COVER SHEET

A 1 9 9 6 0 0 1 7 9

COMPANY NAME

N O W   C O R P O R A T I O N

PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

U N I T   5 - I ,   5 T H   F L O O R ,   O P L   B U I L D I N G ,   1 0 0   C .   P A L A N C A   S T . ,   L E G A S P I   V I L L A G E ,   M A K A T I   C I T Y

Form Type

2 0 - IS

Preliminary

Department requiring the report

M S R D

Secondary License Type, If Applicable

N / A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
info@now-corp.com	(632) 7750-0461 (632)7 750-0211 (632) 7750-0224	09684389521

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
70	June 2	12/31

CONTACT PERSON INFORMATION

The designated contact person MUST be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Angeline L. Macasaet	angeline.macasaet@now-corp.com	7750-0211	09668438952

CONTACT PERSON's ADDRESS

Unit 5-I, 5th Floor, OPL Building 100 C. Palanca Street, Legaspi Village Makati City

NOTE1 : In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20 OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

   [ ] Preliminary Information Statement

   [x] Definitive Information Statement

2. Name of Registrant as specified in its charter **NOW CORPORATION**

3. **METRO MANILA, PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **A199600179**

5. BIR Tax Identification Code **004-668-224**

6. **Unit 5-I, 5th Floor, OPL Building,100 C. Palanca Street, Legaspi Village, Makati City, Philippines**
Address of principal office Postal Code 1229

7. Registrant's telephone number, including area code **+632 7750-0211**

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

02 June 2022; 10:00 AM via Remote Zoom Application with the following link:
https://us06web.zoom.us/j/87674488595?pwd=ZURqVXFtMUxLNjhjdFpmbjk4VURkZz09
Meeting ID: 876 7448 8595
Passcode: 260814

9. Approximate date on which the Information Statement is first to be sent or given to security holders
12May 2022

10. In case of Proxy Solicitations: **Not Applicable**

Name of Person Filing the Statement/Solicitor:
Address and Telephone No.:

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

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Stock	1,806,726,314
Preferred Stock	60,000,000

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

    Yes x No

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

PHILIPPINE STOCK EXCHANGE **COMMON STOCK**

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

The Annual Stockholders' Meeting of NOW Corporation (the "Company") will be held on 02 June 2022, at 10:00A.M. via Remote Zoom Application. The Record Date for the Annual Stockholders' meeting is set on 09 May 2022 with the following Zoom link:

https://us06web.zoom.us/j/87674488595?pwd=ZURqVXFtMUxLNjhjdFpmbjk4VURkZz09
Meeting ID: 876 7448 8595
Passcode: 260814

The complete mailing address of the Company is Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca corner Dela Rosa and Gil Streets, Legaspi Village, Makati City 1229.

The approximate date when this information statement is first to be sent to the Company's stockholders is 12 May 2022.

Item 2. Dissenters' Right of Appraisal

In the event that any security holder shall vote against any corporate action enumerated under Section 81 of the Corporation Code on Appraisal Rights, such security holder may exercise his appraisal rights, in accordance with the procedures and requirements under Sections 82 to 86 of the Corporation Code. Any security holder shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;

2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Code; and

3. In case of merger or consolidation.

The matters to be acted upon at the Annual Stockholders' meeting as specified in the attached Notice of Annual Stockholders' Meeting are not such as will entitle a dissenting stockholder to exercise his appraisal right.

If, at any time after this Information Statement has been sent out, an action which may give rise to the right of appraisal is proposed at the meeting, any security holder who voted against the proposed action and who wishes to exercise such right must make a written demand on the Corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: Provided, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, the corporation shall pay to such security holder, upon surrender of the certificate or certificates of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action. No payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: and Provided, further, That upon payment by the Corporation of the agreed or awarded price, the security holder shall forthwith transfer his shares to the Corporation.

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

Any holder of substantial interest, direct or indirect, or person who has been a director or officer of the registrant at any time since the beginning of the last fiscal year, or each nominee for election as a director of the registrant, or each associate of any of the foregoing persons, shall be properly heard and noted.

The registrant is not aware of any substantial interest, direct or indirect, by security holdings or otherwise, of each of the following persons in any matter to be acted upon, other than election to office:

1. Each person who has been a director or officer of the registrant at any time since the beginning of the last fiscal year;
2. Each nominee for election as a director of the registrant;
3. Each associate of any of the foregoing persons.

No director of the registrant has informed the registrant in writing that he/she intends to oppose any action to be taken by the registrant at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. Number of Common Shares Outstanding as of 31 March 2022: 1,806,726,314 shares.

b. As of 31 March 2022, there are 466,637,572 common shares owned by foreigners, or 25.83%.

c. Stockholders of record of the Company as of 09 May 2022 shall be entitled to notice of, and to vote at the Annual Stockholders' Meeting, on a one-share-one vote basis. No director has cumulative voting rights. No discretionary authority for solicitation of cumulative voting may be exercised.

Attached hereto as Annex **"A"** is the Notice and Agenda of the Annual Stockholders' Meeting.

d. Security Ownership of Certain Record and Beneficial Owners and Management

i. Security Ownership of Certain Record and Beneficial Owners (More than 5% as of 31 March 2021)

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with the Record Owner	Citizenship	No. of Shares Held	Percentage
Common	PDC Nominee Corporation *	-	Filipino	902,477,166	49.9510
Common	Top Mega Enterprises Limited Room 503 Fu Fai Commercial Centre, Hillier St., Sheungwan, Hong Kong	Romeo C. Escobar, Jr. - stockholder	Chinese	333,146,855	18.4393
Common	Velarde, Inc. Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City	Amparo V. Velarde, - Stockholder	Filipino	490,019,514	27.1220
Common	Emerald Investments, Inc. Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City	Amparo V. Velarde, Indirect stockholders	Filipino	250,644,360	13.8728
Common	Gamboa Holdings, Inc. Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati	Amparo V. Velarde, - Indirect stockholder	Filipino	217,875,577	12.0591

*Shares held by PCD Nominee Corporation includes 200,000,000 shares of Velarde, Inc.

The shares of the above shareholders will be voted by the following people during the annual shareholders meeting of the Company:

Gamboa Holdings, Inc. – Engr. Rene L. Rosales
Emerald Investments, Inc. – Elena H. Dimailig
Top Mega Enterprises Limited -- Romeo C. Escobar, Jr.
Velarde, Inc. – Jonah Kasthen V. Rosero

ii. Security Ownership of Directors and Management as of 31 March 2022:

The directors and officers of the Company have no security ownership in the capital stock of the Company other than the qualifying shares recorded in the names of the directors but beneficially owned by corporate shareholders:

Title o Class	Name of Beneficial Owner	Amount and Nature of	Citizenship	Percen t of
Common	Thomas G. Aquino	1 (Direct)	Filipino	<.01
Common	Jose S. Alejandro	10 (Direct)	Filipino	<.01
Common	Mel V.Velarde	10 (Direct)	Filipino	<.01
Common	Vicente Martin W. Araneta	1 ((Direct)	Filipino	<.01
Common	Gerard Bnn R. Bautista	1 (Direct)	Filipino	<.01
Common	Henry Andrews B. Abes	1 (Direct)	Filipino	<.01
Common	Domingo B. Bonifacio	1 (Direct)	American	<.01
Common	Francis Xavier L. Manglapus	1 (Direct)	Filipino	<.01
Common	William T. Torres	1 (Direct)	Filipino	<.01
Common	Angeline L. Macasaet	1 (Direct)	Filipino	<.01

None of the members of the Company's directors and management owns 2.0% or more of the outstanding capital stock of the Company.

iii. Voting Trust Holders of 5% or More

The Company knows of no person holding more than 5% of common shares under a voting trust or similar agreement.

iv. Changes in Control

There are no arrangements which may result in a change in control of the Company.

e. No proxy solicitation is being made. No change in control of the Company has occurred since the beginning of the last fiscal year.

Item 5. Directors and Executive Officers

a. Information Required of Directors and Executive Officers

i. Directors and Officers

Mel V. Velarde, age 58, Filipino, Chairman. He served as President and CEO prior to his election as Chairman He is also Chairman of the Asian Institute of Journalism and Communication. He served as Philippine Commissioner to the United Nations Educational, Scientific and Cultural Organizations ("UNESCO") and Chairperson of the Committee on Science and Technology. Mr. Velarde has built his carrer in broadcasting, cable TV, telecommunications and information communications technology. He was former Executive Vice President and General Manager of SkyCable, a cable TV company that became the largest in the Philippines. He obtained his Bachelor of Arts in Liberal Students Major in Interdisciplinary Studies (Summa Cum Laude) at Boston University, Massachusetts, US. He completed the Owner/President Management Program at the Harvard Business School, Harvard University, Cambridge, Massachusetts. He has also completed courses leading to a Masters Degree in Business Econonics at the University of Asia and the Pacific. In addition, he took up the following executive courses: Wealth Management at Wharton Business Schook, University of Pennsylvania; Strategic Finance, University of Michigan; Corporate Restructuring and Business Transformation at Harvard Business School; Managing Businesses in China, Tsinghua University and Harvard Business School; Directing Documentaries at the London School of Fil and Television; Broadcasting and Cable Television, Satellite Communications, Data and Internet Communications at the United States Telecommunications Training Institute (USTTI); Cybersecurity: Planning, Implementing and Auditing of Critical Security Controls (SANS, Washington D.C.) and Advanced and Competitive Sailing Certifications at the Swain Sailing School at Tortola, the British Virgin Islands, Caribbean.

Thomas G. Aquino, age 73, Filipino, Vice Chairman of the Board of Directors. He is a Senior Fellow at the Center for Research and Communications, a multidisciplinary policy group at the University of Asia and the Pacific, Chairman of the Board of Trustees of the REID Foundation, and Trustee of the Asian Institute of Journalism and Communications. He is an Independent Director of ACR Inc., A Brown Company, Holcim Phils., and Pryce Corporation. Dr. Aquino served as Acting Secretary and Senior Undersecretary of the Department of Trade and Industry and Governor of the Board of Investments. He supervised the country's international trade promotions, international trade negotiations in the World Trade Organization (WTO) and in the ASEAN Free Trade Area (AFTA) as well as the bilateral trade talks with the country's major economic partners. He was lead negotiator for the country in the Japan-Philippines Economic Partnership Agreement and was country representative to the High Level Task Force on ASEAN Integration culminating in the ASEAN Economic Community. For government service, Dr. Aquino was conferred the Presidential Service Award (or Lingkod Bayan) for extraordinary contribution of national impact on public interest, security and patrimony and was recipient of the Gawad Mabini Award with the rank of Grand Cross (or Kamanong) for distinguished service to the country both at home and abroad. He obtained a Doctorate in Business Administration in 1980 from the IESE Business School, University of Navarre in Spain, an MS in Industrial Economics in 1972 from the CRC Graduate School, now University of Asia and the Pacific, and an AB in Economics in 1970 from the School of Economics, University of the Philippines.

Henry Andrews B. Abes, age 53, Filipino, was elected member of the Board of Directors on 01 August 2020. He was elected as President and CEO on 24 June 2021. His corporate career spans 30 years in the field of technology and telecommunications, online media, and commercial real estate. He rose from the ranks and eventually headed the residential sales group of Skycable in 1997. In 1999, he became the Vice-President and COO of One Virtual Corporation which pioneered in providing 2 way satellite broadband internet services mainly to private schools and ISPs throughout the country. In 2002, he became the Vice-President and Head of Customer Operations of Nextel Communications Philippines Inc (eventually NOW Telecom Company, Inc.) handling Sales and Marketing, Customer Care, and Revenue Assurance. In 2006, he became the General Manager of PLDT Subic Telecom. In 2009, he set-up all sales, marketing, and business development functions of the Corporate Sales Department of Wi-Tribe Telecoms Inc (formerly Liberty Broadcasting Network Inc.). He is currently the Vice-President for Sales of NTT Ltd. Philippines (formerly DTSI Group) focusing on the Business Process Outsourcing and Global In-House Center Market. Mr. Abes obtained his Bachelor of Arts in Political Science at the Ateneo de Manila University. He also took 3 year law courses from San Beda College of Law and executive courses in Strategic Leadership from Harvard Business Publishing, Sales Management from University of Michigan Business School, and Strategic Marketing and Total Quality Management from Asian Institute of Management.

Jose S. Alejandro, age 87, Filipino, Director, served as Chairman of the Board on June 2, 2006 until March 22, 2007 when he resigned from said position and was elected as the Company's President. He served as President until January 21, 2008. As official representing the Company, he has been elected Director of the Philippine Chamber of Commerce and Industry, Inc. (PCCI) for over 12 years and now Adviser on Energy and Utilities. Mr. Alejandro is also been a Member of the Board of Directors of NOW Telecom Company, Inc. (formerly Next Mobile, Inc.) since 1989 and he now serves as the Board's Vice Chairman. He is a business and management professional and leader with over 25 years of corporate experience. He was the former President and CEO of East Asia Power Resources, a local publicly-listed independent power producer during the period of local economic crisis (1997-1999), Country Manager for the Power Systems Business of General Electric Co. (1987-1995), and Vice President - Marketing at GE Philippines, Inc. and General Manager of GE Appliance Co. In these capacities, he led the growth and success of this leading U.S. global diversified corporation in the Philippines. He holds a Bachelor of Arts and a Bachelor of Law degrees from the Ateneo de Manila University and had taken post graduate courses leading to Master in Business Administration in the same school and Business Policies, Manpower and Marketing Strategies at the GE Management Institute in NY, USA. He is a member of the Philippine Bar.

Vicente Martin W. Araneta III, age 59, Filipino, Director and Chief Risk Officer. He also serves as Director and President of Facilities, Inc. and as Chairman of Real Properties, Inc., the holding company of Facilities, Inc. and owner of the Summit One Tower, Facilities Centre and Palladium Subdivision. He is also a member of the Board of Directors and Chief Financial Officer of ActivAsia, Inc., a 360-degree marketing services company specializing in events, point-of-sale and channel activation. He is an incorporator founding member, Treasurer and Director of the Philippine Chamber of Commerce and Industry – Pasig City, Inc. He serves as director of Arribadigital, Inc. and ActivCare Home Health Solutions, Inc. He is also a member (on-leave) of the Management Association of the Philippines and of the Chamber of Real Estate and Builders Associations Inc. Mr. Araneta is a member of the Ateneo Alumni Association, Inc. and served as a member of its Board of Directors for the period 2005-2007 (served as President in 20026) and 2009-2012. He is an incorporator of the Mandaluyong Business Foundation. Mr. Araneta also served as Director for the period 2004 to 2005 of the Philippine Science High School Foundation.

Gerard Bnn R. Bautista, age 58 Filipino, Director, was first elected as a member of the Board of Directors on June 2, 2016. He is also currently the Chairman of the University of Baguio Foundation. He is a partner at Bnn Bautista Associates, an Architecture & Planning firm. He is also a Charter Member of the Rotary Club of Makati, Greenbelt. He is a member of various associations, namely, the Harvard Architectural and Urban Society, the

Harvard Club of the Philippines, the Harvard Alumni Alliance for the Environment, the Harvard Alumni Entrepreneurs, the Philippine Jaycees Senate, Rockwell Club, Porsche Club Philippines, and the Baguio Country Club. He served as President of the Makati Jaycees. He also obtained a degree in BS Architecture at the University of the Philippines. Thereafter, he studied Information Technology at the Ateneo Graduate School of Business and Financial Forecasting at the University of Asia and the Pacific. He also studied Finance for Senior Executives and Management of Family Corporations at the Asian Institute of Management. Moreover, he studied Actuarial Planning at the Kennedy School of Government at Harvard and School Planning and Design in the Graduate School of Design of Harvard as well.

Francis Xavier la'O Manglapus, age 66, Filipino, appointed member of the Board of Directors on 10 February 2021. Educated at Cornell University, Hotel and Restaurant Management, he became the first Materials Manager of the Inter-Continental Hotel Chain in New York City, computerizing the purchasing requirements of the world-wide chain. He shifted careers, and joined Merryl Lynch as a financial consultant during the stock market boom in the in 1980's. In the late 90's he became President of a boutique financial advisory firm, Management Exchange Corporation, specializing in asset-backed securities. He was Chairman of the Board of Prime Savings Bank, and also became Chairman of the Board of Bataan Shipyard and Engineering Company.

Angeline L. Macasaet, age 49, Filipino, Director. She is concurrently the Corporate Secretary, Chief Legal Officer and Acting Compliance Officer. She is a member of the Philippine Bar. She is also the Corporate Secretary of the various companies under the Velarde Group such as Velarde, Inc., Gamboa Holdings, Inc., Food Camp Industries and Marketing, Inc., Emerald Investments, Inc., as well as enfranchised companies such as NOW Telecom Company, Inc., GHT Network, Inc., News and Entertainment Network, Inc., among many others. She ensures the compliance of these companies with all regulatory requirements as well as the legal requirements involving specific transactions. Her extensive engagement involves all forms of litigation and in all for a. In addition to litigation, Ms. Macasaet has corporate practice all the way to the more complex engagements of management buy-outs, corporate mergers and share swap.

Independent Directors

Domingo B. Bonifacio, age 68, American, Independent Director, was first elected as Independent Director on 20 January 2017. He is currently the Executive Vice President & General Manager of Automated Technology (Phil) Inc. (ATEC) Connectivity Division. From 2014-2015, he was President of Cirtek Advanced Technologies and Solutions, Inc. From 2005-2014, he served as President and CEO of REMEC Broadband Wireless International, Inc. and from 2005-2014, was the President and CEO of REMEC Manufacturing Philippines, Inc. He obtained his B.S. Electronics and Communications degree from the University of Santo Tomas and passed the Electronics and Communication Engineering Licensure Examination in 1977. He continued his education in 1978-1979 by enrolling in the University of California, Berkley, CA.

William T. Torres, age 89, Filipino, Director. Dr. Torres obtained his undergraduate degree from the Mapua Institute of Technology (now Mapua University) graduating at the top of his class in Mechanical Engineering. He started his professional career in the field of education, teaching in Mapua and then later in the Ateneo de Manila University. Awarded a Fulbright-Hays Grant in 1966, he pursued and eventually obtained both Master of Science and Doctor of Philosophy degrees in Computer Sciences from the University of Wisconsin-Madison, USA. He taught for an academic year at Wayne State University in Detroit, Michigan. At the Development Academy of the Philippines he served as Vice-President and later as Senior Vice-President for Operations. He was appointed Managing Director of the National Computer Center in the late 80s. Mr. Torres he has been actively involved in private ICT consulting practice. He joined National Steel Corporation first as consultant and then later as IT head. He was co-founder of the Philippines' first commercial ISP (MosCom) in 1994, was President until he retired in 2008. Currently, in addition to occasional consulting engagements, he is involved as a member of the National Academy of Science and Technology and of the Philippine Electronics and Telecommunications Federation (now Philippine Information Communications Technology Organization), is Vice-Chairman of the Board of Trustees of MFI Polytechnic Institute and of the Asian Institute of Journalism and Communication. Dr. Torres has served as a member of the Board of Trustees of the Mapua Institute of Technology from 2002 to 2010 and continues as Distinguished Professor, School of Information Technology.

Colin Ross Christie, age 62, British, is a nominee as Independent Director, has held senior executive posts in the Philippines and USA, including serving as CEO and board member of private and publicly-traded companies. He is the Executive Director of Global Chamber® Manila and is the Founder and current President of the Board of Trustees of the Analytics Association of the Philippines. He previously served on the Board of Trustees of the Healthcare Information Management Association of the Philippines (HIMAP) and was one of its founders. He is a Director of Lifetrack Medical Systems Inc, an award-winning provider of a next-generation and patented distributed radiology platform. He is also a Co-founder and Director of Medcode Inc., the leading Philippines provider of training solutions in medical coding. He also serves as Director of Digital Transformation for Enderun Colleges and is a member of the faculty for the College of Business, Technology, Entrepreneurship, and Economics. He was the founder and CEO of MxSecure, Inc., an early pioneer in the Philippines BPO sector, recognized by Entrepreneur magazine and on the INC magazine list of fastest growing US companies for four successive years. Mr. Christie has practiced a life-long passion for business innovation through transformative technologies. He is a frequent speaker at business and education conferences. He earned his Bachelor of Science in Chemical Engineering from the University of California, Berkeley.

Jozolly O. Ramos-Uy, age 36, Filipino, Acting Chief Finance Officer. Ms. Ramos-Uy. She was previously appointed as Chief Audit Executive of the Company on June 2018. She has 15 years' experience in Corporate Finance, Risk Management and Compliance. She started as the Junior Accountant of HDI Securities, Inc. She stepped up her career in HDI Securities when she became a Certified Associated Person by passing the Five Module Exam given by the Securities and Exchange Commission. In 2010, She became the Associated Person for Operation of Nieves Securities, Inc and in 2013 of Luys Securities Co., Inc. She imparts her knowledge in her profession as a part time faculty in Emilio Aguinaldo College from 2008 to 2020. She is a Certified Public Accountant. She graduated Cum Laude from the Eastern Visayas State University in 2005 and Finished her Masters in Business Administration with specialization in Capital Markets at the Lyceum of the Philippines University in 2012.

Melissa T. Dimayuga, age 50, Filipino, is the Acting Treasurer of the Company. Ms. Dimayuga has over 25 years of experience in the structuring and execution of various debt and equity fund raising transactions for both public and private sectors, in industries such as banking, fast moving consumer goods, food services, property development, infrastructure and construction, among others. Prior to joining the Now Group of Companies, She served as Vice President of First Metro Investment Corporation ("First Metro'), the investment banking arm of Metropolitan Bank and Trust Company, from 2004 to 2020 where she was involved in fund raising activities such as initial public offerings ("IPOs"), stock rights offerings ("SROs"), project loans and corporate bond transactions. Before joining First Metro, She worked for AB Capital and Investment Corporation, where she also gained experience in financial structuring. Ms. Dimayuga graduated from the Ateneo De Manila University with a degree in Bachelor of Science in Legal Management.

Arturo D. Sabino, 49 years old, Filipino, Chief Audit Executive. Mr. Sabino over 27 years of experience in fields of finance, accounting, auditing, taxation and logistics and inventory management. In 2018, he became Partner in KL Siy and Associates, an auditing firm. From 2013 to 2018, he held various and concurrent positions as Head of Internal Auditing, Quality Management Representative and Compliance Manager with Petbowe Group of Companies, that supplies various products and services for the personal care, home care, pharmaceutical manufacturing, and agricultural industry. In 2012, as he went out of the Securities and Exchange Commission as he stayed for 13 years and held the positions as securities investigator, securities examiner and securities specialist, he held positions of Audit with Manager in Velasco, Punzalan and Co., CPA's and Accounting Manager with Affiliated Computer Services Inc. (Philippines), a Xerox Company. And he held various positions in the fields of auditing, accounting, academe and sales documentations as he starts his career. He is a holder of Master of Business Administration, graduated from Jose Rizal University in 2000. He earned his degree in Bachelor in Accountancy at the Polytechnic University of Philippines in 1993 and passed the Certified Public Accountant Licensure Examination in 1994. He is a Sustaining Life Member of the Philippine Institute of Certified Public Accountant and Past President of Rotary Club of Malabon East of Rotary International District 3800.

Nominations to the Board

There will be a regular election of directors and officers for the term 2022-2023. The Nomination Committee shall pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and disqualification under Sec. 2.2.2.1 of the Revised Manual on Corporate Governance.

The nomination procedure is in accordance with SRC Rule 38 on the requirements on nomination and election of independent directors.

Nomination Committee

The Chairman and Members of the Nomination and Election Committee are as follows:

Jose S. Alejandro - Chairman
Gerard Bnn R. Bautista - Member
Domingo B. Bonifacio - Member (Independent Director)

Mr. Mel V. Velarde, Chairman, will nominate the candidates for independent directors. None of the Company's directors and executive officers is related up to the fourth civil degree of consanguinity or affinity. The term of office of elected directors will be one (1) year.

The following were nominated as the regular Directors of the Company for the ensuing year:

Mel V. Velarde
Thomas G. Aquino
Henry Andres B. Abe

Jose S. Alejandro
Vicente Martin W. Araneta III
Gerard Bnn R. Bautista
Francis Xavier L. Manglapus
Angeline L. Macasaet

Domingo B. Bonifacio, William T. Torres and Colin Ross Christie will be nominated as Independent Directors for the ensuing year. Attached are copies of their respective Certifications on Qualifications of Independent Directors as Annexes “E”, “F” and “G”.

Officers

Mel V. Velarde, Chairman of the Board (See above)
Thomas G. Aquino , Vice Chairman (See above)
Henry Andrews B Abes, President and Chief Executive Officer (See above)
Angeline L. Macasaet, Corporate Secretary (See above)
Jozolly O. Ramos-Uy Acting Chief Finance Officer (See above)
Melissa T. Dimayuga, Acting Treasurer
Arturo D. Sabino, Chief Audit Executive (See above)

ii. Involvement in Certain Legal Proceedings of Directors and Officers

There are no pending legal proceedings involving Bankruptcy Petition, Conviction by Final Judgment or being subject to any Order, Judgment or Decree, or Violation of a Securities commodities Law to which any director, any nominee for election as director, executive officer, underwriter or control person of the Company is a party or of which any of their property is the subject thereof have occurred during the past five (5) years up to the latest date that are material to evaluation.

iii. Identity of Significant Employees

There is no person who is not an executive officer who is expected to make a significant contribution to the business of the Company.

iv. Family Relationship

None of the Directors, Advisors and Executive Officers is related up to the fourth civil degree of consanguinity or affinity.

v. Involvement in Certain Legal Proceedings of the Registrant

The Company is not a party to any administrative, civil or criminal litigation or proceeding pending or threatened against or relating to the Company in any of the courts in the Philippines or abroad.

b. Certain Relationships and Related Transactions

None of the Advisors, Executive Officers and Management employees are related by affinity or consanguinity.

Item 6. Compensation of Directors and Executive Officers

The aggregate compensation of executive officers and directors of the Company for the year 2020 and 2019, and the estimated compensation for the year 2021 are as follows:

ACTUAL	2022			2021
	COMPENSATION	OTHERS	TOTAL	TOTAL
A. Five (5) most highly compensated Executive Officers	10,539,758	1,437,216	10,225,086	12,053,828
All directors and executive officers as a Group unnamed	2,411,902	750,966	3,162,868	2,667,071

PROJECTED	2023		
	COMPENSATION	OTHERS	TOTAL
A. Five (5) most highly compensated Executive Officers	12,089,564	1,007,464	13,097,028
All directors and executive officers as a Group unnamed	2,411,902	770,966	3,182,868

The compensation of the directors in their capacity as such did not exceed ten (10%) percent of the net income before tax of the Company during the preceding year.

The following are the 5 highest compensated directors / executive officers of the Company for the year 2021:
1. Rene L. Rosales 2. Mel V. Velarde, 3. Angeline L. Macasaet, 4. Henry Andrews B. Abes 5. Joemar S. Tiano.

Except Mr. Mel V. Velarde, Ms. Angeline L. Macasaet and Mr. Henry Andrews B. Abes, none of the other members of the board of directors received any compensation or salary except for per diem every board meeting.

Standard Arrangement

Other than payment of reasonable per diem, there are no standard arrangements pursuant to which directors of the Corporation are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed fiscal year and the ensuing year.

Other Arrangements

There are no other arrangements pursuant to which any director of the Corporation was compensated, or is to be compensated, directly or indirectly, during the Corporation's last completed fiscal year, and the ensuing year, for any service provided as a director.

Employment Contracts and Termination of Employment and Change-in-Control Arrangement

There are no special employment contracts between the Corporation and the named executive officers.

There are no compensatory plan or arrangement with respect to a named executive officer.

Warrants and Options Outstanding

There are no outstanding warrants or options held by the Corporation's Chief Executive Officer, the named executive officers, and all officers and directors as a group.

Item 7. Independent Public Accountants

The auditing firm of Reyes Tacandong & Co is the incumbent external auditor of the Company for the calendar year 2021 and is being recommended for re-appointment at the scheduled annual meeting of the shareholders. Representatives of the said firm are expected to be present at the Annual Stockholders' Meeting and will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

There had been no disagreements by and between the Company and the current external auditor regarding accounting policies and financial disclosures of the Company.
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Audit Fees

The aggregate fees billed for the current fiscal year ended 2021 for professional services rendered by the Reyes

Tacandong & Co. for the audit of the Company annual financial statements is Php900,000.

The aggregate fees billed for each of the last two (2) fiscal years for professional services rendered by Reyes Tacandong & Co.for the audit of the Company annual financial statements is Php700,000 for 2019 and Php900,000 for 2020.

The external auditor does not render any other assurance and services related to the performance of the audit nor does it render any professional service for tax accounting, advice, planning and any other form of tax services.

Audit and Risk Management Committee

The Chairman and Members of the Audit and Risk Management Committee are:

Vicente Martin W. Araneta III – Chairperson
William T. Torres– Member
Colin R. Christies– Member

Item 8. **Compensation Plans**

No action is to be taken by the Company with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

There is none.

Item 10. Modification or Exchange of Securities

There are no matters or actions to be taken up in the meeting with respect to the modification of any class of the Company's securities or the issuance of authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

Other data related to the Company's financial information such as the Consolidated Audited Financial Statements as of 31 December 2021 together with the Statement of Management Responsibility; the Certification on Appointment or Employment in Government Entity, if applicable, and the 1st Quarter Report for period ended 31 March 2022 (SEC Form 17-Q) will be part of this report.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be taken with respect to any transaction involving the following:

a. the merger or consolidation of the registrant into or with any other person or of any other person into or with the registrant;
b. the acquisition by the registrant or any of its security holders of securities of another person;
c. the acquisition by the registrant of any other going business or of the assets thereof;
d. the sale or other transfer of all or any substantial part of the assets of the registrant; or
e. the liquidation or dissolution of the registrant.

Item 13. Acquisition or Disposition of Property

There are no matters or actions to be taken up with respect to acquisition or disposition of any property by the Company.

Item 14. Restatement of Accounts

None.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are included in the agenda of the Annual Stockholders' Meeting for approval of the Stockholders:

1. Minutes of the Annual Stockholders' Meeting held on 24 June 2021, covering the following matters:
   (i) Approval of the Minutes of the Stockholders' Meeting held on 24 June 2021;
   (ii) Ratification of all acts and resolutions of the Board of Directors and Management during the preceding year
   (iii) Approval of the President's Report/Annual Report
   (iv) Election of Directors, including independent directors
   (v) Appointment of External Auditor
   (vi) Approval of the Audited Financial Statements

The voting and the tabulation procedures used in the previous meeting were in accordance with and similar to Item 19 hereunder set forth. Stockholders were given the opportunity to ask questions all throughout the duration of the meeting. No question was raised during the said meeting. The matters discussed and resolutions reached during the previous meeting pertain to those indicated in the Notice of the Meeting. Each item in the agenda presented was unanimously approved by all the stockholders either present in person or by proxy representing 1,161,514,717 shares out of the total outstanding of 1,672,572,468 shares or equivalent to 69.44%.

2. Other Actions for Approval:
   (i) Election of the members of the Board of Directors, including independent directors, for the ensuing year.
   (ii) Approval and ratification of the acts of the Board of Directors and Management of the Company from the Regular Meeting of the Board of Directors held on 24 June 2021 up to the date of the annual meeting of stockholders on 02 June 2022.
   (iii) Appointment of External Auditor
   (iv) Approval of the Audited Financial Statements and the Annual Report
   (v) Approval of the conversion of a shareholder's advances into equity in the amount of Php221M with the conversion price computed based on the Volume Weighted Average Price of the 30-day trading period ending 24 June 2021 or at Php2.38 per share, and the listing with the Philippine Stock Exchange of additional 92,857,142 common shares resulting from the said conversion.
   (vi) Approval of the Amendment of the Seventh Article of Incorporation

Item 16. Matters Not Required to be Submitted

All matters or actions to be submitted in the meeting will require the vote of the security holders.

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

The Company intends to amend the Seventh Article of Incorporation for the increase of authorized capital and this amendment will be presented to the Company's stockholders for approval at the meeting.

Item 18. Other Proposed Actions

Other than the matters indicated in the Notice and Agenda, there are no other actions proposed to be taken at the meeting.

Item 19. Meeting/Voting Procedures

At least a majority of the outstanding capital stock of the Company shall be sufficient to carry the vote for matters submitted to a vote at the Annual Stockholders' Meeting (the "Meeting"), except for the amendment of the Articles of Incorporation that will require two-thirds votes. The manner of voting and counting votes will be as follows:

1. All outstanding stockholders as of record date of 09 My 2022 are entitled to vote, one to one, and shall have the right to vote. The Corporate Secretary, will count the votes cast.

2. For purposes of electing directors, cumulative voting shall be followed. The stockholders may have the option to cast all his/her/its votes in favor of one or distribute his/her/its votes among nominees. Only candidates nominated during the meeting shall be entitled to be voted.

3. Consistent with the provisions of the By-Laws of the Company, voting need not be by ballot and will be done upon motion by any of the stockholders.

In accordance with the requirements of SEC Memorandum Circular No. 6 s. 2020, the following mechanics of the annual meeting held through remote communications shall be observed:

1. All attendees shall download the Zoom application into their computer devices beforehand. The Zoom application is a platform which allows participants to join a video conference meeting and group messaging from one's own computer device.
2. Stockholders may attend the remote meeting by themselves or by proxy. Any instrument authorizing a proxy to act as such and notification by a shareholder to attend the Meeting shall be submitted to the Corporate Secretary through electronic mail

   (angeline.macasaet@now-corp.com) at least three (3) days before the remote meeting, or by 30 May 2022. With the said Proxy and notification from the shareholder, the Zoom link to the Meeting (with Meeting ID and password) will be provided to the participating shareholder by the Corporate Secretary.
3. The attendees must have adequate audio and video facilities (such as functioning computer web camera, speakers and microphones), and sufficient internet connection, to allow them to participate and follow the matters to be discussed during the video conference meeting.
4. In all matters requiring the casting of votes:

a. The directors and stockholders are allowed to cast their votes by remote communication during the video conference meeting held *via* Zoom.
b. The directors and stockholders may signify their votes during the video conference meeting through audio and visual confirmation, if possible (*i.e.*, making their vote known through visual means *via* the web camera, and auditory means *via* their computer's microphone), or through some other function available in the Zoom application (*i.e.*, by using the Zoom chat function).
c. The period to vote and to raise objections matters on voting will be throughout the duration of the video conference meeting.

5. In compliance with the requirements of Republic Act No. 10173, otherwise known as the Data Privacy Act of 2012, notice is hereby being given that a visual and audio recording of the video conference meeting will be made, for purposes of drafting the minutes of the meeting. A copy of the recording shall be kept by the Corporate Secretary

6. A soft copy of all materials used in the Meeting shall be sent to all participants through electronic mail; and

7. In case of technological, administrative or logistical issues encountered prior to or during the remote meeting, please contact Mr. Joel N. Gonzales at joel.gonzales@now-corp.com.

UNDERTAKING TO PROVIDE ANNUAL REPORT AND QUARTERLY REPORT

THE REGISTRANT UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH STOCKHOLDER A COPY OF THE COMPANY'S ANNUAL REPORT OR SEC FORM 17-A AND 1st QUARTER REPORT FOR PERIOD ENDED 31 MARCH 2022 (SEC Form 17-Q) UPON WRITTEN REQUEST TO THE COMPANY ADDRESSED TO:

ANGELINE L. MACASAET
Corporate Secretary
NOW CORPORATION
Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca corner Dela Rosa and Gil Streets
Legaspi Village, Makati City

PART II.

There are no proxy solicitations.

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on this 12th day of May 2022.

NOW CORPORATION
Issuer

HENRY ANDREWS B. ABES
President and CEO

JOZOLLY O. RAMOS-UY
Acting Chief Finance Officer

ANGELINE L. MACASAET
Corporate Secretary

PART I - BUSINESS AND GENERAL INFORMATION

General Information

NOW Corporation (the "Company") was originally incorporated on June 5, 1996 as MF Schroder & Co., Inc., initially to engage in the purchase and sale of securities. MF Schroder & Co., Inc. was then a wholly-owned subsidiary of Amalgamated Investment Bancorporation (AIB), a full-fledged and duly licensed investment house.

In January 2002, MF Schroder & Co., Inc. was renamed Cashrounds, Inc. (Cashrounds), with the primary purpose to engage in the business of securities brokerage relating to the sale, transfer or exchange of every description of shares of stock and bonds, and to execute such transactions with the use of information technology.

On March 22, 2005, a Memorandum of Agreement was executed by AIB and Gamboa Holdings, Inc. (Gamboa), whereby AIB agreed to sell and Gamboa agreed to purchase 18,171,286 or 2/3 of the shares of stock of Cashrounds at an aggregate purchase price of Php74,395,000.00.

The sale of Cashrounds shares to Gamboa was made on June 3 and August 30, 2005 which resulted in Gamboa owning 66.67% of Cashrounds.

On April 28, 2006, Cashrounds entered into a Memorandum of Agreement (MOA) with NOW Telecom Company, Inc., formerly known as Next Mobile, Inc. (NOW Telecom) and five controlling shareholders of NOW Telecom namely, Top Mega Enterprises Limited, Joyce Link Holdings Limited, Gamboa Holdings, Inc., Emerald Investments Inc., Food Camp Industries and Marketing, Inc. (the five companies collectively known as NOW Telecom Shareholders) whereby existing shares of NOW Telecom owned by the NOW Telecom Shareholders were swapped with new shares issued by Cashrounds pursuant to an increase in authorized capital stock.

As a result of the above-mentioned exchange of shares of stock, the NOW Telecom Shareholders acquired 97% equity interest of Cashrounds, while Cashrounds acquired 19% of NOW Telecom.

On September 19, 2006, the Securities and Exchange Commission (SEC) approved the increase in the authorized capital stock of Cashrounds to Php1.320 billion with corresponding increase of its paid-up capital to Php1,317,278,350 as well as the change of the corporate name from Cashrounds, Inc.to Information Capital Technology Ventures, Inc.

On July 24, 2008, the SEC approved the amendment of Article II of the Articles of Incorporation of the Company's Primary Purpose to read as follows:

To engage in the business of providing telecommunications, media and information technology products and services, such as but not limited to the research, development, production, management, marketing, and operation of the following: telecommunications value added services through companies duly licensed to engage in wired and wireless, fixed and mobile communications; software and hardware technology, business process outsourcing, call center and other information technology applications; digital media and other media except mass media; and to do all activities directly or indirectly connected therewith or incident thereto.

On December 10, 2008, the Philippine Stock Exchange (PSE) approved the application of the Company to list additional shares to cover its share-for-share swap transactions with the shareholders of NOW Telecom. In addition, PSE likewise approved the Company's transfer from the SME Board to the Second Board of the Exchange.

On February 20, 2009, the PSE issued a circular informing the investing public of the Company's listing of additional 1,289,278,350 common shares effective February 24, 2009. This is to cover the share- for-share swap transactions with the shareholders of NOW Telecom, namely, Top Mega Enterprises Limited, Gamboa Holdings, Inc., Emerald Investments, Inc., Joyce Link Holdings Limited and Food Camp Industries and Marketing, Inc., at a swap price of ₱1.00 per share.

The transfer of the Company from the SME to the Second Board took effect on June 29, 2009.

On March 12, 2010, the Board of Directors of the Company (BOD) approved the Company's transfer from the Second Board to the First Board of the Exchange. In addition, the BOD approved the Company's increase in authorized capital stock from P1.32 billion to P5 billion as well as the listing of the additional shares from the increase. Finally, the BOD approved the amendment of the Company's By- Laws that will allow waiver of pre-emptive rights.

On August 3, 2010, the SEC approved the Amendment of the Seventh Article of the Articles of Incorporation of the Company to read as follows:

"No stockholder shall have any pre-emptive right of subscription to any class of shares of stock of this Corporation, whether to the present authorized capital stock or any future increases thereof."

On March 8, 2011, the Company filed with PSE its application for transfer from the Second Board to the First Board of the Exchange.

The amendment of the Company's Secondary Purposes to include the following was ratified by the stockholders of the Company during the June 2, 2011 Annual Stockholders' Meeting.

a. To provide professional services and manpower in the field of telecommunications, media and information technology.
b. To buy, sell, lease, assemble, import, export, process and deal in any and all classes of materials, merchandise, supplies and commodities of every kind and nature;
c. To act as commission agent, manufacturer's representative, or principal for the purchase, sale distribution, manufacture, assembly, import or export of any and all classes of materials, merchandise, supplies and commodities of every kind and nature; and
d. To engage in and carry on the business of general and retail merchants, traders, factors, agents, manufacturers, processors, dealing in or with any and all classes of materials, merchandise, supplies and commodities of every kind and nature.

On March 17, 2011, the Company's Board of Directors confirmed/ratified the establishment of the Company's wholly-owned subsidiary named J-Span IT Services, Inc. in Tokyo, Japan. The Board likewise approved the establishment in the Philippines of a wholly-owned subsidiary to be named I-Resource Consulting International, Inc.

On May 25, 2011, the SEC approved the incorporation of I-Resource Consulting International, Inc. as a wholly owned subsidiary of the Company. The primary purpose of I-Resource Consulting International, Inc. is to provide consulting, technical advice and professional advisory services to persons, firms, association, corporations, partnerships and other entities.

On June 10, 2011, the SEC approved the incorporation of Porteon SEA, Inc., a wholly-owned subsidiary of the Company with the primary purpose of engaging in the business of manufacturing, marketing and selling of vehicles of all types, including but not limited to electric vehicles.

The amendment of the Secondary Purposes was approved by the SEC on August 25, 2011.

On September 02, 2011, the Company entered into a Memorandum of Understanding with Huawei International Pte., Ltd., Huawei Technologies Phils., Inc. and NOW Telecom. The parties desire to explore the possibility of entering into a business relationship which will allow each party to provide its respective contribution in order to attain the common purpose of implementing NOW Telecom's nationwide build-up plans. The milestone agreement is expected to enhance the information capabilities of the Company and NOW Telecom in partnership with the world's largest information technology company Huawei.

On December 9, 2011, the Company executed a Memorandum of Agreement with the Filipino American Chamber of Commerce of Orange County, a non-profit organization in the State of California, for the use of a digital media portal through the Company's latest technology platform NowPlanet.TV.

On August 25, 2012, the SEC approved the incorporation of i-Professional Search Network, Inc., a wholly-owned subsidiary of the Company. The primary purpose of i-Professional Search Network, Inc. is the recruitment and placement of workers domestically. This is aimed at broadening the Company's base in the area of service-related business as well as to complement the Company's other wholly-owned subsidiary, I-Resource Consulting International, Inc., which provides consulting, technical advice and professional advisory services to persons, firms, association, corporations, partnerships and other entities.

The Board of Directors and Stockholders of the Company approved the name change from Information Capital Technology Ventures, Inc. to NOW Corporation on 02 July 2013 and 06 June 2013, respectively. On 16 August 2013, the SEC issued the Certificate of Filing of Amended Articles of Incorporation and the Certificate of Revision of the Title of Amended By-Laws certifying the said name change.

On December 27, 2013, the Company paid the amount of Php3,000,000.00 for the Company's subscription to 110,000 shares (at Php100.00 per share) on the proposed increase in the authorized capital stock of I-Resource from Php1,000,000.00 to Php12,000,000 or increase from 10,000 shares to 120,000 shares.

The proposed increase in the authorized capital stock of i-Resource was approved by the SEC on April 2, 2014.

During the Special Stockholders' Meeting held on January 22, 2015, the shareholders approved the following: 1) increase of the capital stock of the Company from Php1.32B to Php2.120B or an increase of Php800M; 2) conversion of advances made by a shareholder, Velarde, Inc., in the amount of Php200M; 3) application for listing with the PSE of the additional 200M shares to be issued from the increase in authorized capital; and 4) waiver by a majority vote representing the outstanding shares held by the minority shareholders present of the conduct of a rights or public offering of the shares to be subscribed by Velarde, Inc. The Company's Board of Directors had previously approved a higher increase of Php2.7B during its November 27, 2014 meeting. However, upon further study and discussion, a lower amount was recommended and approved by the Board during a special meeting held on 22 January 2015 prior to the Special Stockholders' Meeting scheduled on the same day.

On 17 December 2015, the Securities and Exchange Commission approved the Company's increase in authorized capital from Php1,320,000,000.00 divided into 1,320,000,000 shares of the par value of Php1.00 each to Php2,120,000,000.00 divided into 2,120,000,000 shares of the par value of Php1.00 each.

At the 29 April 2016 Special Meeting of the Board of Directors, the Board approved the increase of the authorized capital stock of the Company from Php2.120B to Php3.0B. The Board likewise approved the conversion into equity of the 264M advances accumulated since year 2011 from a shareholder, Velarde, Inc., at a conversion price of Php1.22/share computed/ based on the daily average of the volume-weighted average price of NOW shares for a 30-day trading period ending 14 April 2016; Finally, the Board approved the listing of 216M shares that will be issued out of the said conversion and increase in authorized capital stock.

In its 02 September 2016 Special Meeting, the Board of Directors approved the amendment of the Seventh Article of Incorporation to authorize the creation of Sixty Million (60,000,000) Redeemable, Convertible, Non-Participating and Non-Voting Preferred Shares with or without Detachable Warrants with a par value of One Peso (Php1.00) per share.

During the 08 November 2016 Special Stockholders' Meeting, the shareholders present, by a unanimous vote, approved the following: 1) Minutes of the Annual Stockholders' Meeting held on 02 June 2016; 2) Amendment to the Seventh Article of Incorporation (creation of 60M Redeemable, Convertible, Non-Participating, and Non-Voting Preferred Shares with or without Detachable Warrants with a par value of One Peso (Php1.00) per share; 3) Approval for listing of 60M Redeemable, Convertible, Non-Participating, and Non-Voting Preferred Shares with or without Detachable Warrants with a par value of One Peso (Php1.00) per share; 4) Approval for issuance and public offering of 60M Redeemable, Convertible, Non-Participating, and Non-Voting Preferred Shares with or without Detachable Warrants with a par value of One Peso (Php1.00) per share.

The Shareholders likewise expressly granted the authority to the Board of Directors to determine: (1) whether the issuance of the Preferred Shares shall be with or without warrants; (2) the actual number of warrants to be issued in connection thereto, which shall in no case be more than two (2) times the total number of Preferred Shares to be issued; (3) the total number of underlying common shares to be issued in connection with such warrant, which shall in no case be more than the number of warrants to be issued; and (4) to determine all other terms and conditions of the warrant including the strike price.

In its 21 December 2016 Regular Meeting, the Board of Directors approved the filing of the Registration Statement, Listing Application and the terms and conditions and such other relevant acts in connection with the intended public offering of shares of the Company.

On 10 January 2017, the Securities and Exchange Commission issued to the Company a Certificate of Filing of Amended Articles of Incorporation (Amending Article VII reclassification of P60,000,000.00 Common Shares to Preferred Shares thereof).

At the 20 January 2017 Special Meeting of the Board, a resolution was passed approving the issuance of detachable warrants in connection with the public offering of the Company's preferred shares;

At the 07 August 2017 Regular Meeting of the Board of Directors, the following resolutions were approved: 1) Acceptance of disengagement of SB Capital Investment Corporation ("SB Capital") as one of the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters. 2) Appointment of SB Capital as the Company's Financial Advisor; 3) Grant of authority to the Chairman and President and CEO to negotiate and engage the services of an Issue Manager, Bookrunner, Lead Underwriter for its proposed public offer of preferred shares; 4) Reduction of the Company's proposed public offering of its preferred shares from 15M preferred shares with 30M warrants to 5M preferred shares with 30M warrants thus resulting in the reduction of the offer size from Php 1.5B to Php 500M.

In its 20 December 2017 Regular Meeting, the Board approved, in relation to its conduct of Public Offering by way of a Follow-On Offering ("FOO") of its Preferred Shares of stocks, the offer and sale of up to 10,000,000 out of the 60,000,000 redeemable, convertible, non-participating and non-voting preferred share with detachable warrants out of the unissued portion of the authorized capital stock of the Corporation (the "Offer Shares") and up to 20,000,000 Detachable Subscription Warrants to be issued free of charge with 20,000,000 underlying common shares (collectively, the "Warrant").

On 22 December 2017, NOW Corporation filed its Registration Statement and Prospectus with the Securities and Exchange Commission ("SEC") pursuant to the Company's application for the Follow-On Offering of 5,000,000 redeemable, convertible, cumulative, non-participating, non-voting, Peso- denominated, preferred shares with an Oversubscription Option of [5,000,000] with a par value of one peso (₱1.00) per share, with 10,000,000 detachable subscription warrants to be issued free of charge with 10,000,000 underlying common shares, with an Oversubscription Option of 10,000,000 Warrants and 10,000,000 underlying common shares of NOW Corporation.

In its 15 March 2018 Regular Meeting, the Board resolved to delegate to the Executive Committee the setting of the final conversion price related to the conversion into equity of the Php264,000,000.00 advances from a shareholder. Said conversion into equity was previously approved in 2017 by both the Board and the Stockholders, respectively.

The shareholders present by a unanimous vote likewise affirmed / confirmed their approval, made at the 02 June 2016 Annual Stockholders' Meeting, of the increase in authorized capital stock of the Company as well as the conversion into equity of the Php264M advances from a shareholder, Velarde, Inc., at the conversion price computed based on the daily average of the Volume-Weighted Average Price of NOW Corporation shares for a 30 day trading period ending 14 April 2016 as well as the listing of corresponding shares that will be issued out of the said conversion. The conversion price set between Php1.50 per share to Php1.70 per share range. The Board of Directors was given the delegated authority to finalize the terms and other details pertaining to such increase and conversion price within the respective ranges therein set forth.

On 22 June 2018, the Securities and Exchange Commission issued the Certificate of Filing of Enabling Resolution in relation to the Company's offer of 5,000,000 Redeemable Convertible Cumulative Non-Participating Non-Voting Peso-denominated Preferred Shares and designate the series as the Preferred "A" Shares with an Oversubscription Option of 5,000,000 Preferred A Shares, with 25,000,000 underlying Common Shares and an additional 25,000,000 Common Shares upon the exercise of the Oversubscription Option, which Common Shares shall be issued upon conversion of the Preferred Shares, with Detachable Warrants, under the terms and conditions thereof.

On 27 June 2018, the Philippine Stock Exchange approved the application of the Company to list an additional 200,000,000 common shares to cover its debt-to-equity conversion transaction with its shareholder.

At the Special Meeting of the Board of Directors of NOW Corporation held on 11 October 2018, the Board approved the conversion into equity by its shareholder Velarde, Inc. in the amount of Two Hundred Nine Million Pesos (Php209,000,000.00) with the conversion price computed based on the Volume Weighted Average Price (VWAP) of the 30-day trading period ending 11 October 2018.

At the special meeting of the Board of Directors of NOW Corporation held on 28 December 2018, the Board approved the Company's equity restructuring plan by reducing the par value of the common shares of stock of the Company and by applying the resulting additional paid-in capital to eliminate its accumulated deficit. For this purpose, the Board approved the amendment of Article Seventh of NOW's Articles of Incorporation to reduce the par value of common shares from One Peso (Php1.00) per share to Seventy Centavos (Php0.70) per share, and the resulting decrease of NOW's authorized capital stock from Php2,120,000,000.00 divided into 2,060,000,000 common shares with par value of One Peso (Php1.00) each to Php1,442,000,000 divided into 2,060,000,000 common shares with par value of Seventy Centavos (Php0.70) each.

At the Special Stockholders' Meeting of NOW Corporation held on 08 March 2019, the stockholders unanimously approved the Company's equity restructuring plan by reducing the par value of the common shares of stock of the Company and by applying the resulting additional paid-in capital to eliminate its accumulated deficit. For this purpose, the stockholders unanimously approved the amendment of Article Seventh of NOW's Articles of Incorporation to reduce the par value of common shares from One Peso (Php1.00) per share to Seventy Centavos (Php0.70) per share, and the resulting decrease of NOW's authorized capital stock from Php2,120,000,000.00 divided into 2,060,000,000 common shares with par value of One Peso (Php1.00) each to Php1,442,000,000 divided into 2,060,000,000 common shares with par value of Seventy Centavos (Php0.70) each.

Likewise, the stockholders unanimously approved the conversion of advances into equity of its shareholder Velarde, Inc. in the amount of Two Hundred Nine Million Pesos (Php209,000,000.00) with the conversion price computed based on the Volume Weighted Average Price (VWAP) of the 30-day trading period ending 11 October 2018 or at Php6.50 per share, and the listing of additional shares resulting from the said conversion. The waiver by a majority vote representing the outstanding shares held by the minority shareholders present of the conduct of a Rights or Public Offering of the Shares to be subscribed to by Velarde, Inc. was likewise affirmed/confirmed. In the same meeting, the stockholders also approved the revision of the earlier approval made during the Annual Stockholders' Meeting held on 07 June 2018 to increase the authorized capital stock of the Company within a range between Php600M and Php700M in connection with the earlier conversion of another tranche of advances made by Velarde, Inc. to NOW Corporation in the amount of Php264 Million. Only the conversion into equity of Velarde, Inc.'s advances in the amount of Php264M based on the adjusted conversion price range between Php1.50 and Php1.70 per share as well as the listing of additional shares resulting from the said conversion are approved and affirmed for implementation. The contemplated increase in authorized capital stock is deemed set aside.

On September 6, 2019, the Securities and Exchange Commission approved the Company's application for equity restructuring and the decrease in its authorized capital and par value per share, wiping out the deficit as of 31 December 2018 in the amount of Php402,105,543.00 against the reduction surplus of Php455,183,505.00.

With the amendment of Article Seventh of NOW's Articles of Incorporation, the resulting authorized capital stock of the Company is One Billion Five Hundred Two Million Pesos (Php1,502,000,000.00), Philippine Currency, and said capital stock is divided into Two Billion Sixty Million (2,060,000,000) common shares, with a par value of Seventy Centavos (Php0.70) each and Sixty Million (60,000,000) Redeemable, Convertible, Non- Participating, and Non-Voting Preferred Shares with or without Detachable Warrants with a par value of One Peso (Php1.00) per share.

The equity restructuring did not reduce the number of issued, outstanding and listed shares and will not change a stockholder's interest in the Company. Furthermore, the Php1.00 par value per share of the existing preferred shares will not change.

On 06 November 2019, the Securities and Exchange Commission issued a Certificate of Approval of Valuation confirming the valuation of shareholder Velarde, Inc.'s advances in the amount of Php264M as payment for the additional issuance of 155,294,118 common shares worth Php108,705,882.60 (with par value of Php 0.70 per share) out of the unissued portion of the present authorized capital stock of NOW Corporation, based on the conversion price of Php1.70 per share as approved by at least majority of the stockholders and Board of Directors at their respective meetings held on 08 March 2019.

At the Special Meeting held on 24 August 2020, the Board of Directors of NOW Corporation approved, confirmed, and ratified the offer of an existing shareholder, Velarde, Inc., to subscribe to a) 102,000,000 common shares of NOW, equivalent to a 5.75% equity stake in NOW post subscription, at PhP2.25/share or a total aggregate amount of PhP229,500,000.00; and b) 60,000,000 Redeemable Convertible Cumulative Non-Participating Non-Voting Peso-denominated Preferred Shares of NOW, with 1 free Detachable Warrant for every preferred share subscribed to (1:1 ratio), exercisable after the 2nd year anniversary from issue date, at a subscription price of PhP1.00 per Convertible Preferred Share. The Detachable Warrants are exercisable after the 2nd year anniversary from issue date at a price of PhP2.25 per common share. The Preferred Shares may be converted to common shares of the Company at a conversion price of Php2.25 per share, which may be exercised at any time from the 1st year anniversary from the issue date of the Preferred Shares until the 5th year anniversary from the issue date of the Preferred Shares. The Board likewise unanimously approved the other indicative terms and conditions of the transaction presented during the said meeting.

On August 28, 2020, the company received from the Securities and Exchange Commission the Certificate of Approval of Valuation dated 16 March 2020 confirming the valuation of shareholder Velarde, Inc.'s advances in the amount of Php209M as payment for the additional issuance of 32,153,846 common shares worth Php22,507,692 (with par value of Php 0.70 per share) out of the unissued portion of the present authorized capital stock of NOW Corporation, based on the conversion price of Php6.50 per share as approved by the board of directors on October 11, 2018 and of the stockholders on March 8, 2019.

At the Special Meeting held on 01 July 2021, the Board of Directors of NOW Corporation unanimously approved, confirmed, and ratified the offer of an existing shareholder, Velarde, Inc., to convert its advances into equity in the amount of Two Hundred Twenty One Million Pesos (Php221,000,000.00) with the conversion price computed based on the Volume Weighted Average Price (VWAP) of the 30-day trading period ending 24 June 2021 or at Php2.38 per share, and the listing with the Philippine Stock Exchange of additional shares resulting from the said conversion.

Likewise, in the same meeting, the Board appointed the Chairman and the President and CEO to be nominated and voted in as members of the Board of Directors of its affiliate, NOW Telecom Company, Inc., to occupy the two (2) board seats proportionate to the Company's current percentage shareholding in the said affiliate.

The Board of Directors resolved that in connection with the Top Up Placement through a Placing and Subscription Transaction whereby 160,000,000 common shares which is equivalent to 8.14% of the total issued and outstanding common shares of the Company shall be offered and sold by an existing shareholder to Qualified Buyers under Section 10(l) of the SRC and/or to not more than 19 non-qualified buyers, and the subsequent issuance by the Company of the same number of common shares to be subscribed to by the Selling Shareholder as previously disclosed on 24 June 2021 to the Exchange by the Company, the Board of Directors approves the computation of the Subscription Price/Offer Price to be based on a 5% discount to the 30-day Volume Weighted Average Price (VWAP) of the 30-day trading period on the pricing date for the purpose of raising up to Php800,000,000.00 to be used to fund the Company's expansion projects; and

RESOLVED FURTHER, as it is hereby further resolved, that the Board approves the renewal of the mandate of PNB Capital and Investment Company for a period of one (1) year beginning 13 December 2021 as Issue Manager, Financial Advisor and Bookrunner for the Top-Up Placement transaction and the appointment of Cruz Marcelo & Tenefrancia Law Firm as the Company's Transaction Counsel."

(1) Business of the Company

Pursuant to its new primary purpose, the Company has recently shifted its operations into Telecommunications, Media and Technology (TMT). Its new primary purpose is primarily engaged in the business of providing telecommunications, media and information technology products and services under its three key operating business segments, namely: (i) Software Licenses and Services; (ii) IT Manpower and Resource Augmentation; and (iii) Broadband and Wireless Cable TV Services. The Company's diverse products and services portfolio include software application development and maintenance, collaboration software solutions, web integration, web and mobile applications development, technical and maintenance services, IT manpower and resource augmentation, project implementation and management, managed services outsourcing, and fixed wireless broadband services, among others. The Company also offers value-added services through partnerships with companies licensed to provide wired and wireless, fixed and mobile communications and cable TV services.

Among the programs that the Company is currently offering would be TMT services such as broadband networks worldwide, cloud hosting service, virtual private networks, multimedia content, online gaming, web hosting, cloud-based multimedia conference, cloud-based mail and messaging service, electronic communications network and services.

In 2016, the Company expanded its service offerings with the introduction of its "Fiber-in-the-Air" fixed wireless broadband service with a CIR of up to 700 Mbps, a first of its kind in the Philippines. Through its partnership with NOW Telecom and Newsnet, a wireless telecommunications operator and a cable TV service provider, respectively, the Company offers an affordable, alternative and high-speed broadband service of up to 700 Mbps and wireless cable TV services to the underserved and unserved large enterprises such as schools, hospitals, hotels, high-end residential buildings, and commercial buildings with multiple BPO locators. Currently, the Company's client broadband subscription ranges from 5 Mbps to 100 mbps, which may be further increased to up to 700 Mbps, depending on the clients' bandwidth requirements. The Company positions its fixed wireless broadband service either as primary, alternative or as an auxilary link to existing broadband service providers. In 2018, the Company has since then upgraded its equipment increasing its capacity to 400% of from initial 700Mbps to new equipment upgrade able to service up to 2.4Gbps. This upgrade was done as preparation for the huge demand of that will come from future and existing customers. More than to meet the demand of their customers though, the company also aims to help facilitate the creation of smart cities.

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The Company's Fiber-in-the-Air fixed wireless broadband service allows its subscribers to download upload, stream and share files simultaneously without compromising performance. The Company deploys competitively priced high-speed broadband bandwidth resources with high availability through its Point-to-Point and Point-to-Multipoint Radios. From providing Software Licenses and Services to adding IT Manpower and Resource Augmentation and Broadband Wireless Cable TV Services, the Company intends to deliver high-speed broadband services with a CIR of up to 700 Mbps which may be bundled with enterprise collaborations solution, wireless cable television and interactive multi-media applications.

In 2018, the Company, along with its affiliate NOW Telecom launched the "Network ng Mamamayang Pilipino," (NOW NMP) aimed at democratizing the Philippine Telecommunications business by providing internet connectivity solutions across the Philippines through exclusive-distributorship agreements with business partner. NOW prides itself to be a pro-Filipino company with a vision of empowering Filipino enterprises operate businesses that will shape the country's digital landscape.

In November 2021, the Company signed an exclusive agreement with Wallpost, a U.S. based global tech firm in order to provide businesses cloud-based enterprise resource planning solution (ERP). Wallpost works with global telco operators like Ooredoo in Qatar and Tunisia, and Indosat in Indonesia in order to provide SMEs the digital transformation tools. The solution is seen in eliminiating the need for business owners to manually manage their data and operations and anable them to focus more on their business goals. The Company has named the service: "NOW EazyBiz". Modules would include Human Resource, Customer Resource Management, Sales, Finance & Accounting, Asset Management & Tracking, and other customizable modules.

BusinessPartners

NOW Telecom Company, Inc. ("NOW Telecom"), is a business partner which is in a unique position to meet the unabated increase in demands for high speed broadband connectivity of large and medium enterprises, government organizations, educational and medical institutions, financial institutions, multi-tenant/ multi-level commercial and residential buildings, clustered urban residential communities and special economic zones. This company is at the forefront in employing the latest state-of-the art wireless technologies to address the demands of clients for customized solutions yet cutting-edge broadband technology.

The Asian Institute of Journalism and Communication, Inc. ("AIJC"), is a Knowledge Management Center organized in 1980 as a graduate school of journalism, founded on the philosophy that communication is a vital development resource to be used to advance the common good. It has a solid record of more than 30 years in the communication field – as a graduate school for communicators and journalists, a center for continuing education in journalism, communication, and knowledge management, and a research and consulting firm advocating policies and implementing programs and projects that address development issues and concerns both at the levels of national decision making and community- based initiatives.

Brands

WebsiteExpress.Biz ("WebsiteExpress.Biz") is a one-stop shop website development service - providing micro, small and medium sized enterprises affordable, professional websites in as fast as 5 days.

Productsand Services

- Cloud Hosting Services

Cloud hosting services cover the virtualization of the IT infrastructure to mitigate the rapid pace of technology obsolescence. These services are available to individual, small medium enterprises and corporate users in two primary space categories: (i) dedicated; and (ii) shared.

In a dedicated space arrangement, clients are allocated dedicated hardware for their exclusive use. Shared set-up is for clients with processing requirements that are not fixed, and which are clustered into a shared hosting server with pre-defined performance commitments.

- Virtual Private Networks

VPN is an end-to-end protection and encryption services on network connectivity that ensures secured data transport. The Company's VPN service provides anonymity on the client's connection to the internet by using thousands of IP addresses and various server connections worldwide. VPN services passes internet filters allowing secure internet access. It also routes all data transport traffic with new IP address through affiliated secured servers located in various locations. This provides tracking difficulty and ensures a slim probability that data transmission will be compromised.

- Cloud-based Multimedia Conferencing Services

Cloud-based multimedia conferencing services consist of cloud-based server and applications capable of hosting multimedia conferencing application that will visually connect people in different physical locations in the virtual space. This service is ideal for conducting classes, presentations, events, meetings, and lectures for participants from multiple locations. This service provides a cost-effective participation of more individuals from multiple locations.

- Web Hosting, Cloud-based Mail and Messaging Services

Web hosting services vary from personal to corporate with e-commerce application development, content management, database and search engine optimization support. Cloud-based mail services carry a variety of mail services ranging from electronic mail facsimile mail, voice mail and video mail. Cloud-based mail services also include storage, calendar, contact and task management, and virus protection. These are available to individual, small medium enterprises and corporate clients.

- Digital Media Production

The Company also offers services such as website development, mobile application development, and animation that can be used by business enterprises to create, manage and sustain their marketing and communications through digital channels that are simple, functional and effective across multiple market segments. These services allow business enterprises to increase their engagement with potential customers and to create an online presence in order to capture a wider base market. One of the Company's notable projects is the "It's More Fun in the Philippines" website and mobile application that supported the campaign of the Department of Tourism.The Company offers its web development through WebsiteExpress.Biz. The Company has established the brand WebsiteExpress.Biz as its vehicle in delivering quality and globally compliant websites catering to micro and medium-sized enterprises. WebsiteExpress.Biz is a one-stop website development service operator that provides development, domain, hosting, secure sockets layer certificates, shopping cart, electronic mail, among others, without engaging multiple service providers. It operates at a subscription model, providing micro and medium-sized enterprises and individual subscribers quality, affordable and efficient websites in a span of five (5) days. One of the key features of WebsiteExpress.Biz is its responsive web design which allows a website to be responsive in all mobile devices without developing a dedicated mobile application for each kind of device.

Under its mobile application development, the Company offers customized mobile applications such as cinematic three-dimensional, game-based learning, rich media, html5 animation and gestures to allow businesses to enhance customer experience and increase brand loyalty. Through its competencies in digital media production, the Company can cater to the requirements and specifications of each client in order to deliver quality mobile applications for their businesses.

B. IT Manpower and Resource Augmentation

The Company, through its subsidiaries i-Resource and i-Professional, is engaged in the business of providing consulting, technical advice and professional advisory services to persons, firms, association, corporations, partnerships and other entities.

i-Resource is an information technology resource management company that provides IT knowledge professionals to its clients. i-Resource principally deploys IT knowledge professionals to assist its clients in managing the IT operations of their businesses ranging from short to long-term and mission-critical projects, including data center management, network infrastructure maintenance and software management. This is done through i-Resource's dedicated sourcing group and business development managers.

The services of i-Resource can be further categorized into three sub-business segments, namely:

- IT Staff Augmentation

Under this sub-segment, i-Resource provides IT knowledge professionals for the IT-related needs of its clients. Skilled personnel are deployed to provide additional IT knowledge professionals to the client's current roster or to provide additional support to the client's existing project team, for a limited period. Specifically, i-Resource offers the following services:

a) Resource Management Outsourcing – Resource management outsourcing pertains to the provision of IT knowledge professionals by i-Resource to a client for a specific duration ranging from three (3) months to one (1) year some of which are renewable thereafter. The IT knowledge professionals deployed remain to be employees of i-Resource during the period of engagement.

b) Assignment of Staff – Assignment of staff pertains to the deployment of resource personnel by i-Resource for a client in order to augment client manpower requirements.

c) Project Team Outsourcing – Project team outsourcing ensures enterprises of available project teams that will be assigned to their project without the need to hire them directly. The assigned personnel may include project managers, developers, business analytics and quality assurance testers.

- Managed Services

Aside from providing IT knowledge professionals, the Company, through i-Resource also services its clients by allowing them to outsource certain business process to i-Resource. This managed services also include trainings of IT candidates and team development for its clients. In addition, this sub-segment covers:

a) Managed Service Outsourcing - Clients may outsource a portion of their business processes such as testing & quality assurance services, applications development, applications maintenance, disaster recovery, desktop services, technology help desk services, call center help desk services and network services (broadband internet) to i-Resource, in order for them to focus on their core business activities. i-Resource services regular or critical projects based on targeted outcomes and service level agreements.b) Train and Deploy - i-Resource develops the skills of fresh graduates based on client requirements through boot camps. This is carried out in collaboration with iCollege, which is a center for continuing education established by the Company in partnership with the Asian Institute for Journalism and Communication, a knowledge management center organized in 1980 as a graduate school for journalism.

c) Offsite Team Development – i-Resource develops a dedicated team of IT knowledge professionals specifically for the client requirement, which are housed outside the client's office.

- Search and Select

i-Professional serves as the recruitment arm of its clients by providing the following add-on services:

a) Contract to Hire – This allows enterprises to try and test IT knowledge professionals before actually hiring by outsourcing them for a probationary period of six (6) months. The IT knowledge professionals become employees of the client at the end of the probationary period should they qualify with the standards of the client. The Company charges a one-time absorption fee.

b) Recruitment Process Outsourcing – This provides an end to end recruitment process for companies with huge IT knowledge professional requirements. It also allows enterprises to outsource the recruitment process of IT knowledge professionals for regular placements.

C. Broadband and Wireless Cable TV Services

The Company offers high-speed broadband service of up to 2.4Gbps guaranteed broadband service to the underserved and unserved large enterprises such as schools, hospitals, high-end residential buildings, business process outsource locators, and commercial buildings.

The Company was the first to market the Fiber-in-the-Air fixed wireless broadband service of up to 2.4Gbps in the Philippines, which allows the Company's subscribers to download, upload, stream and share files simultaneously without compromising performance.

NOW has since then become the largest fixed wireless access broadband internet service provider in the Philippines. The Company deploys high-speed broadband bandwidth resources with high availability through its Point-to- Point and Point-to-Multipoint Radios. The Point-to-Point and Point-to-Multipoint connectivity work through radio antennas that are installed atop strategically selected high-rise buildings and establishments around metropolis. The building's rooftop where the radio antennas are installed must have a line of sight basis from the Company's nearest hub. This allows the user to send data over much greater distances while maintaining speed and has the advantage of connecting users even in remote areas without the need for cables.

To further enhance its clients' experience, the Company maintains a team of engineers and technical support available on a 24/7 basis to keep its subscribers connected.

The Company gets backhaul from transit providers at internet exchange points and from there delivers signals wirelessly to antennas on building rooftops. Inside the buildings, internet access is provided through standard copper wire or fiber if necessary.

From building to building, the Company provides high-speed broadband internet to different clients on a line of sight basis. Line of sight basis is a straight path between a transmitting antenna and a receiving antenna when unobstructed. This will be done by installing devices on top of the hubs and on top of the consumer's building, thereby enabling the Company to transmit broadband internet.

The Company's network operates by connecting the target buildings through two transceivers on the roof: (i) one transceiver which serves the building; and (ii) another transceiver to serve the next building in the network

A. Business Partnership Program

In 2018, The Company, along with its affiliate NOW Telecom launched the "Network ng Mamamayang Pilipino," (NOW NMP) aimed at democratizing the Philippine Telecommunications business by providing broadband internet connectivity solutions across the Philippines through exclusive-distributorship agreements with local business partners. NOW prides itself to be a pro-Filipino company with a vision of empowering Filipino enterprises operate businesses that will shape the country's digital landscape.

The Company is partnering with local entrepreneurs and local government units to bring NOW's technology to a particular area whether for horizontal deployment such as for barangays and wide area network, or for vertical deployment such as for office buildings.

PART II – MARKET FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

On February 7, 2002, the Board of Directors approved the increase in the number of shares of the authorized capital stock of the Company from 4,000,000 shares to 40,000,000 shares and the reduction of par value from Php10.00 per share to Php1.00 per share.

On July 23, 2002, the Board of Directors and stockholders approved the offer of up to 28,000,000 shares from the Company's unissued common stock through initial public offering (IPO). The application for the IPO of the Company was approved by the PSE and the Securities and Exchange Commission (SEC), on June 11 and July 30, 2003, respectively. The Company was listed in the PSE on July 23, 2003. Issue manager and underwriter was Abacus Capital & Investment Company. The following table is the summary of the Company's stock prices from first quarter of 2018 up to the 1st quarter of 2022:

Year	Quarter	High	Low
2018	1st	8.200	7.560
	2nd	12.160	6.850
	3rd	9.970	7.000
	4th	8.150	1.850
2019	1st	4.300	2.440
	2nd	2.830	1.960
	3rd	4.780	2.060
	4th	3.700	2.300
2020	1st	2.680	1.000
	2nd	2.500	1.410
	3rd	4.300	1.850
	4th	6.390	3.300

2021	1st 2nd 3rd 4th	4.550 3.26 3.15 1.97	2.450 2.14 1.77 1.22
2022	1st May 11	1.59 1.47	1.04 1.39

During the 02 June 2006 Annual Shareholders Meeting of the Company, the shareholders approved the Memorandum of Agreement dated April 28, 2006 (MOA) entered into by the Company with NOW Telecom and five other companies namely, Top Mega Enterprises Limited, Joyce Link Holdings Limited, Gamboa Holdings, Inc., Emerald Investments, Inc., Food Camp Industries and Marketing, Inc. (the five companies collectively known as NOW Telecom Shareholders).

However, certain amendments were made to the MOA in view of the fact that upon further consultation with the PSE it was determined that the Company could not revise its primary purpose at that time. Hence, the stockholders approved the amendment in the MOA that there will be no change in the primary purpose of the Company. In addition the stockholders also approved the proposal that the Company shall acquire only nineteen percent (19%) equity interest in NOW Telecom and not 97%, as originally intended. It was agreed that the acquisition shall be based on the same terms and valuation stated in the MOA in the event that additional equity in NOW Telecom will be acquired by the Company in the future.

The amendment in the MOA was approved by the stockholders such that the shareholders of NOW Telecom will transfer to the Company shares of NOW Telecom in the aggregate number of 2,656,580 shares constituting 19% equity interest in NOW Telecom in exchange for new shares of the Company with an aggregate value of Php1,289,278,350.00 for 19% of NOW Telecom, or effectively at a price of Php485.315085.00 per NOW Telecom share.

In accordance with the amendment in the MOA, the needed increase in authorized capital stock of the Company to accommodate the foregoing transaction is Php1,280,000,000 at Php1.00 par value per share. Accordingly, the stockholders approved the proposal to increase the authorized capital of the Company by Php1,280,000,000.

On September 19, 2006, the SEC approved the increase in the authorized (to Php1.320 Billion) and paid-up capital (to Php1,317,278,350) of the Company as well as the change of the corporate name from Cashrounds, Inc. to Information Capital Technology Ventures, Inc.

On September 27, 2006, the Company submitted to the PSE a listing application of additional 1,289,278,350 common shares to cover its share-for-share swap transaction with NOW Telecomshareholders. Following the Company's re-application for listing of the same shares in October 2008, the PSE approved the same and were listed on February 24, 2009.

On December 10, 2008, the PSE approved the transfer of the listing of the shares of the Company from the SME Board to the Second Board of the PSE, and the transfer finally took effect on June 29, 2009.

On March 12, 2010, the Board approved the Company's increase in authorized capital stock from P1.32 billion to P5 billion as well as the listing of the additional shares from the increase.

On March 16, 2011, the Company filed with PSE its application for transfer from the Second Board to the First Board of the Exchange.

The movement in the number of shares and capital stock amount for the year ended December 31, 2021, 2020 and 2019 are as follows:

Common Stock

	2021		2020		2019	
	Number of Shares	**Amount**	Number of Shares	Amount	Number of Shares	Amount
Authorized - ₱0.70 par value in 2020 and 2019 and ₱1.00 par value in 2018						
Balance at beginning of year	**2,060,000,000**	**₱1,442,000,000**	2,060,000,000	**₱1,442,000,000**	2,060,000,000	₱2,060,000,000

Effect of decrease in par value	**–**	**–**	–		–	(618,000,000)
Balance at end of year	**2,060,000,000**	**₱1,442,000,000**	2,060,000,000	₱1,442,000,000	2,060,000,000	₱1,442,000,000
Issued and outstanding						
Balance at beginning of year	**1,806,726,314**	**₱1,264,708,420**	**1,672,572,468**	**₱1,170,800,728**	1,517,278,350	₱1,517,278,350
Additional issuance			**102,000,000**	**71,400,000**	–	–
Debt to equity conversion			**32,153,846**	**22,507,692**	155,294,118	108,705,883
Effect of decrease in par value	**–**	**–**	**–**	**–**	–	(455,183,505)
Balance at end of year	**1,806,726,314**	**₱1,264,708,420**	**1,806,726,314**	**₱1,264,708,420**	1,672,572,468	₱1,170,800,728

Preferred Stock	**2021**		2020		2019	
	Number of Shares	**Amount**	Number of Shares	Amount	Number of Shares	Amount
Authorized						
Balance at beginning and end of year	**60,000,000**	**₱60,000,000**	60,000,000	₱60,000,000	60,000,000	₱60,000,000
Issued and outstanding						
Balance at beginning of year	**60,000,000**	**₱60,000,000**	–	₱–	–	₱–
Issuance			**60,000,000**	**60,000,000**	–	–
Balance at end of year	**60,000,000**	**₱60,000,000**	**60,000,000**	**₱60,000,000**	–	₱–

No party or person holds any voting trust over any of the Company's shares. There are approximately 70 Holders of Common Stock as of 27 April 2022. The Top Twenty (20) Holders of Common Stock as of 31 March 2022 are as follows:

RANK	NAME	Nationality	TOTAL SHARES	PERCENTAGE (%)
1	PCD NOMINEE CORPORATION - FILIPINO	Filipino	902,477,166	49.9510
2	VELARDE, INC	Filipino	290,019,514	16.0522
3	TOP MEGA ENTERPRISES, LIMITED	Chinese	241,046,855	13.3416
4	PCD NOMINEE CORPORATION -	NON-FILIPINO	147,182,135	8.1463
5	EMERALD INVESTMENTS, INC.	Filipino	95,739,360	5.2991
6	JOYCE LINK HOLDINGS, LIMITED	BVI	78,408,552	4.3398
7	GAMBOA HOLDINGS, INC.	Filipino	29,991,254	1.6600
8	FOODCAMP INDUSTRIES AND MARKETING, INC.	Filipino	21,360,199	1.1823
9	CHUA CO KIONG, WILLIAM N.	Filipino	145,000	0.0080
10	CUAN, ROWELL D.	Filipino	26,000	0.0014
11	DE LEON, JOSE MARI S.	Filipino	10,000	0.0006
12	ESPINOSA, JOSEPH	Filipino	10,000	0.0006
13	DIATA, JUDITHA G.	Filipino	10,000	0.0006
14	TARENO, MARIA GUIA I.	Filipino	10,000	0.0006
15	SERANIA, VIRGINIA P.	Filipino	10,000	0.0006
16	FRANCISCO, RICHARD L.	Filipino	10,000	0.0006
17	BOCABIL, ALBEN B.	Filipino	10,000	0.0006
18	DE LA CUESTA, KARLO S.	Filipino	10,000	0.0006
19	LIGUTAN, ENINIAS P.	Filipino	10,000	0.0006
20	PAGUDAR, VENUS B.	Filipino	10,000	0.0006

Dividends

No cash dividend was declared in the past three (3) years. There are no restrictions that limit the ability to pay dividends on common equity or that are likely to do so in the future.

RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
March 31, 2022
(Amounts are based on the Separate Financial Statements of the Parent Company)

Unappropriated retained earnings (deficit), beginning of year	24,318,005
Adjustments	0
Unappropriated retained earnings, as adjusted to available for dividend declaration, beginning of year	24,318,005
Net income Parent for the Quarter Ended March 31, 2021	3,800,261
Total unappropriated retained earnings available for dividend declaration at end of year	28,118,266

RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
December 31, 2021
(Amounts are based on the Separate Unaudited Financial Statements of the Parent Company)

	Amount
Unappropriated retained earnings (deficit), beginning of year	₱15,530,569
Net income during the year closed to retained earnings	8,787,436
Total unappropriated retained earnings available for dividend declaration at end of year	₱24,318,005
Reconciliation:	
Unappropriated retained earnings as shown in the financial statements at end of year	₱24,318,005
Total unappropriated retained earnings available for dividend declaration at end of year	₱24,318,005

PART III - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLANS OF OPERATION

Registrant's Financial Condition, Changes in Financial Condition and Results of Operations

Plans and Prospects for 2022

Expansion of Fiber Air Business

The Company continues to expand its Fiber Air broadband connectivity coverage to enterprises, residential, and commercial buildings. The Company has identified hyper-growth areas especially in the sub-urban areas such as Laguna, Cavite, and Batangas in the South, and Caloocan, Valenzuela, Bulacan, and Pampanga to the North. These target areas are part of the new territories that NOW would want to expand its service.

Expansion of its Software Collaboration Business

The Company continues to seek partnerships with global technology firms so it can provide world-class cloud-based services to the enterprise segment. As such, the Company shall pursue partnering with firms offering enterprise solutions such as CRM, finance and accounting software, artificial intelligence software, and other value-added services targeting the enterprises.

Beef-up Operations

The Company continues to beef-up its operational capacity in order to expand the delivery of its broadband connectivity services to other areas. In addition, the Company aims to expand its internal capacity to market, to sell, and deliver cloud-based services, technical services, and IT Manpower. The Company continues to train its employees in order to be updated with the latest trends, technologies, and techniques in order to carry out the services demanded by the clients. The Company has also implemented an upgrade of its network by implementing cybersecurity measures and protocols.

Forged partnerships with global technology providers

The Company continues to leverage on its partnership with global media, technology and information technology companies. The Company is seriously considering to offer ICT solutions and services especially in the areas of smart cities, digital transformation consulting services, artificial intelligence, data analytics, and cybersecurity.

Plans and Prospects for 2021

Expansion of Fiber Air Business

The Company continues to expand its Fiber Air broadband connectivity coverage to enterprises, residential and commercial buildings. The Company's service has been made available in new areas such as Alabang & Laguna in the south, Marikina & Antipolo in the east, and Caloocan & Navotas in the north. The Company continues to also provide its broadband connectivity service to new industries such as manufacturing, business process outsourcing, and eco-zones.

Expansion of the Business Partnership Program

The Company continues to intensify its business partnership program tagged as Network ng Mamayang Pilipino. The Program has since then expanded its subscribers through its business partners. In addition, the Company has forged a partnership with a major Industrial Park located in Laguna as part of its business partnership program. For its part, the Company has then penetrated huge industries holding offices in the said industrial park.

Expansion of Existing Software Licenses and Services and IT Manpower

The Company continues to actively sell software solutions, technical services and IT Manpower. The Company has forged deeper ties with global technology providers such as HCL and Microsoft Philippines in order for the Company to resell software collaboration tools and bundle technical services to the enterprise market. The Company, through its subsidiary i-Resource Consulting and iProfessional, continues to provide an extensive base of IT Knowledge Professionals in key sectors such as manufacturing, IT, telecom, and BPO sector.

Beef-up Operations

The Company continues to beef-up its operational capacity in order to deliver broadband services, software licenses and technical services, and IT manpower. The Company continues to train its employees in order to be updated with the latest trends, technologies, and techniques in order to carry out the services demanded by the clients. The Company has also implemented an upgrade of its network by implementing cybersecurity measures and protocols.

Forged partnerships with global technology providers

The Company continues to leverage on its partnership with global media, technology and information technology companies. The Company is seriously considering to offer ICT solutions and services especially in the areas of smart cities, digital transformation consulting services, artificial intelligence, data analytics, and cybersecurity.

Plans and Prospects for 2020

Expansion of Fiber Air for Business

The Company continues to expand its Fiber in the Air business as it continues to penetrate enterprises, commercial and residential buildings. The Company continues to also utilize new technologies in order to provide more capacity to its current and prospective customers. The Company has cemented its position as the largest fixed wireless access provider in the country providing guaranteed broadband internet to enterprises, commercial buildings, and residential buildings. The Company's portfolio of clients includes industries such as hospitality, banking, government agencies, media, education, e-sports, and business process outsourcing companies.

Expansion to New Geographical Areas

The Company continues to expand its Fiber in the Air business to new geographical areas in order to penetrate enterprises, commercial and residential buildings. The geographic areas are considered priority areas due to the growth of broadband internet requirement.

Expansion of the Business Partnership Program

Through the Business Partnership Program tagged as Network ng Mamamayang Pilipino (NOW NMP) program, NOW Corporation's affiliate NOW Telecom will leverage on business partnership opportunities with local government and entrepreneurs to provide better internet connection to the country by democratizing telecommunications.

Expansion to Special Economic Clusters

The Company shall expand its Fiber in the Air service to special economic clusters such ecozones, industrial parks, and other economic clusters perfect for broadband connectivity service to be provided by the Company.

Expansion of Existing Software Licenses and Services and IT Manpower

The Company continues to aggressive sell software solutions, technical services and IT Manpower. The Company aims to maintain its position as the number one social collaborations solutions provider of IBM. In addition, it continues to market and to sell Microsoft software products and licenses. This allows the firm to broaden its customer base in the industry and increase the Company's recurring revenues.

Preferred Shares Offering

With the quasi-reorganization approved by the Securities and Exchange Commission on September 6, 2019, NOW aims to continue the public issuance of up to 10 Million Preferred Shares as part of its Follow-On Offering, a continuing effort since 2017.

Plans and Prospects for 2019

Expansion of Fiber Air for Business

The Company continues to expand its Fiber in the Air business as it continues to penetrate enterprises, commercial and residential buildings. The Company continues to also utilize new technologies in order to provide more capacity to its current and prospective customers.

Expansion of the Business Partnership Program

Through the Business Partnership Program tagged as Network ng Mamamayang Pilipino (NOW NMP) program, NOW Corporation's affiliate NOW Telecom will leverage on business partnership opportunities with local government and entrepreneurs to provide better internet connection to the country by democratizing telecommunications.

Expansion of Existing Software Licenses and Services and IT Manpower

The Company continues to aggressive sell software solutions, technical services and IT Manpower. The Company aims to maintain its position as the number one social collaborations solutions provider of IBM. In addition, it continues to market and to sell Microsoft software products and licenses. This allows the firm to broaden its customer base in the industry and increase the Company's recurring revenues.

Quasi-Reorganization

At the special meeting of the Board of Directors of NOW Corporation held on 28 December 2018, the Board approved the Company's equity restructuring plan by reducing the par value of the common shares of stock of the Company and by applying the resulting additional paid-in capital to eliminate its accumulated deficit.

For this purpose, the Board approved the amendment of Article Seventh of NOW's Articles of Incorporation to reduce the par value of common shares from One Peso (Php1.00) per share to Seventy Centavos

(Php0.70) per share, and the resulting decrease of NOW's authorized capital stock from Php2,120,000,000.00 divided into 2,060,000,000 common shares with par value of One Peso (Php1.00) each to Php1,442,000,000 divided into 2,060,000,000 common shares with par value of Seventy Centavos (Php0.70) each.

With the quasi-reorganization plan, NOW aims to continue the public issuance of up to 10 Million Preferred Shares as part of its Follow-On Offering, a continuing effort since 2017.

Plans and Prospects for 2018

Partnership with Global Technology, Media and Information Technology Companies

The Company aims to maintain its position as the number one social solutions business partner of IBM to further strengthen the Company's brand. The Company believes that new collaborations will further improve the Company's technical competencies and enhance its reputation as a trustworthy and dependable provider of diversified IT-related products and services. The Company also believes that this will broaden the Company's customer base in the IT industry and ultimately, increase the Company's recurring revenues.

High-Speed Broadband Internet Connection

The Company intends to start the build-up of its fiber optic underground network. Fiber optic cable is expected to be equipped to have a minimum capacity of 100 Gbps. It is also expected to serve as the backbone of the Company's broadband business to complement its existing Fiber-in-the-Air technology. With Fiber-in-the-Air, the Company can provide up to 700 Mbps CIR per client enterprise, which can be further increased by installing another radio antenna with the same capacity. On the other hand, with fiber optic underground, the Company can provide up to 1 Gbps per connection. With these two technologies combined, the Company believes that it can provide better broadband services to the growing market for fast and reliable internet connection

Broadband Services to Medium and Large Enterprises

The Company intends to offer its broadband service to medium and large enterprises and residential subscribers by 2018. The Company is undertaking research and development activities with its suppliers in order to deliver a more cost-effective and higher throughput of bandwidth for this market segment. The Company believes that this will broaden the Company's customer base and ultimately, increase the Company's recurring revenues from its Broadband Service business.

Quasi-Reorganization

At the special meeting of the Board of Directors of NOW Corporation held on 28 December 2018, the Board approved the Company's equity restructuring plan by reducing the par value of the common shares of stock of the Company and by applying the resulting additional paid-in capital to eliminate its accumulated deficit.

For this purpose, the Board approved the amendment of Article Seventh of NOW's Articles of Incorporation to reduce the par value of common shares from One Peso (Php1.00) per share to Seventy Centavos (Php0.70) per share, and the resulting decrease of NOW's authorized capital stock from Php2,120,000,000.00 divided into 2,060,000,000 common shares with par value of One Peso (Php1.00) each to Php1,442,000,000 divided into 2,060,000,000 common shares with par value of Seventy Centavos (Php0.70) each.

With the quasi-reorganization plan, NOW aims to continue the public issuance of up to 10 Million Preferred Shares as part of its Follow-On Offering, a continuing effort since 2017.

Results of Operations

<u>Year 2022</u>

Total consolidated revenues in the first three quarters of 2022 is Php48.911Million, decreased by 4% or Php2.122 Million from last year's first quarter revenue of Php51.033 Million. Service revenue decreased by 16% or Php7.988 Million from last year figure of Php 50.957 Million to Php 42.969 Million in the first quarter of 2022. Service revenues mainly pertain to broadband services and income earned from the deployment by the Company of professionals to its clients to render IT-related solutions and services. Broadband and other services increased by 11% from Php20.535 million to Php22.815 for first quarter this year. Sales of Software Licenses to Php5.942 million from Php0.076million. As impacted by the enhanced community quarantine, the revenues from the IT

Manpower and Resource Augmentation continues to dropped by 9% from Php3.112 million to Php2.844 million same period this year.

Cost and Expenses for the first quarter of 2022 is Php42.974 Million, which is a Php5.717Million or 12% decrease from last year's Cost and Expenses of Php48.692Million. There was a slight increase of Cost of Sales and Services of Php 0.551 Million or 2% from Php 28.172 Million in 2021 to Php 28.724 Million in 2022, whereas, Operating expenses decreased by Php6.269Million or 31% from same period last year of Pgp20.519million to Php14.251million this year. Significant decrease was due to the implementation of cost cutting measure of the company, 38% decrease in Salaries and wages (Php6.097 million), 25% decrease in professional fees (Php1.604million), 28% decrease in taxes and licenses (Php1.142million), 78% decrease in Advertising and promotion(Php0.136million) and 52% decrease in communication and subscriptions (Php0.597million).

Net income for the First Quarter of the Year jumped by 153% of by Php2.301million from Php1.499million to Php3.800million this year. This resulted to an increase in net profit margin of 8% from 3% last year.

As of March 31, 2022, the total consolidated assets of the Company stood at Php2.846 billion compared with same period last year's Php2.748 billion. Current Assets increased by Php86.107million or 15.86%, from Php543.088 million in 2021 to Php629.195 million in 2022. The increase in Current assets was mainly due to the increase in trade receivables from Php307.376million in 2021 to Php356.356 million in 2022 and an increase also in Due from Related Parties from Php188.971 million in 2021 to Php217.538 million in 2020. Non-current Assets stood at Php2.217billion.

Current liabilities decreased by 28.12%, from Php474.910 million in 2021 to Php341.384 million in 2022. This was brought by the decrease by 90.21% of the Due to Related party from Php217.552 million in 2021 to Php21.294 million in 2022.

Noncurrent Liabilities increased from Php133.118 million in 2021 to P339.706 million in 2022. The increase was due to the reclassification to deposit for future subscription under non-current liabilities amounting to Php221million.

On December 22, 2016, the Company availed of a chattel mortgage amounting to Php564K from a local universal bank for the purchase of a vehicle, which serves as the property mortgage. The new loan requires 60 monthly repayments until November 23, 2021. The loan was fully paid in 2021.

The Parent Company availed of an unsecured, short-term loans aggregating ₱50.0 million with Land Bank. The loans carry annual interest rates ranging from 6.50% to 9.75% in 2020 and 4.80% to 7.35% in 2019 (4.80% to 6.74% in 2018) and have maturity dates ranging between three (3) months and six (6) months. The loan was fully paid on January 15, 2021. On February 10, 2021, the Parent Company secured another set of short-term loans totaling ₱50.0 million with Land Bank.

In October 2018, the Company obtained a term loan of Php50 Million with 8% fixed interest rate from a local universal bank for use in acquisition of capital assets. The loan requires monthly repayments of principal and interest until October 2023 starting February 2021.

In 06 October2021, the Company obtained a short-term loan of Php50 Million from Unionbank of the Philippines with a floating interest rate of 4.5% per annum to be used for working capital requirements of the company.

In 2021, the Parent company availed of chattel mortgage loans aggregating ₱7,103,200 from RCBC for purchases of vehicles, which serves as the properties mortgaged. The loans have a term of five (5) years and bears interest rates ranging from 9.43% to 10.35% per annum.

Year 2021

The consolidated revenue for the year 2021 amounted to Ph196.404million, there is a decrease of 3% from previous year's Php201.723million. While, the revenue from broadband services has increased to Php85.001million in 2021, higher by Php1.693million or 2% from Php83.308million in 2020. The COVID-19 pandemic has continued to hit the IT manpower and resource augmentation which revenues has decreased by Php5.275million or 29% from Php18.111million in 2021 to Php12.836 million in 2021. Sales of software licenses has also decreased by 16% or by Php1.737 million.

The net income after tax increased by 70% or by Php3.269million from last year's Php4.667million to Php7.946million. The net income before tax increased by Php0.021 million from Php10.751 million in 2020 to Php10.772 million in 2021. There is a decrease of gross profit of 13% from Php92.620million in 2020 to Php80.449million in 2021. Cost of sales and services during the year amounted to Php115.955 million, higher by 6% or Php6.851 million compared to the Php109.103 million cost of sales and services level posted for the year ended December 31, 2020. Due to cost cutting measure implemented during the year, the general and administrative expenses for the year 2021 has decreased to Php67.844 million or 12% lower from last year's Php77.448million. This decrease in 2020 was mainly due to the decrease in professional fees and advertising and promotion by 17% and 54% respectively.

As of December 31, 2021, the total consolidated assets of the Company stood at Php2.824 billion compared with last year's Php2.720 billion, an increase by Php103.481 million or 4%. Current Assets increased by Php83.517 million or 16%, from Php522.896 million in 2020 to Php606.414 million in 2021. The increase in Current Assets was mainly due to the increase in Due from Related Parties from Php167.001million in 2020 to Php211.231 million in 2021. Trade and other Receivables increased by 10% from Php305.818 million in 2020 to Php337.025million in 2021. Non-current Assets stood at Php2.217million in 2021.

Current liabilities decreased by by Php127.738 million or 29%, from Php447.493 million in 2020 to Php319.755 million in 2021. This was brought by the decrease in the Due to Related party from Php196.700 million in 2020 to Php10.391 million in 2021, in which Php221Million was classified as Deposit for future stock subscription under non-current liabilities. Major factor also was the increased in current portion of loans payable due to the availment of Php50million short-term loan from Unionbank last quarter of 2021.

Noncurrent Liabilities increased from Php134.669million in 2020 to P343.371 million in 2021. On October 31, 2018, the Parent Company signed a five-year ₱50,000,000 loan agreement with PSBC maturing on October 31, 2023. The loan is secured by a real estate and carries an interest rate of 8% per annum. The company started the monthly payment of its principal on February 2021.

On December 22, 2016, the Company availed a chattel mortgage amounting to Php564K from a local universal bank for the purchase of a vehicle, which serves as the property mortgage. The new loan requires 60 monthly repayments until November 23, 2021.

In 2021, the Parent company availed of chattel mortgage loans aggregating ₱7,103,200 from RCBC for purchases of vehicles, which serves as the properties mortgaged. The loans have a term of five (5) years and bears interest rates ranging from 9.43% to 10.35% per annum.

The Parent Company availed of an unsecured, short-term loans aggregating ₱50.0 million with Land Bank. The loans carry annual interest rates ranging from 6.50% to 9.75% in 2020 and 4.80% to 7.35% in 2019 (4.80% to 6.74% in 2018) and have maturity dates ranging between three (3) months and six (6) months. The loan was fully paid on January 15, 2021. On August, 2021, the Parent Company secured another set of short-term loans totaling ₱50.0 million with Land Bank.

Total consolidated assets as of December 31, 2021 stood at Php2.824 billion, with Liabilities at Php663.126 million and Equity at Php2.161 billion.

Current assets increased by 16% and current liabilities increased by 29% resulting to an increase of the Company's Liquidity Ratio wherein Current Ratio stood at 1.90:1 and 1.17:1, while Acid Test Ratio stood at 1.78 and 1.10 for the years 2021 and 2020 respectively.

The Company's Return on Equity for the year ended, 2021 and 2020 was at 0.37% and 0.22% respectively.

A further analysis indicates that NOW Corp.'s Asset to Equity Ratio stood at 1.31x and 1.27x; while its Debt to Equity Ratio stood at 0.31x and 0.27x for the year 2021 and 2020 respectively.

Year 2020

The consolidated revenue for the year 2020 amounted to Ph201.723 million, there is a decrease of 8.62% from previous year's Php220.762 million. While, the revenue from broadband services has increased to Php83.308 million in 2020, higher by Php1.637 million or 2.00% from Php81.671 million in 2019 and Revenue from Software Licenses and services amounted to Php11.065 million in 2020, with an increase of Php7.026 million from 2019 revenue of Php4.039 million. The COVID-19 pandemic impacted the revenue of IT manpower and resource augmentation which has decreased by Php12.662 million or 41.15% from Php30.772 million in 2019 to Php18.111million in 2020. Management Services has also dropped by 14.42% from 2019's revenue.

While there is a slight decrease of gross profit of 8.05% or by Php8.107 million from Php100.727 million in 2019 to Php92.620 million in 2020. The net income before tax dropped by Php4.954 million from Php15.706 million in 2019 to Php10.751 million in 2020. Cost of sales and services during the year amounted to Php109.103 million, lower by 9.11% or Php10.932 million compared to the Php120.035 million cost of sales and services level posted for the year ended December 31, 2019. While there is a decrease in cost of services during the year from previous year's Php118.122 million to Php106.493 million in 2020. Costs relating to software licenses increased from Php1.913million in 2019 to Php2.610 million in 2020. The general and administrative expenses for the year 2020 also decreased to P77.448 million or 5.01% lower from last year's Php81.531 million. This decrease in 2020 was mainly due to the 16.46% decrease in salaries and other benefits from Php29.457 million in 2019 to Php24.609 million in 2020; due to the 35.25% decrease in representation from Php7.572 million in 2019 to Php4.903million in 2020; and due to the 33.52% decrease in transportation and travel from Php4.946million in 2019 to Php3.288 million in 2020. While the professional fees and advertising and promotion increased in 2020 by 56.17% and 24.26% respectively. A total of Php5.758 million provision for impairment loss was recognized in 2020 as compared to 2019's Php0.476 million.

As of December 31, 2020, the total consolidated assets of the Company stood at Php2.720 billion compared with last year's Php2.177 billion, an increase by Php543.691 million or 24.98%. Current Assets decreased by Php99.798 million or 16.03%, from Php622.695 million in 2019 to Php522.896 million in 2020. The decrease in Current Assets was mainly due to the decrease in Due from Related Parties from Php336.978 million in 2019 to Php167.006 million in 2020. Trade and other Receivables increased by 34.66% from Php227.103 million in 2019 to Php305.818million in 2020. Non-current Assets increased by 41.41% or by Php643.489 million in 2020.

Current liabilities increased by Php135.211 million or 43.30%, from Php312.283 million in 2019 to Php447.493 million in 2020. This was brought by the increase of 103.55% of the Due to Related party from Php96.636 million in 2019 to Php196.700 million in 2020.

Noncurrent Liabilities decreased from Php260.387million in 2019 to P134.669 million in 2020. The decrease was due to the approval on March 2020 by the Securities and Exchange Commission of the Debt to Equity Conversion of Php209.000 Million classified as deposit for future stock subscription in 2019. The deposit for future subscription decreased by 57.42% in the year 2020.

On December 22, 2016, the Company availed a chattel mortgage amounting to Php564K from a local universal bank for the purchase of a vehicle, which serves as the property mortgage. The new loan requires 60 monthly repayments until November 23, 2021.

The Parent Company availed of an unsecured, short-term loans aggregating ₱50.0 million with Land Bank. The loans carry annual interest rates ranging from 6.50% to 9.75% in 2020 and 4.80% to 7.35% in 2019 (4.80% to 6.74% in 2018) and have maturity dates ranging between three (3) months and six (6) months. The loan was fully paid on January 15, 2021. On February 10, 2021, the Parent Company secured another set of short-term loans totaling ₱50.0 million with Land Bank.

On October 31, 2018, the Parent Company signed a five-year ₱50,000,000 loan agreement with PSBC maturing on October 31, 2023. The loan is secured by a real estate and carries an interest rate of 8% per annum.

Total consolidated assets as of December 31, 2020 stood at Php2.720 billion, with Liabilities at Php582.162 million and Equity at Php2.138 billion.

Current assets decreased by 16.03% and current liabilities increased by 43.30% resulting in a decrease of the Company's Liquidity Ratio wherein Current Ratio stood at 1.17:1 and 1.99:1, while Acid Test Ratio stood at 1.10 and 1.84 for the years 2020 and 2019 respectively.

The Company's Return on Equity for the year ended, 2020 and 2019 was at 0.22% and 0.71% respectively.

A further analysis indicates that NOW Corp.'s Asset to Debt Ratio stood at 4.67x and 3.80x; while its Debt to Asset Ratio stood at 0.21x and 0.26x for the year 2020 and 2019 respectively.

Year 2019

The consolidated revenue for the year 2019 is Php220.762 million, there is an increase of Php2.901 million or 1.30% from last year's Php217.863 million. The increase is mainly due to the increase in revenue from broadband services which amounted to Php81.671 million in 2019, representing an increase of 72.99% from Php47.211 million in 2018. Company's sales from IT manpower and resource augmentation has decreased by Php4.479 million or 12.71% from Php32.252 million in 2018. Revenue from Software Licenses and other management services for 2019 amounted to Php108.319 million for 2019 which has a decrease of Php27.079 million or 20.00% from revenue in 2018 which amounted to Php135.399 million.

Cost of sales and services during the year amounted to ₱120.035 million, lower by 19.07% or Php28.288 million compared to the Php148.324 million cost of sales and services level posted for the year ended December 31, 2018. While there is an increase of cost of data services during the year amounting to Php48.454 million compared to the amount last year of Php19.212 million. Costs relating to software licenses and other services decreased in 2019 from Php52.365 million to Php2.848 million in 2018. The General and administrative expenses for the year 2019 increased to Php81.530 million or 40.99% increase from last year's Php57.829 million. This increase in 2018 was mainly due to 144% increase in salaries and other benefits from Php12.640 million in 2018 to Php30.833 million in 2019. In 2019, professional fees and taxes and licenses also increased by 75.03% and 72.16% respectively. While the communication and advertising expense decreased in 2019 by 44.16% and 38.64% respectively.

The Net income after tax for the year ended December 31, 2019 increased by 39.06% to Php11.315 million or Php3.178 million higher compared with last year's Net Income of Php8.137 million. This was brought about by increase in gross profit of P31.190 million or 44.85% from last year's Php69.538 million to Php100.727 million.

As of December 31, 2019, the total consolidated assets of the Company stood at Php2.177 billion compared with last year's Php1.914 billion, an increase by Php262.836 million or 13.73%. Current Assets increased by Php60.555 million or 10.77%, from Php562.140 million in 2018 to Php622.695 million in 2019. The increase in Current assets was mainly due to the increase in trade receivables from Php207.414million in 2018 to Php227.103 million in 2019 and an increase also in Due from Related Parties from Php287.567 million in 2018 to Php336.978 million in 2019. Non-current Assets increased by 14.96% or by Php202.281 million in 2019.

Current liabilities decreased by Php162.101 million or 34.17%, from Php474.384 million in 2018 to Php312.283 million in 2019. This was brought by the decrease by 63.62% of the Due to Related party from Php265.668 million in 2018 to Php96.637 million in 2019. The Parent company availed of unsecured loans aggregating to Php14.00 Million from a third party with an interest rate of 8% per annum.

Noncurrent Liabilities decreased from Php310.855 million in 2018 to P260.387 million in 2019. The decrease was due to the approval on November 6, 2019 by the Securities and Exchange Commission of the Debt to Equity Conversion of Php264M classified as deposit for future stock subscription in 2018. The deposit for future subscription decreased by 20.83% in the year 2019.

On December 22, 2016, the Company availed a chattel mortgage amounting to Php564K from a local universal bank for the purchase of a vehicle, which serves as the property mortgage. The new loan requires 60 monthly repayments until November 23, 2021.

On January 30, 2018, the Parent Company secured a short-term loan agreement with Land Bank of the Philippines amounting to ₱50,000,000 with an interest rate of 4.80% per annum. The loan, including the interests incurred, will mature on July 27, 2018. On the maturity date, the loan was renewed for six (6) months with the same terms and conditions with maturity date of January 23, 2019. On the maturity date, the loan was renewed for another six (6) months with the same terms and conditions with latest maturity date of June 11, 2020.

On October 31, 2018, the Parent Company signed a five-year ₱50,000,000 loan agreement with PSBC maturing on October 31, 2023. The loan is secured by a real estate and carries an interest rate of 12.23% per annum.

Total consolidated assets as of December 31, 2019 stood at Php2.177 billion, with Liabilities at Php572.670 million and Equity at Php1.604 billion.

Current assets increased by 10.77% and current liabilities decreased by 34.17% resulting to an increase of the Company's Liquidity Ratio wherein Current Ratio stood at 1.99:1 and 1.99:1, while Acid Test Ratio stood at 1.84 and 1.10 for the years 2019 and 2018 respectively.

The Company's Return on Equity for the year ended, 2019 and 2018 was at 0.71% and 0.72% respectively.

A further analysis indicates that NOW Corp.'s Asset to Debt Ratio stood at 3.80x and 2.44x; while its Debt to Asset Ratio stood at 0.26x and 0.41x for the year 2019 and 2018 respectively

Receivables and Payables with Related Parties Eliminated During Consolidation

The amount eliminated with related parties on trade receivables and payables are:

	Balance at end of year
Softrigger Interactive, Inc.	₱2,452,800
I-Professional Search Network, Inc.	12,475,134
I-Resource Consulting International, Inc.	5,799,576
	₱20,727,510

Key Variable and Other Qualitative and Quantitative Factors

The performance indicators are the (1) Gross revenues earned for the period, (2) Profit Margin, (3) Net Income. Deals in process are monitored and discussed on a monthly basis, including a review of the possible income that may arise from the deals that may close for a certain period.

Financial Soundness Indicators

Financial Soundness Indicators		December 31	
		2021	2020
Liquidity	Current Ratio	1.90	1.17
	Acid Test Ratio	1.78	1.10
Solvency	Debt to Equity Ratio	0.31	0.27
	Asset to Debt Ratio	4.26	4.67
	Debt to Asset Ratio	0.23	0.21
Equity	Asset to Equity Ratio	1.31	1.27
Interest	Interest Rate Coverage Ratio	2.07	1.94
Profitability	Profit Margin	40.96%	45.91%
	Return on Assets	0.28%	0.17%
	Return on Equity	0.37%	0.22%
	Book Value per share	1.19	1.19
	Earnings per share	0.0044	0.0026

The Financial Indicators are computed as follows:

Liquidity:	Current Ratio = Current Assets/Current Liabilities Acid Test= (Current Assets- Inventory- Prepayments) / Current Liabilities
Solvency:	Debt to Equity Ratio = Total Liabilities/Total Stockholders' Equity Debt to Asset Ratio = Total Liabilities/Total Assets Asset to Debt Ratio= Total Assets / Total Liabilties
Equity:	Asset to Equity Ratio = Total Assets/Total Stockholders' Equity

Interest:	Interest Rate Coverage Ratio = Earnings Before Interest and Taxes/Interest Expense
Profitability:	Profit Margin %: Profit margin = Gross Profit/Total Revenue x 100 Return on Assets %: Return on assets = Net Income/Total Assets x 100 Return on Equity % = Net Income/Total Stockholders' Equity x 100 Book Value per share = Total Stockholders' Equity/Average Outstanding Shares Earning per share = Net Income/Average Outstanding Shares

Any Known Trends, Events or Uncertainties

There are no known trends, demand, commitments, events or uncertainties that will have a material impact on the Company's liquidity, nor any events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. No material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period.

Events that will trigger Direct or Contingent Financial Obligation

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

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

Material Off-Balance Sheet Transactions

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

Material Commitment for Capital Expenditures

As the business volume builds up progressively, the Company also plans to beef up its organization by engaging the right talents particularly to join the telecommunications, media, information technology and product development and marketing teams.

Trends, Events or Uncertainties (Material Impact on Sales)

There is no seasonality or cyclicality of the interim operations of the Company.

Compliance with Corporate Governance

Compliance with the principles of good corporate governance starts with the Board of Directors. It is the Board's responsibility to foster the long-term success of the Company and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Company, its shareholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.

The Company has complied with the requirements of the Revised Manual on Corporate Governance for the completed year, and no deviation was made in any form as provided for in the Compliance System of the Model Manual. The Company has undertaken measures in adopting the leading practices on good corporate governance by regularly reviewing and discussing compliance with the said manual. Any plan to improve the Company's corporate governance will be discussed in the coming annual stockholders' meeting.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on this 12th day of May 2022.

NOW CORPORATION
By:

HENRY ANDREWS B. ABES
President and CEO

JOZOLLY O. RAMOS-UY
Acting Chief Finance Officer

ANGELINE L. MACASAET
Corporate Secretary

ANNEX "A"

NOTICE AND AGENDA

OF THE ANNUAL MEETING OF STOCKHOLDERS
OF
NOW CORPORATION

TO: THE STOCKHOLDERS OF NOW CORPORATION

The annual meeting of the stockholders of NOW Corporation (the "Corporation") is scheduled on 02 June 2022 (Thursday), at 10:00 o'clock in the morning, with the following agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on 24 June 2021
4. Ratification of all acts and resolutions of the Board of Directors and Management for 2021 up to the date of the annual meeting of stockholders on 02 June 2022
5. President's Report and Annual Report
6. Election of Directors
7. Appointment of External Auditor and Approval of the Audited Financial Statements
8. Approval of Conversion of Shareholder Advances Into Equity
9. Approval of the Amendment of the Seventh Article of Incorporation for Increase in Authorized Capital Stock
10. Other Matters
11. Adjournment

The record date for stockholders entitled to notice of, and vote at, the said meeting is 09 May 2022. Pursuant to SEC Memorandum Circular (SEC MC) No. 6 series of 2020, which allows for corporate meetings held through remote modes of communication, the meeting will be conducted through the Zoom application. A separate Zoom meeting invite will be sent to all participants.

Stockholders may attend the remote meeting by themselves or by proxy. Any instrument authorizing a proxy to act as such and notification by a shareholder to attend the meeting shall be submitted to the Corporate Secretary through electronic mail (angeline.macasaet@now-corp.com) at least three (3) days before the remote meeting, or by 30 May 2022. With the said Proxy and notification from the shareholder, the Zoom link to the meeting (with Meeting ID and password) will be provided to the participating shareholder by the Corporate Secretary.

Electronic copy of the Information Statement, SEC Form 17-A and other pertinent documents, as may be necessary under the given circumstance, shall be available in the Company's website and PSE Edge.

ANGELINE D. MACASAET
Corporate Secretary

ANNEX B

Republic of the Philippines)
City of Makati)S.S.

CERTIFICATION

I, Angeline L. Macasaet, of legal age, Filipino and with office address at Unit 5-I, 5th Floor OPL Building, 100 C. Palanca Street, Legaspi Village, Makati City, after having been duly sworn n accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of NOW Corporation, a corporation duly organized and existing under and by virtue of the laws of the Philippines with office address at Unit 5-I, 5th Floor OPL Building, 100 C. Palanca Street, Legaspi Village, Makati City (the "Corporation");

2. The following directors and officers of the Corporation do not work for and are not employed by any government office, tribunal, body or agency:

   a. Mel V. Velarde
   b. Thomas G. Aquino
   c. Henry Andrews B. Abes
   d. Jose S. Alejandro
   e. Vicente Martin W. Araneta III
   f. Gerard Bnn R. Bautista
   g. Domingo B. Bonifacio
   h. William T. Torres
   i. Francis Xavier L. Manglapus
   j. Colin R. Christie
   k. Angeline L. Macasaet
   l. Jozolly O. Ramos-Uy
   m. Melissa T. Dimayuga
   n. Arturo D. Sabino

3. This Certification is being issued to attest to the truth of the foregoing facts and for purposes of complying with the requirements of the Securities and Exchange Commission in connection with the filing of the Corporation's Information Statement (SEC Form 20-IS) in relation to the Annual Stockholders' Meeting scheduled on 02 June 2022.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 27th day of April 2022 at Makati City

ANGELINE L. MACASAET
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 27th day of May 2021, affiant personally appeared and exhibited to me her Phil. Passport No. P3600193A issued by DFA – Manila on 06 July 2017 and valid until 05 July 2022, bearing the affiant's photograph and signature.

Doc. No.: 443;
Page No.: 90;
Book No.: 213;
Series of 2022.

ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-239
NOTARY PUBLIC FOR MAKATI CITY
UNTIL JUNE 30, 2022 PER B.M. NO. 3795
11 KALAYAAN AVENUE EXTENSION,
BARANGAY WEST REMBO, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 171365/01-03-2022/Pasig City
PTR NO. MKT 8852502/01-03-2022/Makati City
MCLE Compliance No. VI-0007878/4-06-2018

ANNEX C

REPUBLIC OF THE PHILIPPINES)
Makati City) S.S.

AFFIDAVIT OF UNDERTAKING

I, **ANGELINE L. MACASAET**, of legal age, Filipino, and with office address at Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca Street, Legaspi Village, Makati City, hereby state and certify under oath, that:

1. I am the Corporate Secretary of **NOW CORPORATION**, a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal address at Unit 5-I, 5th Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City (the "Company").

2. The Company hereby undertakes to submit to the Securities and Exchange Commission and to distribute to the stockholders of the Company copies of SEC Form 17-Q or the Quarterly Report for the First Quarter of 2022; SEC Form 17-A or the Annual Report; and Audited Financial Statements for the period ending 31 December 2021, fifteen (15) days before the Company's Annual Stockholders' Meeting scheduled on 02 June 2022.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of April 2022 at Makati City.

ANGELINE L. MACASAET
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 27th day of April 2022, affiant personally appeared and exhibited to me her Passport with No. P3600193A issued by DFA - Manila on 6 July 2017 and valid until 5 July 2022, which serves as competent evidence of identity under the 2004 Rules on Notarial Practice.

Doc. No.: 248
Page No.: 51
Book No.: 273
Series of 2022.

ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-239
NOTARY PUBLIC FOR MAKATI CITY
UNTIL JUNE 30, 2022 PER B.M. NO. 3795
11 KALAYAAN AVENUE EXTENSION
BARANGAY WEST REMBO, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 171365/01-03-2022/Pasig City
PTR NO. MKT 8852502/01-03-2022/Makati City
MCLE Compliance No. VI-0007878/4-06-2019

ANNEX D

REPUBLIC OF THE PHILIPPINES)
Makati City) S. S.

SECRETARY'S CERTIFICATE

I, **ANGELINE L. MACASAET**, Filipino, of legal age, with office address at Unit 5-I, 5th Floor OPL Building, 100 C. Palanca Street, Legaspi Village, Makati City, after having been duly sworn in accordance with law, do hereby state that:

1. I am the incumbent Corporate Secretary of NOW Corporation, a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal address at Unit 5-I, 5th Floor OPL Building, 100 C. Palanca Street, Legaspi Village, Makati City (the "Corporation");

2. I am also a Director and the Secretary of the Executive Committee, the body authorized by the Board of Directors of the Corporation to handle the normal and customary operations of the Corporation;

3. I hereby certify that at the 23 April 2022 meeting of the Executive Committee (ExeCom) conducted online via Zoom application, in which meeting a quorum was present, the following resolutions were unanimously adopted:

> "**RESOLVED FURTHER**, as it is hereby resolved, that the Chairman of the Board, the President and the Chief Finance Officer be authorized to sign the Statement of Management Responsibility in connection with the Company's Audited Consolidated Financial Statements and the Audited Parent Company Financial Statements for the periods ending 31 December 2021, as audited by its external auditor Reyes Tacandong & Co."

4. I further certify that the foregoing resolutions have not been revoked, superseded, amended, and that these continue to be in force and effect as of this date.

5. This Certification is issued for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of April 2022 in Makati City, Philippines.

ANGELINE L. MACASAET
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 27th of April 2022, affiant personally appeared and exhibited to me her Phil. Passport No. P3600193A issued by DFA – Manila on 06 July 2017 and valid until 05 July 2022, bearing the affiant's photograph and signature.

Doc. No.: 244;
Page No.: 60;
Book No.: 313;
Series of 2022.

ATTY. RAYMUND A. RAMOS
COMMISSION NO. M-239
NOTARY PUBLIC FOR MAKATI CITY
UNTIL JUNE 30, 2022 PER B.M. NO. 3795
11 KALAYAAN AVENUE EXTENSION,
BARANGAY WEST REMBO, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 171365/01-03-2022/Pasig City
PTR NO. MKT 8852502/01-03-2022/Makati City
MCLE Compliance No. VI-0007878/4-06-2018

ANNEX E

CERTIFICATION OF QUALIFICATION OF INDEPENDENT DIRECTOR

I, **DOMINGO BUSTOS BONIFACIO,** Filipino, of legal age and with residence address at 30 Alfani Street, Portifino Heights, Vista Alabang, Las Pinas City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee as independent director of NOW Corporation in its annual meeting on 04 June 2022 and have been its independent director since 20 January 2017.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Automated Technology (Phils.) Inc. (ATEC) Connectivity Division	EVP/General Manager	July 2016 – Present
Automated Technology (Phils.) Inc. (ATEC)	Board Director	December 2016 – Present
Phil. Chamber of Industrial Estates & Ecozones	Board Trustee	2007- Present
Menlo Health and Wellness Innovations, Inc.	Board Director	2016 - Present
El Circulo Masantonelo Scholarship Foundation	Chairman of the Board	2015 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of NOW Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any of the directors/officers/substantial shareholders of NOW Corporation, any of its related companies or any of its substantial shareholders with respect to the relationship/s provided under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of NOW Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done this 27th day of April 2022 at Makati City, Philippines.

DOMINGO BUSTOS BONIFACIO
Affiant

Subscribed and sworn to before me this 27th day of May 2021 at Makati City affiant personally appeared before me and exhibited his Tax Identification No. 199-940-876.

Doc No. 214
Page No. 51
Book No. 213
Series of 2022.

ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-239
NOTARY PUBLIC FOR MAKATI CITY
UNTIL JUNE 30, 2022 PER B.M. NO. 3795
11 KALAYAAN AVENUE EXTENSION
BARANGAY WEST REMBO, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 171365/01-03-2022/Pasig City
PTR NO. MKT 8852502/01-03-2022/Makati City
MCLE Compliance No. VI-0007878/4-06-2018

ANNEX F

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

CERTIFICATION ON QUALIFICATION OF INDEPENDENT DIRECTOR

I, **WILLIAM T. TORRES**, Filipino, of legal age, with address at No. 32 Arsenio Jison Street, EVS, B.F. Homes, Las Pinas City, Metro Manila, after having been duly sworn in accordance with law, hereby declare that:

1. I am a nominee as independent director of NOW Corporation in its annual meeting on 02 June 2022 and have been its independent director since 10 February 2021.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
National Academy of Science and Technology	Academician; Member	2001 - Present
Philippine Information Communications Technology Organization	Member	2010 - Present
MFI Polytechnic Institute	Member – Board of Trustee; Vice Chair Since 2014	2003 - Present
Asian Institute of Journalism and Communication	Board Director; Vice Chain since 2002	2000 - Present
Mapua Institute of Technology	Distinguished Professor	2010 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of NOW Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any of the directors/officers/substantial shareholders of NOW Corporation, any of its related companies or any of its substantial shareholders with respect to the relationship's provided under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of NOW Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done this 27th day of April 2022 at Makati City, Philippines.

DR. WILLIAM T. TORRES
Affiant

SUBSCRIBED AND SWORN to before me this 27th day of April 2022 in Makati City, affiant personally appearing and exhibiting to me his Senior Citizen Card with Serial No. ELO-04161 issued on 22 March 2018 by the Office of the Senior Citizen Affairs of the City of Paranaque, as competent evidence of identity.

ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-239
NOTARY PUBLIC FOR MAKATI CITY
UNTIL JUNE 30, 2022 PER B.M. NO. 3795
11 KALAYAAN AVENUE EXTENSION,
BARANGAY WEST REMBO, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 171365/01-03-2022/Pasig City
PTR NO. MKT 8852502/01-03-2022/Makati City
MCLE Compliance No. VI-0007876/4-00-2019

Doc. No. 245;
Page No. 50;
Book No. 213;
Series of 2022.

ANNEX G

CERTIFICATION OF QUALIFICATION OF INDEPENDENT DIRECTOR

I, **COLIN ROSS CHRISTIE,** a British citizen, of legal age and with residence address at Lot 11, Blk 15, Ph 1, Kapiligan Drive, Ayala Greenfield Estates, Calamba, Laguna, Philippines, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee as independent director of NOW Corporation in its annual meeting on 02 June 2022.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Navix Health Inc.	Chairman & CEO	Jan 2022 - Present
Analytics Association of the Philippines Inc.	Chair, Advisory Board, Past President and Member of the Board of Trustees	Feb 2018 – Present
Enderun Colleges Inc.	Member of Adjunct Faculty	July 2017 - Present
Medcode, Inc.	Co-Founder; Director	Jan 2016 - Present
Sibol Consultancy Services Inc.	Co-Founder; Director	Oct 2015 - Present
Global Chamber Manila	Executive Director	Sep 2015 – Present
Lifetrack Medical Systems Inc.	Director	June 2014 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of NOW Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any of the directors/officers/substantial shareholders of NOW Corporation, any of its related companies or any of its substantial shareholders with respect to the relationship/s provided under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of NOW Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done this 27th day of April 2022 at Makati City, Philippines.

COLIN ROSS CHRISTIE
Affiant

Subscribed and sworn to before me this 27th day of April 2022 at Makati City affiant personally appeared before me and exhibited his Tax Identification No. 274-892-514-000.

Doc No. 247
Page No. 51
Book No. 213
Series of 2022.

ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-239
NOTARY PUBLIC FOR MAKATI CITY
UNTIL JUNE 30, 2022 PER B.M. NO. 3795
11 KALAYAAN AVENUE EXTENSION,
BARANGAY WEST REMBO, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 171365/01-03-2022/Pasig City
PTR NO. MKT 8852502/01-03-2022/Makati City
MCLE Compliance No. VI-0007978/4-16-2018

ANNEX H

C O V E R   S H E E T

A	1	9	9	6	0	0	1	7	9

COMPANY NAME

NOW CORPORATION

PRINCIPAL OFFICE *(No. / Street / Barangay / City / Town / Province)*

UNIT 5-I, 5TH FLOOR, OPL BUILDING, 100 C. PALANCA ST., LEGASPI VILLAGE, MAKATI CITY

Form Type	Department requiring the report	Secondary License Type, If Applicable
17-Q	MSRD	N/A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
info@now-corp.com	(632) 7750-0461 / (632) 7750-0211 /	09684389521

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
70	N/A	12/31

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Angeline L. Macasaet	angeline.macasaet@now-corp.com	7750-0211	09684389521

CONTACT PERSON's ADDRESS

Unit 5-I, 5th Floor, OPL Building 100 C. Palanca Street, Legaspi Village Makati City

NOTE 1 : *In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.*

2 : *All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.*

SECURITIES AND EXCHANGE

COMMISSION SEC FORM 17-Q

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

1. For the quarterly period ended **31 MARCH 2022**

2. Commission identification number **A1996-00179** 3. BIR Tax Identification No. **004-668-224**

4. Exact name of issuer as specified in its charter

NOW CORPORATION

5. Province, country or other jurisdiction of incorporation or organization

MAKATI CITY, PHILIPPINES

6. Industry Classification Code: (SEC Use Only)

7. Address of issuer's principal office Postal Code

Unit 5-I, 5th Floor, OPL Building,100 C. Palanca Street, Legaspi Village, Makati City, Philippines 1229

8. Issuer's telephone number, including area code **(632)7750-0211**

9. Former name, former address and former fiscal year, if changed since last report

N/A

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

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
COMMON STOCK	**1,806,726,314**
PREFERRED STOCK	**60,000,000**

11. Are any or all of the securities listed on a Stock Exchange? Yes [/] No [

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

PHILIPPINE STOCK EXCHANGE **COMMON STOCK**

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
Yes [/] No [ ]

(b) has been subject to such filing requirements for the past ninety (90) days. Yes [/] No [ ]

NOW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at March 31, 2022 and December 31, 2021

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
ASSETS		
Current Assets		
Cash	**₱12,082,643**	₱21,014,551
Trade and other receivables	**356,355,558**	337,025,453
Contract asset	**1,370,685**	1,370,685
Due from related parties	**217,538,198**	211,230,811
Other current assets	**41,848,032**	35,772,079
Total Current Assets	**629,195,116**	606,413,579
Noncurrent Assets		
Financial assets at FVOCI	**1,595,958,904**	1,595,958,904
Advances for investment	**600,000,000**	600,000,000
Property and equipment - net	**9,675,755**	10,693,867
Right of use asset	**5,893,024**	5,893,0241
Other noncurrent assets - net	**4,978,008**	4,978,008
Total Noncurrent Assets	**2,216,505,691**	2,217,523,803
	₱2,845,700,807	₱2,823,937,382
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables	**₱186,007,987**	₱176,343,008
Due to a related party	**21,294,204**	10,390,529
Current portion of long-term loans payable	**128,038,111**	129,324,978
Current portion of obligations under finance lease	**4,672,844**	3,696,096
Income tax payable	**1,370,523**	–
Total Current Liabilities	**341,383,669**	319,754,611
Noncurrent Liabilities		
Long-term loans payable - net of current portion	**20,658,833**	24,324,727
Obligations under finance lease - net of current portion	**4,044,345**	4,044,345
Retirement benefits liability	**5,002,340**	5,002,340
Deposit for future stock subscription	**310,000,000**	310,000,000
Total Noncurrent Liabilities	**339,705,518**	343,371,412
Total Liabilities	**681,089,187**	663,126,023
Equity		
Capital stock	**1,324,708,420**	1,324,708,420
Additional paid in capital	**541,569,110**	541,569,109
Equity reserve	**(1,978,794)**	(1,978,794)
Retained earnings / (Deficit)	**(2,162,153)**	(6,040,241)
Other comprehensive income	**306,047,916**	306,047,916
Non-controlling interest	**(3,572,879)**	(3,495,052)
Total Equity	**2,164,611,620**	2,160,811,359
	₱2,845,700,807	₱2,823,937,382

NOW CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Period Ended March 31, 2022 and December 31, 2021

		March 31, 2022 (Audited)	December 31, 2021 (Audited)
REVENUES			
Service revenue		**₱42,968,937**	₱187,076,329
Sales		**5,942,090**	9,327,650
		48,911,027	196,403,979
COSTS OF SALES AND SERVICES			
Cost of Services		**26,348,286**	110,294,067
Cost of sales		**2,375,376**	5,660,491
		28,723,662	115,954,558
GROSS PROFIT		**20,187,365**	80,449,421
GENERAL AND ADMINISTRATIVE EXPENSES			
Salaries and wages		**6,097,084**	24,481,814
Outside services		**635,728**	2,857,907
Rent expense		**208,879**	290,704
Taxes and licenses		**1,141,771**	4,597,940
Professional fees		**1,603,991**	7,448,298
Utilities		**33,581**	500,347
Transportation and travel		**783,114**	3,360,888
Advertising and promotion		**136,109**	2,932,430
Depreciation and amortization		**1,064,183**	9,599,427
Repair and maintenance		**58,562**	158,434
Communications and subscription		**597,138**	3,271,983
Entertainment, amusement, and recreation		**1,059,607**	4,987,306
Supplies		**525,752**	744,845
Insurance		**36,168**	328,692
Others		**269,131**	2,283,234
		14,250,798	67,844,249
OTHER INCOME (EXPENSE)			
Interest expense		**(2,748,412)**	(10,083,888)
Interest income		**1,779,314**	7,122,907
Other income		**220,459**	1,337,125
Other charges		**(17,145)**	(208,773)
		(765,784)	(1,832,629)
INCOME BEFORE INCOME TAX		**(5,170,783)**	(10,772,543)
PROVISION FOR INCOME TAX	*21*	**1,370,522**	2,826,292
NET INCOME		**₱3,800,261**	₱7,946,251
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of Parent Company		**₱3,722,434**	₱8,644,312
Non-controlling interest		**77,827**	(698,061)
		₱3,800,261	₱7,946,251

NOW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Note	**March 31, 2022 (Unaudited)**	December 31,2021 (Audited)
NET INCOME		**₱3,800,261**	₱7,946,251
OTHER COMPREHENSIVE INCOME (LOSS)			
Items not to be subsequently reclassified to profit or loss:			
Changes in fair value of investment in equity securities		**–**	14,589,528
Remeasurement loss on retirement liability		**–**	–
Item to be subsequently reclassified to profit or loss -			
Cumulative translation adjustments		**–**	(18,730)
		–	14,570,798
TOTAL COMPREHENSIVE INCOME (LOSS)		**₱3,800,261**	₱22,517,049
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of the Parent Company		**₱3,722,434**	₱23,215,110
Non-controlling interest		**77,827**	(698,061)
		₱3,800,261	₱22,517,049

See accompanying Notes to Consolidated Financial Statements.

NOW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Unaudited	Audited
	31-Mar-22	**31-Dec-21**
Capital Stock - P.00 par value		
Authorized -		
Issued and outstanding -	**1,264,708,420**	1,264,708,420
	1,264,708,420	1,264,708,420
Preferred Share - P.00 par value		
Issued and outstanding -	**60,000,000**	60,000,000.00
	60,000,000	60,000,000
Additional Paid-In Capital		
Balance at beginning of year	**541,569,110**	541,569,110
Balance at end of year	**541,569,110**	541,569,110
Equity reserve	**(1,978,794)**	**(1,978,794)**
Deposit for future stock subscription		
Balance at beginning of year	**-**	-
Balance at end of year	**-**	-
Deficit		
Balance at beginning of year	**(6,040,241)**	(14,283,549)
Net income (loss)	**3,878,087**	8,243,308
Balance at end of year	**(2,162,154)**	(6,040,241)
Other comprehensive income		
Items to be subsequently reclassified to profit or loss		
Cumulative translation adjustments		
Balance at beginning of year	**1,136,396**	1,155,126
Exchange differences on translation of foreign o	**-**	(18,730)
Balance at end of year	**1,136,396**	1,136,396
Items not to be reclassified to profit or loss		
Unrealized gain / loss on FA @ FVOCI		
Balance at beginning of year	**306,680,554**	292,091,026
Remeasurement gain / loss	**-**	14,589,528
Balance at end of year	**306,680,554**	306,680,554
Unrealized loss on retirement benefits		
Balance at beginning of year	**(1,769,034)**	(1,769,034)
Balance at end of year	**(1,769,034)**	(1,769,034)
Total other comprehensive income	**306,047,916**	306,047,916
ATTRIUTABLE TO EQUITY HOLDERS OF THE PARE	**2,168,184,498**	2,164,306,411
Noncontrolling interest beginning	**(3,495,052)**	(3,197,995)
Share in total comprehensive income (loss)	**(77,827)**	(297,057)
	-	-
NON-CONTROLLING INTEREST	**(3,572,879)**	(3,495,052)
.	**2,164,611,620**	2,160,811,359

NOW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
For the Three Months Period Ended March 31, 2022 and 2021

	Unaudited	
	2022	2021
ASSETS		
Current Assets		
Cash	**₱12,082,643**	₱9,706,695
Trade and other receivables	**356,355,558**	307,376,144
Contract asset	**1,370,685**	1,370,685
Due from related parties	**217,538,198**	188,970,601
Other current assets	**41,848,032**	35,664,252
Total Current Assets	**629,195,116**	543,088,377
Noncurrent Assets		
Financial assets at FVOCI	**1,595,958,904**	1,581,369,376
Advances for investment	**600,000,000**	600,000,000
Property and equipment - net	**9,675,755**	11,921,924
Right of use asset	**5,893,024**	7,421,431
Other noncurrent assets - net	**4,978,008**	4,588,076
Total Noncurrent Assets	**2,216,505,691**	2,205,290,807
	₱2,845,700,807	₱2,748,379,184
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables	**₱186,007,987**	₱181,861,495
Due to related parties	**21,294,204**	217,552,714
Current portion of long-term loans payable	**128,038,111**	65,219,066
Current portion of obligations under finance lease	**4,672,844**	10,276,580
Income tax payable	**1,370,523**	
Total Current Liabilities	**341,383,669**	474,909,855
Noncurrent Liabilities		
Long-term loans payable - net of current portion	**20,658,833**	35,042,014
Obligations under finance lease - net of current portion	**4,044,345**	5,212,344
Deferred tax liability	–	634
Retirement benefits liability	**5,002,340**	3,862,885
Deposit for future stock subscription	**310,000,000**	89,000,000
Total Noncurrent Liabilities	**339,705,518**	133,117,877
Total Liabilities	**681,089,187**	608,027,732
Equity		
Capital stock	**1,324,708,420**	1,324,708,420
Additional paid in capital	**541,569,110**	541,569,109
Equity reserve	**(1,978,794)**	(1,978,794)
Retained earnings / (Deficit)	**(2,162,153)**	(13,169,013)
Other comprehensive income	**306,047,916**	291,721,234
Non-controlling interest	**(3,572,879)**	(2,499,505)
Total Equity	**2,164,611,620**	2,140,351,452
	₱2,845,700,807	₱2,748,379,184

NOW CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Three Months Period Ended March 31, 2022 and 2021

	Note	(Unaudited) 2022	2021
REVENUES			
Service revenue		**₱42,968,937**	₱50,957,173
Sales		**5,942,090**	75,804,
		48,911,027	51,032,977
COSTS OF SALES AND SERVICES			
Cost of Services		**26,348,286**	28,107,603
Cost of sales		**2,375,376**	64,573
		28,723,662	28,172,176
GROSS PROFIT		**20,187,365**	22,860,825
GENERAL AND ADMINISTRATIVE EXPENSES			
Salaries and wages		**6,097,084**	9,831,984
Outside services		**635,728**	449,124
Rent expense		**208,879**	199,103
Taxes and licenses		**1,141,771**	1,584,524
Professional fees		**1,603,991**	2,149,556
Utilities		**33,581**	32,074
Transportation and travel		**783,114**	970,896
Advertising and promotion		**136,109**	611,076
Depreciation and amortization		**1,064,183**	1,297,800
Repair and maintenance		**58,562**	29,180
Communications and subscription		**597,138**	1,238,861
Entertainment, amusement, and recreation		**1,059,607**	1,293,468
Supplies		**525,752**	368,288
Insurance		**36,168**	132,425
Others		**269,131**	362,021
		14,250,798	20,550,380
OTHER INCOME (EXPENSE)			
Interest expense		**(2,748,412)**	(2,292,059)
Interest income		**1,779,314**	1,781,187
Other income		**220,459**	224,472
Other charges		**(17,145)**	(45,504)
		(765,784)	(330,904)
INCOME BEFORE INCOME TAX		**(5,170,783)**	(1,979,517)
PROVISION FOR INCOME TAX		**1,370,522**	864,982
NET INCOME		**3,800,261**	₱1,114,536
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of Parent Company		**₱3,722,434**	₱1,574,232
Non-controlling interest		**77,827**	(75,080)
		₱3,800,261	₱1,499,152

NOW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Three Months Period Ended March 31, 2022 and 2021

	(Unaudited)	
	2022	2021
COMMON STOCK – Php 70 par value		
Authorized		
Issued and outstanding – 1,806,726,314	**₱1,264,708,420**	₱1,264,708,420
Additional subscription	–	–
Debt to equity conversion	–	–
	1,264,708,420	1,264,708,420
PREFERRED SHARE – Php 1 par value		
Issued and outstanding – 60,000,000	**60,000,000**	60,000,000
Subscription	–	–
	1,324,708,420	1,324,708,420
ADDITIONAL PAID IN CAPITAL		
Balance at beginning of year	**541,569,109**	541,569,109
Subscription	–	–
Debt to equity conversion	–	–
Issuance cost	–	–
Balance at end of year	**541,569,109**	541,569,109
EQUITY RESERVE	**(1,978,794)**	(1,978,794)
RETAINED EARNINGS (DEFICIT)		
Balance at beginning of year	**(6,040,241)**	(14,283,549)
Net income (loss)	**3,878,087**	1,114,536
Balance at end of year	**(2,162,154)**	(13,169,013)
OTHER COMPREHENSIVE INCOME	**306,047,916**	291,477,118
NON-CONTROLLING INTEREST	**(3,572,879)**	(2,499,505)
TOTAL EQUITY	**₱2,164,611,620**	₱2,140,107,335

NOW CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Three Months Ended March 31, 2022 and 2021

	(Unaudited)	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱5,170,784**	₱1,979,518
Adjustment for:		
Interest expense	**–**	2,292,059
Depreciation and amortization	**1,018,112**	1,297,800
Interest income	**–**	(1,781,187)
Straight line adjustment on rent	**976,748**	–
Operating income before working capital changes	**7,165,644**	3,788,191
Decrease (Increase) in:		
Trade and other receivables	**(19,330,105)**	(1,557,746)
Other current assets	**(7,446,476)**	(4,228,137)
Contract assets	**–**	–
Increase (decrease) in:		
Accounts payable and other current liabilities	**9,664,979**	18,904,709
Retirement liability	**–**	–
Net cash used for operations	**(9,945,958)**	16,907,017
Income tax paid	**1,370,523**	(864,982)
Interest received	**–**	1,781,187
Net cash used in operating activities	**(8,575,435)**	17,823,221
CASH FLOWS FROM INVESTING ACTIVITIES		
Advances made for investment		–
Decrease (Increase) in:		
Due from related parties	**(6,307,387)**	(21,970,046)
Other noncurrent assets	**–**	(1,157,936)
Additions to:		
Property and equipment	**–**	(7,870,656)
Increase in investment in equity securities	**–**	–
Net cash used in investing activities	**(6,307,387)**	(30,998,638)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from:		
Issuance of capital stock	**–**	–
Loan availment	**–**	50,000,000
Increase in due to related parties	**10,903,675**	20,852,809
Payment of:		
Loan and interest	**(4,952,761)**	65,241,078
Lease liabilities	**–**	–
Net cash provided by financing activities	**5,950,914**	5,611,731
NET INCREASE (DECREASE) IN CASH	**(8,931,908)**	(7,563,686)
CASH AT BEGINNING OF YEAR	**21,014,551**	17,270,381
CASH AT END OF YEAR	**₱12,082,643**	₱9,706,695

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Reporting Entity

NOW Corporation (the Parent Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on June 5, 1996 to initially engage in the purchase and sale of securities. In 2000, the Parent Company's primary purpose was changed to engage in the business of securities brokerage through the use of information technology (IT).

In July 2009, the SEC approved the amendment of the Parent Company's primary purpose from engaging in the securities brokerage business to a technology, media and telecommunication (TMT) business.

On August 25, 2011, the SEC approved the amendment in its Articles of Incorporation (AOI) to include the following secondary purpose:

a. Providing professional services and manpower in the field of TMT;
b. Acting as commission agent, manufacturer's representative, or principal for the purpose, sale, distribution, manufacture, assembly, import or export of any and all classes of materials, merchandise, supplies and commodities of every kind and nature; and
c. Engaging in the business of general and retail merchants, traders, factors, agents, manufacturers, processors, dealing in or with any and all classes of materials, merchandise, supplies and commodities of every kind and nature.

The Parent Company is a listed entity in the Philippine Stock Exchange.

On December 21, 2016, the Parent Company's Board of Directors (BOD) approved the filing of the Registration Statement, Listing Application and the terms and conditions and such other relevant acts in connection with the intended public offering of the Parent Company's preferred shares.

On June 22, 2018, the SEC issued the Certificate of Filing of Enabling Resolution which approved the designation and offering of the Preferred "A" shares. On August 24, 2020, the Parent Company's BOD approved the issuance of these preferred shares to Velarde, Inc. (VI) (see Note 11).

On March 8, 2019, the Parent Company's stockholders approved the reduction of the Parent Company's authorized common stock from ₱2,060.0 million equivalent to 2,060,000,000 common stock at ₱1.00 par value a share to ₱1,442.0 million equivalent to 2,060,000,000 common stock at ₱0.70 par value a share. The resulting additional paid-in capital (APIC) of ₱455.2 million was used to eliminate the Parent Company's accumulated deficit of ₱402.1 million as at December 31, 2018. This was approved by the SEC on September 6, 2019 (see Note 11).

The Parent Company has the following subsidiaries:

Company Name	Nature of Business	Percentage of Effective Ownership **2022**	2021	2020
J-Span IT Services, Inc. (JSIT)	Service	**100**	100	100
Porteon SEA, Inc. (Porteon)	Manufacturing	**100**	100	100
I-Resource Consulting International, Inc. (I-Resource)	Service	**100**	100	100

Company Name	Nature of Business	Percentage of Effective Ownership		
		2022	2021	2020
I-Professional Search Network, Inc. (I-Professional)	Service	**75**	75	75
Softrigger Interactive, Inc. (Softrigger)	Service	**67**	67	67

The Parent Company and its subsidiaries are collectively referred hereinto as "the Group". All the subsidiaries were incorporated in the Philippines, except for JSIT, which was incorporated in Japan.

The Parent Company's registered address is Unit 5-I, 5th Floor OPL Building, 100 C. Palanca Street, Legaspi Village, Makati City.

Certificates and Agreements

On November 27, 2015, the National Telecommunications Commission (NTC) issued a Certificate of Registration (CoR) to the Parent Company that will authorize it as a value-added services (VAS) provider for services such as cloud hosting services, virtual private network, multimedia content and program services, online game services, cloud-based multimedia conferencing services, web hosting and cloud-based mail and messaging services. The CoR, which expired on November 26, 2020, was renewed for another five (5) years, or until November 26, 2025.

In 2015, the Parent Company entered into three (3) separate agreements with NOW Telecom Company, Inc. (NOW TEL), NOW Cable, Inc. (formerly GHT Network, Inc.) (NOW Cable) and News and Entertainment Network Corporation (NewsNet) (the Parties), wherein the Parties mutually agreed to interconnect their respective networks for the Parent Company to provide VAS to the public (VAS contracts) (see Note 12). In 2020, the VAS agreement between the Parent Company and NOW TEL was renewed for another five (5) years under the same terms and conditions, while the agreements with NOW Cable and NewsNet were replaced with new service agreements with a term of three (3) years beginning January 1, 2020.

2. Basis of Preparation

Basis of Preparation

The consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretation from International Financial Reporting Interpretations Committee (IFRIC) issued by the Philippine Financial Reporting Standards Council and adopted by the SEC, including SEC pronouncements.

Measurement Basis

The consolidated financial statements are presented in Philippine Peso, which is the Group's functional currency. All values are stated in absolute amounts, unless otherwise indicated.

The consolidated financial statements of the Group have been prepared under the historical cost basis, except for the Parent Company's investment in equity securities which are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and the fair value of consideration received in exchange for incurring a liability.

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 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 best economic interest.

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

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

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

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

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

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

Further information about the assumptions made in measuring fair value is included in Notes 7 and 21.

Adoption of Amended PFRS
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRS.

Effective for annual periods beginning on or after January 1, 2020:

- Amendments to References to the Conceptual Framework in PFRS – The amendments include new concepts affecting measurement, presentation and disclosure and derecognition; improved definitions and guidance-in particular the definition of an asset and a liability; and clarifications in important areas, such as the roles of stewardship, prudence, measurement uncertainty and substance over form in financial reporting.

- Amendments to PAS 1, Presentation of Financial Statements and PAS 8, Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Material – The amendments clarify the definition of "material" and how it should be applied by companies in making materiality judgments. The amendments ensure that the new definition is consistent across all PFRS standards. Based on the new definition, an information is "material" if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

Effective for annual periods beginning on or after June 1, 2020 -

- Amendments to PFRS 16, Leases – Covid-19 Related Rent Concessions – The amendments provide practical expedient to lessees from applying the requirements on lease modifications under PFRS 16 for eligible rent concessions that is a direct consequence of COVID-19 pandemic. A lessee may elect not to assess whether eligible rent concessions from a lessor is a lease modification. A lessee that makes this election account for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment. The amendments do not affect lessors. Earlier application of the amendments is permitted.

The adoption of the foregoing amended PFRS did not have any material effect on the consolidated financial statements of the Group. Several other amendments apply for the first time in 2020 but are not relevant to the consolidated financial statements of the Group. Additional disclosures were included in the consolidated financial statements, as applicable.

Amended PFRS Issued But Not Yet Effective
Relevant amended PFRS, have not been yet applied in preparing the consolidated financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2022:

- Amendments to PAS 16, Property, Plant and Equipment - Proceeds Before Intended Use – The amendments prohibit deducting from the cost of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for its intended use. Instead, the proceeds and related costs from such items shall be recognized in profit or loss. The amendments must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when an entity first applies the amendment.

- Amendments to PAS 37, Onerous Contracts - Cost of Fulfilling a Contract – The amendments clarify that for the purpose of assessing whether a contract is onerous, the cost of fulfilling a contract comprises both the incremental costs of fulfilling that contract and an allocation of costs directly related to contract activities. The amendments apply to contracts existing at the date when the amendments are first applied. At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other components of equity. Accordingly, the comparatives are not restated. Earlier application is permitted.

Annual Improvements to PFRS 2018 to 2020 Cycle:

- Amendments to PFRS 9, Financial Instruments - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities – The amendment clarifies which fees an entity includes when it applies the '10 per cent' test in assessing whether to derecognize a financial liability (i.e. whether the terms of a new or modified financial liability is substantially different from the terms of the original financial liability). These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other's behalf. The amendments apply to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendments. Earlier application is permitted.

- Amendments to PFRS 16, Leases - Lease Incentives – The amendment removes from the Illustrative Example 13 the illustration of the reimbursement of leasehold improvements by the lessor. The objective of the amendment is to avoid any potential confusion regarding the treatment of lease incentives because of how the requirements for lease incentives are illustrated.

Amended PFRS Issued But Not Yet Effective
Relevant amended PFRS, which are not yet effective as at December 31, 2021 and have not been applied in preparing the consolidated financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2023 -

- Amendments to PAS 1, Classification of Liabilities as Current or Non-current – The amendments clarify the requirements for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendments also specify and clarify the following: (i) an entity's right to defer settlement must exist at the end of the reporting period, (ii) the classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement, (iii) how lending conditions affect classification, and (iv) requirements for classifying liabilities where an entity will or may settle by issuing its own equity instruments. The amendments must be applied retrospectively. Earlier application is permitted.

Deferred effectivity -

- Amendments to PFRS 10, Consolidated Financial Statements, and PAS 28 - Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture – The amendments address a conflicting provision under the two standards. It clarifies that a gain or loss shall be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business. The effective date of the amendments, initially set for annual periods beginning on or after January 1, 2016, was deferred indefinitely in December 2015 but earlier application is still permitted.

Under prevailing circumstances, the adoption of the foregoing amended PFRS is not expected to have any material effect on the consolidated financial statements of the Group. Additional disclosures will be included in the consolidated financial statements, as applicable.

Basis of Consolidation
The consolidated financial statements of the Group comprise the financial statements of the Parent Company and its subsidiaries. Control is achieved when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee).

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

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

The Parent 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 Parent Company obtains control over the subsidiary and ceases when the Parent 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 consolidated statements of income from the date the Parent Company gains control until the date the Parent Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interest having a deficit balance.

Non-controlling interest represents the portion of net results and net assets not held by the Parent Company. These are presented in the consolidated statements of financial position within equity, apart from equity attributable to equity holders of the Parent Company and are separately disclosed in the consolidated statements of income and consolidated statements of comprehensive income.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company. Consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances. Intercompany balances and transactions, including intercompany profits and losses, are eliminated.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Parent 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, if any.
- Recognizes the fair value of the consideration received.
- Recognizes the fair value of any investment retained.
- Recognizes surplus or deficit in profit or loss; and
- Reclassifies the Parent Company's share of component previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Parent Company had directly disposed of the related assets or liabilities.

The assets and liabilities of JSIT are translated into the presentation currency of the Parent Company at the exchange rate as at reporting date while the income and expense accounts are translated at the weighted average exchange rates for the year. The resulting translation differences are presented as "Cumulative translation adjustments" under the equity account in the consolidated statements of financial position.

In 2017, VI entered into a subscription agreement with I-Professional for the subscription of 6,750 common shares of the latter, representing 25% interest, thereby reducing the ownership of the Parent Company in I-Professional from 100% to 75%. This resulted to an equity reserve amounting to ₱2.0 million in 2017.

Financial Assets and Liabilities

Date of Recognition. Financial assets and liabilities are recognized in the consolidated statements of financial position when the Group becomes a party to those contractual provisions of a financial instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable, is done using settlement date accounting.

Initial Recognition and Measurement. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction cost.

"Day 1" Difference. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss. In cases where there is no observable data on inception, the Group deems the transaction price as the best estimate of fair value and recognizes "Day 1" difference 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.

Classification. The Group classifies its financial assets at initial recognition under the following categories: (a) financial assets at amortized cost, (b) financial assets at fair value through other comprehensive income (FVOCI) and, (c) financial assets at FVPL. The classification of a financial asset largely depends on the Group's business model and its contractual cash flow characteristics. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or financial liabilities at amortized cost.

As at March 31, 2022 and December 31, 2021, the Group does not have financial assets and liabilities at FVPL.

Financial Assets at Amortized Cost. A financial asset shall be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

Cash (which includes cash on hand and cash in banks), trade and other receivables (excluding advances to officers and employees), contract assets, due from related parties and security deposits (included as part of "Other noncurrent assets" account) are classified under this category.

Financial Assets Designated at FVOCI. The Group may irrevocably designate an equity instrument that is not held for trading to be measured at FVOCI.

Financial assets at FVOCI are initially measured at fair value plus transaction costs.

Dividends from equity instruments held at FVOCI are recognized in profit or loss when the right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Foreign currency gains or losses and unrealized gains or losses from equity instruments are recognized in OCI and presented in the equity section of the consolidated statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods. On disposal of these equity instruments, any cumulative valuation gains or losses will be reclassified to retained earnings.

Investment in equity securities are classified under this category.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or through the amortization process.

Accounts payable and other current liabilities (excluding statutory payables and deferred output VAT), due to related parties, short-term loans, long-term loans and lease liabilities are classified under this category.

Reclassification
The Group reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in profit or loss.

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from a difference between the previous amortized cost of the financial asset and fair value is recognized in OCI.

A financial asset that has been designated at FVOCI may no longer be reclassified to a different category.

Impairment of Financial Assets at Amortized Cost
The Group recognizes an allowance for expected credit loss (ECL) based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For trade receivables and contract assets, the Group has applied the simplified approach in measuring ECL. Simplified approach requires that ECL should always be based on the lifetime expected credit losses. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.
For other financial assets at amortized cost, which mainly comprise of cash in banks, due from related parties and security deposits, the Group applies the general approach in measuring the ECL. The ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECL that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Group considers reasonable and supportable information, that is available without undue cost or effort, and that is indicative of significant increases in credit risk since initial recognition.

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganization;
- the disappearance of an active market for that financial asset because of financial difficulties; or
- the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

It may not be possible to identify a single discrete event - instead, the combined effect of several events may have caused financial assets to become credit-impaired.

The Group shall directly reduce the gross carrying amount of a financial asset when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

Derecognition of Financial Assets and Liabilities

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

- the right to receive cash flows from the asset has expired;
- the Group retains the right to receive cash flows from the financial 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 financial asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its right to receive cash flows from a financial asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset nor transferred control of the financial asset, the financial asset is recognized to the extent of the Group's continuing involvement in the financial asset. Continuing involvement that takes the form of a guarantee over the transferred financial asset is measured at the lower of the original carrying amount of the financial 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.

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

Offsetting of Financial Assets and Liabilities
Financial assets and financial liabilities are offset and the net amount reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the consolidated statements of financial position.

Classification of Financial Instrument between Liability and Equity
A financial instrument is classified as liability if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity;
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Group does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

Contract Balances

Contract Assets. A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer when that right is conditioned on something other than a passage of time. Contract assets are reclassified to trade receivables when payment is due from the customers.

Contract Liabilities. A contract liability represents the Group's obligation to transfer goods to a customer for which the Group has received consideration from the customer. Contract liabilities are recognized as revenue when the Group performs its obligations under the contract.

Value-Added Tax (VAT)
VAT represents the net amount of VAT recoverable from or payable to the tax authorities. Revenues, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of tax included.

The net amount of VAT recoverable from or payable to the tax authorities is presented as part of "Other current assets" or "Statutory payables" under "Accounts payable and other current liabilities" accounts in the consolidated statements of financial position.

Other Current Assets
Other current assets mainly include creditable withholding taxes (CWT), prepayments, inventories, input VAT and deferred input VAT.

CWT. CWT represents the amount withheld by the Company's customer in relation to its income. CWT can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation.

Prepayments. Prepayments represent expenses not yet incurred but already paid in cash. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to expense as these are consumed in operations or expire with the passage of time. Prepayments that are expected to be incurred no more than 12 months after the reporting date are classified as current assets. Otherwise, these are classified as noncurrent assets.

Inventories. Inventories are valued at the lower of cost and NRV. Cost is determined using the weighted average method. All costs directly attributable to acquisition such as the purchase price, transport cost and taxes that are not subsequently recoverable from tax authorities are included as part of the cost of inventories.

The NRV of inventories is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. In determining the NRV, the Group considers any adjustment necessary for obsolescence.

When the NRV of inventories is lower than its cost, the inventories are written down to its NRV and the excess of the cost over the NRV is charged to profit or loss.

Deferred Input VAT. Deferred input VAT represents the unamortized amount of input VAT on capital goods with an aggregate acquisition cost in each of the calendar months exceeding ₱1.0 million claimed and credit against output VAT over 60 months or the estimated useful lives of capital goods, whichever is shorter.

Deferred input VAT on capital goods is classified as current assets if it is expected to be claimed against output VAT over no more than 12 months after the reporting date. Otherwise, these are classified as noncurrent assets.

Deferred input VAT also represents the unpaid portion of availed services.

Investment in an Associate
An associate is an entity in which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The investment in an associate is accounted for under the equity method in the consolidated financial statements, as provided for under PAS 28, Investment in Associates. Under the equity method, the investment in associate is initially recognized at cost. Subsequent to initial recognition, the Group recognizes income to the extent of its share in the profit or loss of the associate. Distributions received reduce the carrying amount of the investment.

The carrying amount of the investment is adjusted to recognize changes in the share of the Group in the net asset of the associate since the acquisition date. When the Group's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate.

The Group determines at the end of each reporting date whether there is any objective evidence that investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and its recoverable amount and recognized in profit or loss.

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

Property and Equipment

Property and equipment is stated at cost less accumulated depreciation and amortization and any accumulated impairment in value.

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

Each part of an item of property and equipment with a cost that is significant in relation to the total cost of the item is depreciated and amortized separately.

Depreciation and amortization is computed using the straight-line method over the estimated useful lives of the assets as follows:

Category	Number of Years
Office and IT equipment	3 to 5
Transportation equipment	5
Furniture and fixtures	2 to 3
Leasehold improvements	5 or lease term, whichever is shorter

The estimated useful lives and depreciation and amortization methods are reviewed periodically to ensure that the periods and methods of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

When assets are retired or otherwise disposed of, both the cost and related accumulated depreciation amortization are removed from the accounts and any resulting gain or loss is recognized in profit or loss.

Fully depreciated and amortized assets are retained as property and equipment until these are no longer in use.

Computer Software

Computer software is stated at cost less accumulated amortization and any impairment in value. The Group capitalizes computer software licensing costs which are being amortized, once available for its intended use, using the straight-line method over three years, the estimated finite useful life of the computer software. The amortization of the computer software is included under "Depreciation and amortization" account.

The estimated useful life and amortization method are reviewed regularly to ensure that the period and method of amortization are consistent with the expected pattern of economic benefits from the computer software.

An item of computer software is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in profit or loss in the year the asset is derecognized.

The carrying amount of the computer software is recognized as part of "Other noncurrent assets" account in the consolidated statements of financial position.

Impairment of Nonfinancial Assets

Nonfinancial assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's 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. 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 the risks specific to the asset. Impairment losses of continuing operations are recognized in profit or loss in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the 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, had no impairment loss been recognized for the asset in prior 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 the reversal, the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Deferred Output VAT

Deferred output VAT represents the VAT amount on credit sales that is not due to the tax authority until the corresponding amount of receivable is collected. This is recorded under "Trade and other payables" account in the consolidated statements of financial position.

Deposits for Stock Subscription

Deposits for stock subscription represent funds received from existing or potential stockholders to be applied as payment for future issuance of capital stock. Deposits for stock subscription are recognized as equity if and only if, all of the following elements forth by the SEC are present as of end of the reporting period:

- The unissued authorized capital stock of the entity is insufficient to cover the amount of shares indicated in the contract, unless the deposit is specific for a proposed increase in capital;
- There is BOD approval on the proposed increase in authorized capital stock (for which a deposit was received by the corporation);
- There is stockholders' approval of said proposed increase; and

- The application for the approval of the proposed increase has been presented for filing or has been filed with the SEC.

If any or all of the foregoing elements are not present, the deposits for stock subscription are recognized as liability.

Equity

Capital Stock and APIC. Capital stock is measured at the par value for all shares issued. Proceeds or fair value of consideration received in excess of par value are recognized as APIC. Incremental costs, net of tax, incurred that are directly attributable to the issuance of new shares are recognized in equity as a reduction from related APIC or retained earnings.

Equity Reserve. Equity reserve pertains to the difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration received as a result of change in the ownership interest of a subsidiary.

Retained Earnings / Deficit. Retained Earnings/Deficit represents the cumulative balance of the net income or loss, net of any dividend declaration.

Other Comprehensive Income (OCI). OCI comprises of items of income and expenses that are not recognized in profit or loss. OCI represents cumulative unrealized gain on investment in equity securities, cumulative translation adjustments, and cumulative remeasurement loss on retirement liability.

Revenue Recognition

Revenue from Contract with Customers
Revenue from contract with customers is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Group perform its obligations; (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Group's revenue from contracts with customers generally include broadband service contracts which are either offered separately or bundled with software licenses, contracts on sale and/or installation of software licenses, management service contracts and manpower augmentation service contracts.

Revenue from broadband service contracts offered separately, management service contracts and manpower augmentation service contracts are based on a fixed sales price and are recognized over time as the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from contracts on sale and/or installation of software licenses are recognized at the point in time when substantial control on the goods or service is transferred to the customer. The revenue from these contracts are based on a fixed sales price.

Revenue from broadband service contracts bundled with software licenses comprises two performance obligations, the promise to provide broadband service and transfer software licenses, which are distinct and separately identifiable. Accordingly, the Group allocates the transaction price based on the relative stand-alone selling prices of the broadband services and software license. The Group recognizes revenue from broadband services over time because the customer simultaneously receives and consumes the benefits provided by the Group. Revenue from the transfer of software licenses are recognized at a point in time, generally upon the delivery of the software licenses when the control of the goods is transferred to the customers.

Revenue is disaggregated and presented as “Service fees” and “Sale of goods” respectively, in the consolidated statements of income.

Service Fees. Fees are recognized when the related services have been rendered.

Sale of Goods. Sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably. Revenue from sale of goods is measured at the fair value of the consideration received, excluding sales taxes, discounts, returns and rebates, if any.

The Group also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Group has assessed that it acts as a principal in all of its revenue sources.

Other Sources of Revenue

Interest Income. Income is recognized as the interest accrues taking into account the effective yield on the assets.

Other Income. Income from other sources is recognized when earned.

Cost and Expense Recognition

Costs and expenses are recognized in profit or loss when a decrease in future economic benefits related to a decrease in an asset or an increase in a liability, other than distributions to equity participants, has arisen that can be measured reliably.

Cost of Services. Cost of services mainly pertains to the salaries of manpower rendering the broadband services and installation of licenses, as well as the salaries of deployed employees under the manpower augmentation contracts. These are recognized as the services are rendered.

Cost of Sales. Cost of sales mainly pertains to purchases of software licenses. These are generally recognized when related goods are sold.

Operating Expenses. Operating expenses constitute costs of administering the business and costs incurred to sell and market the services. These are expensed as incurred.

Interest Expense. Interest expense arising from borrowed funds are recognized in profit or loss using the effective interest method.

Employee Benefits

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

Retirement Benefits. The Group has an unfunded, noncontributory defined benefit plan covering all qualified employees. The retirement liability is determined using the projected unit credit method which reflects services rendered by employees to the date of valuation and incorporates assumptions concerning employees’ projected salaries.

The Group recognizes service costs, comprising of current service costs and interest costs in profit or loss.

Current service costs pertain to the increase in the present value of a defined benefit obligation resulting from employee service in the current period.

Interest on the retirement liability is the change during the period in the retirement liability that arises from the passage of time which is determined by applying the discount rate based on government bonds to the retirement liability. Interest is calculated by applying the discount rate to the retirement liability.

Remeasurements comprising actuarial gains and losses are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

The present value of the defined benefit liability is determined by discounting the estimated future cash outflows using interest rate on government bonds that have terms to maturity approximating the terms of the related retirement liability.

Actuarial valuations are made with sufficient regularity that the amounts recognized in the financial statements do not differ materially from the amounts that would be determined at the reporting date.

Leases

Accounting policies applicable beginning January 1, 2019
The Group assesses whether the contract is, or contains, a lease. To assess whether a contract conveys the right to control the use of an identified assets for a period of time, the Group assesses whether, throughout the period of use, it has both of the following:

- the right to obtain substantially all of the economic benefits from the use of the identified asset; and
- the right to direct the use of the identified asset.

If the Group has the right to control the use of an identified asset for only a portion of the term of the contract, the contract contains a lease for that portion of the term. The Group also assesses whether a contract contains a lease for each potential separate lease component.

The Group as a Lessee. At the commencement date, the Group recognizes ROU assets and lease liabilities for all leases, except for leases with lease terms of 12 months or less (short-term leases) and leases for which the underlying asset is of low value, in which case the lease payments associated with those leases are recognized as an expense in profit or loss on a straight-line basis.

For leases with lease terms of 12 months or less but with an option to extend the lease, the management assesses whether there is reasonable certainty that the Group will extend the lease, by considering all relevant facts and circumstances that create an economic incentive for the lessee to extend or terminate the lease, to determine the appropriate lease term.

ROU Assets. At commencement date, the Group measures ROU assets at cost, which is comprised of the following:

- the amount of the initial measurement of lease liabilities;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- an estimation of costs to be incurred by the Group in dismantling and removing the underlying asset, when applicable.

After the commencement date, the ROU assets are carried at cost less any accumulated amortization and accumulated impairment losses and adjusted for any remeasurement of the related lease liabilities. The ROU assets are amortized over the shorter of the lease terms or the useful lives of the underlying assets.

Lease Liabilities. At commencement date, the Group measures a lease liability at the present value of future lease payments using the interest rate implicit in the lease, if that rate can be readily determined. Otherwise, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of a lease liability consist of the following:

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

A lease liability is subsequently measured at amortized cost. Interest on the lease liability and any variable lease payments not included in the measurement of lease liability are recognized in profit or loss unless these are capitalized as costs of another asset. Variable lease payments not included in the measurement of the lease liability are recognized in profit or loss when the event or condition that triggers those payments occurs.

If there is a change in the lease term or if there is a change in the assessment of an option to purchase the underlying asset, the lease liability is remeasured using a revised discount rate after considering the revised lease payments on the basis of the revised lease term or reflecting the change in amounts payable under the purchase option. The lease liability is also remeasured using the revised lease payments if there is a change in the amounts expected to be payable under a residual value guarantee or a change in future lease payments resulting from a change in an index or a rate used to determine those payments.

Accounting policies applicable prior to January 1, 2019
The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or 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:

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

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

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

Income Taxes

Current Tax. Current tax is the expected tax payable on the taxable income for the year, using the tax rate enacted or substantively enacted at the reporting date.

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

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and carry forward benefits of unused tax credits from net operating loss carry-over (NOLCO) and excess of minimum corporate income taxes (MCIT) over regular corporate income tax (RCIT) to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and unused tax credits from NOLCO and excess of MCIT over

RCIT can be utilized.

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

Deferred tax assets and liabilities are measured at the tax rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate and tax laws in effect at the reporting date.

Deferred tax is recognized in profit or loss, except to the extent that it relates to items directly recognized in OCI.

Deferred 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 taxes relate to the same taxable entity and the same taxation authority.

Earnings Per Share (EPS) Attributable to the Equity Holders of the Parent

Basic EPS is computed by dividing net income for the year attributable to common shareholders by the weighted average number of common stock outstanding during the year with retroactive adjustments for any stock dividends declared and stock split.

Diluted EPS is calculated by adjusting the weighted average number of common stock outstanding to assume conversion of all dilutive potential common stock.

Where the EPS effect of potential dilutive common stock would be anti-dilutive, basic and diluted EPS are stated at the same amount.

Related Parties

A related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, 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 entity, or between, and/or among the reporting entity and its key management personnel, directors, or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely to the legal form.

A related party transaction is a transfer of resources, services or obligation between a reporting entity and a related party.

A related party transaction is considered material if the transaction/s, either individually, or in aggregate over a twelve-month period with the same related party, amounts to ten percent (10%) or higher of a Group's total consolidated assets based on its latest consolidated financial statements.

Operating Segments

For management purposes, the Group's operating segments are organized and managed separately according to the nature of the services offered.

The Group's identified operating segments are consistent with the segments reported to the BOD, which is the Group's chief operating decision maker. Financial information on the operating segments are presented in Note 23.

Foreign Currency Translations

Transactions in foreign currencies are recorded using the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated using the rate of exchange prevailing at the reporting date. Foreign exchange differences between the rate at transaction date and the rate at settlement date or financial statement date are credited to or charged against current operations.

The Group determines the functional currency for each entity within the Group and items included in the financial statements of each entity are measured using that functional currency. For the subsidiary whose functional currency is different from the presentation currency, the Group translates the results of their operations and financial position into the presentation currency. As at the financial reporting date, the assets and liabilities presented (including comparatives) are translated into the presentation currency at the closing rate of exchange prevailing at the financial reporting date while the capital stock and other equity balances are translated at historical exchange rates. The income and expense presented in profit or loss (including comparatives) are translated at the exchange rates at the dates of the transactions, where determinable, or at the weighted exchange average rate during the reporting period. The exchange differences arising from the translation to the presentation currency are recognized as a separate component of equity under the "Cumulative translation adjustment" account in the consolidated statements of financial position.
The functional currency of the Group's subsidiaries is Philippine Peso, except for JSIT which is US Dollar.

Provisions and Contingencies
Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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

Events After the Reporting Date
Post year-end events that provide additional information about the Group's consolidated financial position at the end of reporting year (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are non-adjusting events are disclosed in the notes to consolidated financial statements when material.

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the Group's consolidated financial statements in accordance with PFRS requires management to make judgments, accounting estimates and assumptions that affect the application of accounting policies and the amounts of assets, liabilities, income and expenses reported in the consolidated financial statements at the reporting date. The judgments and accounting estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates. Such estimates will be adjusted accordingly when the results become determinable.

Judgments, accounting estimates and assumptions are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

Recognition of Revenue. The Group applied the following judgments that significantly affect the determination of the amount and timing of revenue from contracts with customers:

1. *Identification of Performance Obligations.* The Group identifies performance obligations by considering whether the promised goods or services in the contract are distinct goods or services. A good or service is distinct when the customer can benefit from the good or service on its own or together with other resources that are readily available to the customer and the Group's promise to transfer the good or service to the customer is separately identifiable from the other promises in the contract.

   The Group provides broadband services that are either sold separately or bundled with software licenses. The sale of software licenses contains a promise to transfer goods which are part of the negotiated exchange between the Group and the customer.

   The Group determined that both the sale of broadband services and software licenses are capable of being distinct. The fact that the Group regularly sells both broadband services and software licenses on a stand-alone basis indicates that the customer can benefit from both products on their own. The Group allocates a portion of the transaction price to the broadband services and the software licenses based on relative stand-alone selling prices.

2. *Timing of Revenue Recognition.* The Group recognizes revenue when it satisfies an identified performance obligation by transferring a promised good or service to a customer. A good or service is considered to be transferred when the customer obtains control. The Group determines, at contract inception, whether it will transfer control of a promised good or service over time. If the Group does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time.

   The Group concluded that revenue from broadband services, management services and manpower augmentation services are to be recognized over time, since the customers simultaneously receive and consume the benefits as the Group provides the services. Other revenue sources are recognized at a point in time.

3. Identification of the Methods for Measuring Progress of Revenue Recognized Over Time. The Group determines the appropriate method of measuring progress which is either through the use of input or output methods. Input method recognizes revenue on the basis of the efforts or inputs to the satisfaction of a performance obligation while output method recognizes revenue on the basis of direct measurements of the value to the customer of the goods or services transferred to date.

   Revenue from broadband services is recognized through the use of input method wherein recognition is over time based on the customer subscription period since the customer simultaneously receives and consumes the benefits as the Group renders the services.

Establishment of Control over Subsidiaries. The Group determines that it has control over its subsidiaries by considering, among others, its power over 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. The following factors are also considered:

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

Determination of Significant Influence over the Investee. The Group determines that it has significant influence when it has a holding of 20% to 50% of the voting power of the investee, unless it can be clearly demonstrated that this is not the case. Conversely, a holding of less than 20% of the voting power is presumed not to give rise to significant influence, unless it can be clearly demonstrated that there is in fact significant influence.

The Group considers its 50% equity interest in Softweb Consulting, Inc. (Softweb) as an investment in an associate. Critical judgment was exercised to assess the facts and circumstances indicating the elements of control or level of influence of the Group over Softweb, such as the representation on the BOD of Softweb wherein the Group has two (2) representatives out of the five (5) BOD members. On this basis, the Group has determined that it has significant influence, but neither control nor joint control, over the financial and operating policy decisions over Softweb.

The Group has 19% equity interest in NOW TEL. Critical judgment was exercised to assess whether the Group demonstrates significant influence over NOW TEL, such as the representation of the Group on the BOD of NOW TEL. At the special meeting held on 01 July 2021, the Board appointed the Chairman and the President and CEO to be nominated and voted in as members of the Board of Directors of its affiliate, NOW Telecom Company, Inc., to occupy the two (2) board seats out of the eight (8) BOD members. On this basis, the Group has assessed that it has no significant influence over NOW TEL.

Classification of Lease Commitments – the Group as a Lessee. The Group has entered into leases for office spaces, parking spaces and roof decks. Beginning January 1, 2019, the Group recognized lease liabilities on the Group's noncancellable leases, based on the present value of lease payments over the lease term using the Group's incremental borrowing rate, and ROU assets based on the amount of lease liabilities, adjusted by the amount of any prepaid or accrued rent.

The Group availed the exemption for short-term leases on its lease of parking spaces and certain office space and roof decks with terms of 12 months or less. Accordingly, lease payments on these short-term leases are recognized as expense on a straight-line basis over the lease term.

Prior to January 1, 2019, the Group evaluated the terms and conditions of its lease agreements if there will be transfer of ownership of assets to the Group at the end of the lease term. The Group has determined that all significant risks and rewards of ownership are retained by the lessors. Thus, the leases were classified as operating leases.

Estimates and Assumptions

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

Assessment of the ECL on Financial Assets at Amortized Cost. The Group estimates ECL on trade receivables and contract assets using a provision matrix that is based on days past due for groupings of various customer segments that have similar loss patterns. Depending on the diversity of its debtor's base, the Group uses its historical credit loss experience adjusted for forward-looking factors, as appropriate.

For other financial assets at amortized cost, the Group applies the general approach in measuring the ECL. The Group assessed that cash in banks are deposited with reputable counterparty banks that possess good credit ratings. For security deposits on lease contracts, the Group considered the financial capacity of the lessors to refund the deposits once the lease agreement has been terminated. For related party transactions, the Group considered the available liquid assets of the related parties, letter of support from the stockholders and the mitigation of credit exposure through legally enforceable rights.

The Group assesses that a financial asset is considered credit impaired when one or more events that have a detrimental effect on the estimated future cash flows of the asset have occurred, such as significant financial difficulty of the borrower.

Determination of the Fair Value of Financial Instruments. PFRS requires certain financial assets to be carried at fair value which requires extensive use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Group utilized different valuation methodologies. Any changes in fair value of these financial assets would affect profit or loss or OCI.

The valuation technique, assumptions and key inputs used by the Group in determining the fair value of the investment in NOW TEL are disclosed in Note 7.

Determination of the NRV of Inventories. The Group estimates the allowance for inventory losses related to telecommunication tools and supplies whenever the NRV of these inventories becomes lower than cost due to damage, physical deterioration, or obsolescence.

Estimation of the Useful Lives of Property and Equipment, ROU Assets and Computer Software. The useful lives of the Group's property and equipment, ROU assets and computer software are estimated based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed and updated if expectations differ from previous estimates.

There were no changes in the useful lives of the Group's property and equipment, ROU assets and computer software as at March 31, 2022 and December 31, 2021.

Assessment for the Impairment of Nonfinancial Assets. The Group assesses impairment on its nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of these assets 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; and
- significant negative industry or economic trends.

Management has assessed that there are no indications of impairment on the nonfinancial assets for March 31, 2022 and December 31, 2021.

Estimation of the Retirement Liability. The determination of the liability and costs of retirement benefits is dependent on the assumptions used by the actuary in calculating such amounts. Actual results that differ from the Group's assumptions are accumulated and recorded in OCI. While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the retirement liability.

Assessment of the Realizability of Deferred Tax Assets. The carrying amount of deferred tax assets at each reporting date are reviewed and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. The Group's assessment on the recognition of deferred tax assets on deductible temporary differences is based on the forecasted taxable income of the subsequent reporting periods. This forecast is based on the Group's past results and future expectations on revenue and expenses.

4. Cash

This account consists of:

	March 31,2022 (Unaudited)	December 31, 2021 (Audited)
Cash on hand	**₱107,342**	₱102,342
Cash in banks	**11,975,302**	20,912,209
	₱12,082,644	₱21,014,551

Cash in banks earn interest at the prevailing bank deposit rates.

5. Trade and Other Receivables

This account consists of:

	Note	**March 31,2022 (Unaudited)**	December 31, 2021 (Audited)
Trade			
Related parties	12	**₱291,025,750**	**₱285,717,985**
Third parties		**93,765,167**	**86,779,784**
Advances to officers and employees		**5,181,914**	4,844,746
Others		**3,007,577**	–
		392,980,408	**377,342,515**
Less: Allowance for impairment loss		**(40,014,490)**	**(40,317,062)**
		₱352,965,918	**₱337,025,453**

Trade receivables from third parties are noninterest-bearing and are generally on a 30 to 60 days term.

Advances to officers and employees pertain to cash advances for use in day-to-day operations and are liquidated within one month from the date of grant of cash advance.

6. Other Assets

Other Current Assets
This account consists of:

	March 31,2022 (Unaudited)	December 31, 2021 (Audited)
CWT	**₱20,625,389**	**₱19,021,976**
Prepayments	**8,374,514**	6,647,485
Inventories	**7,435,563**	7,079,279
Input VAT	**2,717,531**	1,602,267
Deferred input VAT	**1,588,846**	553,616
Others	**773,458**	867,456
	₱41,515,301	**₱35,772,079**

Other Noncurrent Assets
This account consists of:

	March 31,2022 (Unaudited)	December 31, 2021 (Audited)
Computer software	**₱5,332,148**	**₱3,749,426**
Security deposits	**1,152,618**	1,058,618
Trademarks	**75,210**	75,210
Others	**89,225**	**94,754**
	₱6,649,201	**₱₱4,978,008**

7. Investments and Advances

This account consists of:

	March 31,2022 (Unaudited)	December 31, 2021 (Audited)
Equity securities	**₱1,595,958,904**	₱1,595,958,904
Advances for investment	**600,000,000**	600,000,000
	₱2,195,958,904	**₱2,195,958,904**

The group has the following investments:

	March 31,2022 (Unaudited)	December 31, 2021 (Audited)
Investments in		
Equity securities at FVOCI	**₱1,595,958,904**	**₱1,595,958,904**
Associate	**6,000,000**	6,000,000
	1,601,958,904	**1,601,958,904**
Less: Cumulative share in net losses of an associate	**6,000,000**	6,000,000
	₱1,595,958,904	**₱1,595,958,904**

Investments in Equity Securities

The Parent Company has 2,656,580 shares equivalent to a cost of ₱1,289.3 million or 19% equity share in NOW TEL.

On February 22, 2018, NOW TEL secured an extension of its congressional franchise for a period of 25 years or until 2043 under Republic Act No. 10972. The franchise allows NOW TEL to operate mobile radio systems such as paging systems, cellular phone systems, personal communication network and any other similar systems in or outside the country. On September 5, 2019, NOW TEL's provisional authority to operate a cellular mobile telephony system was extended until March 6, 2022.

On June 6, 2019, the Parent Company's stockholders approved to increase its equity share in NOW TEL for up to an additional 11% by way of a share-for-share swap transaction between the Parent Company and NOW TEL's stockholders and delegated the finalization of the share swap price and other terms to the Parent Company's BOD. As at June 30, 2021, the details and other terms of the share swap are not yet finalized.

In 2020, the Parent Company made advances to NOW TEL amounting to ₱600.0 million for future investment in the form of cash infusion amounting to ₱469.5 million and existing advances amounting to ₱ 130.5 million.

On May 3, 2021, NOW TEL's BOD and stockholders approved to increase its authorized capital stock from 14,597,489 shares at ₱100 par value a share to 19,041,925 shares at ₱100 par value a share. This was approved by the SEC on April 20, 2022.

On June 24, 2021, the Parent Company's stockholders approved the subscription to 1,000,000 shares on the increase in authorized capital stock of NOW TEL at a conversion price of ₱600 a share. The advances for investment of ₱600.0 million will be applied as a payment for the additional share subscription upon SEC's approval of NOW TEL's application for the increase in authorized capital stock. Since the SEC has not yet approved NOW TEL's application for an increase in its authorized capital stock and NOW TEL has not yet issued the additional shares to the Parent Company as at December 31, 2021, the Parent Company retained the classification of its investment in NOW TEL as equity securities designated as FVOCI.

Valuation using Discounted Cash Flow Method

The Parent Company's investment in NOW TEL was valued using the Discounted Cash Flow (DCF) method, which is an example of an income approach of determining fair value and measured at Level 3 (significant unobservable inputs). In DCF, the fair value is determined by estimating future cash flows arising from the asset for a specified period and discounting them using the weighted average cost of capital (WACC).

The following are the key inputs used for the valuation of the investment in NOW TEL using DCF:

a. *Prospective financial information*. Management-prepared prospective financial information for NOW TEL's future cash flows from revenues, costs, capital expenditures and earnings for 25 years, or the term of NOW TEL's franchise approved in 2018. The prospective financial information include future cash flows arising from the mobile and fixed broadband services to be offered by NOW TEL.

b. *Growth rate estimates*. Growth rate is based on the forecasted compounded annual growth rate of the mobile data and fixed broadband service industry in the Philippines, as estimated by a market research company. The long-term growth rate used to extrapolate the future cash flows from the investment in NOW TEL excludes expansions and possible acquisitions in the future.

c. WACC. This discount rate reflects management's estimate of risks within the cash-generating units. This is the benchmark used by the management to assess operating performance. In determining appropriate discount rates, regard has been given to various market information, including but not limited to, ten-year government bond yield, bank lending rates and market risk premium.

Sensitivity analysis. An increase (a decrease) in the prospective financial information arising from future cash flows would result to an increase (a decrease) in the fair value of the investment. An increase (a decrease) in growth rate estimates would result to an increase (a decrease) in the fair value of the investment. An increase (a decrease) in WACC estimates would result to a decrease (an increase) in the fair value of the investment.

Legal Contingencies of NOW TEL

NOW TEL is a party to certain lawsuits or claims which are still pending resolution. NOW TEL's management believes that, based on information currently available and on the opinion of its legal counsel, the outcome of such lawsuits or claims will not have a material effect on the financial statements and on the prospective financial information or future cash flows of NOW TEL.

NOW TEL has a pending petition with the Supreme Court, contesting NTC's 2005 assessment of Supervision and Regulation Fees (SRF). The assessment included APIC arising from debt restructuring. As supported by existing rules and jurisprudence, the SRF should be computed based on capital stock subscribed or paid but not including APIC arising from debt restructuring. As at May 10, 2022, the petition is still pending decision by the Supreme Court.

Investment in an Associate

The Group has an investment amounting to ₱6.0 million equivalent to 50% equity interest in Softweb. Softweb specializes in Lotus consulting and training services.

The Group's share in the losses of Softweb has already exceeded the cost of its investment. Accordingly, the carrying amount of the investment in Softweb as at March 31, 2022 and December 31, 2021 is nil. The unrecognized share in net loss amounted to ₱7.1 million for the three months ended March 31, 2022 and 2021. The Group does not have any legal or constructive obligation to make payments on behalf of Softweb.

The Group also has advances amounting to ₱5.0 million pertaining to a deposit for stock subscription. This amount was already fully provided with allowance for impairment loss as at March 31, 2022 and December 31, 2021 (see Note 12).

8. Property and Equipment

Movement in this account are as follows:

	2021				
	Office and IT Equipment	Transportation Equipment	Furniture and Fixtures	Leasehold Improvements	Total
Cost					
Balance at beginning of year	**₱36,040,160**	**₱20,520,008**	**₱1,502,081**	**₱4,937,446**	**₱62,999,695**
Additions	**1,899,031**	**8,376,253**	**99,944**	**–**	**10,375,228**
Balance at end of year	**37,939,191**	**28,896,261**	**1,602,025**	**4,937,446**	**73,374,923**
Accumulated Depreciation and Amortization					
Balance at beginning of year	**33,558,644**	**17,832,370**	**1,332,167**	**4,937,446**	**57,660,627**
Depreciation and amortization	**2,547,836**	**2,450,968**	**21,625**	**–**	**5,020,429**
Balance at end of year	**36,106,480**	**20,283,338**	**1,353,792**	**4,937,446**	**62,681,056**
Carrying Amount	**₱1,832,711**	**₱8,612,923**	**₱248,233**	**₱–**	**₱10,693,867**

Property and equipment has carrying amount of ₱9,675,755 million and ₱10,693,867million as at March 31, 2022 and December 31, 2021, respectively.

9. Trade and Other Payables

This account consists of:

	Note	**March 31,2022 (Unaudited)**	December 31, 2021 (Audited)
Trade			
Third parties		**₱22,855,919**	₱22,640,578
Related parties	12	**20,552,343**	17,627,854
Accrued expenses			
Interest	12	**59,903,586**	59,903,586
Others		**24,774,812**	29,903,573
Deferred output VAT		**45,136,557**	43,054,216
Statutory payables		**6,121,012**	3,213,201
		₱179,344,229	₱176,343,008

Trade payables to third parties include amounts due to suppliers of software licenses, materials and supplies and other services directly related to operations. These are noninterest-bearing and are generally on a 30 to 60 days term.

Other accrued expenses pertain to accruals for professional fees, outside services and other operating expenses. These are unsecured, noninterest-bearing and are normally settled within the next reporting year.

Statutory payables include output VAT payable, withholding taxes payable and payables to various government agencies which are normally settled within the following month.

10. Short and Long Term Loans Payable

This account consists of:

	March 31,2022 (Unaudited)	December 31, 2021 (Audited)
Short term loans	**₱126,833,436**	₱112,000,000
Long term loans	**20,666,665**	41,649,705
	₱147,500,101	₱153,649,705

Land Bank Loan
The Parent Company availed of an unsecured, short-term loans aggregating ₱50.0 million with Land Bank. The loans carry annual interest rates ranging from 6.50% to 9.75% in 2020 and 4.80% to 7.35% in 2019 (4.80% to 6.74% in 2018) and have maturity dates ranging between three (3) months and six (6) months. The loan was fully paid on January 15, 2021. On February 10, 2021, the Parent Company secured another set of short-term loans totaling ₱50.0 million with Landbank.

UnionBank Loan
The Parent Company availed of an unsecured, short-term loan amounting to ₱50.0 million with UnionBank. The loan carries an annual interest rate of 4.50% and will mature on September 30, 2022.

Loans from a Third Party
In 2019, the Parent Company availed of unsecured loans aggregating ₱14.0 million from a third party, mainly to fund its working capital requirements. The loans have a term of six (6) months and carry an interest rate of 8.00% per annum. The maturities of the loans aggregating ₱12.0 million were further extended up to March 22, 2022. The Parent Company paid ₱2.0 million in 2020.

<u>Long-term Loans</u>
Long-term loans consist of:

	2021	2020
Producers Savings Bank Corporation (PSBC)	**₱35,372,257**	₱51,400,055
Rizal Commercial Banking Corporation (RCBC)	**6,277,447**	–
BDO	**–**	122,585
Principal	**41,649,704**	51,522,640
Current portion	**17,324,977**	14,833,436
Noncurrent portion	**₱24,324,727**	₱36,689,204

PSBC Loan
On October 31, 2018, the Parent Company obtained a five-year, unsecured, ₱50.0 million loan agreement with PSBC maturing on October 31, 2023. The loan carries an interest rate of 8% per annum. The monthly amortization of the principal started on February 28, 2021.

RCBC Loan
In 2021, the Parent company availed of chattel mortgage loans aggregating ₱7,103,200 from RCBC for purchases of vehicles, which serves as the properties mortgaged. The loans have a term of five (5) years and

bears interest rates ranging from 9.43% to 10.35% per annum.

BDO Loan
On December 22, 2016, the Parent Company availed of a chattel mortgage loan of ₱564,800 from BDO for the purchase of a vehicle, which serves as the property mortgaged. The loan has a term of five (5) years or until November 23, 2021 and bears an interest rate of 9.44% per annum.

11. Capital Stock and Additional Paid in Capital

Common Stock
Movement in this common stock as at March 31, 2022 and December 31, 2021 are presented below:

	Number of Shares	Amount
Year ended December 31, 2021 (Audited)		
Authorized		
At January 1, 2021	2,060,000,000	₱1,442,000,000
Additional	–	–
Decrease in par value	–	–
At December 31, 2021	2,060,000,000	₱1,442,000,000
Issued and Outstanding		
At January 1, 2021	1,806,726,314	₱1,264,708,420
Issuance	–	–
Debt to equity conversion	–	–
At December 31, 2021	1,806,726,314	₱1,264,708,420
Period ended March 31, 2022 (Unaudited)		
At January 1, 2022	**2,060,000,000**	**₱1,442,000,000**
Additional	**–**	**–**
Decrease in par value	**–**	**–**
At March 31, 2022	**2,060,000,000**	**₱1,442,000,000**
Issued and Outstanding		
At January 1, 2021	**1,806,726,314**	**₱1,264,708,420**
Issuance	**–**	**–**
Debt to equity conversion	**–**	**–**
At March 31, 2022	**1,806,726,314**	**₱1,264,708,420**

Debt-to-Equity Conversion and Additional Issuances
On April 23, 2019, the Parent Company's stockholders approved the conversion of the advances from VI of ₱264.0 million to equity at ₱1.70 a share. The SEC approved the conversion on November 6, 2019. The excess resulting from the conversion amounting to ₱155.3 million was classified as APIC.

On March 8, 2019, the Parent Company's stockholders approved another conversion of advances from VI amounting to ₱209.0 million into equity at a conversion price of ₱6.50 a share. This was approved by the

SEC on March 16, 2020 .The excess resulting from the issuance amounting to ₱186.5 million was classified as APIC.

On July 28, 2020, the Parent Company's BOD approved another set of conversion of advances from VI amounting to ₱89.0 million into equity at a conversion price of ₱2.18 a share and was approved by the Parent Company's stockholders on June 24, 2021. This has yet to be filed with the SEC as at end of the covered period.

On August 24, 2020, the Parent Company's BOD approved the subscription of VI of 102,000,000 common shares at ₱2.25 a share, equivalent to ₱229.5 million. The excess resulting from the issuance amounting to ₱ 158.1 million was classified as APIC. This has been ratified by the parent's stockholder on June 24, 2021.

At the Special Meeting held on 01 July 2021, the Board of Directors of NOW Corporation unanimously approved, confirmed, and ratified the offer of an existing shareholder, Velarde, Inc., to convert its advances into equity in the amount of Two Hundred Twenty One Million Pesos (Php221,000,000.00) with the conversion price computed based on the Volume Weighted Average Price (VWAP) of the 30-day trading period ending 24 June 2021 or at Php2.38 per share, and the listing with the Philippine Stock Exchange of additional 92,857,142 common shares resulting from the said conversion.

Quasi-Reorganization
On March 8, 2019, the Parent Company's stockholders approved the reduction in the par value of the Parent Company's authorized common stock from ₱1.00 par value a share to ₱0.70 par value a share, setting aside an earlier plan to increase its authorized common stock to ₱3,000.0 million. The resulting APIC of ₱455.2 million was used to eliminate the Parent Company's accumulated deficit of ₱402.1 million as at December 31, 2018 and the excess of ₱53.1 million was retained in APIC. This was approved by the SEC on September 6, 2019 .

Increase in Authorized Capital Stock
On October 23, 2020, the Parent Company's BOD approved to increase the Parent Company's authorized capital stock from a total of ₱1,502.0 million (common stock and preferred stock) to ₱1,858.0 million. On June 24, 2021, the Parent Company's stockholders have approved the planned increase. This has yet to be filed with the SEC as at 31 March 2022.

Preferred Stock
Movements in preferred stock are presented below:

	Number of Shares	Amount
Year ended December 31, 2021 (Audited)		
Authorized		
At January 1, 2021	60,000,000	₱60,000,000
Additional	–	–
At December 31, 2021	60,000,000	₱60,000,000
Issued and Outstanding		
At January 1, 2021	60,000,000	₱60,000,000
Issuance	–	–
At December 31, 2021	60,000,000	₱60,000,000
Period ended March 31, 2022 (Unaudited)		
At January 1, 2022	**60,000,000**	**₱60,000,000**

	Number of Shares	Amount
Additional	–	–
At March 31, 2022	**60,000,000**	**₱60,000,000**
Issued and Outstanding		
At January 1, 2022	**60,000,000**	**₱60,000,000**
Issuance	–	–
At March 31, 2022	**60,000,000**	**₱60,000,000**

On November 8, 2016, the Parent Company's stockholders approved the amendment in the AOI to reclassify 60,000,000 unissued common shares to redeemable, convertible, cumulative, non-participating and non-voting Peso-denominated preferred shares, with or without detachable warrants at ₱1.00 a share. This was approved by the SEC on January 10, 2017.

On May 21, 2018, the BOD approved and ratified the designation of the 5,000,000 redeemable, convertible, cumulative, non-participating and non-voting Peso-denominated preferred shares as the Preferred "A" shares. On the same date, the BOD approved the offering of the Preferred "A" shares, with an oversubscription option of additional 5,000,000 Preferred "A" shares, with 25,000,000 underlying common shares and an additional 25,000,000 common shares upon the exercise of the oversubscription option, which common shares shall be issued upon conversion of the Preferred "A" shares, with detachable warrants. This was approved by the Parent Company's stockholders on June 1, 2018.

On June 22, 2018, the SEC issued the Certificate of Filing of Enabling Resolution which approved the designation and offering of the Preferred "A" shares.

On August 24, 2020, the Parent Company's stockholders approved the subscription of VI to 60,000,000 redeemable, convertible, cumulative, non-participating and non-voting Peso-denominated preferred shares at a subscription price of ₱1.00 a share. No APIC was recognized on the issuance. The preferred shares issued to VI may be converted to common shares at 1:1 ratio at any time from the first anniversary after the issue date of the preferred shares until the 5th anniversary after the issue date. The preferred shares also have one (1) free detachable warrant for every preferred share which are exercisable after the 2nd anniversary common shares at a conversion price of ₱2.25 per common share. On June 24, 2021, the parent's stockholders have ratified the subscription.

APIC

Movements in APIC are presented below:

	For the three months period ended	
	March 31,2022 (Unaudited)	March 31, 2021 (Unaudited)
Balance at beginning of the period	**₱541,569,109**	₱541,569,109
Additional issuance	**–**	–
Debt to equity conversion	**–**	–
Issuance cost	**–**	–
Effect of decrease in par value	**–**	–
Balance at end of the period	**₱541,569,109**	₱541,569,109

Below is the track record of issuance of the Parent Company's securities:

Date of Approval	Nature	Number of shares Authorized	Issued/Subscribed	Issue/Offer Price
July 30, 2003	Common stock	40,000,000	28,000,000	₱1.00
November 11, 2008	Common stock	1,320,000,000	1,289,278,350	₱1.00
December 17, 2015	Common stock	2,120,000,000	200,000,000	₱1.00
November 6, 2019	Common stock	2,060,000,000	155,294,118	₱0.70
March 16, 2020	Common stock	2,060,000,000	32,153,846	₱0.70
August 24, 2020	Common stock	2,060,000,000	102,000,000	₱0.70
August 24, 2020	Preferred stock	60,000,000	60,000,000	₱1.00

12. Related Party Transactions

The following table provides the summary of outstanding balance as at December 31, 2021 transactions that have been entered with related parties.

	Nature of Transaction	Transactions during the Year 2021	2020	Outstanding Balances 2021	2020
Trade and other receivables					
Stockholders	Management fees	**₱240,000**	₱262,800	**₱ 4,682,492**	₱2,548,800
Entities under common control	Infrastructure build-up services	**80,000,000**	80,000,000	**280,928,618**	234,575,645
	Management fees	**9,000,000**	9,000,000	**106,875**	157,337
				₱285,717,985	₱237,281,782
Due from related parties					
Stockholders	Advances	**₱37,099,844**	₱980,802	**₱119,895,587**	₱89,888,019
	Interest	**7,092,276**	7,094,489	**22,257,624**	15,165,348
Entities under common control	Advances	**14,450,817**	32,412,953	**69,077,600**	61,947,188
				₱211,230,811	₱167,000,555
Accounts payable and other current liabilities					
Stockholders	Interest	**₱–**	₱–	**₱59,903,586**	₱59,903,586
Entities under common control	Outside services	**2,333,841**	2,995,164	**6,480,236**	6,737,474
	Advances	**3,858,550**	1,353,830	**11,147,618**	7,289,068
				₱70,358,539	₱73,930,128
Due to related parties					
Stockholders	Advances	**₱34,300,624**	₱189,128,325	**₱ 6,511,867**	₱186,354,243
	Leases	**–**	–	**2,896,778**	2,896,778
Entities under common control	Advances	**–**	–	**339,606**	339,606
	Services	**–**	–	**605,212**	605,212
	Leases	**390,000**	390,000	**37,066**	6,504,066
				₱10,390,529	₱196,699,905

Trade and Other Receivables

a. *Infrastructure Build-up Services.* The Parent Company has various service agreements with NOW TEL, NOW Cable and NewsNet wherein the Parent Company will provide infrastructure build-up and technology design services, including project management, design, planning, and installation of major network hubs for a contract price of ₱5.0 million per network hub in order to facilitate the Parent Company's provision of VAS to the public.

   Service revenue recognized related to infrastructure build-up amounted to ₱80.0 million, ₱80.0 million and ₱90.0 million in 2021, 2020 and 2019, respectively.

b. *Technical Services.* Part of the service agreements discussed above is to provide technical consultancy services for a period of ten (10) years with a monthly fee of ₱50,000 each for NOW Cable and NewsNet. The parties mutually agreed to defer this arrangement since no technical services related to the project was provided to NOW Cable and NewsNet in 2021, 2020 and 2019.

c. *Management Services.* The Parent Company entered into a contract with the Asian Institute of Journalism and Communication (AIJC) to provide management services beginning January 1, 2018 to December 31, 2020 for a monthly fee. Service revenue amounted to ₱1.2 million, ₱1.2 million and ₱0.2 million in 2021, 2020 and 2019, respectively.

   The Parent Company also entered into a contract with NOW TEL to provide day-to-day management services beginning January 1, 2016 to January 1, 2022. Service revenue from this contract amounted to ₱7.8 million in 2021, 2020, and 2019.

   The Parent Company also charges VI management fees for performing accounting and administrative functions of VI. Management fees charged to VI amounted to ₱0.2 million, ₱0.2 million and ₱0.4 million in 2021, 2020 and 2019, respectively.

   In 2019, the Parent Company entered into an agreement with NOW TEL for the assistance provided for the registration and application of permits needed for NOW TEL's site and communication equipment for ₱6.0 million.

Due from Related Parties

a. In 2018, the Parent Company entered into a deed of sale with Joyce Link to sell certain advances to and receivables from other related parties to Joyce Link in exchange for a one-year promissory note amounting to ₱88.7 million with interest of 8% per annum. The promissory note is convertible to common stock at the option of the holder. No gain or loss was recognized on the transaction.

   Interest income earned amounting to ₱7.1 million in 2021, 2020 and 2019 from the promissory note were recognized as part of the advances to Joyce Link (see Note 4).

b. The Group has advances to Softweb amounting to ₱5.0 million which pertains to a deposit for stock subscription. This amount was already fully provided with allowance for impairment loss as at December 31, 2021 and 2020 (see Note 7).

   a. In 2018, the Parent Company entered into a deed of sale with Joyce Link to sell certain advances to and receivables from other related parties to Joyce Link in exchange for a one-year promissory note amounting to ₱88.7 million with interest of 8% per annum. The promissory note is convertible to common stock at the option of the holder. No gain or loss was recognized on the transaction.

   b. The Group has advances to Softweb amounting to ₱5.0 million which pertains to a deposit for stock subscription. This amount was already fully provided with allowance for impairment loss as at March

31, 2022 and December 31, 2021.

Accounts Payable and Other Current Liabilities

a. *VAS and Other Service Agreements.* The VAS and other service agreements allow NOW TEL, NOW Cable and NewsNet to charge the Parent Company for: (a) the actual usage of bandwidth under a cost-plus-margin arrangement, (b) the network services provided through a revenue-sharing arrangement, and (c) network connectivity fee for the Parent Company's use of the site and communication equipment of NOW Cable and NewsNet in its operations.

In 2020, the Parent Company also entered into another agreement with NOW TEL for NOW TEL to provide the Parent Company with network resources and subscriber development and management services for a fee of ₱1.0 million per month. Fees paid amounted to ₱12.0 million in 2021 and 2020.

Total cost related to VAS and other service agreements presented under the "Cost of sales and services" account are as follows (see Note 16):

	2021	2020	2019
Bandwidth costs	**₱35,270,333**	₱31,638,411	₱22,822,290
Network connectivity fees	**19,607,500**	19,607,500	19,607,500
Cost of VAS and other service agreements	**7,575,416**	6,222,053	6,024,474
	₱62,453,249	₱57,467,964	₱48,454,264

b. On January 3, 2017, the Parent Company renewed its service agreement with Knowledge Professionals Service Cooperative (KPSC) for a period of five (5) years beginning January 13, 2017 to January 2, 2022. Under the service agreement, KPSC shall provide consultancy and manpower services depending on the services specifically required by the Group.

Outside services incurred by the Parent Company for the services previously provided by KPSC amounted to ₱2.3 million, ₱2.9 million and ₱2.8 million in 2021, 2020 and 2019, respectively (see Notes 16 and 17).

c. I-Resource entered into a service agreement with KPSC covering consultancy and manpower services depending on the services specifically required by I-Resource. I-Resource and KPSC renewed the service agreement several times, with the last renewal from March 1, 2018 to February 28, 2020. The contract was terminated on March 1, 2020.

Outside services amounted to ₱0.1 million and ₱2.8 million in 2020 and 2019, respectively, (see Note 16 and 17).

Due to Related Parties

a. The Parent Company has interest-bearing advances due to VI for working capital and investment requirements. In 2015, VI waived the interest accruing on the remaining balance and subsequent advances to be received from VI.

In 2016, the Parent Company's stockholders approved the conversion into equity of the advances from VI amounting to ₱264.0 million. This was approved by the SEC on November 6, 2019 (see Note 11).

In 2019, the Parent Company's stockholders approved the additional conversion of the advances from VI amounting to ₱209.0 million into equity. The conversion was approved by the Parent Company's stockholders on March 8, 2019 and by the SEC on March 16, 2020 (see Note 11).

In 2020, the Parent Company's BOD approved another set of conversion of advances from VI amounting to ₱89.0 million into equity at a conversion price of ₱2.18 a share. This was approved by the Parent

Company's stockholders on June 24, 2021. As at December 31, 2021, the conversion of advances is not yet filed with the SEC (see Note 11).

On July 1, 2021, the Parent Company's BOD approved another set of conversion of advances from VI amounting to ₱221.0 million into equity at a conversion price of ₱2.38 a share. This was not yet approved by the Parent Company's stockholders and not yet filed with the SEC as at May 10, 2022 (see Note 11).

Outstanding accrued interest amounting to ₱59.9 million in 2021 and 2020 were recorded as part of "Accounts payable and other current liabilities" account in the consolidated statements of financial position (see Note 9).

b. The Group has other advances from related parties under common control for working capital purposes.

Terms and Conditions of Transactions with Related Parties

Outstanding balances are unsecured, noninterest-bearing and are collectible/payable either on demand or settled in cash on a 30 to 60 days term, except for due from and to related parties which do not have definite repayment terms. There were no guarantees provided or received for any related party receivables.

No ECL was recognized on trade and other receivables and due from related parties as at March 31, 2022 and December 31, 2021.

Compensation of Key Management Personnel

Compensation of key management personnel presented as part of "Salaries and employee benefits" under "Operating expenses" account in the consolidated statements of income, that consists of short-term employee benefits amounting to ₱12.1 million and ₱10.2 million for the three months period ended 2021, and 2020, respectively.

There are no post-employment benefits, share-based payment, termination benefits and other long-term benefits provided to the key management personnel of the Group.

Approval Requirements and Limits on the Amount and Extent of Related Party Transactions

All individual material related party transactions (MRPT) and those involving directors and/or officers shall be approved by at least two-thirds (2/3) vote of the BOD, with at least a majority of the independent directors voting to approve the MRPT. In case that a majority of the independent directors' vote is not secured, the MRPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.

Aggregate related party transactions within a 12-month period that meets or breaches the materiality threshold shall require the same BOD approval mentioned above.

13. Retirement Benefits Liability

The Group has an unfunded, non-contributory defined benefit plan covering substantially all of its qualified employees. The latest available actuarial report of the Group is as at December 31, 2020.

Retirement expense presented as part of "Salaries and employee benefits" under "Operating expenses" account in the consolidated statements of income is as follows:

	2021	2020	2019
Current service cost	**₱955,636**	₱925,746	₱520,319
Interest cost	**183,819**	115,890	72,088
	₱1,139,455	₱1,041,636	₱592,407

Movements in the retirement liability are as follows:

	2021	2020
Balance at beginning of year	**₱3,862,885**	₱1,568,097
Current service cost	**955,636**	925,746
Interest cost	**183,819**	115,890
Remeasurement loss	**–**	1,253,152
Balance at end of year	**₱5,002,340**	₱3,862,885

The cumulative remeasurement loss recognized in OCI amounted to ₱1.8 million as at December 31, 2021 and 2020.

14. Lease Commitments

Long-term Leases
The Group leases office spaces and roof decks from various entities with terms ranging from two to five years. These are renewable upon mutual agreement of the parties and do not contain any purchase options.

The Group recognized ROU assets and lease liabilities for its lease agreements on office spaces and roof decks.

Movements in ROU assets as at March 31, 2022 and December 31, 2021 are as follows:

	2021	2020
Cost		
Balance at beginning of year	**₱12,140,402**	₱7,693,337
Additions	**1,561,868**	4,750,754
Expired portion	**–**	(303,689)
Balance at beginning of year	**13,702,270**	12,140,402
Accumulated Amortization		
Balance at beginning of year	**4,812,970**	2,652,290
Amortization	**2,996,276**	2,464,369
Expired portion	**–**	(303,689)
Balance at end of year	**7,809,246**	4,812,970
Carrying Amount	**₱5,893,024**	₱7,327,432

Movements in lease liabilities as at March 31, 2022 and December 31, 2021 are as follows:

	Note	2021	2020
Balance at beginning of year		**₱8,564,955**	₱6,052,935
Additions		**1,561,868**	4,750,754
Rental payments		**(2,726,141)**	(2,592,685)
Interest	10	**339,759**	353,951
Balance at end of year		**7,740,441**	8,564,955
Current portion		**3,696,096**	3,448,511
Noncurrent portion		**₱4,044,345**	₱5,116,444

Short-term Leases
The Group leases parking spaces and certain office space and roof decks for a period of less than one year and is renewable at the option of the parties.

Rent expense arising from short-term leases amounted to ₱4.5 million, ₱4.0 million and ₱3.3 million in 2021, 2020 and 2019, respectively. Security deposit amounted to ₱1.1 million as at December 31, 2021 and 2020 (see Note 6).

15. Revenue

Disaggregation of the Group's revenue from contracts with customers for the three months period ended March 31, 2022, and 2021 is presented below:

		March 31, 2022 (Unaudited)	
	Service fees	Sale of goods	Total
Management and other services	**₱17,310,000**	**₱–**	**₱17,310,000**
Broadband services	**22,815,002**	**–**	**22,815,002**
Sale and/or installation of software licenses	**–**	**5,942,090**	**5,942,090**
Manpower augmentation	**2,843,935**	**–**	**2,843,935**
	₱42,968,937	**₱5,942,090**	**₱48,911,027**

		March 31, 2021 (Unaudited)	
	Service fees	Sale of goods	Total
Management and other services	₱27,310,000	₱–	₱27,310,000
Broadband services	20,535,173	–	20,535,173
Sale and/or installation of software licenses	–	75,804	75,804
Manpower augmentation	3,112,000		
	₱50,957,172	₱75,804	₱51,032,977

Broadband services pertain to contracts with commercial and residential customers to provide broadband services based on a fixed monthly fee. Normal terms range from one (1) to two (2) years. These contracts are offered separately or bundled with sale and/or installation of software licenses.

Management services are fees charged for various services provided by the Parent Company to its related parties (see Note 12).

Manpower augmentation services are contracts between I-Resource and various customers to provide manpower specializing in IT. These contracts have a fixed monthly fee and have terms ranging from six (6) months to one (1) year.

<u>Contract Assets</u>

Contract assets arise from the Group's sale of broadband service contracts bundled with software licenses wherein the Group has established its right to consideration in exchange for software licenses already delivered to the customers before payments are due.

Contract assets amounted to ₱1,370,685 as at March 31, 2022 and December 31, 2021.

No ECL was recognized on the contract assets as at March 31, 2022 and December 31, 2021.

Contract assets are reclassified to trade receivables upon completion of the specific performance obligation.

16. Cost of Sales and Services

The following table shows the breakdown of our consolidated expenses for the three months period ended March 31, 2022, and 2021:

Cost of services	**26,348,286**	**28,107,603**
Cost of sales	**2,375,376**	**64,573**
Cost of sales and services	**28,723,662**	**28,172,176**

17. Income Taxes

The Group's provision for current income tax consists of the following:

	2021	**2020**	2019
RCIT	**₱2,824,935**	**₱6,076,899**	₱4,324,070
MCIT	**1,991**	**–**	64,156
	₱2,826,926	**₱6,076,899**	₱4,388,226

The components of the Group's deferred tax assets are as follows:

	2021	2020	2019
Allowance for impairment loss on trade and other receivables	**₱10,011,760**	₱12,016,348	₱10,289,094
Retirement liability	**787,035**	628,155	315,665
NOLCO	**556,898**	482,524	–
Advanced collections received from customers	**152,485**	151,393	60,490
Effect of PFRS 16	**69,447**	58,056	146,966
Excess of MCIT over RCIT	**28,564**	84,287	84,287
	₱11,606,189	₱13,420,763	₱10,896,502

The Group did not recognize deferred tax assets on these temporary differences because management has assessed that it is not probable that sufficient future taxable profit against which the deferred income tax assets can be utilized.

Deferred tax liability of ₱634 as at December 31, 2020 pertains to unrealized foreign exchange gain of ₱2,114 as at December 31, 2020.

18. Basic Diluted/EPS

Basic EPS attributable to the equity holders of the Parent Company were computed as follows:

	2021	2020	2019
Net income shown in the consolidated statements of income (a)	**₱8,644,312**	₱5,078,029	₱10,875,888
Weighted average number of common	**1,806,726,314**	1,710,150,246	1,543,160,703

shares (b)			
Effect of dilution from conversion options and warrants	**60,000,000**	69,400,300	–
Weighted average number of common shares adjusted for the effect of dilution (c)	**1,866,726,314**	1,779,550,546	1,543,160,703
Basic earnings per share (a/b)	**₱0.0048**	₱0.0030	₱0.0070
Diluted earnings per share (a/c)	**₱0.0046**	₱0.0029	₱0.0070

19. Financial Risk Management Objectives and Policies

General

The Group has risk management policies that systematically view the risks that could prevent the Group from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Group's objectives are achieved. The Group's risk management takes place in the context of day-to-day operations and normal business processes such as strategic planning and business planning. It is also established to identify and manage the Group's exposure to financial risks, to set appropriate transaction limits and controls, and to monitor and assess risks and compliance to internal control policies.

Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the established business objectives. The BOD has overall responsibility for the establishment and oversight of the Group's risk management framework. Risk management policies and structure are reviewed regularly to reflect changes in market conditions and the activities of the Group.

The Group's principal financial instruments comprise of cash, trade and other receivables (excluding advances to officers and employees), contract assets, due from related parties, security deposits (included as part of "Other noncurrent assets"), investment in equity securities, accounts payable and other current liabilities (excluding statutory payables), due to related parties, loans payable, and lease liabilities.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and interest rate risk. The BOD reviews and approves policies for managing these risks. These are summarized below.

Credit Risk

Credit risk is the risk that the obligations of the Group will not be repaid on time and in full as contracted, resulting in a financial loss. It is inherent to the business as potential losses may arise due to the failure of its customers and counter parties to fulfill their obligations on maturity dates or due to adverse market conditions. Exposure to credit risk arises primarily from its financing activities.

Generally, the credit risk of the Group is attributable to financial assets at amortized cost. The Group maintains credit policies and continuously monitors defaults of customers and other counter parties, identified either individually or by group, and incorporate this information into its credit risk controls.
Managing credit risk has both qualitative and quantitative aspects. Credit officers must evaluate the credit quality of the counterparties and assign internal credit ratings upon this evaluation.

The Group defines credit exposure as all transactions where losses might occur due to the fact that counterparties may not fulfill their contractual payment obligations based on original contractual terms. The Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these financial assets. Credit risk from cash in banks is mitigated by transacting only with reputable banks duly approved by management.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The

Group's objectives to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking adverse effect to the Group's credit standing.

The Group seeks to manage its liquid funds through cash planning on a weekly basis. As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund raising activities.

Interest Rate Risk

Interest rate risk is the risk that future cash flows from a financial instrument (cash flow interest rate risk) or its fair value (fair value interest rate risk) will fluctuate because of changes in market interest rates.

The Group's loans payable to local banks are subject to fixed interest rates and are exposed to fair value interest rate risk.

The Group regularly monitors interest rate movements and on the basis of current and projected economic and monetary data, decides on the best alternative to take. No sensitivity analysis is needed as future interest rate changes are not expected to significantly affect the Group's net income.

20. Fair value of Financial Instruments

Cash, Trade and Other Receivables (excluding advances to officers and employees), Contract Assets, Security Deposits and Accounts Payable and Other Current Liabilities (excluding deferred output VAT and statutory payables) and Short-term Loans. The carrying amounts of these financial instruments approximate their fair values due to the relatively short-term maturity of these financial instruments.

Due from and to Related Parties. The carrying amount of due from and to related parties approximate its fair value because these are collectible or payable on demand.

Investment in Equity Securities. The fair value of unquoted equity security was determined using discounted cash flow method based on market observable rates. Discount rate used is 7.40% and 4.70% in 2021 and 2020, respectively (Level 3).

Long-term Loans. The fair values for the Group's long-term loans are estimated using the discounted cash flow method with the applicable rates ranging from 4.50% to 10.79% in 2021 and 6.25%% to 10.79% in 2020 (Level 2).

Lease Liabilities. The fair values of the Group's lease liabilities are measured at the present value of the remaining lease payments, discounted using rates ranging from 4.25% to 7.94% in 2021 and 2020 (Level 2).

There were no transfers between levels in the fair value hierarchy as at December 31, 2021, 2020 and 2019.

21. Capital Management

The primary objective of the Group's capital management is to ensure that it maintains strong credit rating and stable capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it, based on the changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to externally-imposed capital requirements.

The Group considers the equity attributable to the equity holders of the Parent Company as presented in the consolidated statements of financial position as its core capital. As at December 31, 2021, 2020 and 2019, the Group was able to meet its capital management objectives. No changes were made in the objectives, policies or processes in 2021, 2020 and 2019.

22. Operating Segments

Business Segments

For management purposes, the Group is organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The industry segments where the Group operates are as follows:

a. Broadband Services - provides high-speed broadband service of up to 1000 Mbps.

b. Software Licenses and Services - provides software license products and installation services.

c. IT Manpower and Resource Augmentation - provides deployment of IT professionals.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss.

23. Other Matters

On June 24, 2021,the parent company's stockholders ratified the approval of the Board of Directors on 24 August 2020 of the subscription of an existing shareholder, Velarde, Inc., to 102M common shares at a subscription price of Php2.25/share and 60M Redeemable Convertible Cumulative Non-Participating Non-Voting Peso-denominated Preferred Shares and that the shares issued out of the said subscription be listed with the Philippine Stock Exchange.

In the same meeting, the parent company's stockholders likewise approved/ratified the following

- Amendment of the Seventh Article of Incorporation to increase the authorized capital stock by Php356M and to list with the Philippine Stock Exchange the common shares subscribed to and issued out with a price of Php2.18 per share based on VWAP ending 27 July 2020;

- Top Up Placement through a Placing and Subscription Transaction, as whereby up to 160,000,000 common shares of the Corporation shall be offered and sold by an existing shareholder to Qualified Buyers under Section 10(l) of the SRC and/or to not more than 19 non-qualified buyers, and the subsequent issuance by the Corporation of the same number of common shares to be subscribed by the Selling Shareholder at a Subscription Price equal to the Offer Price, for the purpose of raising Php800,000,000.00 to be used to fund the Corporation's expansion projects; and

- Subscription to NOW Telecom Company, Inc. shares by applying the Deposit for Future Stock Subscriptions resulting from the existing advances amounting to PhP130,500,000.00 plus deposits of PhP469,000,000 for a total consideration of PhP600,000,000.00 as subscription to 1,000,000 common shares at a price of PhP600.00 per share, for a total consideration of PhP600,000,000. Said subscription is part of NOW Telecom's corporate restructuring that is currently pending approval by SEC.

At the Special Meeting held on 01 July 2021, the Board of Directors of NOW Corporation unanimously approved, confirmed, and ratified the offer of an existing shareholder, Velarde, Inc., to convert its advances into equity in the amount of Two Hundred Twenty One Million Pesos (Php221,000,000.00) with the conversion price computed based on the Volume Weighted Average Price (VWAP) of the 30-day trading period ending 24 June 2021 or at Php2.38 per share, and the listing with the Philippine Stock Exchange of additional 92,857,142 common shares resulting from the said conversion.

In connection with the Top Up Placement through a Placing and Subscription Transaction whereby 160,000,000 common shares which is equivalent to 8.14% of the total issued and outstanding common shares of the Company shall be offered and sold by an existing shareholder to Qualified Buyers under Section 10(l) of the SRC and/or to not more than 19 non-qualified buyers, and the subsequent issuance by the Company of the same number of common shares to be subscribed to by the Selling Shareholder as previously disclosed on 24 June 2021, the Board of Directors in its 13 December 2021 Regular Meeting approved the computation of the Subscription Price/Offer Price to be based on a 5% discount to the 30-day Volume Weighted Average Price (VWAP) of the 30-day trading period on the pricing date for the purpose of raising up to Php800,000,000.00 to be used to fund the Company's expansion projects.

No other significant event during the period is covered by this report.

24. Reconciliation of Retained Earnings Available for Dividend Declaration
(Amounts are based on Separate Financial Statements of the Parent Company)

RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
March 31, 2022
(Amounts are based on the Separate Financial Statements of the Parent Company)

Unappropriated retained earnings (deficit), beginning of year	24,318,005
Adjustments	0
Unappropriated retained earnings, as adjusted to available for dividend declaration, beginning of year	24,318,005
Net income Parent for the Quarter Ended March 31, 2021	3,800,261
Total unappropriated retained earnings available for dividend declaration at end of year	28,118,266

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

- Total consolidated revenues in the first three quarters of 2022 is Php48.911Million, decreased by 4% or Php2.122 Million from last year's first quarter revenue of Php51.033 Million. Service revenue decreased by 16% or Php7.988 Million from last year figure of Php 50.957 Million to Php 42.969 Million in the first quarter of 2022. Service revenues mainly pertain to broadband services and income earned from the deployment by the Company of professionals to its clients to render IT-related solutions and services. Broadband and other services increased by 11% from Php20.535 million to Php22.815 for first quarter this year. Sales of Software Licenses to Php5.942 million from Php0.076million. As impacted by the enhanced community quarantine, the revenues from the IT Manpower and Resource Augmentation continues to dropped by 9% from Php3.112 million to Php2.844 million same period this year..

- Cost and Expenses for the first quarter of 2022 is Php42.974 Million, which is a Php5.717Million or 12% decrease from last year's Cost and Expenses of Php48.692Million. There was a slight increase of Cost of Sales and Services of Php 0.551 Million or 2% from Php 28.172 Million in 2021 to Php 28.724

Million in 2022, whereas, Operating expenses decreased by Php6.269Million or 31% from same period last year of Pgp20.519million to Php14.251million this year. Significant decrease was due to the implementation of cost cutting measure of the company, 38% decrease in Salaries and wages (Php6.097 million), 25% decrease in professional fees (Php1.604million), 28% decrease in taxes and licenses (Php1.142million), 78% decrease in Advertising and promotion(Php0.136million) and 52% decrease in communication and subscriptions (Php0.597million).

- Net income for the First Quarter of the Year jumped by 153% of by Php2.301million from Php1.499million to Php3.800million this year. This resulted to an increase in net profit margin of 8% from 3% last year.

- As of March 31, 2022, the total consolidated assets of the Company stood at Php2.846 billion compared with same period last year's Php2.748 billion. Current Assets increased by Php86.107million or 15.86%, from Php543.088 million in 2021 to Php629.195 million in 2022. The increase in Current assets was mainly due to the increase in trade receivables from Php307.376million in 2021 to Php356.356 million in 2022 and an increase also in Due from Related Parties from Php188.971 million in 2021 to Php217.538 million in 2020. Non-current Assets stood at Php2.217billion.

- Current liabilities decreased by 28.12%, from Php474.910 million in 2021 to Php341.384 million in 2022. This was brought by the decrease by 90.21% of the Due to Related party from Php217.552 million in 2021 to Php21.294 million in 2022. Noncurrent Liabilities increased from Php133.118 million in 2021 to P339.706 million in 2022. The increase was due to the reclassification to deposit for future subscription under non-current liabilities amounting to Php221million.

- On December 22, 2016, the Parent Company availed of a chattel mortgage loan of ₱564,800 from BDO for the purchase of a vehicle, which serves as the property mortgaged. The loan has a term of five (5) years or until November 23, 2021 and bears an interest rate of 9.44% per annum. The loan was fully paid in 2021.

- On October 31, 2018, the Parent Company obtained a five-year, unsecured, ₱50.0 million loan agreement with Producers Savings Bank Corporation (PSBC) maturing on October 31, 2023. The loan carries an interest rate of 8% per annum.

- In 2019, the Parent Company availed of unsecured loans aggregating ₱14.0 million from a third party, mainly to fund its working capital requirements. The loans have a term of six (6) months and carry an interest rate of 8.00% per annum. The Parent Company paid ₱2.0 million in 2020. In 2021, the maturities of the loans amounting to ₱2.0 million and ₱10.0 million were further extended up to August 2022 and September 2022, respectively.

- In 2021, the Parent company availed of chattel mortgage loans aggregating ₱7,103,200 from Rizal Commercial Banking Corporation (RCBC) for purchases of vehicles, which serves as the properties mortgaged. The loans have a term of five (5) years and bears interest rates ranging from 9.43% to 10.35% per annum.

- On May 3, 2021, NOW TEL's BOD and stockholders approved to increase its authorized capital stock from 14,597,489 shares at ₱100 par value a share to 19,041,925 shares at ₱100 par value a share. This was approved by the SEC on April 20, 2022.

- As at March 31, 2022, the total Assets stood at Php2.845 Billion, Liabilities at Php681.0 Million and Equity at Php2.164 Billion.

- As at March 31, 2022 Current assets and liabilities increased by 3.76%, and 6.76%, respectively, resulting to an increase of the Company's Liquidity Ratio wherein Current Ratio stood at 1.8431:1

from 1:1436:1 for the three months period ended March 31, 2021, while Acid Test Ratio stood at 1.7205:1 from 1.0656:1 of March 31, 2021.

- The Company's Return on Equity for the three months period ended March 31, 2022, and 2021 was at 0.70% and 0.05% respectively, while 0.37% for the year ended December 31, 2021.
- A further analysis indicates that NOW Corp.'s Asset to Debt Ratio stood at 4.1782 by March 31, 2022, from 4.5202 for the same period of 2021; while its Debt to Asset Ratio stood at 0.2393 from 0.2212 of March 31, 2021.

Part II. Other Information

Item 1. Financial Soundness Indicators

See Annex "A".

There are no known trends, demand, commitments, events or uncertainties that will have a material impact on the Company's liquidity, nor any events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations. There are no significant elements of income or loss that did not arise from the Company's continuing operations.

There are no material changes from period to period of the financial statements which include vertical and horizontal analyses of any material item.

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

As the business volume builds up progressively, the Company also plans to beef up its organization by engaging the right talents particularly to join the telecommunications, media, information technology and product development and marketing teams.

There is no seasonality or cyclicality of the interim operations of the Company.

SIGNATURES

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

NOW CORPORATION
Issuer

BY:

MR. HENRY ANDREWS B. ABES
President and CEO
Date: 12 May 2022

JOZOLLY O. RAMOS-UY
Acting Chief Finance Officer
Date: 12 May 2022

ANGELINE L. MACASAET
Corporate Secretary
Date: 12 May 2022

ANNEX "A"

Schedule of Financial Indicators
For the Quarter Ending 31 March 2022 and 2021

Category	Financial Ratio	For the Three months period ended March 31	
		2022	2021
Liquidity	Current Ratio	1.8431	1.1436
	Acid Test Ratio	1.7205	1.0656
Solvency	Debt to Equity Ratio	0.3146	0.0284
	Asset to Debt Ratio	4.1782	4.5202
	Debt to Asset Ratio	0.2393	0.2212
Equity	Asset to Equity Ratio	1.3146	1.2841
Interest	Interest Rate Coverage Ratio	6.3391	1.8636
Profitability	Profit Margin	55.06%	47.16%
	Return on Assets	0.53%	0.08%
	Return on Equity	0.70%	0.11%
	Book Value per share	1.1981	1.1835
	Earnings per share	0.0021	0.0011

The Financial Indicators are computed as follows:

Liquidity:	Current Ratio = Current Assets/Current Liabilities Acid Test= (Current Assets- Inventory- Prepayments) / Current Liabilities
Solvency:	Debt to Equity Ratio = Total Liabilities/Total Stockholders' Equity Asset to Debt Ratio= Total Assets / Total Liabilties Debt to Asset Ratio = Total Liabilities/Total Assets
Equity:	Asset to Equity Ratio = Total Assets/Total Stockholders' Equity
Interest:	Interest Rate Coverage Ratio = Earnings Before Interest and Taxes/Interest Expense
Profitability:	Profit Margin %: Profit margin = Gross Profit/Total Revenue x 100 Return on Assets %: Return on assets = Net Income/ Total Assets x 100 Return on Equity % = Net Income/ Total Stockholders' Equity x 100 Book Value per share = Total Stockholders' Equity/Average Outstanding Shares Earning per share = Net Income/ Outstanding Shares

ANNEX I

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The Management of **Now Corporation and Subsidiaries** (the Group) is responsible for the preparation and fair presentation of the consolidated financial statements, including the schedules attached therein, for the years ended **December 31, 2021, 2020 and 2019**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible in overseeing the Group's financial reporting process.

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

Reyes Tacandong & Co., the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

MEL V. VELARDE
Chairman of the Board

HENRY ANDREWS B. ABES
President/Chief Executive Officer

SUBSCRIBED AND SWORN TO BEFORE ME THIS MAY 12 2022, AFFIANT EXHIBITING TO ME WITH VALID I.D. NO.

JOZOLLY O. RAMOS-UY
Acting Chief Finance Officer

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SERIES NO. 2022

Signed this 10th day of May 2022

ATTY. MA. P[illegible] P. CABRERA
Notarial Commission Extended Until June 30, 2022, Per Supreme Court Resolution Under B.M. No. 3795
PTR No. [illegible]; 01/03/22 - QC
IBP No. [illegible]; 01/03/22 - QC
MCLE VI Compliant as of Oct. 2021
[Availing Compliance Certificate]

NOW CORPORATION AND SUBSIDIARIES

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

AS AT DECEMBER 31, 2021 and 2020

Ratio	Formula	2021	2020
Current Ratio			
	Total current assets	**₱606,413,579**	₱522,896,134
	Divided by: Total current liabilities	**319,754,611**	447,492,672
	Current Ratio	**1.90**	1.17
Acid Test Ratio			
	Total current assets	**₱606,413,579**	₱522,896,134
	Less: Contract assets	**1,370,685**	1,370,685
	Other current assets	**35,772,079**	31,436,115
	Quick assets	**569,270,815**	490,089,334
	Divide by: Total current liabilities	**319,754,611**	447,492,672
	Acid Test Ratio	**1.78**	1.10
Solvency Ratio			
	Net income after depreciation and amortization	**₱ 7,946,251**	₱4,677,025
	Add: Depreciation and amortization	**9,599,427**	9,658,522
	Net income before depreciation and amortization	**17,545,678**	14,335,547
	Divided by: Total liabilities	**663,126,023**	582,161,839
	Solvency Ratio	**0.03**	0.02
Debt-to-Equity Ratio			
	Total liabilities	**₱663,126,023**	₱582,161,839
	Divided by: Total equity	**2,160,811,359**	2,138,294,310
	Debt-to-Equity Ratio	**0.31**	0.27
Asset-to-Equity Ratio			
	Total assets	**₱2,823,937,382**	₱2,720,456,149
	Divided by: Total equity	**2,160,811,359**	2,138,294,310
	Asset-to-Equity Ratio	**1.31**	1.27
Interest Rate Coverage Ratio	Pretax income before interest	**₱20,856,431**	₱22,222,672
	Divided by: Interest expense	**10,083,888**	11,471,280
	Interest Rate Coverage Ratio	**2.07**	1.94
Return on Equity			
	Net income	**₱7,946,251**	₱4,677,025
	Divided by: Total equity	**2,160,811,359**	2,138,294,310
	Return on Equity	**0.004**	0.002

(Forward)

Ratio	Formula	2021	2020
Return on Assets			
	Net income	**₱7,946,251**	₱4,677,025
	Divided by: Average total assets	**2,772,196,766**	2,448,610,808
	Return on Assets	**0.003**	0.002
Net Profit Margin			
	Net income	**₱7,946,251**	₱4,677,025
	Divided by: Revenue	**196,403,979**	201,723,424
	Net Profit Margin	**0.04**	0.02

NOW CORPORATION AND SUBSIDIARIES

SEC SUPPLEMENTARY SCHEDULES AS REQUIRED BY PAR. 6 PART II OF REVISED SRC RULE 68

DECEMBER 31, 2021

Table of Contents

Schedule	*Description*	*Page*
A	Financial Assets	1
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	N/A
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	2
D	Long-Term Debt	3
E	Indebtedness to Related Parties	N/A
F	Guarantees of Securities of Other Issuers	N/A
G	Capital Stock	4

B, E & F - None to report.

NOW CORPORATION AND SUBSIDIARIES

SCHEDULE A – FINANCIAL ASSETS

DECEMBER 31, 2021

Name of issuing entity and association of each issue	Number of shares	Amount shown in the balance sheet	Valued based on market quotation at end of reporting period	Income received or accrued
NOW Telecom Company, Inc.	2,656,580	₱1,595,958,904	₱1,595,958,904	₱–

NOW CORPORATION AND SUBSIDIARIES

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

DECEMBER 31, 2021

	Balance at beginning of year	Additions	Deductions		Balance at end of year		Balance at end of year
			Collections	Write off	Current	Noncurrent	
Softrigger Interactive, Inc.	₱2,452,800	₱–	₱–	₱–	₱–	₱2,452,800	₱2,452,800
I-Professional Search Network, Inc.	9,939,932	2,535,202	–	–	12,475,134	–	12,475,134
I-Resource Consulting International, Inc.	5,303,682	495,894	–	–	5,799,576	–	5,799,576
	₱17,696,414	₱3,031,096	₱–	₱–	₱18,274,710	₱2,452,800	₱20,727,510

NOW CORPORATION AND SUBSIDIARIES

SCHEDULE D – LONG-TERM DEBT

DECEMBER 31, 2021

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" related balance sheet	Amount shown under caption "Long-Term Debt" in related statement of financial position			
			Carrying amount	Interest Rate(s)	Payment Terms	Maturity Dates
Producer's Bank Loan Contract	₱50,000,000	₱14,710,850	₱51,400,054	8%	60 monthly payments	31-Oct-23
RCBC Loan Contract	7,103,200	17,324,978	42,649,705	9.43% to 10.35%	60 monthly payments	₱1,506,400 – 22-Dec-25 1,598,400 – 15-Jan-26 1,764,000 – 20-Jan-26 2,400,000 – 18-Feb-26
	₱107,668,000	₱32,035,828	₱145,572,399			

NOW CORPORATION AND SUBSIDIARIES

SCHEDULE G – CAPITAL STOCK

DECEMBER 31, 2021

				Number of shares held by		
Title of issue	**Number of shares authorized**	**Number of shares issued and outstanding as shown under the statement of financial position caption**	**Number of shares reserved for options, warrants, conversion & other rights**	**Related parties**	**Directors, officers and employees**	**Public**
Common stock	2,060,000,000	1,806,726,314	–	1,457,156,330	29	349,569,955
Preferred stock	60,000,000	60,000,000	–	60,000,000	–	–

NOW CORPORATION AND SUBSIDIARIES

RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

DECEMBER 31, 2021

(Amounts are based on the Separate Financial Statements of the Parent Company)

	Amount
Unappropriated retained earnings, beginning of year	₱15,530,569
Net income during the year closed to retained earnings	8,787,436
Total unappropriated retained earnings available for dividend declaration at end of year	₱24,318,005
Reconciliation:	
Unappropriated retained earnings as shown in the financial statements at end of year	₱24,318,005
Total unappropriated retained earnings available for dividend declaration at end of year	₱24,318,005

NOW CORPORATION AND SUBSIDIARIES

CONGLOMERATE MAP

DECEMBER 31, 2021