filipino	Common	1,773,291	0.39%
16. Vicente T. Paterno	Filipino	Common	1,399,822	0.31%
17. Manuel U. Agustines	Filipino	Common	813,756	0.18%
18. Antonio Diaz Sta Maria	Filipino	Common	193,228	0.04%
19. Felicia R. Santos	Filipino	Common	156,623	0.03%
20. Luis Y. Locsin	Filipino	Common	115,904	0.03%
20. Leandro Y. Locsin Jr.	Filipino	Common	115,904	0.03%
<b>TOTAL OF TOP 20 SHAREHOLDERS</b>			<b>455,582,835</b>	<b>99.38%</b>
OTHER SHAREHOLDERS			2,852,488	0.62%
TOTAL			458,435,323	100.00%

## Discussion on Compliance with Leading Practices on Corporate Governance

1. Election of Independent Directors  
In April 2002 the Company disclosed to the SEC that it has complied with the requirement to elect independent directors.
2. Manual of Corporate Governance  
In August 2002, the Board of Directors approved the adoption of its Manual of Corporate Governance.
3. Creation of Board Committees: Audit, Nomination and Compensation  
In July 2002, the Board has constituted the abovenamed committees and appointed their members to enable them to organize and perform the functions as provided in the Manual of Corporate Governance.
4. Compliance with the designation of a Compliance Officer
5. Corporate Governance Self-Rating Form  
The Corporation has submitted to SEC its Corporate Governance Self Rating Form on July 2003.
6. In 2004, amendment of the Code of By-Laws of the Corporation to include the procedure for electing independent directors pursuant to SEC Circular No. 16, Series of 2002, and the revised Implementing Rules and Regulations of the Securities Regulation Code.
7. Yearly issuance of Certifications by Compliance Officer  
Compliance Officer submits every January of each year to the SEC its certifications on substantial compliance with leading practices and principles on good corporate governance, and the attendance at board meetings by the directors.
8. July 2007 - Inclusion of the Governance Committee in the Nomination Committee to form Nomination & Governance Committee.
9. Accomplished and submit the 2007 Corporate Governance Scorecard and Survey Form as per SEC Memo Circular No. 2 dated 09 August 2007.
10. August 07, 2008 - Holding of Corporate Governance seminar conducted by Sycip Gorres Velayo & Company to all executive officers and senior management of the Corporation.
11. October 2007 – Creation of PhilSeven Foundation Inc. to support the CSR program of PSC.
9. November 10, 2008 - Submission of 2008 Corporate Governance Scorecard for Publicly Listed Company to SEC.
10. January 2009 - Submission to SEC on Disclosure on Directors' Attendance in Corporate Governance Seminar and amendment to Manual of Corporate Governance to include attendance to such training prior to assumption to office by a director.
11. March 26, 2009 – participated in Corporate Governance Scorecard survey sponsored by Asian Institute of Management.
12. December 18, 2009 - Submission of 2009 Corporate Governance Scorecard for Publicly Listed Company to SEC.
13. August 24, 2009 - Adoption of Code of Ethics
14. July 29, 2010 - Adoption of Self-rating scorecard for directors and the Board
15. November 15, 2010 - Submission of Online Corporate Governance Scorecard to Institute of Corporate Directors
16. January 28, 2011 - Accomplished and submitted PSE Corporate Governance Disclosure Survey Form for 2010
17. February 11, 2011 - Revised Internal Audit Charter
18. January 21, 2011 – Submission and compliance of minimum public float pursuant to PSE Memorandum
19. September 15, 2011 - Became signatory to the Integrity Pledge: A commitment to ethical business practices and good corporate governance

20. October 18, 2011 – Execution of Memorandum of Understanding (MOU) between Philippine Seven Corporation (PSC) and PhilSeven Foundation (PFI) providing that PFI shall implement the CSR programs of PSC and PSC has committed to donate each year to PFI ½ of 1% of PSC's annual net income before tax.
21. December 05, 2011 – Participation in the Corporate Governance Scorecard of the Institute of Corporate Directors (ICD)
22. January 01, 2012 - Issued Policy on Director's Fee for Independent Directors
23. February 08, 2012 - Accomplishment of Self Assessment Forms for the Board of Directors and Directors
24. March 21, 2012 - Accomplished and submitted PSE Corporate Governance Disclosure Survey Form for 2011
25. May 2012 - PSC recognized as Silver Awardee for the ICD 2011 Corporate Governance Scorecard
26. September 30, 2012 - Adoption of Audit Committee Charter and an evaluation process to assess the Committees performance
27. Participated in 2012 Corporate Governance Trainings/Seminars:
  - a. August 30-31, 2012 - Enterprise Risk Management: Robust framework to identify, assess and manage risks
  - b. September 9, 2012 - 2<sup>nd</sup> Integrity Summit: Driving Culture to Change by Makati Business Club/European Chamber of Commerce (ECCP)
  - c. September 11, 2012 - ASEAN CG Scorecard Launch by Institute of Corporate Directors
28. January 01, 2013 - Adopted the Insider Trading Policy (Trading Blackouts)
29. January 30, 2013 - Accomplished and submitted PSE Corporate Governance Disclosure Survey Form for 2012
30. April 2013 - Accomplishment of Self Assessment Forms for the Board of Directors and Directors
31. July 1, 2013 - Submission of Annual Corporate Governance Report (ACGR) pursuant to SEC Memo Circular No. 5 Series of 2013
32. Participated in 2013 Corporate Governance Trainings/Seminars:
  - a. March 5, 2013 - FORUM 11: SEC Reforms to Strengthen an Ethical and Competitive Business Environment
  - b. March 20, 2013 - ASEAN CG Scorecard Information Briefing by Institute of Corporate Directors
  - c. March 20, 2013 - Roundtable Discussion: Commercial Arbitration, What a Corporate Director Should Know by Institute of Corporate Directors
  - d. August 15 & 22, 2013 - Enhancing Audit Committee Effectiveness by Institute of Corporate Directors
  - e. September 19, 2013 - 2<sup>nd</sup> Integrity Initiative, "Building Nation with Integrity" by Makati Business Club and European Chamber of Commerce (ECCP)
  - f. November 15, 2013 - Mastering the ASEAN Corporate Governance Scorecard by Institute of Corporate Directors
  - g. November 26, 2013 - 2<sup>nd</sup> Philippine International Corporate Governance Forum by CG Asia
  - h. November 26, 2013 - ACMF Industry Consultation on ASEAN Disclosure Standards and Review Framework by Securities and Exchange Commission
  - i. December 2, 2013 - PSE Electronic Disclosure Generation Technology System (PSE EDGE)
  - j. December 18-20 - PSE EDGE Dry-run by the Philippine Stock Exchange
33. January 21, 2014 - Submission of Board Meeting Attendance pursuant to SEC Memorandum Circular No. 1 Series of 2014
34. March 2014 - Accomplishment of Self Assessment Forms for the Board of Directors and Directors
35. March 2014 - Accomplishment of Audit Committee Self Assessment Work Sheet
36. April 3, 2014 - Adopted: a) Nomination & Governance Committee Charter b) Corporate Governance Framework & Program
37. Participated in 2014 Corporate Governance Training/Seminar:
  - a. January 20-21, 2014 - 2<sup>nd</sup> Run of PSE Investor Relations Seminar by Philippine Stock Exchange

### **Plans on Improvement**

1. The Corporation shall continue with setting up an evaluation procedure to measure compliance with the Manual of Corporate Governance:
  - a. Develop a Corporate Governance Evaluation form and conduct periodic compliance survey;
  - b. Obtain external and internal audit findings on effectiveness of oversight of Company's accounting and financial processes;
  - c. Monitor Board and other Committees minutes and attendance;
  - d. Develop compliance review system with risks owners.
2. Provide workshop/seminars to operationalize the Manual, evaluation system and compliance review as part of the Company's training program
3. The Corporation shall continue to adopt the International Accounting Standards as they are approved as Philippine Accounting Standards.

## List of Directors, Corporate Officers, Executive Committee and Board Committees Chairmen and Members

### BOARD OF DIRECTORS

<u>Name</u>		<u>Position</u>
1. Vicente T. Paterno	-	Chairman of the Board and Director
2. Nan-Bey Lai	-	Vice-Chairman and Director
3. Jose Victor P. Paterno	-	President & Director
4. Jui-Tang Chen	-	Director
5. Mao-Chia Chung	-	Director
6. Lien-Tang Hsieh	-	Director
7. Wen-Chi Wu	-	Director
8. Diana Pardo-Aguilar	-	Director
9. Jorge L. Araneta	-	Director
10. Antonio Jose u. Periquet, Jr.	-	Independent Director
11. Michael B. Zalamea	-	Independent Director

### EXECUTIVE COMMITTEE

<u>Name</u>		<u>Position</u>
1. Vicente T. Paterno	-	Chairman of the Board and Executive Committee
2. Jose Victor P. Paterno	-	Member and President
3. Antonio Jose U. Periquet, Jr.	-	Member and Independent Director
4. Diana Pardo-Aguilar	-	Member and Director
5. Ping-Hung Chen	-	Member/ Treasurer & CFO
6. Ying-Jung Lee	-	Member and Operations Director and Concurrent Marketing Director

### AUDIT COMMITTEE

<u>Name</u>		<u>Position</u>
1. Antonio Jose U. Periquet, Jr.	-	Chairman and Independent Director
2. Jose Victor P. Paterno	-	Member and President
3. Diana Pardo-Aguilar	-	Member and Director

### COMPENSATION COMMITTEE

<u>Name</u>		<u>Position</u>
1. Nan-Bey Lai	-	Chairman and Vice-Chairman of the Board
2. Jose Victor P. Paterno	-	Member and President
3. Michael B. Zalamea	-	Member and Independent Director
4. Ping-Hung Chen	-	Non-voting member/Treasurer & CFO
5. Ying-Jung Lee	-	Non-voting member/ Operations Director & Concurrent Marketing Director

### NOMINATION & GOVERNANCE COMMITTEE

<u>Name</u>		<u>Position</u>
1. Vicente T. Paterno	-	Chairman of the Board and the Committee
2. Michael B. Zalamea	-	Member and Independent Director
3. Diana Pardo-Aguilar	-	Member and Director
4. Evelyn S. Enriquez	-	Non-voting member and Corporate Secretary

### CORPORATE OFFICERS

1. Chin-Yen Kao	-	Honorary Chairman of the Board
2. Vicente T. Paterno	-	Chairman of the Board
3. Nan-Bey Lai	-	Vice-Chairman
4. Jose Victor P. Paterno	-	President & CEO
5. Ping-Hung Chen	-	Treasurer & CFO
6. Evelyn S. Enriquez	-	Corporate Secretary

**MINUTES OF THE MEETING OF THE STOCKHOLDERS  
PHILIPPINE SEVEN CORPORATION  
SAPPHIRE A-B, LEVEL 4 CROWNE PLAZA GALLERIA MANILA  
ORTIGAS AVENUE CORNER ADB AVENUE, QUEZON CITY  
JULY 18, 2013  
2:00 P.M.**

<b>TOTAL NUMBER OF SHARES OUTSTANDING</b>	-	398,639,411
<b>TOTAL NUMBER OF SHARES HELD BY THE STOCKHOLDERS PRESENT AND/OR REPRESENTED</b>	-	390,348,984

**Directors in Attendance:**

1. Vicente T. Paterno	-	Chairman of the Board and Director
2. Nan-Bey Lai	-	Vice-Chairman and Director
3. Jose Victor P. Paterno	-	President and Director
4. Jorge L. Araneta	-	Director
5. Diana P. Aguilar	-	Director
6. Jui-Tang Chen	-	Director
7. Wen-Chi Wu	-	Director
8. Mao-Chia Chung	-	Director
9. Lien-Tang Hsieh	-	Director
10. Antonio Jose U. Periquet	-	Independent Director and Chairman of Audit Committee
11. Michael B. Zalamea	-	Independent Director

**PROCEEDINGS OF THE MEETING****I. CERTIFICATION OF QUORUM AND CALL TO ORDER**

Upon request of the Chairman, Mr. Vicente T. Paterno, the Corporate Secretary, Atty. Evelyn S. Enriquez, announced that Philippine Seven Corporation's (the "Corporation" or "PSC") stock and transfer agent, BDO Unibank Inc.- Trust & Investment Group, in accordance with the Code of By-laws, sent notice of the meeting to all stockholders of record as of June 04, 2013. The notice was published in the Classified Section of the June 27, 2013 issue of the Philippine Star. She reported the computation of PSC's Stock and Transfer Agent that out of 398,639,411 shares of stock outstanding and entitled to vote, 390,348,984 shares or 97.92% were represented at the meeting in person and/or by proxy, and that accordingly, a quorum for the meeting existed. Thereupon, the Chairman called the meeting to order.

**II. APPROVAL OF MINUTES OF THE LAST STOCKHOLDERS' MEETING**

On motion duly made and seconded, the stockholders dispensed with the reading of minutes of the last stockholders' meeting of the Corporation held on July 24, 2012 and approved the same as recorded.

**III. MANAGEMENT REPORT AND APPROVAL OF 2012 AUDITED FINANCIAL STATEMENTS**

The Board Chairman, Mr. Vicente Paterno, read his message to the stockholders, followed by the President, Mr. Jose Victor P. Paterno, reporting the 2012 Review of Operations. The Treasurer/CFO, Mr. Ping-Hung Chen, rendered the financial highlights of the audited consolidated financial statements for

Y2012. Print copies of the 2012 Annual Report and Audited Financial Statements were distributed to the stockholders during the meeting.

The stockholders were given the opportunity to ask questions or share some comments. After responding to some questions and comments, on motion duly made and seconded, the stockholders approved and accepted the report on operations for Y2012 and the audited financial statements for the same year.

**"RESOLVED**, that the stockholders of the Philippine Seven Corporation hereby approve the 2012 Annual Report and the Audited Consolidated Financial Statements of Philippine Seven Corporation for Y2012 as presented."

#### **IV. RATIFICATION OF ALL CORPORATE ACTS**

On motion duly made and seconded, the stockholders unanimously ratified all acts of the Corporation, its Board of Directors, Executive Committee, Board Committees and Management from the last annual stockholders' meeting to the present.

**"RESOLVED**, that the stockholders of Philippine Seven Corporation (the "Corporation") hereby approve and ratify all the actions taken by the Corporation's Board of Directors, Executive Committee, Board Committees and Management for Y2012 and up to the present."

#### **V. ELECTION OF MEMBERS OF THE BOARD**

The Articles of Incorporation of the Corporation provide for 11 directors. The Corporate Secretary stated that the names of the eleven nominees being presented to the stockholders were submitted to the Nomination Committee in its meeting on April 18, 2013 and were cleared to have complied with the "non-compete" provision of PSC's Code of By-laws. These nominees also include the Final List of Candidates eligible for election as independent directors, pre-screened pursuant to the procedures provided in the SEC Circular No. 16 on the Guidelines on Nomination and Election of Independent Directors. Hence, the following are the nominees submitted to and screened by the Nomination Committee (in alphabetical order):

- |                     |   |
|---------------------|---|
| 1. Diana P. Aguilar | 7. Vicente T. Paterno                               |
| 2. Jorge L. Araneta | 8. Jose Victor P. Paterno                           |
| 3. Jui-Tang Chen    | 9. Wen-Chi Wu                                       |
| 4. Mao-Chia Chung   | 10. Antonio Jose U. Periquet (independent director) |
| 5. Lien-Tang Hsieh  | 11. Michael B. Zalamea (independent director)       |
| 6. Nan-Bey Lai      |   |

On motion duly made, seconded and unanimously carried, the above-named nominees were nominated as directors and independent directors of the Corporation. There being no objection, the nomination was closed.

On motion duly made, seconded and unanimously carried, the stockholders approved that the body dispense with the individual casting of votes and agreed to vote and count the shares of all the shareholders present and/or represented in favor of the 11 nominees. Hence, the above-named nominees were duly elected as directors of the Corporation for a term of one (1) year and until their successors shall have been duly elected and qualified.



## VI. APPOINTMENT OF EXTERNAL AUDITOR

The stockholders were informed that present auditor, Sycip Gorres Velayo & Co. (SGV), was appointed Company auditor in 2005. The Audit Committee and the Executive Committee recommend the re-appointment of SGV and SGV has accepted the invitation to stand for re-election this year. The current engagement partner, Ms. Julie Christine Ong-Mateo, is now on her fifth year as the designated audit partner in PSC. This is in compliance with Rule 68 of the Securities Regulation Code requiring the rotation of external auditors or engagement partners who have served the company for a period of 5 consecutive years.

On motion duly made and seconded, the stockholders unanimously approved the re-appointment of Sycip Gorres Velayo & Company as the external auditor of the Corporation for 2013.

**"RESOLVED**, that the stockholders of Philippine Seven Corporation (the "Corporation") hereby approve and ratify the appointment of Sycip Gorres Velayo and Company (SGV) as the external auditor of the Corporation for Y2013"

## VII. APPROVAL STOCK DIVIDEND DECLARATION

The Chairman informed the stockholders that the Company issued a 10% stock dividend in 2008 and 2009 and a 5% stock dividend in 2010, together with a cash dividend of five centavos per share. In 2011 and 2012, a 15% stock dividend and a ten-centavo cash dividend were issued. In view of the favorable financial performance of 2012, the Board has approved a cash dividend of ten centavo per share and a stock dividend of 15%.

Pursuant to the above, the Board recommended a 15% stock dividend for approval and ratification by at least 2/3 of the stockholders of the Corporation. The actions for approval are as follows:

1. Stock dividend declaration of 15% of the outstanding capital stock of the Corporation of 398,639,411 shares or equivalent to 59,795,912 common shares with par value of P1.00 per share;
2. Issuance of 59,795,912 common shares with par value of P1.00 per share from the authorized and unissued capital stock of the Corporation for distribution as stock dividend;
3. Any fractional shares resulting from the stock dividend shall be rounded off to the nearest one (1), following the rules of rounding off;
4. Record date for entitlement to stock dividend shall be on August 15, 2013 which is not more than (30) days from the approval thereof by the stockholders of the Corporation in the forthcoming annual meeting on July 18, 2013.
5. Payment date of the stock dividend shall be September 9, 2013, which is not later than eighteen (18) trading days from the said record date.
6. Submission of the stock dividend declaration for approval and ratification by stockholders representing at least 2/3 of the outstanding capital of the Corporation in the annual meeting of July 18, 2013.

On motion duly made and seconded stockholders representing 97.92% of outstanding capital stock of the Corporation approved and ratified the following resolutions:

**"RESOLVED**, that the Board of Directors of Philippine Seven Corporation (the "Corporation") hereby approve a stock dividend declaration corresponding to 15% of the outstanding capital stock of the Corporation of 398,639,411 shares or equivalent to

59,795,912 common shares and the issuance of 59,795,912 common shares with par value of P1.00 per share from the authorized and unissued capital stock of the Corporation for distribution as stock dividend;"

"**RESOLVED, ALSO**, that any fractional shares resulting from the declaration of the stock dividend shall be rounded off to the nearest one (1), following the rules of rounding off;"

"**RESOLVED, ALSO**, that the record date for entitlement to the said stock dividend shall be on August 15, 2013 which is not more than (30) days from the approval thereof by the stockholders of the Corporation in the forthcoming annual meeting on July 18, 2013, and the payment date shall be September 9, 2013, which is not later than eighteen (18) trading days from the said record date;"

"**RESOLVED, FURTHER**, that the foregoing resolutions on the declaration of Stock Dividend be submitted for the ratification and approval by stockholders representing at least 2/3 of the outstanding capital stock of the Corporation in the annual meeting on July 18, 2013."

"**RESOLVED, FINALLY**, that any one of the Chairman of the Board, President, Treasurer or Corporate Secretary is hereby authorized to file the necessary petition and other requisite documents and papers to secure approvals from the appropriate government agencies and other entities to implement the foregoing resolutions."

#### VIII. ADJOURNMENT

There being no further business to transact, on motion duly made and seconded, the Chairman adjourned the meeting at 3:10 p.m.

Certified Correct:

  
EVELYN S. ENRIQUEZ  
Corporate Secretary

Attested by:

  
VICENTE T. PATERNO  
Chairman of the Board

**RELEVANT RESOLUTIONS APPROVED BY THE  
BOARD OF DIRECTORS AND BOARD COMMITTEES  
FOR RATIFICATION BY THE STOCKHOLDERS**

**2013 Minutes****I. Meeting of the Audit Committee – February 14, 2013**

- Presentation and approval of the audited financial statements of the Corporation and its subsidiaries for the year ending December 31, 2012. The status report was presented by SGV and noted no significant exception. It shall complete the validation audit on pending items before end of February and submit to Audit Committee for approval of the 2012 AFS of the Corporation and its subsidiaries. It shall then be endorsed by Audit Committee to the Executive Committee for approval.
- Noted the deferment of the discussion to re-appoint SGV and Company as external auditor for year 2012 after completion of the audit of PSC's financial statements..
- Noted the presentation of tax compliance review by SGV.
- Approved the presentation of the Internal Audit Update Report for 2012.

**II. Meeting of the Executive Committee – February 14, 2013**

- Noted the status report on the audit of the Financial Statements and Consolidated Financial Statements of the Corporation and its subsidiaries for the fiscal year ending December 31, 2012. Upon completion of audit by SGV, Audit Committee shall submit in writing its recommendation for the approval of the audited financial statements for written approval of the Executive Committee.
- Noted the deferment of the discussion to re-appoint SGV and Company as external auditor for year 2012 after completion of the audit of PSC's financial statements.
- Approved the 2013 Annual Plan and Budget.
- Noted the proposal to amend the shareholders' agreement with parent company, President Chain Store Labuan Holdings, Ltd.

**III. Meeting of the Nomination & Governance Committee – April 18, 2013**

- Noted and reviewed the documents to ascertain the qualifications of the nominees and recommended the Final List of Candidates for election as directors and independent directors in the Corporation for the annual meeting in July 2013 and for endorsement to the Executive Committee
- Noted the presentation SEC Memo No. 5, series of 2013 on the requirement for publicly listed companies to submit the Annual Corporate Governance Report (ACGR) Form by May 30, 2013

**IV. Meeting of the Executive Committee – April 18, 2013**

- Approved the presentation of the Update on Operations and Interim Financial Statements for the period ending March 31, 2013.
- Approved the endorsement of the Nomination and Governance Committee of the final list of candidates for election as PSC directors and independent directors in the annual stockholders meeting in July.
- Setting of the record date of June 04, 2013 for determining the stockholders of PSC entitled to vote in its annual stockholders meeting on July 18, 2013.
- Approval of the recommendation for the re-appointment of SGV and Company as the Corporation's external auditor for 2013, subject to ratification by the stockholders in the annual meeting in July.
- Noted the requirement to submit by May 30, 2013 the Annual Corporate Governance Report (ACGR) as per SEC Memorandum No. 5, Series of 2013.

**V. Meeting of the Executive Committee- May 23, 2013**

- Approved the presentation of the Update on Operations and Interim Financial Statements as of 30 April 2013
- Noted the study for dividend declaration and to prepare final recommendation for cash and stock dividend declaration for approval of the Board
- Noted and confirmed the content of the Annual Corporate Governance Report for submission to SEC on May 30, 2013
- Noted the presentation on the possible write-off of the remaining P3.7M loan of ADAMs in line with its application for bankruptcy.

#### V. Special Meeting of the Board of Directors – July 18, 2013

- Approved the declaration of a ten centavos (P0.10) cash dividend per share and a 15% stock dividend of the outstanding capital stock of the Corporation of 398,639,411 shares.
- Approved the resolutions setting the record date for entitlement of cash and stock dividends on August 15, 2013 and the payment date on September 9, 2013.
- Approved the resolution authorizing the stock and transfer agent, BDO Unibank Inc.–TIG, to prepare, sign, issue and mail the cash dividend checks to stockholders.
- Approved the presentation of the Update on Operations as of June 30, 2013 and Interim Financial Statements for the same period
- Approved resolutions to renew credit lines with BDO, METROBANK, BPI, CTBC Bank and CITIBANK upon their expiry.
- Noted the presentation of the Mid-Term Plans for 2014 – 2016.

#### VI. Organizational Meeting of the Board of Directors – July 18, 2013

- Election of Corporate Officers

The Board of Directors nominated and elected the following corporate officers:

Honorary Chairman of the Board	-	Chin-Yen Kao
Chairman of the Board	-	Vicente T. Paterno
Vice-Chairman	-	Nan-Bey Lai
President and CEO	-	Jose Victor P. Paterno
Treasurer and CFO	-	Ping-Hung Chen
Corporate Secretary	-	Evelyn S. Enriquez

- Designation of members of the Executive and other Board Committees

The Board of Directors, pursuant to Section 21 of the Code of By-laws, designated the following as members of the Executive Committee:

1. Vicente T. Paterno	-	Chairman of the Board and Executive Committee
2. Jose Victor P. Paterno	-	Member and President/CEO
3. Antonio Jose U. Periquet, Jr.	-	Member and Independent Director
4. Diana Pardo-Aguilar	-	Member and Director
5. Ping-Hung Chen	-	Member and Treasurer/CFO
6. Ying-Jung Lee	-	Member and Operations Director & Concurrent Marketing Director

The Board of Directors also designated the members of the Board Committees, including one (1) independent director in each Committee, as follows:

##### Audit Committee:

Chairman:	Antonio Jose U. Periquet, Jr.	-	Independent Director
Members:	Jose Victor P. Paterno	-	President and Director
	Diana Pardo-Aguilar	-	Director

##### Compensation Committee:

Chairman:	Nan-Bey Lai	-	Vice Chairman and Director
Members:	Michael B. Zalamea	-	Independent Director
	Jose Victor P. Paterno	-	President and Director
Non-voting Members:	Ping-Hung Chen	-	Treasurer/CFO
	Ying-Jung Lee	-	Operations Director and Concurrent Marketing Director

##### Nomination & Governance Committee:

Chairman:	Vicente T. Paterno	-	Chairman of the Board and Director
Members:	Michael B. Zalamea	-	Independent Director
	Diana Pardo-Aguilar	-	Director
Non-voting Member:	Evelyn S. Enriquez	-	Corporate Secretary

- Approval of the resolutions for the corporate signatories of the Corporation and update the names of the corporate officers as appointed above as authorized signatories by virtue of the positions they hold in the Corporation.

#### **VII. Meeting of the Audit Committee – October 22, 2013**

- Approved the presentation by the external auditor, SGV and Company of the 2013 audit scope and plan.
- Approved the interim financial statements for the period ending September 30, 2013.
- Approved the internal audit update report as of September 30, 2013.

#### **VIII. Meeting of the Executive Committee - October 22, 2013**

- Approved the interim financial statements for the period ended September 30, 2013.
- Approved the presentation by the external auditor, SGV and Company of the 2013 audit scope and plan.
- Approved the presentation of the proposed 2014 Annual Plan.
- Noted the requirement under SEC Memorandum No. 18, Series of 2013 on the posting of the Annual Corporate Governance Report (ACGR) in the Company website.

#### **IX. Meeting of the Board of Directors – November 21, 2013**

- Approved the presentation of the Update Report on Operations as of October 31, 2013 and the interim financial statements for the same period.
- Reiterated the resolution by the Board of Directors authorizing the Executive Committee to approve the interim financial statements and audited financial statements of the Corporation.
- Approved the initial presentation of the proposed 2014 Annual Plan and Targets.
- Approved the proposed update on the authority limits and designation of corporate signatories.

### **2014 Minutes**

#### **I. Meeting of the Audit Committee – February 20, 2014**

- Presentation and approval of the audited financial statements of the Corporation and its subsidiaries for the year ending December 31, 2013. The status report was presented by SGV and noted no significant exception. For submission and endorsement to Executive Committee for approval.
- Approved the recommendation to re-appoint SGV and Company as external auditor for year 2014 and for ratification by the stockholders in the annual meeting in July.
- Approved the Internal Audit Update Report as of December 31, 2013. And Plans for 2014
- Approved the proposed amendments to the Internal Audit Charter
- Noted and confirmed the Self-Assessment of Audit Committee Performance for 2013.
- Approved the proposed amendments to the Audit Committee Charter.
- Noted the requirement under SEC Memo No. 20-2013 on Attendance to Corporate Governance Training.

#### **II. Meeting of the Executive Committee – February 20, 2014**

- Noted the recommendation of the Audit Committee and approved the audited financial statements of the Corporation and its subsidiaries for the year ending December 31, 2013.
- Approved the presentation of the Update Report on Operations as of January 31, 2014.
- Noted the deferment of the discussion to re-appoint SGV and Company as external auditor for year 2014 until the submission by SGV of the book form of the audited PSC financial statements as presented.
- Noted the requirement under SEC Memo No. 20-2013 on Attendance to Corporate Governance Training.

#### **III. Meeting of the Nomination & Governance Committee – April 03, 2014**

- Noted and reviewed the documents to ascertain the qualifications of the nominees and recommended the final list of candidates for election as PSC directors and independent directors in the annual meeting in July and for endorsement to the Executive Committee.
- Noted and reviewed the Nomination and Governance Committee Charter and for endorsement to Executive Committee for approval
- Noted the presentation of corporate governance (CG) Program and CG Self-Assessment and for endorsement to Executive Committee for approval
- Noted the 2013 ASEAN Corporate Governance Scorecard (ACGS) Results
- Noted the presentation of the PSE CG Disclosure Survey
- Noted the presentation on PSE Electronic Disclosure (EDGE)

#### **IV. Meeting of the Executive Committee – April 03, 2014**

- Approved the presentation of the Update Report on Operations as of February 28, 2014 and the interim financial statements for the same period.
- Approved the endorsement of the Nomination & Governance Committee of the final list of candidates for election as PSC directors and independent directors in the annual meeting in July.
- Approved the Nomination and Governance Committee Charter
- Approved the corporate governance (CG) program and CG Self-Assessment
- Noted the 2013 ASEAN Corporate Governance Scorecard (ACGS) Results
- Noted the presentation of the PSE CG Disclosure Survey
- Noted the presentation PSE Electronic Disclosure (EDGE)

#### **V. Meeting of the Board of Directors - April 24, 2014**

- Approved the presentation of the Update Report on Operations as of March 31, 2014 and the interim financial statements for the same period.
- Approved the declaration of a thirty centavos (P0.30) cash dividend per share of the outstanding capital stock of the Corporation of 458,435,323 shares.
- Approved the resolutions setting the record date for entitlement of cash dividends on May 23, 2014 and the payment date on June 18, 2014.
- Approved the resolution authorizing the stock transfer agent, BDO Unibank Inc.-TIG, to prepare, sign, issue and mail the cash dividend checks to stockholders.
- Approved the amendment of the Third Article of the Corporation's Articles of Incorporation indicating the specific principal office address of the corporation, as a requirement of SEC Memorandum No. 6, Series of 2014.
- Setting of the record date of June 05, 2014 for determining the stockholders of PSC entitled to vote in its annual stockholders' meeting on July 22, 2014



# PHILIPPINE SEVEN CORPORATION

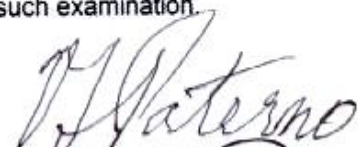
7th Floor, The Columbia Tower, Ortigas Avenue, Mandaluyong City 1550 Philippines  
Telephone Nos. (632) 724-44-41 to 53 / 705-52-00  
www.7-eleven.com.ph

## STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of Philippine Seven Corporation is responsible for the preparation and fair presentation of the consolidated financial statements for the years ended December 31, 2013 and 2012, including the additional components attached herein, in accordance with Philippine Financial Reporting Standards. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors or the Executive Committee or the Audit Committee, as authorized by the Board, reviews and approves the consolidated financial statements and submits the same to the stockholders.

SyCip Gorres Velayo & Co. the independent auditor appointed by the stockholders for the period December 31, 2013 and 2012, respectively, have examined the consolidated financial statements of the company in accordance with Philippine Standards on Auditing, and in their reports to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such examination.

  
**VICENTE T. PATERNO**  
Chairman of the Board

  
**JOSE VICTOR P. PATERNO**  
Chief Executive Officer

  
**PING-HUNG CHEN**  
Treasurer & Chief Financial Officer

  
**LAWRENCE M. DE LEON**  
Head  
Finance & Accounting Services Division

Signed this 20th day of Feb February, 2014.

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APR 14 2014

SUBSCRIBED AND SWORN TO  
BEFORE ME ON THIS \_\_\_ DAY OF  
\_\_\_\_\_, 2014, AT PASIG CITY EXHIBITING  
HIS/HER ID CARD



**ATTY. RAMON L. CARPIO**  
NOTARY PUBLIC  
UNTIL DEC. 31, 2014

ROLL NO. 22,72 TIN 106-918-897  
MCLE NO. IV-0006300, ISP NO. 954 268  
PTR NO. 9329822, JAN 3, 2014 PASIG CITY

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Philippine Seven Corporation and Subsidiaries

Consolidated Financial Statements  
As at December 31, 2013 and 2012  
and Years Ended December 31, 2013, 2012 and 2011

and

Independent Auditors' Report

# COVER SHEET

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SEC Registration Number

P	H	I	L	I	P	P	I	N	E		S	E	V	E	N		C	O	R	P	O	R	A	T	I	O	N		A	N	D	
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(Company's Full Name)

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

<b>Steve Chen</b>
-------------------

(Contact Person)

<b>705-5200</b>
-----------------

(Company Telephone Number)

1	2	3	1
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Month      Day  
(Calendar Year)

A	A	C	F	S
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Month      Day  
(Annual Meeting)

<b>Not Applicable</b>
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(Secondary License Type, If Applicable)

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Amended Articles Number/Section

<b>650</b>
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Total No. of Stockholders

Total Amount of Borrowings	
<b>₱560M</b>	-
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Cashier

STAMPS

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## **INDEPENDENT AUDITORS' REPORT**

The Stockholders and the Board of Directors  
Philippine Seven Corporation  
7th Floor, The Columbia Tower  
Ortigas Avenue, Mandaluyong City

We have audited the accompanying consolidated financial statements of Philippine Seven Corporation and Subsidiaries, which comprise the consolidated balance sheets as at December 31, 2013 and 2012, and the consolidated statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2013, and a summary of significant accounting policies and other explanatory information.

### ***Management's Responsibility for the Consolidated Financial Statements***

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

### ***Auditors' Responsibility***

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

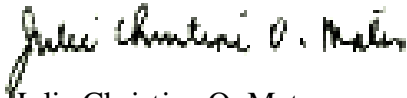
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Philippine Seven Corporation and Subsidiaries as at December 31, 2013 and 2012, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2013 in accordance with Philippine Financial Reporting Standards.

SYCIP GORRES VELAYO & CO.



Julie Christine O. Mateo

Partner

CPA Certificate No. 93542

SEC Accreditation No. 0780-AR-1 (Group A),

February 2, 2012, valid until February 1, 2015

Tax Identification No. 198-819-116

BIR Accreditation No. 08-001998-68-2012,

April 11, 2012, valid until April 10, 2015

PTR No. 4225200, January 2, 2014, Makati City

February 20, 2014

**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	<b>December 31</b>	<b>January 1</b>	
	2012	2012	
	(As restated - Note 2)	(As restated - Note 2)	
	<b>2013</b>		
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents (Notes 4, 29 and 30)	<b>₱973,002,633</b>	₱415,285,569	₱394,696,749
Short-term investment (Notes 4, 29 and 30)	<b>10,810,229</b>	10,632,115	10,409,907
Receivables (Notes 5, 29 and 30)	<b>450,668,446</b>	374,597,843	239,289,287
Inventories (Note 6)	<b>900,849,891</b>	726,986,563	519,258,936
Prepayments and other current assets (Note 7)	<b>270,748,698</b>	259,007,887	161,522,138
<b>Total Current Assets</b>	<b>2,606,079,897</b>	1,786,509,977	1,325,177,017
<b>Noncurrent Assets</b>			
Property and equipment (Note 8)	<b>2,746,672,621</b>	2,276,921,044	1,946,032,976
Deposits (Note 9)	<b>313,888,467</b>	249,418,061	215,964,826
Deferred income tax assets - net (Note 27)	<b>63,203,127</b>	50,477,480	48,181,800
Goodwill and other noncurrent assets (Note 10)	<b>231,929,220</b>	208,489,602	206,461,345
<b>Total Noncurrent Assets</b>	<b>3,355,693,435</b>	2,785,306,187	2,416,640,947
<b>TOTAL ASSETS</b>	<b>₱5,961,773,332</b>	₱4,571,816,164	₱3,741,817,964
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Bank loans (Notes 11, 29 and 30)	<b>₱560,000,000</b>	₱477,777,778	₱374,666,667
Accounts payable and accrued expenses (Notes 12, 29 and 30)	<b>1,872,703,489</b>	1,261,289,989	1,243,937,457
Income tax payable	<b>109,792,774</b>	105,144,142	73,922,196
Other current liabilities (Notes 13 and 25)	<b>571,066,689</b>	541,881,392	298,435,516
<b>Total Current Liabilities</b>	<b>3,113,562,952</b>	2,386,093,301	1,990,961,836
<b>Noncurrent Liabilities</b>			
Deposits payable (Note 14)	<b>202,888,935</b>	181,901,238	171,457,833
Net retirement obligations (Note 24)	<b>96,481,142</b>	86,012,693	90,255,998
Cumulative redeemable preferred shares (Note 15)	<b>6,000,000</b>	6,000,000	6,000,000
Deferred revenue - net of current portion (Note 16)	<b>1,607,183</b>	2,643,179	4,057,482
<b>Total Noncurrent Liabilities</b>	<b>306,977,260</b>	276,557,110	271,771,313
<b>Total Liabilities</b>	<b>₱3,420,540,212</b>	₱2,662,650,411	₱2,262,733,149

(Forward)

	<b>December 31</b>	<b>January 1</b>	
	2012	2012	
	(As restated -	(As restated -	
<b>2013</b>	Note 2)	Note 2)	
<b>Equity</b>			
Common stock (Notes 17 and 31) - ₱1 par value			
Authorized - 600,000,000 shares as at			
December 31, 2013 and 2012 and			
400,000,000 shares as at			
December 31, 2011			
Issued - 459,121,573 and 399,325,661			
shares as at December 31, 2013 and			
2012, respectively [held by 650 and 656			
equity holders in 2013 and 2012,			
respectively (Note 1)]	<b>₱459,121,573</b>	₱399,325,661	₱347,329,216
Additional paid-in capital (Note 31)	<b>293,525,037</b>	293,525,037	293,525,037
Retained earnings (Notes 17 and 31)	<b>1,810,521,305</b>	1,227,553,509	849,038,228
Other comprehensive income (loss):			
Remeasurements loss on net retirement			
obligations - net of deferred income			
tax asset (Notes 24 and 27)	<b>(22,241,444)</b>	(11,545,103)	(11,114,315)
Revaluation increment on land - net of			
deferred income tax liability			
(Notes 8 and 27)	<b>3,229,895</b>	3,229,895	3,229,895
	<b>2,544,156,366</b>	1,912,088,999	1,482,008,061
Cost of 686,250 shares held in treasury			
(Note 17)	<b>(2,923,246)</b>	(2,923,246)	(2,923,246)
<b>Total Equity</b>	<b>2,541,233,120</b>	1,909,165,753	1,479,084,815
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>₱5,961,773,332</b>	₱4,571,816,164	₱3,741,817,964

*See accompanying Notes to Consolidated Financial Statements.*

**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Years Ended December 31		
	2013	2012 (As restated - Note 2)	2011 (As restated - Note 2)
<b>REVENUES</b>			
Revenue from merchandise sales	<b>₱14,133,649,192</b>	₱11,713,760,468	₱9,435,604,073
Franchise revenue (Notes 20 and 32)	<b>1,367,253,289</b>	683,572,827	534,025,712
Marketing income (Note 20)	<b>346,135,947</b>	375,768,257	239,888,660
Rental income (Note 26)	<b>48,341,871</b>	45,751,718	44,143,593
Commission income (Note 32)	<b>43,402,035</b>	67,396,391	37,236,539
Interest income (Notes 4, 9, 22 and 26)	<b>7,165,804</b>	5,377,093	5,864,713
Other income	<b>214,886,062</b>	123,025,663	99,300,756
	<b>16,160,834,200</b>	13,014,652,417	10,396,064,046
<b>EXPENSES</b>			
Cost of merchandise sales (Note 18)	<b>10,626,971,610</b>	8,523,151,274	6,844,562,019
General and administrative expenses (Notes 19 and 32)	<b>4,520,385,066</b>	3,784,875,178	3,011,577,592
Interest expense (Notes 11, 15 and 21)	<b>16,247,890</b>	16,596,830	16,024,647
Other expenses	<b>13,799,871</b>	14,595,186	4,806,251
	<b>15,177,404,437</b>	12,339,218,468	9,876,970,509
<b>INCOME BEFORE INCOME TAX</b>	<b>983,429,763</b>	675,433,949	519,093,537
<b>PROVISION FOR INCOME TAX</b> (Note 27)	<b>300,802,114</b>	210,257,926	162,330,278
<b>NET INCOME</b>	<b>682,627,649</b>	465,176,023	356,763,259
<b>OTHER COMPREHENSIVE LOSS NOT TO BE RECLASSIFIED TO PROFIT AND LOSS IN SUBSEQUENT PERIODS</b>			
Remeasurement loss on net retirement obligations - net of tax (Note 24)	<b>(10,696,341)</b>	(430,788)	(11,114,315)
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>₱671,931,308</b>	₱464,745,235	₱345,648,944
<b>BASIC/DILUTED EARNINGS PER SHARE</b> (Note 28)			
	<b>₱1.49</b>	₱1.01	₱0.78

*See accompanying Notes to Consolidated Financial Statements.*

**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 and 2011**

	Common Stock (Note 17)	Additional Paid-in Capital	Retained Earnings (Note 17)	Other Comprehensive Income (Loss)		Total	Treasury Stock (Note 17)	Total
				Remeasurements Loss on Net Retirement Obligations - Net of Tax (Note 2)	Revaluation Increment on Land - Net of Tax			
<b>Balances at January 1, 2013 as previously stated</b>	<b>₱399,325,661</b>	<b>₱293,525,037</b>	<b>₱1,233,432,997</b>	<b>₱-</b>	<b>₱3,229,895</b>	<b>₱1,929,513,590</b>	<b>(₱2,923,246)</b>	<b>₱1,926,590,344</b>
Effect of adoption of the revised PAS 19 (Note 2)	-	-	(5,879,488)	(11,545,103)	-	(17,424,591)	-	(17,424,591)
<b>Balances at January 1, 2013, as restated</b>	<b>399,325,661</b>	<b>293,525,037</b>	<b>1,227,553,509</b>	<b>(11,545,103)</b>	<b>3,229,895</b>	<b>1,912,088,999</b>	<b>(2,923,246)</b>	<b>1,909,165,753</b>
Net income during the year	-	-	682,627,649	-	-	682,627,649	-	682,627,649
Other comprehensive loss	-	-	-	(10,696,341)	-	(10,696,341)	-	(10,696,341)
Total comprehensive income	-	-	682,627,649	(10,696,341)	-	671,931,308	-	671,931,308
Stock dividends (Note 17)	59,795,912	-	(59,795,912)	-	-	-	-	-
Cash dividends (Note 17)	-	-	(39,863,941)	-	-	(39,863,941)	-	(39,863,941)
<b>Balances at December 31, 2013</b>	<b>₱459,121,573</b>	<b>₱293,525,037</b>	<b>₱1,810,521,305</b>	<b>(₱22,241,444)</b>	<b>₱3,229,895</b>	<b>₱2,544,156,366</b>	<b>(₱2,923,246)</b>	<b>₱2,541,233,120</b>
<b>Balances at January 1, 2012 as previously stated</b>	<b>₱347,329,216</b>	<b>₱293,525,037</b>	<b>₱855,468,208</b>	<b>₱-</b>	<b>₱3,229,895</b>	<b>₱1,499,552,356</b>	<b>(₱2,923,246)</b>	<b>₱1,496,629,110</b>
Effect of adoption of the revised PAS 19 (Note 2)	-	-	(6,429,980)	(11,114,315)	-	(17,544,295)	-	(17,544,295)
<b>Balances at January 1, 2012, as restated</b>	<b>347,329,216</b>	<b>293,525,037</b>	<b>849,038,228</b>	<b>(11,114,315)</b>	<b>3,229,895</b>	<b>1,482,008,061</b>	<b>(2,923,246)</b>	<b>1,479,084,815</b>
Net income, as previously stated	-	-	464,625,531	-	-	464,625,531	-	464,625,531
Effect of adoption of the revised PAS 19 (Note 2)	-	-	550,492	-	-	550,492	-	550,492
Net income, as restated	-	-	465,176,023	-	-	465,176,023	-	465,176,023
Other comprehensive loss, as previously stated	-	-	-	-	-	-	-	-
Effect of adoption of the revised PAS 19 (Note 2)	-	-	-	(430,788)	-	(430,788)	-	(430,788)
Other comprehensive loss, as restated	-	-	-	(430,788)	-	(430,788)	-	(430,788)
Total comprehensive income, as restated	-	-	465,176,023	(430,788)	-	464,745,235	-	464,745,235
Stock dividends (Note 17)	51,996,445	-	(51,996,445)	-	-	-	-	-
Cash dividends (Note 17)	-	-	(34,664,297)	-	-	(34,664,297)	-	(34,664,297)
<b>Balances at December 31, 2012</b>	<b>₱399,325,661</b>	<b>₱293,525,037</b>	<b>₱1,227,553,509</b>	<b>(₱11,545,103)</b>	<b>₱3,229,895</b>	<b>₱1,912,088,999</b>	<b>(₱2,923,246)</b>	<b>₱1,909,165,753</b>



	<u>Other Comprehensive Income (Loss)</u>								
				Remeasurements					
	Common Stock	Additional	Retained	Loss on Net	Revaluation		Treasury		
	(Note 17)	Paid-in Capital	Earnings	Retirement	Increment	Total	Stock	Total	
			(Note 17)	Obligations -	on Land -		(Note 17)		
				Net of Tax	Net of Tax				
				(Note 2)					
<b>Balances at January 1, 2011, as previously stated</b>	<b>₱302,114,918</b>	<b>₱293,525,037</b>	<b>₱574,482,384</b>	<b>₱-</b>	<b>₱3,229,895</b>	<b>₱1,173,352,234</b>	<b>(₱2,923,246)</b>	<b>₱1,170,428,988</b>	
Effect of adoption of the revised PAS 19 (Note 2)	-	-	(6,850,250)	-	-	(6,850,250)	-	(6,850,250)	
<b>Balances at January 1, 2011, as restated</b>	<b>302,114,918</b>	<b>293,525,037</b>	<b>567,632,134</b>	<b>-</b>	<b>3,229,895</b>	<b>1,166,501,984</b>	<b>(2,923,246)</b>	<b>1,163,578,738</b>	
Net income, as previously stated	-	-	356,342,989	-	-	356,342,989	-	356,342,989	
Effect of adoption of the revised PAS 19 (Note 2)	-	-	420,270	-	-	420,270	-	420,270	
Net income, as restated	-	-	356,763,259	-	-	356,763,259	-	356,763,259	
Other comprehensive loss, as previously stated	-	-	-	-	-	-	-	-	
Effect of adoption of the revised PAS 19 (Note 2)	-	-	-	(11,114,315)	-	(11,114,315)	-	(11,114,315)	
Other comprehensive loss, as restated	-	-	-	(11,114,315)	-	(11,114,315)	-	(11,114,315)	
Total comprehensive income, as restated	-	-	356,763,259	(11,114,315)	-	345,648,944	-	345,648,944	
Stock dividends (Note 17)	45,214,298	-	(45,214,298)	-	-	-	-	-	
Cash dividends (Note 17)	-	-	(30,142,867)	-	-	(30,142,867)	-	(30,142,867)	
<b>Balances at December 31, 2011</b>	<b>₱347,329,216</b>	<b>₱293,525,037</b>	<b>₱849,038,228</b>	<b>(₱11,114,315)</b>	<b>₱3,229,895</b>	<b>₱1,482,008,061</b>	<b>(₱2,923,246)</b>	<b>₱1,479,084,815</b>	

See accompanying Notes to Consolidated Financial Statements.

**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Years Ended December 31</b>		
	<b>2013</b>	2012 (As restated - Note 2)	2011 (As restated - Note 2)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax	<b>₱983,429,763</b>	₱675,433,949	₱519,093,537
Adjustments for:			
Depreciation and amortization (Notes 8 and 19)	<b>709,518,959</b>	527,786,925	378,355,521
Net retirement benefits cost (Notes 23 and 24)	<b>16,858,692</b>	15,420,495	11,768,015
Interest expense (Notes 11, 15, and 21)	<b>16,247,890</b>	16,596,830	16,024,647
Interest income (Notes 4, 9, 22 and 26)	<b>(7,165,804)</b>	(5,377,093)	(5,864,713)
Amortization of:			
Deferred lease (Notes 10 and 26)	<b>2,410,613</b>	2,485,728	2,779,684
Software and other program costs (Notes 10 and 19)	<b>1,316,561</b>	1,490,475	2,598,741
Deferred revenue on exclusivity contract (Notes 16 and 32)	<b>(818,452)</b>	(1,934,524)	(1,934,524)
Deferred revenue on finance lease (Notes 16 and 26)	<b>(589,567)</b>	(589,567)	(589,567)
Unrealized foreign exchange loss (gain)	<b>296,601</b>	439,728	(49,798)
Operating income before working capital changes	<b>1,721,505,256</b>	1,231,752,946	922,181,543
Increase in:			
Receivables	<b>(75,865,909)</b>	(130,841,872)	(75,684,791)
Inventories	<b>(173,863,328)</b>	(207,727,627)	(116,839,359)
Prepayments and other current assets	<b>(11,740,811)</b>	(97,485,749)	(32,811,310)
Increase (decrease) in:			
Accounts payable and accrued expenses	<b>610,988,026</b>	17,353,481	165,298,414
Other current liabilities	<b>29,557,320</b>	244,555,664	32,636,218
Deposits payable	<b>20,987,697</b>	10,443,405	28,595,696
Deferred revenue	<b>–</b>	–	(418,727)
Retirement benefits contributions (Note 24)	<b>(21,670,730)</b>	(20,279,212)	(4,629,263)
Cash generated from operations	<b>2,099,897,521</b>	1,047,771,036	918,328,421
Income taxes paid	<b>(304,294,983)</b>	(181,147,036)	(133,352,439)
Interest received	<b>4,350,085</b>	2,866,833	2,933,116
Net cash provided by operating activities	<b>1,799,952,623</b>	869,490,833	787,909,098
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Additions to:			
Property and equipment (Note 8)	<b>(1,179,270,536)</b>	(858,674,993)	(717,091,736)
Software and other program costs (Note 10)	<b>(3,019,195)</b>	(190,000)	–
Increase in:			
Deposits	<b>(61,940,757)</b>	(35,553,176)	(37,156,223)
Goodwill and other noncurrent assets	<b>(24,147,597)</b>	(7,405,740)	(7,922,962)
Short-term investment	<b>(178,114)</b>	(222,208)	(268,352)
Collection of lease receivable (Note 26)	<b>–</b>	1,591,280	1,591,280
Net cash used in investing activities	<b>(1,268,556,199)</b>	(900,454,837)	(760,847,993)

(Forward)

	<b>Years Ended December 31</b>		
	<b>2013</b>	2012 (As restated - Note 2)	2011 (As restated - Note 2)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Availments of bank loans (Note 11)	<b>₱550,000,000</b>	₱210,000,000	₱230,000,000
Payments of bank loans (Note 11)	<b>(467,777,778)</b>	(106,888,889)	(175,333,333)
Interest paid	<b>(15,822,416)</b>	(16,597,779)	(15,725,011)
Cash dividends paid (Note 17)	<b>(39,863,941)</b>	(34,664,297)	(30,142,867)
Net cash provided by financing activities	<b>26,535,865</b>	51,849,035	8,798,789
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>			
	<b>(215,225)</b>	(296,211)	107,321
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>557,717,064</b>	20,588,820	35,967,215
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>415,285,569</b>	394,696,749	358,729,534
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>₱973,002,633</b>	₱415,285,569	₱394,696,749

*See accompanying Notes to Consolidated Financial Statements.*

**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**1. Corporate Information and Authorization for Issuance of the Consolidated Financial Statements**

Corporate Information

Philippine Seven Corporation (the Company or PSC) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on November 29, 1982. The Company and its subsidiaries (collectively referred to as “the Group”), are primarily engaged in the business of retailing, merchandising, buying, selling, marketing, importing, exporting, franchising, acquiring, holding, distributing, warehousing, trading, exchanging or otherwise dealing in all kinds of grocery items, dry goods, food or foodstuffs, beverages, drinks and all kinds of consumer needs or requirements and in connection therewith, operating or maintaining warehouses, storages, delivery vehicles and similar or incidental facilities. The Group is also engaged in the management, development, sale, exchange, and holding for investment or otherwise of real estate of all kinds, including buildings, houses and apartments and other structures.

The Company is controlled by President Chain Store (Labuan) Holdings, Ltd., an investment holding company incorporated in Malaysia, which owns 51.56% of the Company’s outstanding shares. The remaining 48.44% of the shares are widely held. The ultimate parent of the Company is President Chain Store Corporation (PCSC), which is incorporated in Taiwan, Republic of China.

The Company has its primary listing on the Philippine Stock Exchange. As at December 31, 2013 and 2012, the Company has 650 and 656 equity holders, respectively.

The registered business address of the Company is 7th Floor, The Columbia Tower, Ortigas Avenue, Mandaluyong City.

Authorization for Issuance of the Consolidated Financial Statements

The consolidated financial statements were authorized for issue by the Board of Directors (BOD) on February 20, 2014.

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**2. Summary of Significant Accounting Policies and Financial Reporting Practices**

Basis of Preparation

The consolidated financial statements are prepared under the historical cost basis, except for parcels of land, which are carried at revalued amount. The consolidated financial statements are presented in Philippine Peso (Peso), which is the Group’s functional currency and all amounts are rounded to the nearest Peso except when otherwise indicated.

The consolidated financial statements provide comparative information in respect of the previous period. In addition, the Group presents an additional balance sheet at the beginning of the earliest period presented when there is a retrospective application of an accounting policy, a retrospective restatement or a reclassification of items in the consolidated financial statements. An additional balance sheet as at January 1, 2012 is presented in these consolidated financial statements due to retrospective application of

certain accounting policies [see discussion on Changes in Accounting Policies - Philippine Accounting Standard (PAS) 19, *Employee Benefits* (Revised)].

#### Statement of Compliance

The consolidated financial statements, which are prepared for submission to the SEC, are prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS also includes PAS and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC) issued by the Philippine Financial Reporting Standards Council (FRSC).

#### Changes in Accounting Policies

The Group applied for the first time, amendments that require restatement of previous financial statements. These include PAS 19, *Employee Benefits* (Revised 2011) and PAS 1, *Presentation of Financial Statements*. In addition, the application of PFRS 7, *Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities*, PFRS 12, *Disclosures of Interests in Other Entities* and PFRS 13, *Fair Value Measurement* resulted in additional disclosures in the financial statements.

Several other amendments apply for the first time in 2013. However, they do not impact the annual financial statements of the Group.

The nature and the impact of each new standard and amendment are described below:

- Amendments to PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards - Government Loans*

These amendments require first-time adopters to apply the requirements of PAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*, prospectively to government loans existing at the date of transition to PFRS. However, entities may choose to apply the requirements of PAS 39, *Financial Instruments: Recognition and Measurement*, and PAS 20 to government loans retrospectively if the information needed to do so had been obtained at the time of initially accounting for those loans. These amendments do not apply to the Group as it is not a first-time adopter of PFRS.

- Amendments to PFRS 7, *Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities*

These amendments require an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set-off in accordance with PAS 32, *Financial Instruments: Presentation - Classification of Rights Issues*. These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or 'similar agreement', irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose, in a tabular format unless another format is more appropriate, the following minimum quantitative information:

- a. The gross amounts of those recognized financial assets and recognized financial liabilities;
- b. The amounts that are set-off in accordance with the criteria in PAS 32 when determining the net amounts presented in the balance sheet;

- c. The net amounts presented in the balance sheet;
- d. The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
  - i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32; and
  - ii. Amounts related to financial collateral (including cash collateral); and
- e. The net amount after deducting the amounts in (d) from the amounts in (c) above.

This is presented separately for financial assets and financial liabilities recognized at the end of the balance sheet period. The amendments affect disclosures only and have no impact on the Group's financial position or performance. The additional disclosures required by the amendments are presented in Note 29 to the consolidated financial statements.

- **PFRS 10, *Consolidated Financial Statements***  
PFRS 10 replaces the portion of PAS 27, *Consolidated and Separate Financial Statements*, which addresses the accounting for consolidated financial statements. It also includes the issues raised in Standing Interpretations Committee (SIC) 12, *Consolidation - Special Purpose Entities*. PFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by PFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27.

A reassessment of control was performed by the Group in accordance with the provisions of PFRS 10. The Group determined that there will be no change in the composition of subsidiaries currently included in the consolidated financial statements.

- **PFRS 11, *Joint Arrangements***  
PFRS 11 replaces PAS 31, *Interests in Joint Ventures*, and SIC 13, *Jointly Controlled Entities - Non-Monetary Contributions by Venturers*. PFRS 11 removes the option to account for jointly controlled entities using proportionate consolidation. Instead, jointly controlled entities that meet the definition of a joint venture must be accounted for using the equity method. The Group has no existing arrangements with other entities that falls within the scope of this standard. This standard has no impact in the Group's financial position or performance.
- **PFRS 12, *Disclosure of Interest with Other Entities***  
PFRS 12 includes all of the disclosures related to consolidated financial statements that were a previously in PAS 27, as well as all the disclosures that were previously included in PAS 31 and PAS 28, *Investments in Associates*. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. Adoption of PFRS 12 affects disclosures only and has no impact on the Group's financial position or performance (see discussion on Accounting Policies -Basis of Consolidation).
- **PFRS 13, *Fair Value Measurement***  
PFRS 13 establishes a single source of guidance under PFRSs for all fair value measurements. This standard does not change when an entity is required to use fair

value, but rather provides guidance on how to measure fair value under PFRS. It defines fair value as an exit price. PFRS 13 also requires additional disclosures.

As a result of the guidance in PFRS 13, the Group re-assessed its policies for measuring fair values, in particular, its valuation inputs such as non-performance risk for fair value measurement of liabilities. The Group has assessed that the application of PFRS 13 has not materially impacted the fair value measurements of the Group. Additional disclosures, where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined.

- *Amendments to PAS 1, Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income or OCI*

These amendments change the grouping of items presented in OCI. Items that can be reclassified (or “recycled”) to profit or loss at a future point in time (for example, upon derecognition or settlement) will be presented separately from items that will never be recycled. The amendments will be applied retrospectively and will result to the modification of the presentation of items of OCI. The amendments affect presentation only and have no impact on the Group’s financial position or performance.

- *PAS 19, Employee Benefits (Revised)*

PAS 19 ranges from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and rewording. The revised standard also requires new disclosures such as, among others, a sensitivity analysis for each significant actuarial assumption, information on asset-liability matching strategies, duration of the defined benefit obligation, and disaggregation of plan assets by nature and risk.

For defined benefit plans, the revised PAS 19 requires all actuarial gains and losses to be recognized in OCI and unvested past service costs previously recognized over the average vesting period to be recognized immediately in profit or loss when incurred.

Prior to adoption of the revised standard, the Group recognized actuarial gains and losses as income or expense when the net cumulative unrecognized gains and losses for each individual plan at the end of the previous period exceeded 10% of the higher of the defined benefit obligation and the fair value of the plan assets and recognized unvested past service costs as an expense on a straight-line basis over the average vesting period until the benefits become vested. Upon adoption of the revised standard, the Group changed its accounting policy to recognize all actuarial gains and losses in other comprehensive income and all past service costs in profit or loss in the period they occur.

The revised standard replaced the interest cost and expected return on plan assets with the concept of net interest on defined benefit liability or asset which is calculated by multiplying the net balance sheet defined benefit liability or asset by the discount rate used to measure the employee benefit obligation, each as at the beginning of the annual period.

The revised standard also amended the definition of short-term employee benefits and requires employee benefits to be classified as short-term based on expected timing of

settlement rather than the employee's entitlement to the benefits. In addition, the revised standard modifies the timing of recognition for termination benefits. The modification requires the termination benefits to be recognized at the earlier of when the offer cannot be withdrawn or when the related restructuring costs are recognized.

Changes to definition of short-term employee benefits and timing of recognition for termination benefits do not have any impact to the Group's financial position and financial performance.

The Group reviewed its existing employee benefits and determined that the amended standard has significant impact on its accounting for retirement benefits. The Group obtained the services of an external actuary to compute the impact to the consolidated financial statements upon adoption of the standard.

The changes in accounting policies have been applied retrospectively. The effects of adoption on the consolidated financial statements are as follows:

	As at December 31, 2012	As at January 1, 2012
Increase (decrease) in:		
<u>Consolidated balance sheets</u>		
Net retirement obligations	P24,892,273	P25,063,279
Deferred income tax asset	7,467,682	7,518,984
Other comprehensive loss	(11,545,103)	(11,114,315)
Retained earnings	(5,879,488)	(6,429,980)
	<u>2012</u>	<u>2011</u>
<u>Consolidated statements of comprehensive income</u>		
General and administrative expenses	(P786,417)	(P600,386)
Provision for deferred income tax	235,925	180,116
Net income	<u>550,492</u>	<u>420,270</u>
Remeasurements loss on net retirement obligations	(615,412)	(15,877,593)
Deferred income tax	184,624	4,763,278
Other comprehensive loss - net of tax	<u>(430,788)</u>	<u>(11,114,315)</u>
Total comprehensive income (loss)	<u><u>P119,704</u></u>	<u><u>(P10,694,045)</u></u>

In 2012 and 2011, effect on basic/diluted earnings per share related to the restatement amounted to P0.0012 and P0.0009, respectively.

The adoption did not have any impact on the statements of cash flows in 2012 and 2011.

- PAS 27, *Separate Financial Statements* (Revised)  
As a consequence of the issuance of the new PFRS 10 and PFRS 12, what remains of PAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and



associates in the separate financial statements. This amendment has no significant impact on the Group's financial statements.

- **PAS 28, *Investments in Associates and Joint Ventures* (Revised)**  
As a consequence of the issuance of the new PFRS 11 and PFRS 12, PAS 28 has been renamed PAS 28, *Investments in Associates and Joint Ventures*, and describes the application of the equity method to investments in joint ventures in addition to associates. This amendment has no significant impact on the Group's financial statements.
- **Philippine Interpretation IFRIC 20, *Stripping Costs in the Production Phase of a Surface Mine***  
This interpretation applies to waste removal costs that are incurred in surface mining activity during the production phase of the mine ("production stripping costs") and provides guidance on the recognition of production stripping costs as an asset and measurement of the stripping activity asset. This interpretation is not relevant to the Group.

#### *Annual Improvements to PFRSs (2009-2011 cycle)*

The *Annual Improvements to PFRSs* (2009-2011 cycle) contain non-urgent but necessary amendments to PFRSs. The Company adopted these amendments for the current year.

- **PFRS 1, *First-time Adoption of PFRS - Borrowing Costs***  
The amendment clarifies that, upon adoption of PFRS, an entity that capitalized borrowing costs in accordance with its previous generally accepted accounting principles, may carry forward, without any adjustment, the amount previously capitalized in its opening balance sheet at the date of transition. Subsequent to the adoption of PFRS, borrowing costs are recognized in accordance with PAS 23, *Borrowing Costs*. The amendment does not apply to the Group as it is not a first-time adopter of PFRS.
- **PAS 1, *Presentation of Financial Statements - Clarification of the Requirements for Comparative Information***  
The amendments clarify the requirements for comparative information that are disclosed voluntarily and those that are mandatory due to retrospective application of an accounting policy, or retrospective restatement or reclassification of items in the financial statements. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the minimum required comparative period. The additional comparative period does not need to contain a complete set of financial statements. On the other hand, supporting notes for the third balance sheet (mandatory when there is a retrospective application of an accounting policy, or retrospective restatement or reclassification of items in the financial statements) are not required. The amendments affect disclosures only and have no impact on the Group's financial position or performance.
- **PAS 16, *Property, Plant and Equipment - Classification of Servicing Equipment***  
The amendment clarifies that spare parts, stand-by equipment and servicing equipment should be recognized as property, plant and equipment when they meet the definition of property, plant and equipment and should be recognized as inventory if otherwise.

The amendment has no significant impact on the Group's financial position or performance.

- *PAS 32, Financial Instruments: Presentation - Tax Effect of Distributions to Holders of Equity Instruments*  
The amendment clarifies that income taxes relating to distributions to equity holders and to transaction costs of an equity transaction are accounted for in accordance with PAS 12, *Income Taxes*. The amendment does not have any significant impact on Group's financial position or performance.
- *PAS 34, Interim Financial Reporting - Interim Financial Reporting and Segment Information for Total Assets and Liabilities*  
The amendment clarifies that the total assets and liabilities for a particular reportable segment need to be disclosed only when the amounts are regularly provided to the chief operating decision maker and there has been a material change from the amount disclosed in the entity's previous annual financial statements for that reportable segment. The amendment affects disclosures only and has no impact on the Group's financial position or performance.

#### New Accounting Standards, Interpretations, and Amendments to Existing Standards Effective Subsequent to December 31, 2013

The Group will adopt the following standards, interpretations and amendments to existing standards enumerated below when these become effective. Except as otherwise indicated, the Group does not expect the adoption of these standards, interpretations and amendments to existing standards to have a significant impact on the consolidated financial statements:

##### *Effective in 2014*

- *Investment Entities* (Amendments to PFRS 10, PFRS 12 and PAS 27)  
These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under PFRS 10. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. It is not expected that this amendment would be relevant to the Group since none of the entities in the Group would qualify to be an investment entity under PFRS 10.
- *Amendments to PAS 19, Employee Benefits - Defined Benefit Plans: Employee Contributions*  
These amendments apply to contributions from employees or third parties to defined benefit plans. Contributions that are set out in the formal terms of the plan shall be accounted for as reductions to current service costs if they are linked to service or as part of the remeasurements of the net defined benefit asset or liability if they are not linked to service. Contributions that are discretionary shall be accounted for as reductions of current service cost upon payment of these contributions to the plans. The amendments to PAS 19 are to be retrospectively applied for annual periods beginning on or after July 1, 2014. These amendments are not expected to have an impact to the Group's financial statements as there are no contributions from employees or third parties to the defined benefit plan.

- Amendments to PAS 32, *Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities*  
 These amendments clarify the meaning of “currently has a legally enforceable right to set-off” and also clarify the application of the PAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments affect presentation only and are not expected to impact the Group’s financial position or performance.
- Amendments to PAS 36, *Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets*  
 These amendments remove the unintended consequences of PFRS 13 on the disclosures required under PAS 36. In addition, these amendments require disclosure of the recoverable amounts for the assets or cash-generating units (CGUs) for which impairment loss has been recognized or reversed during the period. These amendments are effective retrospectively for annual periods beginning on or after January 1, 2014 with earlier application permitted, provided PFRS 13 is also applied. The amendments affect disclosures only and are not expected to have an impact on the Group’s financial position or performance.
- Amendments to PAS 39, *Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting*  
 These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. These amendments are effective for annual periods beginning on or after January 1, 2014. The Company will consider this amendment for future purchase of derivatives.
- Philippine Interpretation IFRIC 21, *Levies*  
 This interpretation clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014. The Group does not expect that IFRIC 21 will have material financial impact in future financial statements.

*Annual Improvements to PFRS (2010-2012 cycle)*

The *Annual Improvements to PFRS (2010-2012 cycle)* contain non-urgent but necessary amendments to the following standards:

- PFRS 2, *Share-based Payment - Definition of Vesting Condition*  
 This amendment revised the definitions of vesting condition and market condition and added the definitions of performance condition and service condition to clarify various issues. This amendment shall be prospectively applied to share-based payment transactions for which the grant date is on or after July 1, 2014. This amendment does not apply to the Group as it currently has no share-based payment transactions.
- PFRS 3, *Business Combinations - Accounting for Contingent Consideration in a Business Combination*

This amendment clarifies that a contingent consideration that meets the definition of a financial instrument should be classified as a financial liability or as equity in accordance with PAS 32. Contingent consideration that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of PFRS 9 (or PAS 39, if PFRS 9 is not yet adopted). The amendment shall be prospectively applied to business combinations for which the acquisition date is on or after July 1, 2014. The Group shall consider this amendment for future business combinations.

□ PFRS 8, *Operating Segments - Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*

These amendments require entities to disclose the judgment made by management in aggregating two or more operating segments. This disclosure should include a brief description of the operating segments that have been aggregated in this way and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics. The amendments also clarify that an entity shall provide reconciliations of the total of the reportable segments' assets to the entity's assets if such amounts are regularly provided to the chief operating decision maker. These amendments are effective for annual periods beginning on or after July 1, 2014 and are applied retrospectively. The amendments affect disclosures only and are not expected to have an impact on the Group's financial position or performance.

□ PFRS 13, *Fair Value Measurement - Short-term Receivables and Payables*

This amendment clarifies that short-term receivables and payables with no stated interest rates can be held at invoice amounts when the effect of discounting is immaterial. The amendment is not expected to have an impact to the Group's balance sheet or statement of comprehensive income since short-term receivables and payables of the Group are already held at invoice amounts.

□ PAS 16, *Property, Plant and Equipment - Revaluation Method - Proportionate Restatement of Accumulated Depreciation*

This amendment clarifies that, upon revaluation of an item of property, plant and equipment, the carrying amount of the asset shall be adjusted to the revalued amount, and the asset shall be treated in one of the following ways:

- a. The gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset. The accumulated depreciation at the date of revaluation is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account any accumulated impairment losses.
- b. The accumulated depreciation is eliminated against the gross carrying amount of the asset.

The amendment is effective for annual periods beginning on or after July 1, 2014. The amendment shall apply to all revaluations recognized in annual periods beginning on or after the date of initial application of this amendment and in the immediately

preceding annual period. The Group shall consider this amendment for future revaluations of property, plant and equipment.

□ PAS 24, *Related Party Disclosures - Key Management Personnel*

These amendments clarify that an entity is a related party of the reporting entity if the said entity, or any member of a group for which it is a part of, provides key management personnel services to the reporting entity or to the parent company of the reporting entity. The amendments also clarify that a reporting entity that obtains management personnel services from another entity (also referred to as management entity) is not required to disclose the compensation paid or payable by the management entity to its employees or directors. The reporting entity is required to disclose the amounts incurred for the key management personnel services provided by a separate management entity. The amendments are effective for annual periods beginning on or after July 1, 2014 and are applied retrospectively. The amendments affect disclosures only and are not expected to have an impact on the Group's balance sheet or statement of comprehensive income.

□ PAS 38, *Intangible Assets - Revaluation Method - Proportionate Restatement of Accumulated Amortization*

These amendments clarify that, upon revaluation of an intangible asset, the carrying amount of the asset shall be adjusted to the revalued amount, and the asset shall be treated in one of the following ways:

- a. The gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset. The accumulated amortization at the date of revaluation is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account any accumulated impairment losses.
- b. The accumulated amortization is eliminated against the gross carrying amount of the asset.

The amendments also clarify that the amount of the adjustment of the accumulated amortization should form part of the increase or decrease in the carrying amount accounted for in accordance with the standard. The amendments are effective for annual periods beginning on or after July 1, 2014. The amendments shall apply to all revaluations recognized in annual periods beginning on or after the date of initial application of this amendment and in the immediately preceding annual period. The Group shall consider these amendments for future revaluations of intangible assets.

*Annual Improvements to PFRS (2011-2013 cycle)*

The *Annual Improvements to PFRS (2011-2013 cycle)* contain non-urgent but necessary amendments to the following standards:

□ PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards - Meaning of 'Effective PFRSs'*

This amendment clarifies that an entity may choose to apply either a current standard or a new standard that is not yet mandatory, but that permits early application,

provided either standard is applied consistently throughout the periods presented in the entity's first PFRS financial statements. This amendment is not applicable to the Group as it is not a first-time adopter of PFRS.

- *PFRS 3, Business Combinations - Scope Exceptions for Joint Arrangements*  
This amendment clarifies that PFRS 3 does not apply to the accounting for the formation of a joint arrangement in the financial statements of the joint arrangement itself. The amendment is effective for annual periods beginning on or after July 1, 2014 and is applied prospectively. The Group shall consider this amendment for future business combinations.
  
- *PFRS 13, Fair Value Measurement - Portfolio Exception*  
This amendment clarifies that the portfolio exception in PFRS 13 can be applied to financial assets, financial liabilities and other contracts. The amendment is effective for annual periods beginning on or after July 1, 2014 and is applied prospectively. The amendment is not expected to have a significant impact on the Group's balance sheet or statement of comprehensive income.
  
- *PAS 40, Investment Property*  
This amendment clarifies the interrelationship between PFRS 3 and PAS 40 when classifying property as investment property or owner-occupied property. The amendment stated that judgment is needed when determining whether the acquisition of investment property is the acquisition of an asset or a group of assets or a business combination within the scope of PFRS 3. This judgment is based on the guidance of PFRS 3. This amendment is effective for annual periods beginning on or after July 1, 2014 and is applied prospectively. The amendment is not expected to have an impact on the Group's balance sheet or statement of comprehensive income.

#### *Effective Date to be Determined*

- *PFRS 9, Financial Instruments*  
This amendment reflects the first and third phases of the project to replace PAS 39 and applies to the classification and measurement of financial assets and liabilities and hedge accounting, respectively. Work on the second phase, which relate to impairment of financial instruments, and the limited amendments to the classification and measurement model hedge accounting is still ongoing, with a view to replace PAS 39 in its entirety. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through OCI or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities designated as at FVPL using the fair value option, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change relating to the entity's own credit risk in respect of the liability's credit risk in OCI would create or enlarge an

accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward to PFRS 9, including the embedded derivative bifurcation separation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Company's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities.

On hedge accounting, PFRS 9 replaces the rules-based hedge accounting model of PAS 39 with a more principles-based approach. Changes include replacing the rules-based hedge effectiveness test with an objectives-based test that focuses on the economic relationship between the hedged item and the hedging instrument, and the effect of credit risk on that economic relationship; allowing risk components to be designated as the hedged item, not only for financial items, but also for non-financial items, provided that the risk component is separately identifiable and reliably measurable; and allowing the time value of an option, the forward element of a forward contract and any foreign currency basis spread to be excluded from the designation of a financial instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.

PFRS 9 currently has no mandatory effective date. PFRS 9 may be applied before the completion of the limited amendments to the classification and measurement model and impairment methodology. The Group will not adopt the standard before the completion of the limited amendments and the second phase of the project.

- *Philippine Interpretation IFRIC 15, Agreements for the Construction of Real Estate*  
This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The SEC and the FRSC have deferred the effectivity of this interpretation until the final Revenue standard is issued by the International Accounting Standards Board and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed. Adoption of the interpretation when it becomes effective is not expected to have an impact on the financial statements of the Group.

#### Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at December 31, 2013. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if the Company has:

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

When the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Company’s accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Company are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Company loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the Company’s share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Company had directly disposed of the related assets or liabilities

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

	Country of Incorporation	Principal Activity	Percentage of Ownership
Convenience Distribution, Inc. (CDI)	Philippines	Warehousing and Distribution	100
Store Sites Holding, Inc. (SSHI)	Philippines	Holding	100

SSHI’s capital stock, which is divided into 40% common shares and 60% preferred shares are owned by the Company and by Philippine Seven Corporation-Employees Retirement Plan (PSC-ERP) through its trustee, Bank of the Philippines Islands-Asset Management and Trust Group (BPI-AMTG), respectively. These preferred shares which accrue and pay guaranteed preferred dividends and are redeemable at the option of the holder are recognized as a financial liability in accordance with PFRS (see Note 15). The Company



owns 100% of SSHI's common shares, which, together with common key management, gives the Company control over SSHI.

The financial statements of the subsidiaries are prepared for the same balance sheet period as the Company, using uniform accounting policies. Intercompany transactions, balances and unrealized gains and losses are eliminated in full.

#### Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from the date of acquisition and that are subject to an insignificant risk of change in value.

#### Financial Instruments

The Group recognizes a financial asset or a financial liability in the consolidated balance sheet when it becomes a party to the contractual provisions of the instrument.

#### *Initial Recognition and Measurement*

Financial assets and financial liabilities are recognized initially at fair value. Transaction costs are included in the initial measurement of all financial assets and financial liabilities, except for financial instruments measured at fair value through profit or loss (FVPL).

All regular way purchases and sales of financial assets are recognized on the trade date, i.e. the date the Group commits to purchase or sell the financial asset. Regular way purchases or sales of financial assets require delivery of assets within the time frame generally established by regulation in the market place.

The Group classifies its financial assets as financial assets at FVPL, held-to-maturity (HTM) financial assets, available-for-sale (AFS) financial assets or loans and receivables. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or other financial liabilities. The classification depends on the purpose for which the financial assets and financial liabilities were acquired. Management determines the classification at initial recognition and, where allowed and appropriate, re-evaluates classification at every balance sheet date.

As at December 31, 2013 and 2012, the Group has no financial assets or liabilities at FVPL, HTM financial assets and AFS financial assets.

The Group's financial instruments are as follows:

#### a. Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently carried either at cost or amortized cost in the consolidated balance sheet. Amortization is determined using the effective interest rate method. Loans and receivables are classified as current assets if maturity is within 12 months from balance sheet date. Otherwise, these are classified as noncurrent assets.

The Group's loans and receivables consists of cash and cash equivalents, short-term investment, receivables and deposits (excluding rent deposits) as at December 31, 2013 and 2012 (see Note 29).

b. Other Financial Liabilities

This category pertains to financial liabilities that are neither held-for-trading nor designated as at FVPL upon the inception of the liability. Other financial liabilities are subsequently carried at amortized cost, taking into account the impact of applying the effective interest rate method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs.

Other financial liabilities are classified as current liabilities if maturity is within the normal operating cycle of the Company and it does not have unconditional right to defer settlement of the liability for at least 12 months from balance sheet date. Otherwise, these are classified as noncurrent liabilities.

The Group's other financial liabilities consist of bank loans, accounts payable and accrued expenses, other current liabilities (excluding statutory liabilities), and cumulative redeemable preferred shares as at December 31, 2013 and 2012 (see Note 29).

Determination of Fair Value

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

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

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

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

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

Day- 1 Difference

Where the transaction price in a non-active market is different from the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a Day 1 difference) in profit or loss unless it qualifies for recognition as some other type of asset. In cases

where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the Day 1 difference.

#### Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### Impairment of Financial Assets

The Group assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired.

#### *Financial Assets Carried at Amortized Cost*

If there is objective evidence that an impairment loss on loans and receivables has been incurred, the amount of impairment loss is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced by the impairment loss, which is recognized in profit or loss.

The Group first assesses whether objective evidence of impairment exists for financial assets that are individually significant and collectively for financial assets that are not individually significant. Objective evidence includes observable data that comes to the attention of the Group about loss events such as but not limited to significant financial difficulty of the counterparty, a breach of contract, such as a default or delinquency in interest or principal payments, probability that the borrower will enter bankruptcy or other financial reorganization. If it is determined that no objective evidence of impairment exists for an individually or collectively assessed financial asset, whether significant or not, the asset is included in the group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continue to be recognized are not included in a collective assessment of impairment. The impairment assessment is performed at each balance sheet date. For the purpose of a collective evaluation of impairment, financial assets are grouped on the basis of such credit risk characteristics such as customer type, payment history, past-due status and term.

Loans and receivables, together with the related allowance, are written off when there is no realistic prospect of future recovery and all collateral has been realized. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in profit or loss, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

#### Derecognition of Financial Assets and Liabilities

##### *Financial Assets*

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

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

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

#### *Financial Liabilities*

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

#### Inventories

Inventories are stated at the lower of cost and net realizable value (NRV). Cost of inventories is determined using the first-in, first-out method. NRV is the selling price in the ordinary course of business, less the estimated cost of marketing and distribution.

#### Prepayments and Other Current Assets

Prepayments and other current assets are primarily comprised of advances to suppliers, deferred input value-added tax (VAT), prepaid rent and prepaid store expenses. Prepayments and other current assets that are expected to be realized for no more than 12 months after the balance sheet date are classified as current assets; otherwise, these are classified as other noncurrent assets.

Advances to suppliers are downpayments for acquisitions of property and equipment not yet received. Once the property and equipment are received, the asset is recognized together with the corresponding liability. These are stated at cost less any impairment in value.

#### Property and Equipment

Property and equipment, except for land, are carried at cost less accumulated depreciation and amortization, and any impairment in value.

The initial cost of property and equipment consists of its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the assets have been put into operation, such as repairs and maintenance and overhaul costs, are recognized in profit or loss in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of the assets.

Construction in progress includes cost of construction and other direct costs and is stated at cost less any impairment in value. Construction in progress is not depreciated until such time the relevant assets are completed and put into operational use.

Depreciation and amortization commence once the assets are available for use. It ceases at the earlier of the date that it is classified as noncurrent asset held-for-sale and the date the asset is derecognized.

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

	Years
Buildings and improvements	10 to 12
Store furniture and equipment	5 to 10
Office furniture and equipment	3 to 5
Transportation equipment	3 to 5
Computer equipment	3

Leasehold improvements are amortized over the estimated useful life of the improvements, ranging from five to ten years, or the term of the lease, whichever is shorter.

The assets' estimated useful lives and depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from the items of property and equipment. When assets are retired or otherwise disposed of, the cost or revalued amount and the related accumulated depreciation and amortization and any impairment in value are removed from the accounts and any resulting gain or loss is recognized in profit or loss. The revaluation increment in equity relating to the revalued asset sold is transferred to retained earnings.

Fully depreciated assets are retained in the books until disposed.

Land is carried at revalued amount less any impairment in value. Revaluations shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the balance sheet period. When the fair value of a revalued land differs materially from its carrying amount, a further revaluation is required.

A revaluation surplus is recorded in OCI and credited to the "Revaluation increment on land - net of deferred tax" account in equity. However, to the extent that the Group reverses a revaluation deficit of the same asset previously recognized in profit or loss, the

increase is recognized in profit or loss. A revaluation deficit is recognized in the profit or loss, except to the extent that it offsets an existing surplus on the same asset recognized in “Revaluation increment on land - net of deferred income tax liability” account in equity.

#### Deposits

Deposits are amounts paid as guarantee in relation to noncancelable lease agreements entered into by the Group. These deposits are recognized at cost and can be refunded or applied to future billings.

#### Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and any accumulated impairment loss, if any. Internally-generated intangible assets, if any, excluding capitalized development costs, are not capitalized and expenditure is reflected in profit or loss in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and amortization method for an intangible asset with a finite useful life is reviewed at least at each balance sheet date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in profit or loss in the expense category consistent with the function of the intangible asset. Intangible assets with indefinite useful lives are tested for impairment annually at the cash generating unit level and are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite useful life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds, if any, and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

#### *Software and Program Cost*

Software and program cost, which are not specifically identifiable and integral to a specific computer hardware, are shown under “Goodwill and other noncurrent assets” in the consolidated balance sheet. These are carried at cost, less accumulated amortization and any impairment in value. Amortization is computed on a straight-line method over their estimated useful life of five years.

#### *Goodwill*

Goodwill, included in “Goodwill and other noncurrent assets” in the consolidated balance sheet, represents the excess of the cost of an acquisition over the fair value of the businesses acquired. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

### Impairment of Non-financial Assets

The Group assesses at each balance sheet date whether there is an indication that its non-financial assets such as property and equipment, deposits and intangible assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less costs to sell and its value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. For land, the asset's recoverable amount is the land's net selling price, which may be obtained from its sale in an arm's length transaction. For goodwill, the asset's recoverable amount is its value-in-use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value-in-use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. Impairment losses, if any, are recognized in profit or loss, except for revalued property and equipment when revaluation was taken to OCI. In this case, the impairment is also recognized in OCI up to the amount of any previous revaluation.

For non-financial assets, excluding goodwill, an assessment is made at each balance sheet date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in previous years. Such reversal is recognized in profit or loss, unless the asset is carried at revalued amount, in which case, the reversal is treated as a revaluation increase. After such reversal, the depreciation charge is adjusted in the future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

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

### Deposits Payable

Deposits payable are amounts received from franchisees, store operators and sub lessees as guarantee in relation to various agreements entered into by the Group. These deposits are recognized at cost and payable or applied to future billings.

### Cumulative Redeemable Preferred Shares

Cumulative redeemable preferred shares that exhibit characteristics of a liability is recognized as a financial liability in the consolidated balance sheet, net of transaction cost. The corresponding dividends on those shares are charged as interest expense in profit or loss.

### Deferred Revenue

Deferred revenue is recognized for cash received for income not yet earned. Deferred revenue is recognized as revenue over the life of the revenue contract or upon delivery of goods or services.

### Equity

#### *Common Stock*

Common stock is measured at par value for all shares issued and outstanding.

#### *Additional Paid-in Capital*

When the shares are sold at premium, the difference between the proceeds and the par value is credited to the “Additional paid-in capital” account. When shares are issued for a consideration other than cash, the proceeds are measured by the fair value of the consideration received. In case the shares are issued to extinguish or settle the liability of the Group, the shares shall be measured either at the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable.

#### *Retained Earnings*

Retained earnings represent the cumulative balance of periodic net income or loss and changes in accounting policy. When the retained earnings account has a debit balance, it is called “deficit.” A deficit is not an asset but a deduction from equity.

#### *Treasury Stock*

Treasury stock is stated at acquisition cost and is deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issuance or cancellation of the Group’s own equity instruments.

### OCI

OCI comprises of items of income and expenses that are not recognized in profit or loss as required or permitted by other PFRS. The Group’s OCI pertains to actuarial gains and losses from pension benefits and revaluation increment on land which are recognized in full in the period in which they occur.

### Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. The Group has assessed its revenue arrangements against the criteria enumerated under PAS 18, *Revenue Recognition*, and concluded that it is acting as principal in all arrangements, except for its sale of consigned goods. The following specific recognition criteria must also be met before revenue is recognized:



### *Merchandise Sales*

Revenue from merchandise sales is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue is measured at the fair value of the consideration received, excluding discounts, returns, rebates and sales taxes.

The Group operates a customer loyalty programme, Every Day! Rewards, which allows customers to accumulate points when they purchase products in the stores. The points can be redeemed for free products, subject to a minimum number of points being obtained.

Consideration received is allocated between the products sold and the points issued, with the consideration allocated to the points equal to their fair value. Fair value of the points is equal to the retail value of the products that can be redeemed. The fair value of the points issued is deferred (included as part of “other current liabilities” in the consolidated balance sheet) and recognized as revenue when the points are redeemed.

### *Franchise*

Franchise fee is recognized upon execution of the franchise agreement and performance of initial services required under the franchise agreement. Franchise revenue is recognized in the period earned.

### *Marketing*

Marketing income is recognized when service is rendered. In case of marketing support funds, revenue is recognized upon start of promotional activity for the suppliers.

### *Rental*

Rental income is accounted for on a straight-line basis over the term of the lease.

### *Commission*

Commission income is recognized upon the sale of consigned goods.

### *Interest*

Interest income is recognized as it accrues based on the effective interest rate method.

### *Other Income*

Other income is recognized when there are incidental economic benefits, other than the usual business operations, that will flow to the Company and can be measured reliably.

### Costs and Expenses Recognition

Costs of merchandise sold are recognized in profit or loss at the point of sale. Expenses are recognized in profit or loss upon utilization of the services or when they are incurred.

### Retirement Benefits

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

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

Net retirement benefits cost comprise the following:

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

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

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

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

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

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

#### *Termination Benefit*

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

A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes

related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.

#### *Employee Leave Entitlement*

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

#### Leases

Finance leases, which transfer to the lessee substantially all the risks and rewards of ownership of the asset, are capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the interest income and reduction of the lease receivable so as to achieve a constant rate of interest on the remaining balance of the receivable. Interest income is recognized directly in profit or loss.

Leases where the lessor retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Operating leases are recognized as an expense in profit or loss on a straight-line basis over the lease term.

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset. A reassessment is made after inception of the lease only if one of the following applies:

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

Where a re-assessment is made, lease accounting shall commence or cease from the date when the change in circumstance gave rise to the re-assessment for scenarios (a), (c) or (d) above, and the date of renewal or extension for scenario (b).

#### Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### Foreign Currency-denominated Transactions

Transactions in foreign currency are initially recorded at the exchange rate at the date of transaction. Outstanding foreign currency-denominated monetary assets and liabilities are translated using the applicable exchange rate at balance sheet date. Exchange differences arising from translation of foreign currency monetary items at rates different from those at which they were originally recorded are recognized in profit or loss.

### Taxes

#### *Current Income Tax*

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

#### *Deferred Income Tax*

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

Deferred income tax liabilities are recognized for all taxable temporary differences. Deferred income tax assets are recognized for all deductible temporary differences to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences can be utilized.

Deferred income tax relating to items recognized directly in equity is recognized in profit or loss.

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

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

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

#### *VAT*

Input VAT is the 12% indirect tax paid by the Group in the course of the Group's trade or business on local purchase of goods or services, including lease or use of property, from a VAT-registered entity. For acquisition of capital goods over ₱1,000,000, the related input taxes are deferred and amortized over the useful life of the asset or 60 months, whichever is shorter, commencing on the date of acquisition. Deferred input VAT which is expected to be utilized for more than 12 months after the balance sheet date is included under "Goodwill and other noncurrent assets" account in the consolidated balance sheet.

Output VAT pertains to the 12% tax due on the sale of merchandise and lease or exchange of taxable goods or properties or services by the Group.

If at the end of any taxable month the output VAT exceeds the input VAT, the excess shall be paid by the Group. Any outstanding balance is included under “Accounts payable and accrued expenses” account in the consolidated balance sheet. If the input VAT exceeds the output VAT, the excess shall be carried over to the succeeding month or months. Excess input VAT is included under “Prepayments and other current assets” account in the consolidated balance sheet. Input VAT on capital goods may, at the option of the Group, be refunded or credited against other internal revenue taxes, subject to certain tax laws.

Revenue, expenses and assets are recognized net of the amount of VAT.

#### Earnings (Loss) Per Share

Basic earnings (loss) per share is calculated by dividing the net income or (loss) for the year attributable to common shareholders by the weighted average number of shares outstanding during the year, excluding treasury shares.

Diluted earnings (loss) per share is calculated by dividing the net income or (loss) for the year attributable to common shareholders by the weighted average number of shares outstanding during the year, excluding treasury shares and adjusted for the effects of all potential dilutive common shares, if any.

In determining both the basic and diluted earnings (loss) per share, the effect of stock dividends, if any, is accounted for retrospectively.

#### Segment Reporting

Operating segments are components of an entity for which separate financial information is available and evaluated regularly by management in deciding how to allocate resources and assessing performance. The Group considers the store operation as its primary activity and its only business segment. Franchising, renting of properties and commissioning on bills payment services are considered an integral part of the store operations.

#### Provisions

Provisions are recognized when: (a) the Group has a present obligation (legal or constructive) as a result of a past event; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. When the Group expects a provision or loss to be reimbursed, the reimbursement is recognized as a separate asset only when the reimbursement is virtually certain and its amount is estimable. The expense relating to any provision is presented in profit or loss, net of any reimbursement.

### Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefit is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the consolidated financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the consolidated financial statements.

### Events after the Balance Sheet Date

Post year-end events that provide additional information about the Group's position at the balance sheet date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are non-adjusting events are disclosed in the notes to the consolidated financial statements when material.

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## **3. Use of Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the consolidated financial statements in accordance with PFRS requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and notes. The judgments, estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of balance sheet date. Future events may occur which can cause the assumptions used in arriving at those judgments, estimates and assumptions to change. The effects of any changes will be reflected in the consolidated financial statements of the Group as they become reasonably determinable.

### 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 amounts recognized in the consolidated financial statements:

#### *Determination of Functional Currency*

Based on the economic substance of the underlying circumstances relevant to the Group, the functional currency of the Group has been determined to be the Peso. The Peso is the currency of the primary economic environment in which the Group operates. It is the currency that mainly influences the revenue, costs and expenses of the Group.

#### *Classification of Financial Instruments*

The Group classifies a financial instrument, or its components, on initial recognition as a financial asset, liability or equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, liability or equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the consolidated balance sheet.

Financial assets are classified as financial assets at FVPL, HTM financial assets, AFS financial assets and loans and receivables. Financial liabilities, on the other hand, are classified as financial liabilities at FVPL and other financial liabilities.

The Group determines the classification at initial recognition and, where allowed and appropriate, re-evaluates this classification at every balance sheet date.

- The Group's financial instruments consist of loans and receivables and other financial liabilities (see Note 29).

*Classification of Leases*

a. Finance lease as lessor

The Group entered into a sale and leaseback transaction with an armored car service provider where it has determined that the risks and rewards related to the armored vehicles leased out will be transferred to the lessee at the end of the lease term. As such, the lease agreement was accounted for as a finance lease (see Note 26).

b. Operating lease as lessee

The Group entered into various property leases, where it has determined that the risks and rewards related to the properties are retained with the lessors. As such, the lease agreements were accounted for as operating leases (see Note 26).

c. Operating lease as lessor

The Company entered into property subleases on its leased properties. The Company determined that it retains all the significant risks and rewards of these properties which are leased out on operating leases (see Note 26).

*Impairment of Non-financial Assets Other than Goodwill*

The Group assesses whether there are any indicators of impairment for all non-financial assets, other than goodwill, at each balance sheet date. These non-financial assets (property and equipment, rent deposits, and software and program cost) are tested for impairment when there are indicators that the carrying amounts may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business;
- significant negative industry or economic trends; and
- decline in appraised value.

As at December 31, 2013 and 2012, the Group has not identified any indicators or circumstances that would indicate that the Group's property and equipment, rent deposits and software and program cost are impaired. Thus, no impairment losses on these non-financial assets were recognized in the years ended December 31, 2013, 2012 and 2011. The carrying value of these non-financial assets is as follows:

	<b>2013</b>	2012
Property and equipment (Note 8)	<b>₱2,746,672,621</b>	₱2,276,921,044
Rent deposits (Note 9)	<b>232,020,464</b>	183,893,042
Software and program cost (Note 10)	<b>2,886,285</b>	1,183,651

### Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities follow:

#### *Determination of Fair Values*

The fair value for financial instruments traded in active markets at the balance sheet date is based on their quoted market price or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. When current bid and asking prices are not available, the price of the most recent transaction provides evidence of the current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For all other financial instruments not listed in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include net present value techniques, comparison to similar instruments for which observable market prices exist, options pricing models, and other relevant valuation models.

Note 29 presents the fair values of the financial instruments and the methods and assumptions used in estimating their fair values.

#### *Impairment of Loans and Receivables*

The Group reviews its loans and receivables at each balance sheet date to assess whether a provision for impairment should be recognized in profit or loss or loans and receivables balance should be written off. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance. Moreover, management evaluates the presence of objective evidence of impairment which includes observable data that comes to the attention of the Group about loss events such as but not limited to significant financial difficulty of the counterparty, a breach of contract, such as a default or delinquency in interest or principal payments, probability that the borrower will enter bankruptcy or other financial re-organization.

In addition to specific allowances against individually significant loans and receivables, the Group also makes a collective impairment allowance against exposures which, although not specifically identified as requiring a specific allowance, have a greater risk of default than when originally granted. This takes into consideration the credit risk characteristics such as customer type, payment history, past due status and term.

The carrying value of loans and receivables amounted to ₱ 1,516,908,752 and ₱ 869,050,177 as at December 31, 2013 and 2012, respectively. Allowance for impairment on loans and receivables amounted to ₱18,960,182 and ₱8,227,261 as at December 31, 2013 and 2012, respectively (see Note 5). Provision for impairment amounted to ₱ 12,671,486, ₱788,778 and ₱3,810,991 in 2013, 2012 and 2011, respectively (see Note 19).

#### *Decline in Inventory Value*

Provisions are made for inventories whose NRV are lower than their carrying cost. This entails determination of replacement costs and costs necessary to make the sale. The



estimates are based on a number of factors, such as but not limited to the age, status and recoverability of inventories.

The carrying value of inventories amounted to ₱900,849,891 and ₱726,986,563 as at December 31, 2013 and 2012, respectively (see Note 6). No provisions for decline in inventory value were recognized in 2013, 2012 and 2011.

#### *Estimation of Useful Lives of Property and Equipment and Software and Program Cost*

The Group estimates the useful lives of its property and equipment and software and program cost based on a period over which the assets are expected to be available for use and on collective assessment of industry practices, internal evaluation and experience with similar arrangement. The estimated useful lives of property and equipment and software and program cost are revisited at the end of each balance sheet period and updated if expectations differ materially from previous estimates.

Property and equipment, net of accumulated depreciation and amortization, amounted to ₱2,746,672,621 and ₱2,276,921,044 as at December 31, 2013 and 2012, respectively (see Note 8). The carrying amount of software and program cost amounted to ₱2,886,285 and ₱1,183,651 as at December 31, 2013 and 2012, respectively (see Note 10).

#### *Revaluation of Land*

The Group's parcels of land are carried at revalued amounts, which approximate its fair values at the date of the revaluation, less any subsequent accumulated impairment losses. The valuations of land are performed by independent appraisers. Revaluations are made every three to five years or more frequently as necessary, to ensure that the carrying amounts do not differ materially from those which would be determined using fair values at balance sheet date.

The last appraisal made on the Group's parcels of land was on February 5, 2007, where it resulted to an appraisal increase of ₱3,229,895, net of ₱1,384,241 deferred income tax liability. The Group believes that carrying value of the revalued parcels of land as at December 31, 2013 and 2012 amounting to ₱44,481,000 does not materially differ from its fair value as of these balance sheet dates (see Note 8).

#### *Impairment of Goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of the cash-generating units to which the goodwill is allocated. Estimating the value-in-use amount requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Based on the assessment made by the Group, there is no impairment of goodwill as the recoverable amount of the cash-generating units exceeds the carrying amount of the unit, including goodwill as at December 31, 2013 and 2012. The carrying value of goodwill amounted to ₱65,567,524 as at December 31, 2013 and 2012 (see Note 10). No impairment losses were recognized in 2013, 2012 and 2011.

#### *Estimation of Retirement Benefits*

The net retirement benefits cost and the present value of retirement obligations are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific country. Future salary increases and pension increases are based on expected future inflation rates for the specific country.

The Group's net retirement obligations amounted to ₱96,481,142 and ₱86,012,693 as at December 31, 2013 and 2012, respectively (see Note 24). Retirement benefits cost amounted to ₱16,858,692, ₱15,420,495 and ₱11,768,015 in 2013, 2012 and 2011, respectively (see Notes 23 and 24).

#### *Provisions and Contingencies*

The Group has pending legal cases. The Group's estimate of the probable costs for the resolution of these legal cases has been developed in consultation with in-house and outside legal counsels and is based upon the analysis of the potential outcomes. It is possible, however, that future results of operations could be affected by changes in the estimates or in the effectiveness of strategies relating to these proceedings.

As at December 31, 2013 and 2012, the Group has provisions amounting to ₱13,704,073 and ₱7,066,290, respectively and is reported as part of "Others" under "Accounts payable and accrued expenses" in the consolidated balance sheets (see Note 12). Provisions and contingencies are further explained in Note 34.

#### *Realizability of Deferred Income Tax Assets*

Deferred income tax assets are recognized for all temporary deductible differences to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences can be utilized. Management has determined based on business forecast of succeeding years that there is enough taxable profits against which the recognized deferred income tax assets will be realized.

The Group's recognized deferred income tax assets amounted to ₱69,131,632 and ₱56,504,022 as at December 31, 2013 and 2012, respectively (see Note 27).

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**4. Cash and Cash Equivalents and Short-Term Investment**

	2013	2012
Cash on hand and in banks	<b>₱922,422,571</b>	₱367,285,569
Cash equivalents	<b>50,580,062</b>	48,000,000
	<b>₱973,002,633</b>	₱415,285,569

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Cash in banks earn interest at the respective bank deposit rates. Cash equivalents are made for varying periods up to three months depending on the immediate cash requirements of the Group and earn interest at the respective cash equivalent rates.

As at December 31, 2013 and 2012, short-term investment amounting to ₱10,810,229 and ₱10,632,115, respectively, pertains to time deposit which has a maturity date of more than 90 days.

Interest income from savings and deposits accounts and short-term investment amounted to ₱4,350,085, ₱2,857,696 and ₱2,911,480 in 2013, 2012 and 2011, respectively (see Note 22).

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**5. Receivables**

	2013	2012
Franchisees (Note 32)	<b>₱379,544,124</b>	₱184,444,213
Suppliers	<b>48,657,689</b>	139,512,975
Employees	<b>14,936,783</b>	12,993,209
Store operators	<b>12,547,006</b>	19,452,194
Rent	<b>4,760,464</b>	5,638,673
Due from PhilSeven Foundation, Inc. (PFI) (Note 25)	<b>3,118,978</b>	1,637,912
Current portion of:		
Lease receivable - net of unearned interest income amounting to ₱96,445 and ₱197,221 as at December 31, 2013 and 2012, respectively (Notes 10 and 26)	<b>3,086,114</b>	1,394,060
Notes receivable (Notes 10, 29 and 30)	<b>1,033,914</b>	1,403,344
Insurance receivable	<b>585,057</b>	614,135
Others	<b>1,358,499</b>	15,734,389
	<b>469,628,628</b>	382,825,104
Less allowance for impairment	<b>18,960,182</b>	8,227,261
	<b>₱450,668,446</b>	₱374,597,843

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The classes of receivables of the Group are as follows:

- Franchisees - pertains to receivables for the inventory loans obtained by the franchisees at the start of their store operations, cash deposits and deposits still in

transit, negative balance on franchisees' holding account and inventory variation noted during monthly store audits.

- Suppliers - pertains to receivables from the Group's suppliers for display allowances, annual volume discount and commission income from different service providers.
- Employees - includes car loans, salary loans and cash shortages from stores which are charged to employees.
- Store operators - pertains to the advances given to third party store operators under service agreements (see Note 32).
- Rent - pertains to receivables from sublease agreements with third parties, which are based on an agreed fixed monthly rate or as agreed upon by the parties.
- Lease receivable - pertains to a five-year sale and leaseback finance lease agreement entered by the Company with an armored car service provider (see Note 26).
- Notes receivable - pertains to a receivable issued by a third party borrower evidenced by written promises of payment with three to five year terms maturing in 2013 and 2014. As at December 31, 2013 and 2012, unamortized discount amounted to ₱35,562 and ₱124,413, respectively. Accretion of interest income amounted to ₱88,851, ₱128,251 and ₱186,596 in 2013, 2012 and 2011, respectively (see Note 22).

Receivables are noninterest-bearing and are generally on 30 to 90 day terms except for lease receivable with a 7% interest rate per annum (see Note 26).

Impairment on receivables is based on individual assessment of accounts. Movements in allowance for impairment are as follows:

	2013			
	Beginning balances	Provision for the year (Note 19)	Write-off	Ending Balances
Franchisees	₱214,342	₱-	₱-	₱214,342
Suppliers	5,804,455	11,700,044	(1,938,565)	15,565,934
Employees	391,918	148,003	-	539,921
Store operators	365,801	-	-	365,801
Rent	1,450,745	823,439	-	2,274,184
<b>Total</b>	<b>₱8,227,261</b>	<b>₱12,671,486</b>	<b>(₱1,938,565)</b>	<b>₱18,960,182</b>

	2012			
	Beginning balances	Provision for the year (Note 19)	Write-off	Ending Balances
Franchisees	₱214,342	₱-	₱-	₱214,342
Suppliers	5,304,455	500,000	-	5,804,455
Employees	391,918	-	-	391,918
Store operators	365,801	-	-	365,801
Rent	1,161,967	288,778	-	1,450,745
<b>Total</b>	<b>₱7,438,483</b>	<b>₱788,778</b>	<b>₱-</b>	<b>₱8,227,261</b>

## 6. Inventories

	2013	2012
At cost (Note 18):		
Warehouse merchandise	<b>P618,738,640</b>	P415,590,676
Store merchandise	<b>282,111,251</b>	311,395,887
	<b>P900,849,891</b>	P726,986,563

## 7. Prepayments and Other Current Assets

	2013	2012
Current portion of:		
Deferred input VAT	<b>P78,364,535</b>	P64,041,931
Deferred lease (Notes 10 and 26)	<b>1,421,460</b>	421,194
Prepaid:		
Rent (Note 10)	<b>63,373,604</b>	42,241,979
(Forward)		
	2013	2012
Store expenses	<b>P34,455,780</b>	P11,625,230
Uniform	<b>6,066,259</b>	1,704,252
Taxes	<b>4,765,253</b>	3,558,689
Repairs and maintenance	<b>1,218,655</b>	2,214,838
Advances to suppliers	<b>55,761,777</b>	109,149,544
Advances for expenses	<b>13,788,613</b>	6,600,314
Supplies	<b>3,528,830</b>	3,256,203
Dues and subscription	<b>571,651</b>	2,983,004
Others	<b>7,432,281</b>	11,210,709
	<b>P270,748,698</b>	P259,007,887

Deferred input VAT pertains to the input VAT on the acquisition of capital goods over P 1,000,000 which are being amortized over the useful life or 60 months, whichever is shorter, commencing on the date of acquisition.

## 8. Property and Equipment

Movements in property and equipment are as follows:

	2013								Total
	Land- at revalued amount	Buildings and Improvements	Store Furniture and Equipment	Office Furniture and Equipment	Transportation Equipment	Computer Equipment	Leasehold Improvements	Construction In-Progress	
<b>Costs/Revalued Amount</b>									
Beginning balances	P44,481,000	P118,154,849	P1,740,413,144	P579,371,098	P43,646,176	P211,556,342	P1,201,609,872	P67,369,297	P4,006,601,778
Additions	-	-	525,981,492	207,879,041	10,587,673	33,864,213	205,468,926	195,489,191	1,179,270,536
Retirements	-	-	(66,288,608)	(24,194,070)	(9,103,746)	(435,198)	(152,838,708)	-	(252,860,330)
Reclassifications	-	-	-	-	-	-	167,659,566	(167,659,566)	-
Ending balances	44,481,000	118,154,849	2,200,106,028	763,056,069	45,130,103	244,985,357	1,421,899,656	95,198,922	4,933,011,984
<b>Accumulated Depreciation and Amortization</b>									
Beginning balances	-	70,181,591	690,911,415	256,680,089	20,199,135	134,639,263	557,069,241	-	1,729,680,734
Depreciation and amortization (Note 19)	-	3,943,271	367,196,300	112,543,884	8,272,483	31,165,352	186,397,669	-	709,518,959
Retirements	-	-	(66,288,608)	(24,194,070)	(9,103,746)	(435,198)	(152,838,708)	-	(252,860,330)
Ending balances	-	74,124,862	991,819,107	345,029,903	19,367,872	165,369,417	590,628,202	-	2,186,339,363
<b>Net Book Values</b>	<b>P44,481,000</b>	<b>P44,029,987</b>	<b>P1,208,286,921</b>	<b>P418,026,166</b>	<b>P25,762,231</b>	<b>P79,615,940</b>	<b>P831,271,454</b>	<b>P95,198,922</b>	<b>P2,746,672,621</b>

2012

	Land- at revalued Amount	Buildings and Improvements	Store Furniture and Equipment	Office Furniture and Equipment	Transportation Equipment	Computer Equipment	Leasehold Improvements	Construction In-Progress	Total
Costs/Revalued Amount									
Beginning balances	₱44,481,000	₱110,179,849	₱1,307,026,502	₱454,106,297	₱38,988,602	₱176,359,215	₱978,634,236	₱72,806,750	₱3,182,582,451
Additions	–	7,975,000	449,148,981	129,124,221	8,818,393	36,162,964	127,255,239	100,190,195	858,674,993
Retirements	–	–	(15,762,339)	(3,859,420)	(4,160,819)	(965,837)	(9,907,251)	–	(34,655,666)
Reclassifications	–	–	–	–	–	–	105,627,648	(105,627,648)	–
Ending balances	44,481,000	118,154,849	1,740,413,144	579,371,098	43,646,176	211,556,342	1,201,609,872	67,369,297	4,006,601,778
Accumulated Depreciation and Amortization									
Beginning balances	–	64,958,094	425,110,107	194,721,454	15,683,194	105,282,852	430,793,774	–	1,236,549,475
Depreciation and amortization (Note 19)	–	5,223,497	281,563,647	65,818,055	8,676,760	30,322,248	136,182,718	–	527,786,925
Retirements	–	–	(15,762,339)	(3,859,420)	(4,160,819)	(965,837)	(9,907,251)	–	(34,655,666)
Ending balances	–	70,181,591	690,911,415	256,680,089	20,199,135	134,639,263	557,069,241	–	1,729,680,734
Net Book Values	₱44,481,000	₱47,973,258	₱1,049,501,729	₱322,691,009	₱23,447,041	₱76,917,079	₱644,540,631	₱67,369,297	₱2,276,921,044

Construction in-progress pertains to costs of constructing new stores and renovation of old stores. Completion of construction and renovation is expected within three months to one year from construction date. The costs of constructed stores are accumulated until such time the relevant assets are completed and put into operational use.

On February 5, 2007, the Group revalued its land with cost amounting to ₱39,866,864 at appraised value of ₱44,481,000, as determined by a professionally qualified independent appraiser. The appraisal increase of ₱3,229,895, net of ₱1,384,241 deferred income tax liability (see Note 22), resulting from the revaluation was credited to “Revaluation increment on land” account under equity section of the consolidated balance sheets. The appraised value was determined using the market data approach, wherein the value of the land is based on sales and listings of comparable properties registered within the vicinity.

The cost of fully depreciated property and equipment that are still being used in operations amounted to ₱428,587,084 and ₱232,325,091 as at December 31, 2013 and 2012, respectively. No property and equipment are pledged nor treated as security for the outstanding liabilities as at December 31, 2013 and 2012.

## 9. Deposits

	2013	2012
Rent	₱232,020,464	₱183,893,042
Utilities (Notes 29 and 30)	42,509,396	33,663,791
Refundable (Notes 29 and 30)	34,871,384	25,843,670
Others (Notes 29 and 30)	4,487,223	6,017,558
	₱	₱
	313,888,467	249,418,061

### Refundable

Refundable deposits on rent are computed at amortized cost as follows:

	2013	2012
	₱	₱
Face value of security deposits	46,053,889	48,602,936
Additions	7,446,475	2,248,407
		(4,797,455)
Refunded	–	)
	(18,628,98	(20,210,21
Unamortized discount	0)	8)
	₱	₱
	34,871,384	25,843,670

Movements in unamortized discount are as follows:

	2013	2012
Beginning balance	<b>₱20,210,218</b>	₱21,813,932
Additions	<b>948,411</b>	496,227
Accretion (Note 22)	<b>(2,529,649)</b>	(2,099,941)
Ending balance	<b>₱18,628,980</b>	₱20,210,218

#### 10. Goodwill and Other Noncurrent Assets

	2013	2012
Noncurrent portion of:		
Deferred input VAT	<b>₱143,808,850</b>	₱115,865,751
Deferred lease (Note 26)	<b>12,819,183</b>	15,281,651
Lease receivable - net of unearned interest income amounting to ₱5,773 and ₱102,216 as at December 31, 2013 and 2012, respectively (Notes 26, 29 and 30)	<b>559,441</b>	2,054,276
Note receivable (Notes 5, 29 and 30)	-	955,355
Intangible assets:		
Goodwill	<b>65,567,524</b>	65,567,524
Software and program cost	<b>2,886,285</b>	1,183,651
Garnished accounts (Note 34)	<b>4,876,522</b>	5,223,977
Others	<b>1,411,415</b>	2,357,417
	<b>₱231,929,220</b>	₱208,489,602

#### Deferred Lease

Deferred lease pertains to Day 1 loss recognized on refundable deposits on rent, which is amortized on a straight-line basis over the term of the related leases.

Movements in deferred lease are as follows:

	2013	2012
Beginning balance	<b>₱15,702,845</b>	₱17,692,345
Additions	<b>948,411</b>	496,228
Less amortization (Note 26)	<b>2,410,613</b>	2,485,728
Ending balance	<b>14,240,643</b>	15,702,845
Less current portion (Note 7)	<b>1,421,460</b>	421,194
Noncurrent portion	<b>₱12,819,183</b>	₱15,281,651

#### Goodwill

On March 22, 2004, the Group purchased the leasehold rights and store assets of Jollimart Philippines Corporation (Jollimart) for a total consideration of ₱130,000,000. The excess of the acquisition cost over the fair value of the assets acquired was recorded as goodwill amounting to ₱70,178,892. In 2008, the Group recognized an impairment loss in goodwill amounting to ₱4,611,368.

The recoverable amount of the goodwill was estimated based on the value-in-use calculation using cash flow projections from financial budgets approved by senior management covering a five year period. The pre-tax discount rate applied to cash flow

projections is 8.27% in 2013 and 10.67% in 2012. The cash flows beyond the five-year period are extrapolated using a 3% growth rate in 2013 and 2012 which is the same as the long-term average growth rate for the retail industry.

No store acquired from Jollimart was closed in 2013 and 2012. In 2011, the Group has closed one store out of the 25 remaining stores it purchased from Jollimart. No impairment loss was recognized in 2013, 2012 and 2011.

Goodwill is allocated to the group of cash generating unit (CGU) which comprises the working capital and property and equipment of all the purchased stores' assets.

Key assumptions used in value-in-use calculations in 2013 and 2012 follow:

a. Sales and Cost Ratio

Sales and cost ratio are based on average values achieved in the three years preceding the start of the budget period. These are increased over the budget period for anticipated efficiency improvements. Sales are projected to increase by two to three percent per annum while the cost ratio is set at 67.00% - 72.00% of sales per annum.

b. Discount Rates

Discount rates reflect management's estimates of the risks specific to the CGU. Management computed for its weighted average cost of capital (WACC). In computing for its WACC, the following items were considered:

- Average high and low range of average bank lending rates as of year-end
- Yield on a 10-year Philippine zero coupon bond as of valuation date
- Market risk premium
- Company relevered beta
- Alpha risk

c. Growth Rate Estimates

Rates are based on average historical growth rate which is consistent with the expected average growth rate for the industry. Annual inflation and rate of possible reduction in transaction count were also considered in determining growth rates used.

Management recognized that unfavorable conditions could materially affect the assumptions used in the determination of value in use. An increase of 6.84% and 6.10% in the discount rates, or a reduction of growth rates by 12.90% and 3.00%, would give a value in use equal to the carrying amount of the cash generating units in 2013 and 2012, respectively.



### Software and Program Cost

Movements in software and program cost are as follows:

	2013	2012
Cost:		
Beginning balance	P14,851,985	<b>P14,661,985</b>
Additions	3,019,195	<b>190,000</b>
Ending balance	17,871,180	<b>14,851,985</b>
Accumulated amortization:		
Beginning balance	13,668,334	<b>12,177,859</b>
Amortization (Note 19)	1,316,561	<b>1,490,475</b>
Ending balance	14,984,895	<b>13,668,334</b>
Net book value	<b>P2,886,285</b>	<b>P1,183,651</b>

### Garnished Accounts

Garnished accounts pertain to the amount set aside by the Group, as required by the courts, in order to answer for litigation claims should the results be unfavorable to the Group (see Note 34).

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## 11. **Bank Loans**

Bank loans represent unsecured Peso-denominated short-term borrowings from various local banks, payable in lump-sum in 2014 and 2013 with annual interest rates ranging from 2.50% to 3.30%, 3.30% to 3.75% and 3.50% to 4.25% in 2013, 2012 and 2011, respectively, which are repriced monthly based on market conditions. The proceeds of these loans were used for the operations of the Group.

Movements in bank loans are as follows:

	2013	2012
Beginning balance	<b>P477,777,778</b>	P374,666,667
Availments	<b>550,000,000</b>	210,000,000
Payments	<b>(467,777,778)</b>	(106,888,889)
Ending balance	<b>P560,000,000</b>	P477,777,778

Interest expense from these bank loans amounted to P16,033,270, P16,338,080 and P15,697,647 in 2013, 2012 and 2011, respectively (see Note 21). Interest payable amounted to P1,689,053 and P1,173,579 as at December 31, 2013 and 2012, respectively (see Note 12).

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**12. Accounts Payable and Accrued Expenses**

	2013	2012
Trade payable	<b>₱1,575,446,279</b>	₱1,077,213,586
Utilities	<b>71,354,276</b>	55,148,912
Rent (Note 26)	<b>58,097,685</b>	51,355,557
Employee benefits	<b>39,622,810</b>	22,772,206
Advertising and promotion	<b>37,844,609</b>	8,754,528
Outsourced services	<b>24,844,921</b>	14,531,473
Bank charges	<b>13,487,060</b>	3,361,310
Security services	<b>3,375,831</b>	3,860,300
Interest (Notes 11 and 15)	<b>1,947,803</b>	1,522,329
Others	<b>46,682,215</b>	22,769,788
	<b>₱1,872,703,489</b>	₱1,261,289,989

The trade suppliers generally provide 15 or 30 day credit terms to the Group. Prompt payment discounts ranging from 0.5% to 5.0% are given by a number of trade suppliers. All other payables are due within 3 months.

Others include provisions and accruals of various expenses incurred in the stores' operations.

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**13. Other Current Liabilities**

	2013	2012
Non-trade accounts payable	<b>₱362,508,354</b>	₱423,183,843
Output VAT	<b>61,134,099</b>	25,064,839
Retention payable	<b>48,466,743</b>	24,673,598
Withholding taxes	<b>33,462,627</b>	26,913,389
Employee related liabilities	<b>27,210,000</b>	2,481,125
Royalty (Note 25)	<b>16,305,559</b>	12,579,753
Service fees payable	<b>10,381,467</b>	20,586,182
Current portion of deferred revenue on:		
Finance lease (Notes 16 and 26)	<b>589,567</b>	589,567
Exclusivity contract (Notes 16 and 32)	<b>446,429</b>	818,452
Others	<b>10,561,844</b>	4,990,644
	<b>₱571,066,689</b>	₱541,881,392

Non-trade accounts payable pertains to payable to suppliers of goods or services that forms part of general and administrative expenses. These are noninterest-bearing and are due within one year.

Retention payable pertains to the 10% of progress billings related to the construction of stores to be paid upon satisfactory completion of the construction.

Service fees payable pertains to management fee to store operators of service agreement stores computed based on a graduated percentage multiplied to stores' gross profit and is payable the following month.

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14. **Deposits Payable**

	2013	2012
Franchisees (Note 32)	<b>₱99,370,298</b>	₱89,860,690
Service agreements (Note 32)	<b>89,707,363</b>	79,041,337
Rent (Note 26)	<b>13,811,274</b>	12,999,211
	<b>₱202,888,935</b>	₱181,901,238

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15. **Cumulative Redeemable Preferred Shares**

Cumulative redeemable preferred shares, which are redeemable at the option of the holder, represent the share of PSC-ERP through its trustee, BPI-AMTG, in SSHI's net assets pertaining to preferred shares. PSC-ERP is entitled to an annual "Guaranteed Preferred Dividend" in the earnings of SSHI starting April 5, 2002, the date when the 25% of the subscription on preferred shares have been paid, in accordance with the Corporation Code.

The guaranteed annual dividends shall be calculated and paid in accordance with the Shareholder's Agreement dated November 16, 2000 which provides that the dividend shall be determined by the BOD of SSHI using the prevailing market conditions and other relevant factors. Further, the preferred shareholder shall not participate in the earnings of SSHI except to the extent of guaranteed dividends and whatever is left of the retained earnings will be declared as dividends in favor of common shareholders. Guaranteed preferred dividends included under "Interest expense" in the consolidated statements of comprehensive income amounted to ₱214,620, ₱258,750, ₱327,000 in 2013, 2012 and 2011, respectively (see Note 21). Interest payable amounted to ₱258,750 and ₱348,750 as at December 31, 2013 and 2012, respectively (see Note 12).

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16. **Deferred Revenue**

	2013	2012
Noncurrent portion of:		
Deferred revenue on finance lease (Note 26)	<b>₱98,264</b>	₱687,831
Deferred revenue on exclusivity contracts (Note 32)	–	446,429
Deferred revenue - others	<b>1,508,919</b>	1,508,919
	<b>₱1,607,183</b>	₱2,643,179

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### Deferred Revenue on Finance Lease

Movements in deferred revenue on finance lease are as follows:

	2013	2012
Beginning balance	<b>₱1,277,398</b>	₱1,866,965
Less amortization (Note 26)	<b>589,567</b>	589,567
Ending balance (Note 26)	<b>687,831</b>	1,277,398
Less current portion (Notes 13 and 26)	<b>589,567</b>	589,567
Noncurrent portion (Note 26)	<b>₱98,264</b>	₱687,831

### Deferred Revenue on Exclusivity Contracts

Movements in deferred revenue on exclusivity contracts are as follows:

	2013	2012
Beginning balance	<b>₱1,264,881</b>	₱3,199,405
Less amortization (Note 32)	<b>818,452</b>	1,934,524
Ending balance (Note 32)	<b>446,429</b>	1,264,881
Less current portion (Note 13)	<b>446,429</b>	818,452
Noncurrent portion	<b>₱–</b>	₱446,429

## 17. **Equity**

### Common Stock

The Group was listed with the Philippine Stock Exchange on February 4, 1998 with total listed shares of 71,382,000 common shares consisting of 47,000,000 shares for public offering and 24,382,000 shares for private placement. The Group offered the share at a price of ₱4.40. Below is the Company's track record of the registration of securities:

Date of SEC order rendered effective or permit to sell/ Date of SEC approval	Event	Authorized Capital Stock	Issued shares	Issue price/ Par value
January 9, 1998	Outstanding common shares	400,000,000	166,556,250	₱1.00
	Listed shares:			
February 4, 1998	Public offering	400,000,000	47,000,000	4.40
	Private placement	400,000,000	24,382,000	4.40
August 15, 2008	10% stock dividends	400,000,000	23,725,200	1.00
August 4, 2009	10% stock dividends	400,000,000	26,097,720	1.00
August 27, 2010	5% stock dividends	400,000,000	14,353,746	1.00
August 19, 2011	15% stock dividends	400,000,000	45,214,300	1.00
November 15, 2012	15% stock dividends	600,000,000	51,996,445	1.00
August 15, 2013	15% stock dividends	600,000,000	59,795,912	1.00
As at December 31, 2013			459,121,573	

As at December 31, 2013 and 2012, the Company has a total of 650 and 656 shareholders on record. On July 24, 2012, the BOD and at least 2/3 of the Company's stockholders approved the increase of the Company's authorized common stock from ₱400,000,000, divided into 400,000,000 common shares with par value of ₱1 per share, to ₱600,000,000, divided into 600,000,000 common shares with a par value of ₱1 per share.

The Philippine SEC approved the Company's application for the increase in its authorized capital stock on October 19, 2012.

#### Retained Earnings

The Group's retained earnings is restricted to the extent of ₱83,238,361 and ₱54,212,460 as at December 31, 2013 and 2012, respectively for the undistributed earnings of subsidiaries and ₱2,923,246 as at December 31, 2013 and 2012 for the cost of treasury shares.

Details of the Group's stock dividend declaration for the years ended December 31, 2013, 2012 and 2011 are as follows:

Declaration date	Record date	Stock dividend %	Outstanding no. of common shares as at declaration date	Total stock dividend issued
<b>July 18, 2013</b>	<b>August 15, 2013</b>	<b>15%</b>	<b>398,639,411</b>	<b>59,795,912</b>
July 24, 2012	November 15, 2012	15%	346,642,966	51,996,445
July 21, 2011	August 19, 2011	15%	301,428,666	45,214,298

The Group's BOD and at least 2/3 of the Group's stockholders approved all the aforementioned stock dividend declarations above.

Details of the Group's cash dividend declaration for the years ended December 31, 2013, 2012 and 2011 are shown below:

Declaration date	Record date	Payment date	Dividend per share	Outstanding no. of common shares as of declaration date	Total cash dividends
<b>July 18, 2013</b>	<b>August 15, 2013</b>	<b>September 9, 2013</b>	<b>₱0.10</b>	<b>398,639,411</b>	<b>₱39,863,941</b>
July 24, 2012	August 22, 2012	September 14, 2012	0.10	346,642,966	34,664,297
July 21, 2011	August 19, 2011	September 13, 2011	0.10	301,428,666	30,142,867

The Group's BOD approved all the cash dividends presented above.

#### Treasury Shares

There are 686,250 shares that are in the treasury amounting to ₱2,923,246 as at December 31, 2013 and 2012. There are no movement in the Group's treasury shares in 2013 and 2012.

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**18. Cost of Merchandise Sales**

	2013	2012	2011
Merchandise inventory, beginning	<b>₱726,986,563</b>	₱519,258,936	₱402,419,577
Net purchases	<b>10,800,834,938</b>	8,730,878,901	6,961,401,378
	<b>11,527,821,501</b>	9,250,137,837	7,363,820,955
Less merchandise inventory, ending	<b>900,849,891</b>	726,986,563	519,258,936
	<b>₱10,626,971,610</b>	₱8,523,151,274	₱6,844,562,019

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**19. General and Administrative Expenses**

	2013	2012 (As restated - Note 2)	2012 (As restated - Note 2)
Communication, light and water	<b>₱908,791,566</b>	₱822,136,123	₱610,997,841
Depreciation and amortization (Note 8)	<b>709,518,959</b>	527,786,925	378,355,521
Outside services (Note 32) (Forward)	<b>665,732,867</b>	663,221,838	527,283,460
	<b>2013</b>	2012 (As restated - Note 2)	2012 (As restated - Note 2)
Rent (Note 26)	<b>₱553,791,399</b>	₱488,292,500	₱401,628,602
Personnel costs (Notes 5, 23 and 24)	<b>342,606,112</b>	269,182,182	271,325,009
Advertising and promotion	<b>246,559,168</b>	139,445,376	119,151,632
Trucking services	<b>218,412,580</b>	171,676,338	128,105,699
Royalties (Note 25)	<b>171,714,747</b>	133,085,007	106,490,524
Warehousing services	<b>141,077,370</b>	95,052,873	69,397,133
Repairs and maintenance	<b>139,538,097</b>	120,154,712	101,447,166
Supplies	<b>113,159,695</b>	119,944,818	98,718,890
Taxes and licenses	<b>104,669,922</b>	85,985,255	76,189,697
Transportation and travel	<b>46,379,337</b>	38,476,668	26,472,937
Entertainment, amusement and recreation	<b>33,472,479</b>	24,609,677	28,169,708
Provision for impairment of receivables (Note 5)	<b>12,671,486</b>	788,778	3,810,991
Inventory losses	<b>12,561,816</b>	23,875,151	19,906,752
Dues and subscription	<b>11,579,746</b>	9,355,941	5,898,075
Insurance	<b>10,311,574</b>	8,968,897	6,032,839
Amortization of software and program cost (Note 10)	<b>1,316,561</b>	1,490,475	2,598,741

	2013	2012 (As restated - Note 2)	2012 (As restated - Note 2)
Others	<b>76,519,585</b>	41,345,644	29,596,375
	<b>₱4,520,385,066</b>	₱3,784,875,178	₱3,011,577,592

## 20. Marketing Income

	2013	2012	2011
Promotions	<b>₱288,895,179</b>	₱339,113,279	₱171,330,886
Marketing support funds (Note 32)	<b>57,240,768</b>	36,654,978	68,557,774
	<b>₱346,135,947</b>	₱375,768,257	₱239,888,660

## 21. Interest Expense

	2013	2012	2011
Interest on bank loans (Note 11)	<b>₱16,033,270</b>	₱16,338,080	₱15,697,647
Guaranteed preferred dividends (Note 15)	<b>214,620</b>	258,750	327,000
	<b>₱16,247,890</b>	₱16,596,830	₱16,024,647

## 22. Interest Income

	2013	2012	2011
Bank deposits (Note 4)	<b>₱4,154,524</b>	₱2,589,071	₱2,597,676
Accretion of refundable deposits (Note 9)	<b>2,529,649</b>	2,099,941	2,387,787
Finance lease (Note 26)	<b>197,219</b>	291,205	378,850
Short-term investment (Note 4)	<b>195,561</b>	268,625	313,804
Accretion of note receivable (Note 5)	<b>88,851</b>	128,251	186,596
	<b>₱7,165,804</b>	₱5,377,093	₱5,864,713

## 23. Personnel Costs

	2013	2012 (As restated - Note 2)	2011 (As restated - Note 2)
Salaries and wages	<b>₱175,765,448</b>	₱217,356,126	₱227,335,598
Employee benefits	<b>149,981,972</b>	36,405,561	32,221,396
Net retirement benefits cost (Note 24)	<b>16,858,692</b>	15,420,495	11,768,015
	<b>₱342,606,112</b>	₱269,182,182	₱271,325,009

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## **24. Retirement Benefits**

The Group maintains a trustee, non-contributory defined benefit retirement plan covering all qualified employees administered by a trustee bank under the supervision of the Board of Trustees of the plan. The Board of Trustees is responsible for investment of the assets. It defines the investment strategy as often as necessary, at least annually, especially in the case of significant market developments or changes to the structure of the plan participants. When defining the investment strategy, it takes account of the plans' objectives, benefit obligations and risk capacity. The investment strategy is defined in the form of a long-term target structure (investment policy). The Board of Trustees delegates the implementation of the investment policy in accordance with the investment strategy as well as various principles and objectives to an Investment Committee, which also consists of members of the Board of Trustees, a Director and a Controller. The Controller of the fund is the one who oversees the entire investment process.

Under the existing regulatory framework, Republic Act 7641 requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.



Changes in net defined benefit liability of funded funds in 2013 are as follows:

	Net retirement benefits cost in consolidated statement of comprehensive income				Remeasurements in other comprehensive income						December 31, 2013
	January 1, 2013 (As restated - Note 2)	Current service cost	Net interest	Subtotal	Benefits paid	Remeasurement on plan assets	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Subtotal	Contribution by employer	
Present value of the retirement obligations											
PSC	(P109,977,260)	(P11,184,138)	(P5,806,799)	(P16,990,937)	P4,021,523	P-	(P14,261,393)	(P846,903)	(P15,108,296)	P-	(P138,054,970)
CDI	(6,625,244)	(1,145,926)	(334,575)	(1,480,501)	-	-	(451,957)	351,239	(100,718)	-	(8,206,463)
	(116,602,504)	(12,330,064)	(6,141,374)	(18,471,438)	4,021,523	-	(14,713,350)	(495,664)	(15,209,014)	-	(146,261,433)
Fair value of plan assets											
PSC	29,548,266	-	1,560,148	1,560,148	(4,021,523)	(56,468)	-	-	(56,468)	21,670,730	48,701,153
CDI	1,041,545	-	52,598	52,598	-	(15,005)	-	-	(15,005)	-	1,079,138
	30,589,811	-	1,612,746	1,612,746	(4,021,523)	(71,473)	-	-	(71,473)	21,670,730	49,780,291
Net retirement obligations	(P86,012,693)	(P12,330,064)	(P4,528,628)	(P16,858,692)	P-	(P71,473)	(P14,713,350)	(P495,664)	(P15,280,487)	P21,670,730	(P96,481,142)

Changes in net defined benefit liability of funded funds in 2012 are as follows:

	Net retirement benefits cost in consolidated statement of comprehensive income				Remeasurements in other comprehensive income						December 31, 2012 (As restated - Note 2)
	January 1, 2012 (As restated - Note 2)	Current service cost	Net interest	Subtotal	Benefits paid	Remeasurement on plan assets	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Subtotal	Contribution by employer	
Present value of the retirement obligations											
PSC	(P96,296,328)	(P9,655,975)	(P5,585,187)	(P15,241,162)	P4,686,898	P-	(P8,858,149)	P5,731,481	(P3,126,668)	P-	(P109,977,260)
CDI	(6,764,360)	(545,788)	(374,746)	(920,534)	1,245,962	-	(225,804)	39,492	(186,312)	-	(6,625,244)
	(103,060,688)	(10,201,763)	(5,959,933)	(16,161,696)	5,932,860	-	(9,083,953)	5,770,973	(3,312,980)	-	(116,602,504)
Fair value of plan assets											
PSC	12,239,143	-	709,870	709,870	(4,686,898)	2,687,354	-	-	2,687,354	18,598,797	29,548,266
CDI	565,547	-	31,331	31,331	(1,245,962)	10,214	-	-	10,214	1,680,415	1,041,545
	12,804,690	-	741,201	741,201	(5,932,860)	2,697,568	-	-	2,697,568	20,279,212	30,589,811
Net retirement obligations	(P90,255,998)	(P10,201,763)	(P5,218,732)	(P15,420,495)	P-	P2,697,568	(P9,083,953)	P5,770,973	(P615,412)	P20,279,212	(P86,012,693)

The fair value of plan assets by each classes as at the end of each balance sheet date as follows:

	PSC			CDI		
	December 31, 2012 <b>December 31, 2013</b>	December 31, 2012 (As restated - Note 2)	January 1, 2012 (As restated - Note 2)	December 31, 2012 <b>December 31, 2013</b>	December 31, 2012 (As restated - Note 2)	January 1, 2012 (As restated - Note 2)
BPI short term fund						
Unit investment trust fund	<b>₱38,677,625</b>	₱1,591,027	₱-	<b>₱1,079,138</b>	₱1,041,545	₱565,547
BPI ALFM mutual fund	-	18,689,399	5,319,175	-	-	-
Investments in equity securities						
PSC - listed shares - 40,848 and 35,520 shares as at December 31, 2013 and 2012, respectively	<b>4,023,528</b>	3,267,840	919,968	-	-	-
SSHI - unlisted shares	<b>6,000,000</b>	6,000,000	6,000,000	-	-	-
Fair value of plan assets	<b>₱48,701,153</b>	₱29,548,266	₱12,239,143	<b>₱1,079,138</b>	₱1,041,545	₱565,547

The trustee exercises voting rights over the PSC and SSHI shares held by the retirement fund.

The retirement benefits cost and the present value of the retirement are determined using actuarial valuations. The actuarial valuation involves making various assumptions. The principal assumptions used in determining the net retirement obligations are shown below:

	PSC		CDI	
	2013	2012	2013	2012
Discount rates	<b>5.28%</b>	5.80%	<b>5.05%</b>	5.54%
Salary increase rates	<b>5.50%</b>	5.50%	<b>5.50%</b>	5.50%
Turnover rates:				
Age 17-24	<b>5.00%</b>	5.00%	<b>5.00%</b>	5.00%
25-29	<b>3.00%</b>	3.00%	<b>3.00%</b>	3.00%
30-49	<b>1.00%</b>	1.00%	<b>1.00%</b>	1.00%
50-59	<b>0.00%</b>	0.00%	<b>0.00%</b>	0.00%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at December 31, 2013, assuming if all other assumptions were held constant:

	Increase (Decrease)	PSC	CDI
Discount rates	+0.5%	(₱10,397,512)	(₱311,910)
	-0.5%	11,589,388	341,681
Turnover rate	+1%	23,545,481	719,772
	-1%	(19,357,509)	(620,295)
Average remaining years of service	+3 years	(5,956,710)	(171,926)
	-3 years	6,087,323	166,914

The Group expects to contribute ₱16,183,950 and ₱1,032,598 to the defined benefit retirement plans of PSC and CDI, respectively in 2014.

Shown below is the maturity analysis and weighted average duration of the retirement benefits obligations:

	Benefits Payments	
	PSC	CDI
Not exceeding 1 year	₱7,565,958	₱4,467,312
More than 1 year to 5 years	1,812,478	–
More than 5 to 10 years	27,091,028	448,718
More than 10 to 15 years	106,236,000	4,540,298
More than 15 years to 20 years	1,497,894,560	6,281,385
More than 20 years	1,872,763,104	34,506,490

## 25. Related Party Transactions

Related party relationships exist when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting enterprise, or between and/or among the reporting enterprises and their key management personnel, directors or its stockholders.

Transactions with related parties consist of:

- c. PSC has transactions with PFI, a foundation with common key management of the Group, consisting of donations and noninterest-bearing advances pertaining primarily to salaries, taxes and other operating expenses initially paid by PSC for PFI.
- d. The Group executed a licensing agreement with Seven Eleven, Inc. (SEI), a stockholder organized in Texas, U.S.A. This grants the Group the exclusive right to use the 7-Eleven System in the Philippines. In accordance with the agreement, the Group pays, among others, royalty fee to SEI based on a certain percentage of monthly gross sales, net of gross receipts tax.

Balances arising from the foregoing transactions with related parties are as follows:

Related Parties	Relationship	Nature of Transactions	Terms and Conditions	Transactions for the Year Ended December 31		Outstanding Balance as at December 31	
				2013	2012	2013	2012
<b>Receivables</b>							
PFI (Note 5)	Under common control	Donations	0.5% of earnings before income tax. Payable within 30 days.	<b>₱2,667,500</b>	₱2,650,000	<b>₱–</b>	₱–
		Non-interest bearing advances	Unsecured, no impairment in 2013 and 2012. Amounts are due and demandable.	<b>1,481,066</b>	1,463,967	<b>3,118,978</b>	1,637,912
				<b>₱4,148,566</b>	₱4,113,967	<b>₱3,118,978</b>	₱1,637,912
<b>Other current liability</b>							
SEI (Note 13)	Stockholder	Royalty fee	Unsecured and payable monthly.	<b>₱171,714,747</b>	₱133,085,007	<b>₱16,305,559</b>	₱12,579,753

- e. As of December 31, 2013 and 2012, the Group's defined benefit retirement fund has investments in shares of stock of the Parent Company with a cost of ₱0.12

million. The retirement benefit fund's total gains arising from changes in market prices amounted to ₱ 0.76 million and ₱ 2.35 million in 2013 and 2012, respectively.

f. Compensation of key management personnel are as follows:

	2013	2012	2011
Short-term employee benefits	<b>₱35,130,247</b>	₱34,979,611	₱31,624,639
Post-employment benefits	<b>2,855,806</b>	430,000	1,664,000
Other long-term benefits	<b>776,964</b>	376,073	376,073
	<b>₱38,763,017</b>	₱35,785,684	₱33,664,712

## 26. Leases

### *Finance Lease as Lessor*

In March 2007, PSC entered into a five-year sale and leaseback finance lease agreement with an armored car service provider. The lease has no terms of renewal and no escalation clauses. Unguaranteed residual values accruing to the Company amounted to ₱300,000.

In March 2010, the Company amended its agreement with the armored car service provider extending the lease term for another five years from March 1, 2010 to February 1, 2015, imposing 7% interest per annum on the restructured loan obligation and reducing its monthly rental payments. The unguaranteed residual values accruing to the Company was retained. Future minimum lease receivables under this lease as at December 31 are as follows:

	2013	2012
Within one year	<b>₱3,182,560</b>	₱1,591,280
After one year but not more than five years	<b>565,213</b>	2,156,493
Total minimum lease payments receivable	<b>3,747,773</b>	3,747,773
Less unearned interest income	<b>102,218</b>	299,437
Present value of future minimum lease payments receivable	<b>3,645,555</b>	3,448,336
Less current portion (Note 5)	<b>3,086,114</b>	1,394,060
Noncurrent portion (Note 10)	<b>₱559,441</b>	₱2,054,276

Collection of lease receivable amounted to nil and ₱1,591,280 in 2013 and 2012, respectively.

Present value of lease receivable as at December 31 is as follows:

	2013	2012
Within one year	<b>₱3,086,114</b>	₱1,394,060
After one year but not more than five years	<b>559,441</b>	2,054,276
Total minimum lease payments receivable	<b>3,645,555</b>	3,448,336
Less current portion	<b>3,086,114</b>	1,394,060
Present value of future minimum lease payments receivable	<b>₱559,441</b>	₱2,054,276

Unearned interest income as at December 31, 2013 and 2012 amounted to ₱102,218 and ₱299,437, respectively. Related interest income amounted to ₱197,219, ₱291,205 and ₱378,850 in 2013, 2012 and 2011, respectively.

Difference between the original lease agreement's present value of minimum lease payments at the date of lease inception against the carrying value of the finance lease asset resulted in a deferred revenue on finance lease amounting to ₱6,550,753, which is to be amortized on a straight-line basis over the lease term. The related deferred revenue amounted to ₱687,831 and ₱1,277,398 as at December 31, 2013 and 2012, with current portion amounting to ₱589,567 as at December 31, 2013 and 2012 (see Notes 13 and 16). Noncurrent portion amounted to ₱98,264 and ₱687,831 as at December 31, 2013 and 2012, respectively (see Note 16). Amortization of deferred revenue on finance lease amounted to ₱589,567 in 2013, 2012 and 2011 (see Note 16).

*Operating Lease as Lessee*

- a. PSC has various lease agreements with third parties relating to its store operations. Certain agreements provide for the payment of rentals based on various schemes such as an agreed percentage of net sales for the month and fixed monthly rate.

Rent expense related to these lease agreements amounted to ₱515,939,520, ₱449,915,799 and ₱375,908,146 in 2013, 2012 and 2011, respectively (see Note 19). Of the total rent expense, ₱2,658,415 in 2013, ₱2,573,518 in 2012 and ₱2,019,210 in 2011 pertains to contingent rent of some stores based on percentage ranging from 1.5% to 3.0% of merchandise sales. Amortization of deferred lease amounted to ₱1,717,581, ₱719,536 and ₱1,164,066 in 2013, 2012 and 2011, respectively (see Note 10).

The approximate annual future minimum rental payments of the PSC under its existing lease agreements as at December 31 are as follows:

	<b>2013</b>	2012
	<b>₱</b>	₱
Within one year	<b>53,181,751</b>	62,130,526
	<b>83,822,90</b>	131,556,5
After one year but not more than five years	<b>3</b>	90
		12,654,30
More than five years	<b>9,551,874</b>	7
	<b>₱</b>	₱
	<b>146,556,528</b>	206,341,423

- b. In April 2012, CDI entered into a 2-year lease contract for the lease of a warehouse in Cebu commencing in April 2012 until April 2014. The lease has a renewal option and is subject to an annual escalation rate of 5%.

In 2011, CDI entered into a 10-year lease contract for the lease of its warehouse extension effective March 2011. The lease is subject to an annual escalation rate of 4.0% starting on the second year of the lease.

In 2005, CDI entered into a 15-year operating lease contract for the lease of its warehouse effective November 1, 2005.

On June 30, 2007, PSC has assumed the lease agreement for the warehouse and subleased the warehouse back to CDI. The lease has a renewal option and is subject to an escalation rate of 7.0% every after two years starting on the third year of the lease. In February 2013, CDI transferred the lease contract to PSC and the sublease was terminated. Rent expense related to the lease agreement was recorded by PSC.

Rent expense related to these lease agreements amounted to ₱32,611,697, ₱33,952,195 and ₱23,828,055 in 2013, 2012 and 2011, respectively (see Note 19). Amortization of deferred lease amounted to ₱693,032, ₱1,766,192 and ₱1,615,618 in 2013, 2012 and 2011, respectively (see Note 10).

The approximate annual future minimum rental payments of CDI under its existing lease contract, including the lease of the main warehouse assumed by PSC as at December 31 are as follows:

	<b>2013</b>	2012
Within one year	₱32,636,578	<b>₱36,902,700</b>
After one year but not more than five years	132,218,529	<b>183,491,415</b>
More than five years	82,629,568	<b>75,839,671</b>
	<b>₱247,484,675</b>	<b>₱296,233,786</b>

CDI also has other various short-term operating leases pertaining to rental of warehouse and equipments. Related rent expense amounted to ₱5,240,182, ₱4,424,506 and ₱1,892,401 in 2013, 2012 and 2011, respectively (see Note 19).

#### *Operating Lease as Lessor*

The Group has various sublease agreements with third parties which provide for lease rentals based on an agreed fixed monthly rate or as agreed upon by the parties. Rental income related to these sublease agreements amounted to ₱48,341,871, ₱45,751,718 and ₱44,143,593 in 2013, 2012 and 2011, respectively.

## **27. Income Tax**

- a. The components of the Group's provision for (benefit from) income tax are as follows:

	<b>2013</b>	2012 (As restated - Note 2)	2011 (As restated - Note 2)
Current:			
Regular corporate income tax	<b>₱308,105,233</b>	₱211,923,436	₱161,398,364
Final tax on interest income	<b>838,382</b>	445,546	586,624
	<b>308,943,615</b>	212,368,982	161,984,988
Deferred	<b>(8,141,501)</b>	(2,111,056)	345,290
	<b>₱300,802,114</b>	₱210,257,926	₱162,330,278

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

	2013			Total
	PSC	CDI	SSHI	
Deferred income tax assets:				
Net retirement obligations	₱26,806,145	₱2,138,198	₱–	₱28,944,343
Accrued rent	16,833,945	595,361	–	17,429,306
Unamortized discount on refundable deposit	4,031,977	1,556,717	–	5,588,694
Allowance for impairment on receivables	6,269,624	–	–	6,269,624
Provision for litigation losses	2,119,887	1,991,335	–	4,111,222
Unamortized past service cost	6,193,281	294,794	–	6,488,075
Deferred revenue on exclusivity contracts	133,929	–	–	133,929
Unearned rent income	95,040	–	–	95,040
Unamortized discount on receivable	11,820	–	–	11,820
Unrealized foreign exchange loss	59,579	–	–	59,579
	<b>62,555,227</b>	<b>6,576,405</b>	<b>–</b>	<b>69,131,632</b>
(Forward)				
Deferred income tax liabilities:				
Deferred lease expense	₱2,858,206	₱1,413,987	₱–	₱4,272,193
Unamortized discount on purchase of refundable deposit	267,083	–	–	267,083
Revaluation increment on land	–	–	1,384,241	1,384,241
Unrealized foreign exchange gain	–	4,988	–	4,988
	<b>3,125,289</b>	<b>1,418,975</b>	<b>1,384,241</b>	<b>5,928,505</b>
Net deferred income tax assets (liability)	<b>₱59,429,938</b>	<b>₱5,157,430</b>	<b>(₱1,384,241)</b>	<b>₱63,203,127</b>

	2012 (As restated - Note 2)			Total
	PSC	CDI	SSHI	
Deferred income tax assets:				
Net retirement obligations	₱24,128,698	₱1,675,110	₱–	₱25,803,808
Accrued rent	8,700,799	6,705,868	–	15,406,667
Unamortized discount on refundable deposit	4,336,926	1,726,139	–	6,063,065
Allowance for impairment on receivables	2,468,178	–	–	2,468,178
Provision for litigation losses	2,119,887	–	–	2,119,887
Unamortized past service cost	3,952,094	29,082	–	3,981,176
Deferred revenue on exclusivity contracts	379,464	–	–	379,464
Unearned rent income	127,680	–	–	127,680
Unamortized discount on receivable	37,324	–	–	37,324
Unrealized foreign exchange loss	37,765	79,008	–	116,773
	<b>46,288,815</b>	<b>10,215,207</b>	<b>–</b>	<b>56,504,022</b>
Deferred income tax liabilities:				
Deferred lease expense	3,088,956	1,248,107	–	4,337,063
Unamortized discount on purchase of refundable deposit	305,238	–	–	305,238
Revaluation increment on land	–	–	1,384,241	1,384,241
	<b>3,394,194</b>	<b>1,248,107</b>	<b>1,384,241</b>	<b>6,026,542</b>
Net deferred income tax assets (liability)	<b>₱42,894,621</b>	<b>₱8,967,100</b>	<b>(₱1,384,241)</b>	<b>₱50,477,480</b>

- c. The reconciliation of the provision for income tax computed at the statutory income tax rate to provision for income tax shown in the consolidated statements of comprehensive income follow:

	2013	2012 (As restated - Note 2)	2011 (As restated - Note 2)
Provision for income tax computed at statutory income tax rate	<b>₱295,028,929</b>	₱202,630,185	₱155,728,061
Adjustments for:			
Nondeductible expenses:			
Inventory losses	<b>3,768,545</b>	7,162,545	5,972,026
Interest expense and others	<b>2,446,834</b>	867,483	955,165
Tax effect of rate difference between final tax and statutory tax rate on bank interest income	<b>(404,040)</b>	(364,133)	(286,820)
Nontaxable other income	<b>(38,154)</b>	(38,154)	(38,154)
	<b>₱300,802,114</b>	₱210,257,926	₱162,330,278

- d. RA 9504, effective on July 7, 2008 allows availment of optional standard deductions (OSD). Corporations, except for nonresident foreign corporations, may now elect to claim standard deduction in an amount not exceeding 40% of their gross income. The Group did not avail of the OSD for the computation of its taxable income in 2013, 2012 and 2011.

## 28. Basic/Diluted Earnings Per Share

	2013	2012 (As restated - Note 2)	2011 (As restated - Note 2)
	<u>₱</u>	<u>₱</u>	<u>₱</u>
a. Net income	<u>682,627,649</u>	<u>465,176,023</u>	<u>356,763,259</u>
b. Weighted average number of shares issued	<b>459,121,573</b>	459,121,573	459,121,573
c. Less weighted average number of shares held in treasury	<b>686,250</b>	686,250	686,250
d. Weighted average number of shares outstanding (b-c)	<b>458,435,323</b>	458,435,323	458,435,323
e. Basic/diluted earnings per share (a/d)	<b>₱1.49</b>	₱1.01	₱0.78



The Group does not have potentially dilutive common shares as at December 31, 2013, 2012 and 2011. Thus, the basic earnings per share is equal to the diluted earnings per share as at those dates.

The Group's outstanding common shares increased from 399,325,661 to 459,121,573 as a result of stock dividend issuance equivalent to 15% of the outstanding common shares of the Group of 398,639,411 shares approved on July 18, 2013 (see Note 17).

Therefore, the calculation of basic/diluted earnings per share for all periods presented has been adjusted retrospectively.

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## 29. Financial Instruments

The comparison of the carrying value and fair value of all of the Company's financial instruments (those with carrying amounts that are not equal to their fair values) as at December 31 are as follows:

	2013		2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>FINANCIAL ASSETS</b>				
<b>Loans and Receivables</b>				
Receivables				
Lease receivable	<b>₱3,645,555</b>	<b>₱3,691,723</b>	₱3,448,336	₱3,606,990
Deposits				
Refundable	<b>34,871,384</b>	<b>41,815,472</b>	25,843,670	32,667,920
	<b>₱38,516,939</b>	<b>₱45,507,195</b>	₱29,292,006	₱36,274,910

Lease receivable and refundable deposits are categorized under level 3 in the fair value hierarchy.

### Fair Value Information

#### *Current Financial Assets and Financial Liabilities*

Due to the short-term nature of the related transactions, the fair values of cash and cash equivalents, short-term investment, receivables (except for lease receivables), accounts payable and accrued expenses and other current liabilities approximates their carrying values as of balance sheet date.

#### *Lease Receivable*

The fair value of lease receivable is determined by discounting the sum of future cash flows using the prevailing market rates for instruments with similar maturities as at December 31, 2013 and 2012, which is 2.73% and 3.80%, respectively.

#### *Utility and Other Deposits*

The fair value of utility and other deposits approximates its carrying value as it earns interest based on repriced market conditions.

#### *Refundable Deposits*

The fair value of deposits is determined by discounting the sum of future cash flows using the prevailing market rates for instruments with similar maturities as at December 31, 2013 and 2012 ranging from 0.5% to 4.35% and 1.33% to 4.36%, respectively.

#### *Bank Loans*

The carrying value approximates fair value because of recent and monthly repricing of related interest based on market conditions.

#### *Cumulative Redeemable Preferred Shares*

The carrying value approximates fair value because corresponding dividends on these shares that are charged as interest expense in profit or loss are based on recent treasury bill rates repriced annually at year end.

#### Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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

As at December 31, 2013 and 2012, the Group has no financial instruments measured at fair value.

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### **30. Financial Risk Management Objectives and Policies**

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk and foreign exchange risk. The BOD reviews and approves policies for managing each of these risks. The BOD also created a separate board-level entity, which is the Audit Committee, with explicit authority and responsibility in managing and monitoring risks. The Audit Committee, which ensures the integrity of internal control activities throughout the Group, develops, oversees, checks and pre-approves financial management functions and systems in the areas of credit, market, liquidity, operational, legal and other risks of the Group, and crisis management. The Internal Audit Department and the External Auditor directly report to the Audit Committee regarding the direction, scope and coordination of audit and any related activities.

Listed below are the summarized risk identified by the BOD.

#### *Credit Risk*

Credit risk is the risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge an obligation. The receivable balances are monitored on an ongoing basis with the result that the Group's exposure to impairment is managed to a not significant level. The Group deals only with counterparty duly approved by the BOD.

The following tables provide information regarding the maximum credit risk exposure of the Group as at December 31:

	2013	2012
Cash and cash equivalents (excluding cash on hand)		
Cash in bank	<b>₱734,552,645</b>	₱204,668,267
Cash equivalents	<b>50,580,062</b>	48,000,000
	<b>785,132,707</b>	252,668,267
Short-term investment	<b>10,810,229</b>	10,632,115
Receivables		
Franchisees	<b>379,329,782</b>	184,229,871
Suppliers	<b>33,091,755</b>	133,708,520
Employees	<b>14,396,862</b>	12,601,291
Store operators	<b>12,181,205</b>	19,086,393
Rent	<b>2,486,280</b>	4,187,928
Due from PFI	<b>3,118,978</b>	1,637,912
Current portion of:		
Lease receivable	<b>3,086,114</b>	1,394,060
Notes receivable	<b>1,033,914</b>	1,403,344
Insurance receivable	<b>585,057</b>	614,135
Others	<b>1,358,499</b>	15,734,389
	<b>450,668,446</b>	374,597,843
Deposits		
Utilities	<b>42,509,396</b>	33,663,791
Refundable	<b>34,871,384</b>	25,843,670
Others	<b>4,487,223</b>	6,017,558
	<b>81,868,003</b>	65,525,019
Other noncurrent assets		
Noncurrent portion of:		
Lease receivable	<b>559,441</b>	2,054,276
Notes receivable	–	955,355
	<b>559,441</b>	3,009,631
	<b>₱1,329,038,826</b>	₱706,432,875

The following tables provide information regarding the credit risk exposure of the Group by classifying assets according to the Group's credit ratings of debtors:

	2013			Total
	Neither Past Due nor Impaired			
	High Grade	Standard Grade	Past Due Or Impaired	
<b>Cash and cash equivalents</b>				
Cash in bank	<b>₱734,552,645</b>	P–	P–	<b>₱734,552,645</b>
Cash equivalents	<b>50,580,062</b>	–	–	<b>50,580,062</b>
	<b>785,132,707</b>	–	–	<b>785,132,707</b>
<b>Short-term investment</b>	<b>10,810,229</b>	–	–	<b>10,810,229</b>
<b>Receivables</b>				
Franchisees	–	379,329,782	214,342	379,544,124
Suppliers	–	28,271,501	20,386,188	48,657,689
Employees	–	14,396,862	539,921	14,936,783
Store operators	–	12,181,205	365,801	12,547,006
Rent	–	2,486,280	2,274,184	4,760,464
Due from PFI	–	3,118,978	–	3,118,978
Current portion of:				
Lease receivable	–	3,086,114	–	3,086,114
Notes receivable	–	1,033,914	–	1,033,914

2013				
	Neither Past Due nor Impaired			Total
	High Grade	Standard Grade	Past Due Or Impaired	
Insurance receivable	–	585,057	–	585,057
Others	–	1,358,499	–	1,358,499
	–	445,848,192	23,780,436	469,628,628
<b>Deposits</b>				
Utilities	–	42,509,396	–	42,509,396
Refundable	–	34,871,384	–	34,871,384
Others	–	4,487,223	–	4,487,223
	–	81,868,003	–	81,868,003
<b>Other noncurrent asset</b>				
Noncurrent portion of lease receivable	–	559,441	–	559,441
	–	559,441	–	559,441
	<b>₱795,942,936</b>	<b>₱528,275,636</b>	<b>₱23,780,436</b>	<b>₱1,347,999,008</b>

2012				
	Neither Past Due nor Impaired			Total
	High Grade	Standard Grade	Past Due Or Impaired	
<b>Cash and cash equivalents</b>				
Cash in bank	₱204,668,267	₱–	₱–	₱204,668,267
Cash equivalents	48,000,000	–	–	48,000,000
	252,668,267	–	–	252,668,267
<b>Short-term investment</b>	10,632,115	–	–	10,632,115
<b>Receivables</b>				
Franchisees	–	184,229,871	214,342	184,444,213
Suppliers	–	104,343,424	35,169,551	139,512,975
Employees	–	12,601,291	391,918	12,993,209
Store operators	–	19,086,393	365,801	19,452,194
Rent	–	4,187,928	1,450,745	5,638,673
Due from PFI	–	1,637,912	–	1,637,912
Current portion of:				
Lease receivable	–	1,394,060	–	1,394,060
Notes receivable	–	1,403,344	–	1,403,344
Insurance receivable	–	614,135	–	614,135
Others	–	15,734,389	–	15,734,389
	–	345,232,747	37,592,357	382,825,104

2012				
	Neither Past Due nor Impaired			Total
	High Grade	Standard Grade	Past Due Or Impaired	
<b>Deposits</b>				
Utilities	₱–	₱33,663,791	₱–	₱33,663,791
Refundable	–	25,843,670	–	25,843,670
Others	–	6,017,558	–	6,017,558
	–	65,525,019	–	65,525,019
<b>Other noncurrent assets</b>				
Noncurrent portion of:				
Lease receivable	–	2,054,276	–	2,054,276
Notes receivable	–	955,355	–	955,355
	–	3,009,631	–	3,009,631
	<b>₱263,300,382</b>	<b>₱413,767,397</b>	<b>₱37,592,357</b>	<b>₱714,660,136</b>

The Group uses the following criteria to rate credit quality:

Class	Description
High Grade	Financial assets that have a recognized foreign or local third party rating or instruments which carry guaranty/collateral.
Standard Grade	Financial assets of companies that have the apparent ability to satisfy its obligations in full.

The credit qualities of the financial assets were determined as follows:

Cash in banks and cash equivalents and short-term investment are classified as high grade, since these are deposited or transacted with reputable banks which have low probability of insolvency.

Receivables, deposits and other noncurrent asset are classified as standard grade, since these pertain to receivables considered as unsecured from third parties with good paying habits.

The following tables provide the analysis of financial assets that are past due but not impaired and past due and impaired:

	2013				Past due and	
	Aging analysis of financial assets past due but not impaired				Impaired	Total
	31 to 60 days	61 to 90 days	> 90 days	Total		
Receivables:						
Franchisees	P-	P-	P-	P-	P214,342	P214,342
Suppliers	1,601,652	868,379	2,350,223	4,820,254	15,565,934	20,386,188
Employees	-	-	-	-	539,921	539,921
Store operators	-	-	-	-	365,801	365,801
Rent	-	-	-	-	2,274,184	2,274,184
	<b>P1,601,652</b>	<b>P868,379</b>	<b>P2,350,223</b>	<b>P4,820,254</b>	<b>P18,960,182</b>	<b>P23,780,436</b>

	2012				Past due and	
	Aging analysis of financial assets past due but not impaired				Impaired	Total
	31 to 60 days	61 to 90 days	> 90 days	Total		
Receivables:						
Franchisees	P-	P-	P-	P-	P214,342	P214,342
Suppliers	9,537,555	8,726,274	11,101,267	29,365,096	5,804,455	35,169,551
Employees	-	-	-	-	391,918	391,918
Store operators	-	-	-	-	365,801	365,801
Rent	-	-	-	-	1,450,745	1,450,745
	<b>P9,537,555</b>	<b>P8,726,274</b>	<b>P11,101,267</b>	<b>P29,365,096</b>	<b>P8,227,261</b>	<b>P37,592,357</b>

Receivables from suppliers are noninterest-bearing and are generally on 30 day to 90 day terms.

There are no significant concentrations of credit risk within the Group.

### *Liquidity Risk*

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial instruments. The Group seeks to manage its liquidity profile to be able to finance its capital expenditures and service its maturing debts. To cover for its financing requirements, the Group intends to use internally generated funds and sales of certain assets.

As part of its liquidity risk management program, the Group regularly evaluates projected and actual cash flow information and continuously assesses conditions in the financial markets for opportunities to pursue fund raising initiatives. The Group uses historical figures and experiences and forecasts of collections and disbursements.

These initiatives may include drawing of loans from the approved credit line intended for working capital and capital expenditures purposes and equity market issues.

The tables below summarize the maturity profile of the financial assets of the Group:

	2013				Total
	Three months or less	More than three months to one year	More than one year to five years	More than five years	
<b>Cash and cash equivalents</b>					
Cash on hand and in banks	P922,422,571	P-	P-	P-	P922,422,571
Cash equivalents	50,580,062	-	-	-	50,580,062
	973,002,633	-	-	-	973,002,633
<b>Short-term investment</b>	10,810,229	-	-	-	10,810,229
<b>Receivables</b>					
Franchisees	379,329,782	-	-	-	379,329,782
Suppliers	28,271,501	4,820,254	-	-	33,091,755
Employees	14,396,862	-	-	-	14,396,862
Store operators	12,181,205	-	-	-	12,181,205
Rent	2,486,280	-	-	-	2,486,280
Due from PFI	3,118,978	-	-	-	3,118,978
Current portion of:					
Lease receivable	1,955,265	1,130,849	-	-	3,086,114
Notes receivable	1,033,914	-	-	-	1,033,914
Insurance receivable	-	585,057	-	-	585,057
Others	1,358,499	-	-	-	1,358,499
	444,132,286	6,536,160	-	-	450,668,446
<b>Deposits</b>					
Utilities	-	-	42,509,396	-	42,509,396
Refundable	-	-	34,871,384	-	34,871,384
Others	-	-	4,487,223	-	4,487,223
	-	-	81,868,003	-	81,868,003
<b>Other noncurrent asset</b>					
Noncurrent portion of lease receivable	-	-	559,441	-	559,441
	-	-	559,441	-	-
	P1,427,945,148	P6,536,160	P82,427,444	P-	P1,516,908,752

	2012				Total
	Three months or less	More than three months to one year	More than one year to five years	More than five years	
<b>Cash and cash equivalents</b>					
Cash on hand and in banks	P367,285,569	P-	P-	P-	P367,285,569
Cash equivalents	48,000,000	-	-	-	48,000,000
	415,285,569	-	-	-	415,285,569
<b>Short-term investment</b>	10,632,115	-	-	-	10,632,115
<b>Receivables</b>					
Franchisees	184,229,871	-	-	-	184,229,871
Suppliers	104,343,424	29,365,096	-	-	133,708,520
Employees	12,601,291	-	-	-	12,601,291
Store operators	19,086,393	-	-	-	19,086,393
Rent	4,187,928	-	-	-	4,187,928
Due from PFI	-	1,637,912	-	-	1,637,912
Current portion of:					
Lease receivable	339,448	1,054,612	-	-	1,394,060
Notes receivable	201,610	1,201,734	-	-	1,403,344
Insurance receivable	-	614,135	-	-	614,135
Others	15,734,389	-	-	-	15,734,389
	340,724,354	33,873,489	-	-	374,597,843
<b>Deposits</b>					
Utilities	-	-	33,663,791	-	33,663,791
Refundable	-	-	25,843,670	-	25,843,670
Others	-	-	6,017,558	-	6,017,558
	-	-	65,525,019	-	65,525,019
<b>Other noncurrent assets</b>					
Noncurrent portion of:					
Lease receivable	-	-	2,054,276	-	2,054,276
Notes receivable	-	-	955,355	-	955,355
	-	-	3,009,631	-	3,009,631
	P766,642,038	P33,873,489	P 68,534,650	P-	P869,050,177

The tables below summarize the maturity profile of the financial liabilities of the Group based on remaining undiscounted contractual obligations:

	2013			
	Three months or less	More than three months to one year	More than one year	Total
<b>Bank loans</b>	<b>₱350,000,000</b>	<b>₱210,000,000</b>	<b>₱-</b>	<b>₱560,000,000</b>
<b>Accounts payable and accrued expenses</b>				
Trade payable	1,575,446,279	-	-	1,575,446,279
Utilities	71,354,276	-	-	71,354,276
Rent	58,097,685	-	-	58,097,685
Employee benefits	39,622,810	-	-	39,622,810
Advertising and promotion	37,844,609	-	-	37,844,609
Outsourced services	24,844,921	-	-	24,844,921
Bank charges	13,487,060	-	-	13,487,060
Security services	3,375,831	-	-	3,375,831
Interest	1,947,803	-	-	1,947,803
Others	46,682,215	-	-	46,682,215
	<b>1,872,703,489</b>	<b>-</b>	<b>-</b>	<b>1,872,703,489</b>
<b>Other current liabilities</b>				
Non-trade accounts payable	43,501,002	319,007,352	-	362,508,354
Retention payable	-	48,466,743	-	48,466,743
Employee related liabilities	27,210,000	-	-	27,210,000
Royalty	16,305,559	-	-	16,305,559
Service fees payable	-	10,381,467	-	10,381,467
Others	-	10,561,844	-	10,561,844
	<b>87,016,561</b>	<b>388,417,406</b>	<b>-</b>	<b>475,433,967</b>
<b>Cumulative redeemable preferred shares</b>	<b>6,000,000</b>	<b>-</b>	<b>-</b>	<b>6,000,000</b>
	<b>₱2,315,720,050</b>	<b>₱598,417,406</b>	<b>₱-</b>	<b>₱2,914,137,456</b>

	2012			
	Three months or less	More than three months to one year	More than one year	Total
<b>Bank loans</b>	<b>₱457,777,778</b>	<b>₱20,000,000</b>	<b>₱-</b>	<b>₱477,777,778</b>
<b>Accounts payable and accrued expenses</b>				
Trade payable	1,077,213,586	-	-	1,077,213,586
Utilities	55,148,912	-	-	55,148,912
Rent	51,355,557	-	-	51,355,557
Employee benefits	22,772,206	-	-	22,772,206
Advertising and promotion	8,754,528	-	-	8,754,528
Outsourced services	14,531,473	-	-	14,531,473
Bank charges	3,361,310	-	-	3,361,310
Security services	3,860,300	-	-	3,860,300
Interest	1,522,329	-	-	1,522,329
Others	22,769,788	-	-	22,769,788
	<b>1,261,289,989</b>	<b>-</b>	<b>-</b>	<b>1,261,289,989</b>
<b>Other current liabilities</b>				
Non-trade accounts payable	47,226,209	375,957,634	-	423,183,843
Retention payable	-	24,673,598	-	24,673,598
Employee related liabilities	2,481,125	-	-	2,481,125
Royalty	12,579,753	-	-	12,579,753
Service fees payable	-	20,586,182	-	20,586,182
Others	-	4,990,644	-	4,990,644
	<b>62,287,087</b>	<b>426,208,058</b>	<b>-</b>	<b>488,495,145</b>
<b>Cumulative redeemable preferred shares</b>	<b>6,000,000</b>	<b>-</b>	<b>-</b>	<b>6,000,000</b>
	<b>₱1,787,354,854</b>	<b>₱446,208,058</b>	<b>₱-</b>	<b>₱2,233,562,912</b>

### *Interest Rate Risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's fair value and cash flows interest rate risk mainly arise from bank loans with floating interest rates. The Group is expecting to substantially reduce the level of bank loans over time. Internally generated funds coming from its cash generating units and from its franchising business will be used to pay off outstanding debts and consequently reduce the interest rate exposure.

The maturity profile of financial instruments that are exposed to interest rate risk are as follows:

	<b>2013</b>	2012
Due in less than one year	<b>₱560,000,000</b>	₱477,777,778
Rate	<b>2.5%-3.3%</b>	3.30%-3.75%

Interest of financial instruments classified as floating rate is repriced at intervals of 30 days. The other financial instruments of the Group that are not included in the above tables are noninterest-bearing and are therefore not subject to interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's income before income tax (through the impact on floating rate borrowings):

	<b>2013</b>		2012	
	<b>Increase/ Decrease in Basis Points</b>	<b>Effect on Income Before Income Tax</b>	Increase/ Decrease in Basis Points	Effect on Income Before Income Tax
Bank loans - floating interest rate	<b>+100</b>	<b>(₱5,600,000)</b>	+100	(₱4,777,778)
	<b>-100</b>	<b>₱5,600,000</b>	-100	4,777,778

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

### *Foreign Exchange Risk*

Foreign exchange risk is the risk to earnings or capital arising from changes in foreign exchange rates. The Group's foreign exchange exposure arises from holding foreign currency denominated rates, cash and cash equivalents, loans and receivables and merchandise sale to foreign entity. In order to balance this exposure, the Group has some sales denominated in foreign currency and maintains a foreign currency accounts in a reputable commercial bank. The Group does not enter into derivatives to hedge the exposure. The Group's cash and receivables denominated in foreign currency and converted into Peso using the closing exchange rates at each balance sheet date are summarized below.

	<b>2013</b>		2012	
	<b>Dollar</b>	<b>Peso</b>	Dollar	Peso
Cash in banks	<b>\$94,533</b>	<b>₱4,197,265</b>	\$141,607	₱5,812,967
Receivables	-	-	27,049	1,110,362
	<b>\$94,533</b>	<b>₱4,197,265</b>	\$168,656	₱6,923,329

As at December 31, 2013 and 2012, the closing functional currency exchange rate is ₱ 44.40 and ₱41.05 to US\$1, respectively.



The following table represents the impact on the Group's income before income tax brought about by reasonably possible changes in Peso to Dollar exchange rate (holding all other variables constant) as at December 31, 2013 and 2012 until its next financial reporting date:

	Change in Peso to Dollar Exchange Rate	Effect on Income before Income Tax
<b>2013</b>	<b>Increase by 8.16%</b>	<b>(P342,497)</b>
	<b>Decrease by 8.16%</b>	<b>342,497</b>
2012	Increase by 6.36%	(P440,323)
	Decrease by 6.36%	440,323

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

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### 31. Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

In the light of changes in economic conditions, the Group manages dividend payments to shareholders, pay-off existing debts, return capital to shareholders or issue new shares. The Group mainly uses financing from local banks. The Group considers equity contributed by shareholders as capital. The Group manages its capital structure by keeping a net worth of between 30% to 50% in relation to its total assets. The Group's net worth ratio is 43% and 42% as at December 31, 2013 and 2012, respectively. No changes were made in the objectives, policies and processes during the year.

	<b>2013</b>	2012 (As restated - Note 2)
Common stock	<b>P459,121,573</b>	P399,325,661
Additional paid-in capital	<b>293,525,037</b>	293,525,037
Retained earnings	<b>1,810,521,305</b>	1,227,553,509
	<b>2,563,167,915</b>	1,920,404,207
Less cost of shares held in treasury	<b>2,923,246</b>	2,923,246
	<b>P2,560,244,669</b>	P1,917,480,961
<b>Total assets</b>	<b>P5,961,773,332</b>	P4,571,816,164
<b>Net worth</b>	<b>43%</b>	42%

As at December 31, 2013 and 2012, the Group was able to meet its objective.

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### 32. Significant Agreements

#### a. Franchise Agreements

The Group has various store franchise agreements with third parties for the operation of certain stores. The agreement includes a one-time franchise fee

payment and an annual 7-Eleven charge for the franchisee, which is equal to a certain percentage of the franchised store's gross profit. Details follows:

	2013	2012	2011
Franchise revenue	<b>₱1,265,753,174</b>	₱602,379,025	₱478,827,511
Franchise fee	<b>101,500,115</b>	81,193,802	55,198,201
	<b>₱1,367,253,289</b>	₱683,572,827	₱534,025,712

Receivable from franchisees as at December 31, 2013 and 2012 amounted to ₱ 379,544,124 and ₱184,444,213, respectively (see Notes 5, 29, and 30). The Company also has outstanding deposits payable to franchisees amounting to ₱ 99,370,298 and ₱89,860,690 as at December 31, 2013 and 2012, respectively (see Note 14).

b. Service Agreements

The Group has service agreements with third parties for the management and operation of certain stores. In consideration thereof, the store operator is entitled to a service fee based on a certain percentage of the store's gross profit and operating expenses as stipulated in the service agreement. Service fees included under outside services shown as part of "Outside services in "General and administrative expenses" amounted to ₱140,848,888 in 2013, ₱231,622,046 in 2012 and ₱174,464,102 in 2011 (see Note 19).

c. Commission Income

The Group has entered into agreements with a phone card supplier and various third parties. Under the arrangements, the Group earns commission on the sale of phone cards and collection of bills payments based on a certain percentage of net sales and collections for the month and a fixed monthly rate. Commission income amounted to ₱43,402,035, ₱67,396,391 and ₱37,236,539 in 2013, 2012 and 2011, respectively.

d. 2010 Exclusivity Contract

The Group has also entered into a 3-year exclusivity contract with a Third Party soda manufacturer in the Philippines effective April 2010 to March 2013. The contract indicates that the Third Party soda manufacturer will exclusively supply all slurpee products of 7-Eleven. The Group received a one-time signing bonus amounting to ₱4,464,286 upon the effectivity of the exclusivity supply contract amortized over three years. Income from exclusivity contract included as part of "Marketing support funds" under "Marketing income" in profit or loss amounted to ₱372,023, ₱1,488,095 and ₱1,488,095 in 2013, 2012 and 2011, respectively (see Note 20). Deferred revenue as at December 31, 2013 and 2012 amounted to nil and ₱372,024, respectively (see Note 16).

e. 2010 Signing Bonus

In 2010, the Group collected a signing bonus amounting to ₱2,232,143 from one of the Group's food suppliers for awarding half of the Group's existing Hotdog Stock Keeping Units (SKUs) to the food supplier for the next five years starting January 1, 2010. Income from exclusivity contract included as part of "Marketing support funds" under "Marketing income" in profit or loss amounted to ₱446,429 in 2013, 2012 and 2011 (see Note 20). Deferred revenue as at December 31, 2013 and 2012 amounted to ₱446,429 and ₱892,857, respectively (see Note 16).

f. MOA with Chevron Philippines, Inc.

The Group has entered into MOA with Chevron Philippines, Inc. (CPI) on August 6, 2009, wherein CPI has granted the Group as authorized co-locator for a full term of three-years to establish, operate and/or franchise its 7-Eleven stores in CPI service stations. Both parties have identified 22 CPI service stations, wherein the Group will give the Retailers of these service stations a Letter Offer to Franchise (LOF) 7-Eleven stores. Upon acceptance of the Retailers of the LOF, the Retailers will sign a Store Franchise Agreement (SFA) with the Group. If LOF is not accepted by one of the 22 original service stations identified, that service station will be replaced with another mutually acceptable service station site.

Upon signing of the MOA, CPI executed a Caltex Retail Agreement with each of the 22 service station Retailers, which shall have a full term of three years and which will be co-terminus with the SFA.

As at December 31, 2013 and 2012, the Group has already opened 32 and 37 franchised serviced stations, respectively.

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### 33. Segment Reporting

The Group considers the store operations as its only business segment based on its primary business activity. Franchising, renting of properties and commissioning on bills payment services are considered an integral part of the store operations. The Group's identified operating segments below are consistent with the segments reported to the BOD, which is the Chief Operating Decision Maker of the Group.

The products and services from which the store operations derive its revenues from are as follows:

- Merchandise sales
- Franchise revenue
- Marketing income
- Rental income
- Commission income
- Interest income

The aforementioned revenues are all revenues from external customers.

The segment's relevant financial information is as follows:

	2013	2012 (As restated - Note 2)	2011 (As restated - Note 2)
<b>Revenue</b>			
Revenue from merchandise sales	<b>₱14,133,649,192</b>	₱11,713,760,468	₱9,435,604,073
Franchise revenue	<b>1,367,253,289</b>	683,572,827	534,025,712
Marketing income	<b>346,135,947</b>	375,768,257	239,888,660
Rental income	<b>48,341,871</b>	45,751,718	44,143,593
Commission income	<b>43,402,035</b>	67,396,391	37,236,539
Interest income	<b>7,165,804</b>	5,377,093	5,864,713
Other income	<b>214,886,062</b>	123,025,663	99,300,756
	<b>16,160,834,200</b>	13,014,652,417	10,396,064,046

	2013	2012 (As restated - Note 2)	2011 (As restated - Note 2)
<b>Expenses</b>			
Cost of merchandise sales	<b>10,626,971,610</b>	8,523,151,274	6,844,562,019
General and administrative expenses:			
Depreciation and amortization	<b>709,518,959</b>	527,786,925	378,355,521
Others	<b>3,810,866,107</b>	3,257,088,253	2,633,222,071
Interest expense	<b>16,247,890</b>	16,596,830	16,024,647
Other expenses	<b>13,799,871</b>	14,595,186	4,806,251
	<b>15,177,404,437</b>	12,339,218,468	9,876,970,509
<b>Income Before Income Tax</b>	<b>983,429,763</b>	675,433,949	519,093,537
<b>Provision for Income Tax</b>	<b>300,802,114</b>	210,257,926	162,330,278
<b>Segment Profit</b>	<b>₱682,627,649</b>	₱465,176,023	₱356,763,259
<b>Segment Assets</b>	<b>₱5,961,773,332</b>	₱4,571,816,164	₱3,741,817,964
<b>Segment Liabilities</b>	<b>₱3,420,540,212</b>	₱2,662,650,411	₱2,262,733,149
<b>Capital Expenditure for the Year</b>	<b>₱1,179,270,536</b>	₱858,674,993	₱717,091,736

#### 34. Provisions and Contingencies

The Group is a party to various litigations and claims. All cases are in the normal course of business and are not deemed to be considered as material legal proceedings. Further, the cases are either pending in courts or under protest, the outcome of which are not presently determinable. Management and its legal counsel believe that the liability, if any, that may result from the outcome of these litigations and claims will not materially affect their financial position or financial performance.

As at December 31, 2013 and 2012, the Group has provisions amounting to ₱13,704,073 and ₱7,066,290, respectively.

#### 35. Note to Consolidated Statements of Cash Flows

The principal non-cash transaction of the Group under financing activities pertains to the issuance of stock dividends (see Note 17).

**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**INDEX TO THE FINANCIAL STATEMENTS AND SUPPLEMENTARY**  
**SCHEDULES DECEMBER 31, 2013**

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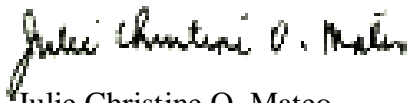
- Annex 1: Schedule of Receivables
- Annex 2: Supplementary schedule of retained earnings available for dividend declaration
- Annex 3. Financial soundness indicators
- Annex 4. Map of the relationships of the companies within the group
- Annex 5: Supplementary schedule of all the effective standards and interpretations as of December 31, 2013
- Schedules: Supplementary schedules required by Annex 68-E

## **INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors  
Philippine Seven Corporation  
7th Floor, The Columbia Tower  
Ortigas Avenue, Mandaluyong City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Philippine Seven Corporation and Subsidiaries (the Group) as at December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2013, included in this Form 17-A, and have issued our report thereon dated February 20, 2014. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with Securities Regulation Code Rule 68, As Amended (2011), and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

**SYCIP GORRES VELAYO & CO.**



Julie Christine O. Mateo  
Partner  
CPA Certificate No. 93542  
SEC Accreditation No. 0780-AR-1 (Group A),  
February 2, 2012, valid until February 1, 2015  
Tax Identification No. 198-819-116  
BIR Accreditation No. 08-001998-68-2012,  
April 11, 2012, valid until April 10, 2015  
PTR No. 3670009, January 2, 2013, Makati City

February 20, 2014

**PHILIPPINE SEVEN CORPORATION**  
**SCHEDULE OF RECEIVABLES**

	2013	2012
Franchisees (Note 32)	<b>₱379,544,124</b>	₱184,444,213
Suppliers	<b>48,657,689</b>	139,512,975
Employees	<b>14,936,783</b>	12,993,209
Store operators	<b>12,547,006</b>	19,452,194
Rent	<b>4,760,464</b>	5,638,673
Due from PhilSeven Foundation, Inc. (PFI) (Note 25)	<b>3,118,978</b>	1,637,912
Current portion of:		
Lease receivable - net of unearned interest income amounting to ₱96,445 and ₱197,221 as at December 31, 2013 and 2012, respectively (Notes 10 and 26)	<b>3,086,114</b>	1,394,060
Notes receivable (Notes 10, 29 and 30)	<b>1,033,914</b>	1,403,344
Insurance receivable	<b>585,057</b>	614,135
Others	<b>1,358,499</b>	15,734,389
	<b>469,628,628</b>	382,825,104
Less allowance for impairment	<b>18,960,182</b>	8,227,261
	<b>₱450,668,446</b>	₱374,597,843

The classes of receivables of the Group are as follows:

- Suppliers - pertains to receivables from the Group's suppliers for display allowances, annual volume discount and commission income from different service providers.
- Franchisee - pertains to receivables for the inventory loans obtained by the franchisees at the start of their store operations.
- Employees - includes car loans, salary loans and cash shortages from stores which are charged to employees.
- Rent - pertains to receivables from sublease agreements with third parties, which are based on an agreed fixed monthly rate or as agreed upon by the parties.
- Store operators - pertains to the advances given to third party store operators under service agreements.

Receivable from suppliers are non-interest bearing and are generally on 30 to 90 days terms.

**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS**  
**AVAILABLE FOR DIVIDEND DECLARATION**  
**DECEMBER 31, 2013**

The reconciliation of retained earnings available for dividend declaration as of December 31, 2013 follows:

<b>Unappropriated retained earnings as of December 31, 2012</b>		<b>₱1,172,941,755</b>
Less: Deferred income tax asset		(46,288,815)
Non-actual/unrealized income, net of tax		
Accretion of interest income*		(6,990,361)
Treasury shares		(2,923,246)
Unrealized foreign exchange gain		(684)
<b>Unappropriated retained earnings as adjusted, December 31, 2012</b>		<b>1,116,738,649</b>
Net income during the year closed to retained earnings	654,001,042	
Less: Non-actual unrealized income, net of tax		
Accretion of interest income	(1,139,998)	
Movement in deferred income tax asset	(16,266,413)	
Net income actually earned during the year		636,594,631
Less: Dividend declarations during the year		(99,659,853)
<b>Unappropriated retained earnings as adjusted, December 31, 2013</b>		<b>₱1,653,673,427</b>

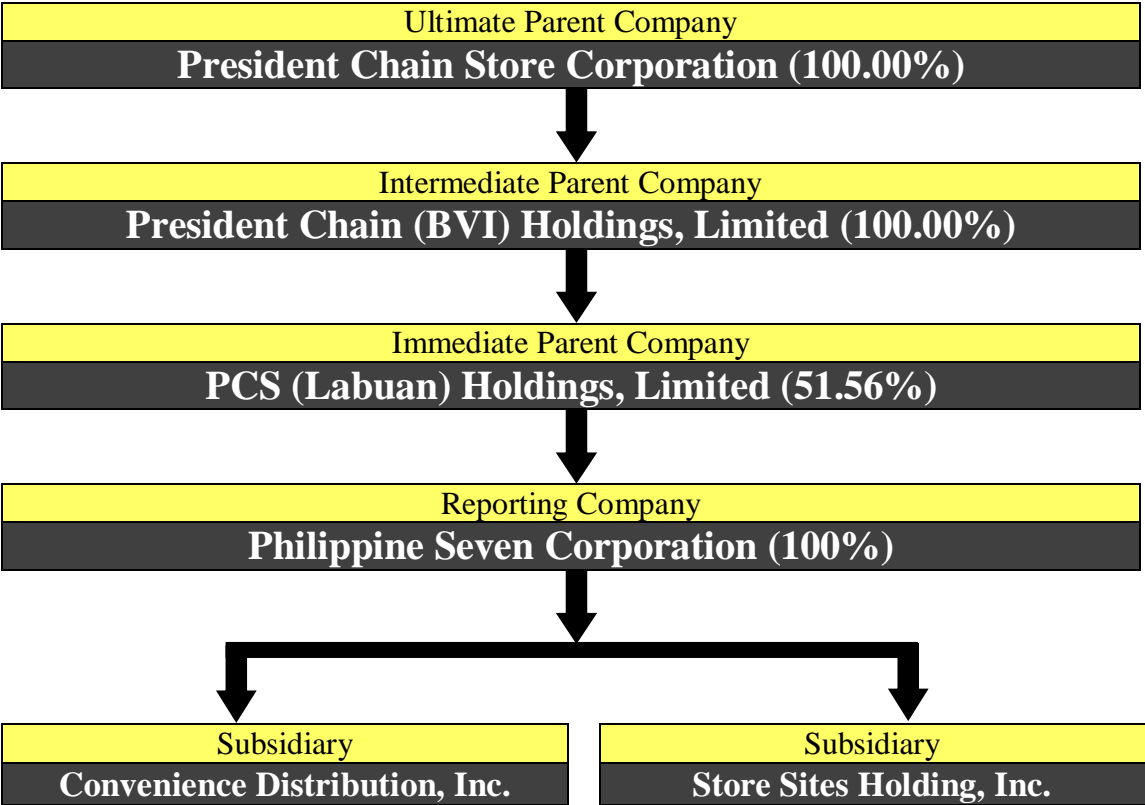
\*Based on accretion of income per PAS 39 from 2005-2011.



**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**FINANCIAL SOUNDNESS INDICATORS**  
**DECEMBER 31, 2013**

Ratios	Formula	In Php	2013	2012	% Change
<b>Current Ratio</b>	$\frac{\text{Current assets}}{\text{Current liabilities}}$	$\frac{2,606,079,897}{3,113,562,952}$	0.84	0.75	12.00%
<b>Debt-to-equity ratio</b>	$\frac{\text{Total liabilities}}{\text{Total stockholders' equity}}$	$\frac{3,420,540,212}{2,541,233,120}$	1.35	1.39	-2.88%
<b>Asset-to-equity ratio</b>	$\frac{\text{Total assets}}{\text{Total stockholders' equity}}$	$\frac{5,961,773,332}{2,541,233,120}$	2.35	2.39	-1.67%
<b>Interest rate coverage ratio</b>	$\frac{\text{Earnings before interest and tax}}{\text{Interest expense}}$	$\frac{999,677,653}{16,247,890}$	61.53	41.70	47.55%
<b>Net income margin</b>	$\frac{\text{Net income}}{\text{Revenue from Merchandise Sales}}$	$\frac{682,627,649}{14,133,649,192}$	4.83%	3.97%	21.66%
<b>Return on equity</b>	$\frac{\text{Net income}}{\text{Ave. Total stockholders' equity}}$	$\frac{682,627,649}{(2,541,233,120 + 1,909,165,753)/2}$	30.68%	27.46%	11.72

**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**MAP OF THE RELATIONSHIP OF THE COMPANIES WITHIN**  
**THE GROUP**  
**DECEMBER 31, 2013**



**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**SUPPLEMENTARY SCHEDULE OF ALL THE EFFECTIVE**  
**STANDARDS AND INTERPRETATIONS**  
**AS OF DECEMBER 31, 2013**

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2013		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>Framework for the Preparation and Presentation of Financial Statements</b> Conceptual Framework Phase A: Objectives and qualitative characteristics		√		
<b>PFRSs Practice Statement Management Commentary</b>		√		
<b>Philippine Financial Reporting Standards</b>				
<b>PFRS 1 (Revised)</b>	First-time Adoption of Philippine Financial Reporting Standards	√		
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	√		√
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters	√		√
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters	√		√
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters	√		√
	Amendments to PFRS 1: Government Loans	√		√
	Amendment to PFRS 1: Meaning of Effective PFRSs	√		√
<b>PFRS 2</b>	Share-based Payment	√		√
	Amendments to PFRS 2: Vesting Conditions and Cancellations	√		√
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions	√		√
	Amendment to PFRS 2: Definition of Vesting Condition*	Not Early Adopted		
<b>PFRS 3 (Revised)</b>	Business Combinations	√		√
	Amendment to PFRS 3: Accounting for Contingent Consideration in a Business Combination*	Not Early Adopted		
	Amendment to PFRS 3: Scope Exceptions for Joint Arrangements*	Not Early Adopted		

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> <b>Effective as of December 31, 2013</b>		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>PFRS 4</b>	Insurance Contracts	√		√
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts	√		√
<b>PFRS 5</b>	Non-current Assets Held for Sale and Discontinued Operations	√		√
<b>PFRS 6</b>	Exploration for and Evaluation of Mineral Resources	√		√
<b>PFRS 7</b>	Financial Instruments: Disclosures	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	√		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	√		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	√		
	Amendments to PFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities	√		
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures	√		
<b>PFRS 8</b>	Operating Segments	√		
	Amendments to PFRS 8: Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*	Not Early Adopted		
<b>PFRS 9</b>	Financial Instruments *	Not Early Adopted		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures*	Not Early Adopted		
<b>PFRS 10</b>	Consolidated Financial Statements	√		
	Amendments to PFRS 10: Investment Entities*	Not Early Adopted		
<b>PFRS 11</b>	Joint Arrangements	√		√
<b>PFRS 12</b>	Disclosure of Interests in Other Entities	√		√
	Amendments to PFRS 12: Investment Entities*	Not Early Adopted		
<b>PFRS 13</b>	Fair Value Measurement	√		
	Amendment to PFRS 13: Short-term Receivables and Payables	√		
	Amendment to PFRS 13: Portfolio Exception*	Not Early Adopted		

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2013		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>Philippine Accounting Standards</b>				
<b>PAS 1 (Revised)</b>	Presentation of Financial Statements	√		
	Amendment to PAS 1: Capital Disclosures	√		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation	√		√
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	√		
<b>PAS 2</b>	Inventories	√		
<b>PAS 7</b>	Statement of Cash Flows	√		
<b>PAS 8</b>	Accounting Policies, Changes in Accounting Estimates and Errors	√		
<b>PAS 10</b>	Events after the Reporting Period	√		
<b>PAS 11</b>	Construction Contracts	√		
<b>PAS 12</b>	Income Taxes	√		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	√		
<b>PAS 16</b>	Property, Plant and Equipment	√		
	Amendment to PAS 16: Revaluation Method - Proportionate Restatement of Accumulated Depreciation*	Not Early Adopted		
<b>PAS 17</b>	Leases	√		
<b>PAS 18</b>	Revenue	√		
<b>PAS 19</b>	Employee Benefits	√		
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures	√		
<b>PAS 19 (Amended)</b>	Employee Benefits	√		
	Amendments to PAS 19: Defined Benefit Plans: Employee Contribution*	Not Early Adopted		
<b>PAS 20</b>	Accounting for Government Grants and Disclosure of Government Assistance	√		√
<b>PAS 21</b>	The Effects of Changes in Foreign Exchange Rates	√		
	Amendment: Net Investment in a Foreign Operation	√		√
<b>PAS 23 (Revised)</b>	Borrowing Costs	√		√
<b>PAS 24 (Revised)</b>	Related Party Disclosures	√		
	Amendments to PAS 24: Key Management Personnel*	Not Early Adopted		

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2013		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>PAS 26</b>	Accounting and Reporting by Retirement Benefit Plans	√		√
<b>PAS 27</b>	Consolidated and Separate Financial Statements	√		√
<b>PAS 27 (Amended)</b>	Separate Financial Statements	√		√
	Amendments to PAS 27: Investment Entities*	Not Early Adopted		
<b>PAS 28</b>	Investments in Associates	√		√
<b>PAS 28 (Amended)</b>	Investments in Associates and Joint Ventures	√		√
<b>PAS 29</b>	Financial Reporting in Hyperinflationary Economies	√		√
<b>PAS 31</b>	Interests in Joint Ventures	√		√
<b>PAS 32</b>	Financial Instruments: Presentation	√		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation	√		√
	Amendment to PAS 32: Classification of Rights Issues	√		√
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	√		
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities*	Not Early Adopted		
<b>PAS 33</b>	Earnings per Share	√		
<b>PAS 34</b>	Interim Financial Reporting	√		
<b>PAS 36</b>	Impairment of Assets	√		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets*	Not Early Adopted		
<b>PAS 37</b>	Provisions, Contingent Liabilities and Contingent Assets	√		
<b>PAS 38</b>	Intangible Assets	√		
	Amendments to PAS 38: Revaluation Method - Proportionate Restatement of Accumulated Amortization*	Not Early Adopted		
<b>PAS 39</b>	Financial Instruments: Recognition and Measurement	√		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	√		
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions	√		√
	Amendments to PAS 39: The Fair Value Option	√		√

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2013		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts	√		√
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	√		
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives	√		√
	Amendment to PAS 39: Eligible Hedged Items	√		√
	Amendments to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting*	Not Early Adopted		
<b>PAS 40</b>	Investment Property	√		
	Amendments to PAS 40: Clarifying the Interrelationship between PFRS 3 and PAS 40 when Classifying Property as Investment Property or Owner-Occupied Property*	Not Early Adopted		
<b>PAS 41</b>	Agriculture	√		√
<b>Interpretations</b>				
<b>IFRIC 1</b>	Changes in Existing Decommissioning, Restoration and Similar Liabilities	√		√
<b>IFRIC 2</b>	Members' Share in Co-operative Entities and Similar Instruments	√		√
<b>IFRIC 4</b>	Determining Whether an Arrangement Contains a Lease	√		
<b>IFRIC 5</b>	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	√		√
<b>IFRIC 6</b>	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment	√		√
<b>IFRIC 7</b>	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies	√		√
<b>IFRIC 8</b>	Scope of PFRS 2	√		√
<b>IFRIC 9</b>	Reassessment of Embedded Derivatives	√		√
	Amendments to Philippine Interpretation IFRIC - 9 and PAS 39: Embedded Derivatives	√		√
<b>IFRIC 10</b>	Interim Financial Reporting and Impairment	√		√
<b>IFRIC 11</b>	PFRS 2- Group and Treasury Share Transactions	√		√
<b>IFRIC 12</b>	Service Concession Arrangements	√		√
<b>IFRIC 13</b>	Customer Loyalty Programmes	√		

<b>PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS</b> Effective as of December 31, 2013		<b>Adopted</b>	<b>Not Adopted</b>	<b>Not Applicable</b>
<b>IFRIC 14</b>	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	√		√
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement	√		√
<b>IFRIC 15</b>	Agreements for the Construction of Real Estate*	Not Early Adopted		
<b>IFRIC 16</b>	Hedges of a Net Investment in a Foreign Operation	√		√
<b>IFRIC 17</b>	Distributions of Non-cash Assets to Owners	√		√
<b>IFRIC 18</b>	Transfers of Assets from Customers	√		√
<b>IFRIC 19</b>	Extinguishing Financial Liabilities with Equity Instruments	√		√
<b>IFRIC 20</b>	Stripping Costs in the Production Phase of a Surface Mine*	√		√
<b>IFRIC 21</b>	Levies (IFRIC 21)*	Not Early Adopted		
<b>SIC-7</b>	Introduction of the Euro	√		√
<b>SIC-10</b>	Government Assistance - No Specific Relation to Operating Activities	√		√
<b>SIC-15</b>	Operating Leases - Incentives	√		√
<b>SIC-25</b>	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders	√		√
<b>SIC-27</b>	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	√		
<b>SIC-29</b>	Service Concession Arrangements: Disclosures	√		√
<b>SIC-31</b>	Revenue - Barter Transactions Involving Advertising Services	√		√

\* Standards and interpretations which will become effective subsequent to December 31, 2013.



**PHILIPPINE SEVEN CORPORATION AND SUBSIDIARIES**  
**SUPPLEMENTARY SCHEDULES REQUIRED BY ANNEX 68-E**  
**DECEMBER 31, 2013**

**Schedule A. Financial Assets**

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Valued based on market quotations at end of reporting period	Income received and accrued
<b>Loans and Receivables</b>				
Cash and cash equivalents	N/A	₱973,002,633	N/A	₱4,154,524
Short-term investment	N/A	10,810,229	N/A	195,561
Receivables	N/A	450,668,446	N/A	88,851
Deposits	N/A	81,868,003	N/A	2,529,649
Other current assets	N/A	559,441	N/A	–
		₱1,516,908,752		₱6,968,585

**Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)**

Name and Designation of debtor	Balance of Beginning of Period	Additions	Amounts collected	Amounts Written off	Current	Non Current	Balance at end of period
AUDIT - Internal Cont	₱182,998	₱4,085	₱19,122	₱-	₱61,829	₱106,132	₱167,961
AUDIT - Inventory	100,089	2,181	7,784	-	23,713	70,773	94,486
BDD - Common	47,644	2,241	37,786	-	12,092	7	12,099
BDD - Const & Design	607,684	13,119	59,858	-	179,727	381,218	560,945
BDD - Fran Mktg & Plng	577,387	12,527	71,196	-	219,343	299,375	518,718
BDD - Site Acqui North	526,106	12,134	72,483	-	170,206	295,551	465,757
BDD - Site Acqui South	658,814	14,599	61,253	-	205,274	406,886	612,160
FIN - Accounting	250,240	5,575	18,683	-	55,649	181,483	237,132
FIN - Finl Mngt	-	302,250	6,228	-	50,122	245,900	296,022
FIN - Tax	-	286,283	11,711	-	47,482	227,090	274,572
HRAD - Common	326,392	7,165	31,138	-	102,210	200,209	302,419
HRAD - ESD	214,144	4,684	13,701	-	37,871	167,256	205,127
HRAD - Labor Rel & Plang	187,481	4,104	11,832	-	32,464	147,289	179,753

Name and Designation of debtor	Balance of Beginning of Period	Additions	Amounts collected	Amounts Written off	Current	Non Current	Balance at end of period
MIS - Bus Systems	₱291,910	₱6,296	₱18,683	₱-	₱52,420	₱227,103	₱279,523
MIS - IT Support	228,169	5,032	18,683	-	57,768	156,750	214,518
MKTG - Common	221,226	4,914	53,670	-	122,244	50,226	172,470
MKTG - Food Cat	685,177	17,046	51,634	-	150,513	500,076	650,589
MKTG - Food Service	446,073	187,371	49,192	-	168,762	415,490	584,252
MKTG - Masterdata	91,122	2,238	19,122	-	71,903	2,335	74,238
MKTG - Non Food Cat	267,037	182,295	33,653	-	131,418	284,261	415,679
MKTG - Support	75,709	1,679	4,982	-	13,979	58,427	72,406
OPS - Central	95,003	2,127	11,155	-	37,214	48,761	85,975
OPS - Common	175,238	3,962	31,871	-	118,848	28,481	147,329
OPS - East	-	480,796	13,493	-	79,579	387,724	467,303
OPS - North1	28,546	178,381	23,201	-	39,949	143,777	183,726
OPS - North2	282,033	6,312	21,796	-	65,528	201,021	266,549
OPS - North3	98,424	177,192	11,155	-	65,944	198,517	264,461
OPS - South	489,242	8,157	33,773	-	108,405	355,221	463,626
OPS - South2	119,727	178,945	10,898	-	64,001	223,773	287,774
OPS - Support	122,442	2,694	10,898	-	34,720	79,518	114,238
OPS - West	205,077	4,618	18,683	-	59,520	131,492	191,012
OPS - Zone 1	154,397	3,309	19,122	-	65,311	73,273	138,584
OPS - Zone 2	45,555	178,536	26,388	-	54,431	143,272	197,703
OTP - Corp Planning	203,794	4,431	15,235	-	45,381	147,609	192,990
PRD - Common	400,294	5,892	127,590	-	107,161	171,435	278,596
VR - Visayas Region	672,504	13,269	136,665	-	279,880	269,228	549,108
Various Employees Loan	3,915,531	4,243,744	3,102,309	-	-	-	4,716,976
<b>TOTAL</b>	<b>₱12,993,209</b>	<b>₱6,570,183</b>	<b>₱4,286,626</b>	<b>₱-</b>	<b>₱3,192,861</b>	<b>₱7,026,939</b>	<b>₱14,936,783</b>

**Schedule C. Amounts Receivable from Related Parties which are eliminated during the consolidation of financial statements**

Name and Designation of Debtor	Balance of Beginning of Period	Additions	Amounts collected	Amounts Written off	Current	Non Current	Balance at end of period
CONVENIENCE DISTRIBUTION,INC. -Subsidiary	₱919,338	₱4,619,626	₱1,871,676	-	₱3,667,288	-	₱3,667,288
STORE SITES HOLDINGS,INC.- Subsidiary	218,848	954,411	797,173	-	376,086	-	376,086

**Schedule D. Intangible Assets - Other Assets**

Description	Beginning balance	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other Charges additions (deductions)	Ending balance
Software & Program Cost	₱1,183,651	₱3,019,195	₱1,316,561	₱-	₱-	₱2,886,285
Goodwill	65,567,524	-	-	-	-	65,567,524

**Schedule E. Long Term Debt**

Title of Issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption " Long Term Debt" in related balance sheet"
NONE	-	-	-

**Schedule F. Indebtedness to Related Parties (Long-Term Loans from Related Companies)**

	Balance of beginning of period	Balance of end of period
NONE	-	-

**Schedule G. Guarantees of Securities of Other Issuers**

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of Guarantee
NONE	-	-	-	-

**Schedule H. Capital Stock**

Title of Issue	Number of Shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
COMMON STOCK	600,000,000	458,435,323	-	236,376,070	14,313,785	207,745,468