



April 28, 2023

PHILIPPINE STOCK EXCHANGE

6th floor, PSE Tower,
28th street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: Ms. Alexandra D. Tom Wong
Officer-in-Charge – Disclosure Department

Gentlemen:

We are submitting herewith the Annual Report (SEC Form 17-A) and Sustainability Report of Manila Broadcasting Company for the year ended December 31, 2022.

We trust you will find everything in order.

Very truly yours,

A black rectangular box with a white 'X' drawn across it, used to redact the signature of Eduardo G. Cordova.

EDUARDO G. CORDOVA
SVP – CFO



April 28, 2023

SECURITIES AND EXCHANGE COMMISSION

17th Floor, The SEC Headquarters,
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1227

Attention: MR. VICENTE GRACIANO P. FELIZMENIO, JR.

Director – Markets and Securities Regulation Department

Gentlemen:

We are submitting herewith the Annual Report (SEC Form 17-A) and Sustainability Report of Manila Broadcasting Company for the year ended December 31, 2022.

We trust you will find everything in order.

Very truly yours,

A black rectangular box with a white 'X' drawn across it, used to redact the signature of Eduardo G. Cordova.

EDUARDO G. CORDOVA
SVP - CFO

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

**ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 177
OF THE REVISED CORPORATION CODE OF THE PHILIPPINES**

1. For the fiscal year ended: **DECEMBER 31, 2022**
2. SEC Identification Number: **1674**
3. BIR Tax Identification No. : **000-479-027-000**
4. Exact name of issuer as specified in its charter: **MANILA BROADCASTING COMPANY**
5. Province, Country or other jurisdiction of incorporation or organization:
METRO MANILA
6.

--

 Industry classification code:
(SEC Use Only)
7. Address of principal office / postal code:
MBC Bldg., V. Sotto St., CCP Complex, Pasay City, 1307
8. Issuer's telephone number, including area code: **(02) 8832-6149 to 50**
9. Former name, former address, and former fiscal year, if changed since last report:
No change in name, address, and fiscal year since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

COMMON SHARES	402,682,990
---------------	-------------

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

Yes [] No []

If yes, state the name of such stock exchange and the classes of securities listed therein:

PHILIPPINE STOCK EXCHANGE - Common shares

12. Check whether the issuer:

- a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 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 that 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 []

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant.

The aggregate market value of the voting stock held by non-affiliates consisting of 41,174,741 shares as of December 31, 2022 is Php 244,166,214 based on the last known transaction price in 2022 at the exchange of Php 5.93 per share.

**APPLICABLE ONLY TO ISSUERS INVOLVED IN
INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS
DURING THE PRECEDING FIVE YEARS:**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes [] No [] N/A [✓]

DOCUMENTS INCORPORATED BY REFERENCE

15. If any of the following documents are incorporated by reference, briefly describe them, and identify the part of SEC Form 17-A into which the document is incorporated:

(a) Any annual report to security holders;

-

(b) Any information statement filed pursuant to SRC Rule 20;

-

(c) Any prospectus filed pursuant to SRC Rule 8.1.

-

TABLE OF CONTENTS

PART I – BUSINESS AND GENERAL INFORMATION

- A. Business
- B. Properties
- C. Legal Proceedings
- D. Submission of Matters to a Vote of Security Holders

PART II – OPERATIONAL AND FINANCIAL INFORMATION

- E. Market for Registrant's Common Equity and Related Stockholder Matters
- F. Management's Discussion and Analysis or Plan of Operation
- G. Changes in and Disagreement with Accountants and Financial Disclosure
- H. Independent Public Accountant and Audit Related Fees
- I. Key Financial Indicators

PART III – CONTROL AND COMPENSATION INFORMATION

- J. Directors and Executive Officers of the Registrant
- K. Executive Compensation
- L. Employment Contract with an Executive Officer
- M. Security Ownership of Certain Beneficial Owners and Management
- N. Security Ownership of Management
- O. Changes in Control
- P. Certain Relationships and Related Transactions

PART IV – CORPORATE GOVERNANCE

PART V – EXHIBITS AND SCHEDULES

PART I – BUSINESS AND GENERAL INFORMATION

A. BUSINESS

1. Business Development

Manila Broadcasting Company (MBC) is a trailblazing media conglomerate that has consistently evolved to remain at the forefront of the industry. Our core business in radio advertising remains strong, leading the airwaves in the National Capital Region and key provincial cities throughout the Philippines. Our stations have become household names, and our regular listenership surveys confirm our unwavering popularity.

We understand that radio is the most cost-effective mass communication tool for establishing brand awareness and stimulating brand recall. But we go above and beyond to offer more than just traditional radio advertising. We have embraced the digital media age and expanded our operations to include organizing special events, which provides advertisers with a combination of benefits. Our innovative events such as the Aliwan Fiesta, Paskong Pinoy, Sea Sports Festival, and Manila Bay Clean-up Run, among others, have helped us establish a deeper connection with our audiences and provide high-impact exposure for our advertisers.

Furthermore, we have become more than just a medium and have become a message itself in terms of branding. Our radio stations have unique taglines that invoke a personality and character that forms a personal and emotional bond with listeners, resulting in loyalty that is hard to break.

We have also improved our research to provide major agencies and advertisers with the latest and most reliable data to help them buy into radio. The Kapisanan ng mga Broadkaster ng Pilipinas (KBP), of which MBC is an active member, bridges the information gap between advertisers and radio with the Kantar and AC Nielsen studies. With this, the radio industry can now be measured with a single, uniform yardstick.

In 2022, we successfully integrated Winmedia Solutions and winsales solutions, which significantly improved our radio and TV booking and billing operations. Our integration resulted in faster and more accurate reporting of TOA and IR, faster billing turnaround, and minimized inaccuracies and missed spots. We have also enhanced our quality control measures, improved transparency, and gained more visibility and control over our airtime inventory.

Moreover, our partnership with Spotify has given us access to the world's most popular music streaming service, allowing us to connect with music lovers in a more meaningful way. We can now introduce new music playlists, charts, and superior programming content that resonates better among our listeners.

In conclusion, Manila Broadcasting Company is dedicated to providing innovative solutions for the changing needs of our customers. Our proactive approach has propelled us to industry leadership, and we remain committed to leveraging the power of radio advertising while expanding our digital media marketing space to reach global internet audiences. We are confident that our pioneering spirit and customer-centric approach will keep us at the forefront of the industry for years to come.

2. Business of Issuer

MBC is a leading player in the radio broadcasting industry in the Philippines, with a diverse range of stations catering to various segments of the market. Its flagship station, DZRH, is the only nationwide AM station via satellite in the country. In addition to DZRH, the company operates Love Radio, YES FM, and Easy Rock, which are the top-rated FM networks in the country. These stations employ an adult contemporary music format, which blends new chart-topping hits with timeless favorites to appeal to a broad audience demographic.

MBC's Aksyon Radyo is a network of provincial AM stations, while Radyo Natin is the largest

network of community radio stations in the country, with over 100 small FM stations across the archipelago. The company partners with various local and foreign suppliers for the maintenance and upgrade of its existing stations and new stations. Regular suppliers include Energy Onix Broadcast Equipment, Broadcast World Phils. System, Inc., Broadcast Electronics, Inc., Binariang Satellite of Malaysia, Shanghai Teng Da Broadcasting Equipment Co., Ltd., Array Solution, B & H Foto Electronics, Spin Electronics, and 8BTSI Corporation.

MBC is the largest radio network in the country, with key competitors including Bombo Radyo, Radio Mindanao Network, GMA, NBC, the Vera Group, and ABS-CBN. The company and its competitors all sell radio airtime for advertising.

MBC attributes its success to its good program format, talented broadcasters, and state-of-the-art equipment. The company has a dedicated team of sales executives who work with advertisers and advertising agencies to place ads on its stations. MBC's top-rated stations in almost all areas of the country attest to its commitment to quality programming and strong partnerships.

The Company has eight (8) programming formats, namely DZRH, Aksyon Radyo, Love Radio, Yes-FM, Easy Rock, Radyo Natin, RHTV and New Media, which represent about 15%, 7%, 48%, 14%, 8%, 4%, 2% and 2%, respectively, of the total broadcasting fees in 2022. The Company operates nationwide with one AM and three FM stations in Metro Manila and 10 Aksyon Radyo, 26 Love Radio, 11 Yes-FM, 7 Easy Rock, 18 DZRH Relay Station and 151 Radyo Natin stations in the provinces.

a. Transactions with and/or dependence on related parties

Please refer to Note 16 of the 2022 audited consolidated financial statements.

b. Patents, trademarks, licenses, franchises, concessions, royalty

MBC is a grantee of a congressional franchise to operate and own radio and TV stations in the country for a period of 25 years that was granted anew in 2018. For its operations, MBC is required to secure from the National Telecommunications Commission (NTC) appropriate permits and licenses for its stations and any frequency in the TV or radio spectrum.

c. Effect of existing or probable governmental regulations on the business

There are no new or probable governmental regulations that might have a material adverse effect on the business.

d. Estimate of the amounts spent for research and development activities (3 yrs.)

The Company is not engaged in research and development-intensive business.

e. Costs and effect of compliance with environmental laws

Whenever required, the Company applies for and secures proper permits, clearances or exemptions from the Department of Environment and Natural Resources, Department of Health, Air Transportation Office, and other regulatory agencies, for the installation and operation of proposed broadcast stations nationwide.

f. Number of Employees and CBA, if any

The Company has two hundred twenty-six (226) employees as of December 31, 2022 and anticipates no material change within the ensuing twelve months. One hundred eighty-three (183) employees are under the operations department of the Company while the remaining forty-three (43) are doing administrative functions. The Company has no Collective Bargaining Agreement (CBA) with its employees. The Company's employees are not on strike, nor have been in the past three years, nor threatening to go on strike. MBC has or will have no material supplemental benefits or incentive arrangements for its employees.

g. Other Matters

There were no known major risks involved in each of the business of the Company.

B. PROPERTIES

Broadcast operations in Manila are principally conducted in the CCP Complex located at Roxas Boulevard, Pasay City. This also houses the transmitter tower and other broadcast facilities and equipment of the Company.

The various stations of MBC are located in the key cities/towns of the Philippines and are standing on leased sites. Except for the transmitter sites located in Mandalay, Polo, Bulacan, Ortigas Center in Pasig City, Sto. Tomas, Laoag City, Barangay Lahug, Cebu City, Matina Hills, Davao City, Lucena and Palo Leyte, the rest of the transmitter sites are also leased. The above properties are in good condition and have no mortgage or lien. The carrying values of the property and equipment, investments and other assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. Please see Note 2 of the audited consolidated financial statements for the policy on impairment of non-financial assets.

LEASED PROPERTIES

COUNTER PARTY	DOMICILE	DATE SIGNED	NATURE OF CONTRACT	PAYMENT TERMS	TERM
Atty. Augustus D. Velarde	Koronadal City	May 29, 2019	Lease of radio station's place (for Love Radio Koronadal)	P20,000 per month. Thereafter, shall be increased by P1,000 every year.	5 years
WSK Realty Ventures, Inc.	Tacloban City	October 27, 2021	Lease of radio station's place (for Love Radio Tacloban)	P31,500 per month	1 year
RD Realty Development Corporation	General Santos City	September 8, 2022	Lease of radio station's place (for Love Radio General Santos)	P24,541.34 + VAT	2 years
Cabid-An Property Logistics Planners Inc.	Sorsogon	June 18, 2021	Lease of radio station's place (for DZRH)	P53,250.75 per month	2 years
Clarita Amao	Cagayan de Oro	August 15, 2019	Lease of radio station's place (for DZRH)	P20,000 per month, at an escalation rate of 5% every year	10 years
Donato C. Cruz Trading Corporation	Negros Occidental	May 24, 2021	Lease of radio station's place (for Aksyon Radyo)	P53,725.90 per month	5 years
Ma. Mae Rowena S. Abalos	Cotabato City	March 30, 2014	Lease of radio station's place (for DZRH)	P48,841.64 per month	10 years
Eduardo D. Fermalino	General Santos City	February 18, 2021	Lease of radio station's place (for DZRH)	P31,124.91 per month, at an escalation	5 years

				rate of 10% every year	
Department of Education	Iloilo City	November 20, 2019	Lease of radio station's place (for Aksyon Radyo)	P37,268 per month, at an escalation rate of 10% every year	5 years
Lolita Salamanca	Santiago, Isabela	November 2014	Lease of radio station's place (for DZRH)	P30,372.61 per month	10 years
MEASAT Satellite Systems Sdn Bhd	Malaysia	October 11, 2017	Satellite lease	\$8,500 per month	5 years

The renewal options for the above lease contracts are based upon the mutual agreement of the contracting parties.

OWNED PROPERTIES

COVERAGE	LOCATION	SQM.	PROPERTY USAGE
Land	Pasay	800	Future headquarters of MBC
Land	Cebu	29,760	Aksyon Radyo and DZRH transmitter site
Land	Laoag	4,000	Aksyon Radyo and DZRH transmitter site
Land	Leyte	5,201	Aksyon Radyo and DZRH transmitter site
Land	Tacloban	522	Aksyon Radyo studio site
Land	Malanday	134,755	DZRH transmitter site
Land	Davao	200	Love Radio and Easy Rock transmitter site
Land	Bacolod	410	Lot for transmitter site
Land	Pasay	2,669	Donada condominium
Land	Lucena, Quezon	7,606	RH Relay transmitter site

c. LEGAL PROCEEDINGS

Most of the legal proceedings involving MBC are related to its various legal actions arising in the ordinary course of business. However, any ultimate liability, if any, resulting from these matters will not have a material effect on the Company's financial position and results of operation.

d. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of security holders during the calendar year covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

E. MARKET FOR REGISTRANT’S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The shares of common stock of MBC are listed and traded on the Philippine Stock Exchange. The shares are not actively traded in the market. The last known transaction of MBC shares was last December 28, 2022 at Php 5.93 per share involving 100 shares.

There have been no known recent sales of unregistered securities of the Company.

The public ownership level of MBC common shares listed on the PSE as at December 31, 2022 is 10.23%.

1. Dividends

Except for 120,787 treasury shares, there is no existing restriction that limits the ability to declare cash dividends on the common stock.

The following are the dividend declarations for the last three years:

CASH DIVIDENDS (per share)			
Amount in Php	Declaration Date	Record Date	Payment Date
0.3000	Dec. 28, 2022	Jan. 27, 2023	Feb. 14, 2023
0.3000	Dec. 17, 2021	Jan. 16, 2022	Feb. 3, 2022
<i>No declaration for the year 2019 and 2020</i>			

Dividend Policy

The Company’s current dividend policy is to declare and pay dividends taking into consideration the interests of our shareholders as well as our working capital, capital expenditures and debt servicing requirements. We also take into consideration our ability to meet loan covenant requirements in the declaration and payment of dividends. The declaration and payment of dividends in the future will depend upon the earnings, cash flow and financial condition of the Company and other factors affecting the availability of unrestricted retained earnings, as prescribed under the Revised Corporation Code of the Philippines. The retention of earnings is necessary to meet the funding requirement of our business expansion and development programs. Cash dividends are subject to approval by the Company’s Board of Directors. Other than the restrictions imposed by the Revised Corporation Code of the Philippines, there is no other restriction that limits the Company’s ability to pay dividends on common equity.

2. Top 20 Stockholders

	NO. OF SHARES	%
1. ELIZALDE HOLDINGS CORPORATION	139,558,774	34.65%
2. ELIZALDE LAND, INC.	87,000,000	21.60%
3. ROMULO, MABANTA, BUENAVENTURA, SAYOC & DELOS ANGELES	69,910,993	17.36%
4. CEBU BROADCASTING COMPANY	50,000,000	12.41%
5. AQG CORPORATION	33,000,000	8.19%
6. SUNSHINE INNS, INC.	10,000,000	2.48%
7. PHILIPPINE BROADCASTING CORPORATION	5,000,000	1.24%
8. PCD NOMINEE CORPORATION	2,061,641	0.51%
9. TANSENGCO UY & CO., INC.	659,892	0.16%

10. ESTATE OF ALLEN CHAM	626,099	0.16%
11. LUIS M. ALBERTO &/OR MANUEL C. ALBERTO	553,368	0.14%
12. L.V.N. PICTURES, INC.	447,961	0.11%
13. A. &/OR J.O. DEL ROSARIO	363,592	0.09%
14. ERNESTINA U. DE GARCIA	122,338	0.03%
15. CONSUELO FAJARDO	121,149	0.03%
16. LUIS G. ABLAZA	121,149	0.03%
17. JOAQUINA TIRONA	114,719	0.03%
18. AGAPITO D. BALAGTAS	105,370	0.03%
19. BEATRIZ HIDALGO DE MIRANDA	105,370	0.03%
20. FABIAN CARMONA, JR.	101,696	0.03%

F. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

2022 vs. 2021

1. Results of Operations

In 2022, the Company's total revenue amounted to P1.2 billion, which is a significant increase of 22.7% compared to the previous year. The increase in revenue was primarily due to an increase in election campaign advertisement. The cost of services increased by P27.3 million in 2022, and the operating expenses also increased from P252.2 million in 2021 to P375.2 million in 2022. The increase in 2022 expenses was mainly due to full operational activities, resulting in higher personnel expenses, power costs, repairs and maintenance, travel and related costs compared to 2021. Variable costs also increased due to higher sales and collection volume in 2022 compared to 2021.

Upon reviewing the financial statements, it was noted that the company achieved a net income of P101.6 million. However, after factoring in the net comprehensive losses of P110.4 million, the total comprehensive loss was at P8.8 million. The net comprehensive loss was mainly due to the decline in the fair value of the investee companies, which amounted to P125.8 million during the year 2022. This resulted in the Reserve for Fluctuation in Fair Value at FVOCI decreasing from its year-end balance of P231.1 million in 2021 to P105.3 million.

2. Financial Condition and Changes in Financial Condition

MBC has no cash flow or liquidity problems, nor is it in default or breach of any note, loan, lease, or other indebtedness or financing arrangement within the next 12 months. Additionally, the significant amount of the registrant's trade payables has been paid within the stated trade terms.

3. Causes of Material Changes from Period to Period (5%)

- a. The Company's cash and cash equivalents decreased by 22.1% from the 2021 yearend balance of P202.7 million due to the acquisition of land in Taft Avenue, which will be the company's future headquarters.
- b. Accounts Receivable decreased by P35.5 million due to better collection and payment patterns during the year, resulting from the opening up of the economy.
- c. The balance of the Due from affiliates account as of December 31, 2022, is P166.9 million, which represents interest-free advances made by the Company to Elizalde Holdings Corporation, Cebu Broadcasting Company, Philippine Broadcasting Company, and Pacific Broadcasting System, Inc. All these companies are affiliated with MBC (please refer to note 16 of the audited consolidated financial statements).

- d. Inventories increased by 22.9% due to the increase in the purchase of operating supplies and increase of tourists in Boracay.
- e. Materials and supplies increased by P1.5 million due to the purchase of various materials for the broadcast studio.
- f. Prepaid expenses and other current assets decreased by 5.1%.
- g. Financial assets at fair value through other comprehensive income decreased by P148.0 million due to a decline in the fair value of the investee companies during the year 2022.
- h. Property and equipment increased by 13.3% due to the ongoing rehabilitation of the MBC building and the acquisition of land in Taft Avenue.
- i. Retirement benefit asset decreased by 19.1%. Please refer to Note 22 of the audited consolidated financial statements.
- j. Deferred tax assets decreased by P14.2 million. Please refer to Note 23 of the audited consolidated financial statements.
- k. Short-term loans increased by P40 million. Please refer to Note 14 of the audited consolidated financial statements.
- l. Contract liabilities decreased by P10.1 million due to the fulfillment of contracts through broadcast airings.
- m. The current portion of long-term debt increased by P65.3 million. Please refer to Note 14 of the audited consolidated financial statements.
- n. The current portion of lease liabilities decreased by P4.6 million. Please refer to Note 24 of the audited consolidated financial statements for the rollforward analysis of lease liabilities.
- o. Income tax payable decreased by P5.7 million. Please refer to note 23 of the audited consolidated financial statements.
- p. Due to related parties decreased by P25.1 million. Please refer to note 16 of the audited consolidated financial statements.
- q. Dividends payable increased by 7.7% due to the declaration of dividends in 2022.
- r. Long-term debt decreased by 64.6% due to the payment of bank loans.
- s. Lease liabilities increased by P5.1 million. Please refer to Note 24 of the audited consolidated financial statements for the rollforward analysis of lease liabilities
- t. Deferred tax liabilities decreased by P15.8 million. Please refer to Note 23 of the audited consolidated financial statements.

4. Plan of Operation

The Company has allocated P50.0 million for regular capital expenditure this year, which will be funded by cash flows from operating activities. In addition, we are excited to announce that we have also embarked on a project to construct our group's corporate center, which is expected to be finished in three years. This new facility will serve as the hub of our operations, enabling us to deliver high-quality content and innovative solutions for our customers.

As we continue to navigate the ever-evolving business landscape, we recognize the challenges

posed by the digital and social media arena. To maintain our position as industry leaders, we have taken an aggressive approach towards digital media and are continuously improving our capabilities to harness its potential. Our Manila stations, including Love Radio, Yes-FM, Easy Rock, and DZRH, have undergone website revitalization to ensure that they remain relevant and engaging for our audiences. Furthermore, our leading DJs now provide social networking content on Facebook, Twitter, and Instagram, and we are developing our video content to cater to the digital media requirements of our clients and their advertising agencies.

As we move towards a more digital landscape in the Philippines, we envision partnerships with leading advertising agencies to optimize our content as a publisher through their advanced digital programmatic buying platforms.

Despite these changes, MBC's core competency remains the same - to create high-quality content that touches and empowers our listeners and viewers. We are committed to producing relevant radio content that maximizes our survey ratings and keeps our audience engaged. With our focus on innovation and dedication to excellence, we are confident that we will continue to thrive in the years to come.

5. Other Disclosure matters

- a. There are no seasonal aspects that had a material effect on the financial condition or results of operations.
- b. There are no usual items affecting assets, liabilities, equity, net income, or cash flows.
- c. There are no changes in estimates of amounts reported in prior interim periods of the current financial year or in estimates of amounts reported in prior financial years.
- d. There are no material events subsequent to the end of the accounting period that have not been reflected in the financial statements for the period.
- e. There are no changes in the composition of the issuer during the accounting period, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations.
- f. There are no changes in contingent liabilities or contingent assets since the last annual balance sheet date.
- g. There are no material contingencies and any events or transactions that are material to the understanding of the current interim period.
- h. There are no known trends, demands, commitments, events, or uncertainties that will have a material impact on the Company's liquidity.
- i. There are no known trends, events or uncertainties that had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.
- j. There are no seasonal aspects that had a material effect on the financial condition or results of operations.
- k. There are no known events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
- l. 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.
- m. There is no business of geographical segments for which information is not reported

to the Board of Directors (BOD) and Chief Executive Officer.

- n. There were no changes in accounting policies adopted for segment reporting that have a material effect on segment information.

6. Other Disclosure Requirements Per Annex 68.1 M paragraph 7e of Rule 68.1

- a. The amounts receivable of more than P100,000.00 from Directors, Officers, Employees, Related Parties, and Principal Stockholders. (Barrios – P468,740, Dela Cruz – P169,377, Banta – P118,856, and Malabanan – P112,553)
- b. The Elizalde Holdings Corporation outstanding balance as of December 31, 2022 amounted to P118.3 million. Please see Note 16 of the audited consolidated financial statements.
- c. Intangible Assets-Other Assets – Please refer to Note 13 of the audited consolidated financial statements.
- d. Long-term Debt – Please refer to Note 14 of the audited consolidated financial statements.
- e. Indebtedness to Related Parties – Not applicable
- f. Guarantees of Securities of Other Issuers – Not applicable.
- g. Capital Stock – there were no significant changes since the date of the last balance sheet filed.

TITLE OF ISSUE	COMMON SHARES
Number of shares authorized	1,000,000,000 shares
Number of shares issued and outstanding	402,803,777 shares
Number of shares reserved for options, warrants, conversion, and other rights	NIL
Number of shares held by related parties	361,469,767 shares
Number of shares held by directors, officers, and employees	38,482 shares
Others	41,174,741 shares

2021 vs. 2020

1. Results of Operations

The Company's total revenue amounted to P992.9 million for the year 2021, an increase of 11.7% from the revenue posted in the previous year mainly due election campaign advertisement. Cost of services increased by P115.9 million in 2021. Operating expenses increased by P5.4 million from P246.9 million in 2020 to P252.2 million in 2021. The increase in 2021 expenses was mainly due to the following:

Resumption of full salary and performance bonuses of employees in 2021. There was a reduction in the salaries of employees and suspension of all performance bonuses in 2020 because of the pandemic.

Resumption of promotional activities in 2021 which were held in abeyance in 2020 because of the pandemic.

Full operational activities in 2021 which translates to higher power costs, repairs and maintenance, travel and related costs when compared to 2020.

Variable costs due to higher sales and collection volume in 2021 compared to 2020.

Interest income decreased by 78.5% compared to last year's amount mainly due to decreased average investment balance on money market placement during the year.

The Company registered a net income of P82.2 million in 2021.

2. Financial Condition and Changes in Financial Condition

MBC is not having or does not anticipate having, within the next 12 months, any cash flow or liquidity problems; neither is it in default or in breach of any note, loan, lease, or other indebtedness or financing arrangement, requiring it to make payments; nor a significant amount of the registrant's trade payables have not been paid within the stated trade terms.

3. Causes of Material Changes from Period to Period (5%)

- a. Cash and cash equivalents decreased by 38.7% from P330.4 million in 2020 to P202.7 million in 2021 mainly due to reconstruction of MBC building, purchase of equipment, and repayment of notes payable.
- b. Accounts Receivable decreased by 16.2% due to the opening up of the economy which resulted to a better collection and payment patterns during the year.
- c. Due from affiliates represents the interest-free advances made by the Company to Elizalde Holdings Corporation, Cebu Broadcasting Company, Philippine Broadcasting Company and Pacific Broadcasting System, Inc., all of which are affiliated companies (please see note 16 of audited consolidated financial statements). The balance as of December 31, 2021 increased by P96.3 million.
- d. Materials and supplies decreased to P1.9 million in 2021 from P4.2 million in 2020.
- e. Financial assets at fair value through other comprehensive income increased by 17.9% due to increase in fair value.
- f. Intangible assets arise from the Company's acquisition of DWRK which became effective on October 4, 2008. The decrease of P8.9 million represents amortization costs during the year.
- g. Advances to suppliers increased by P7.8 million mainly due to increase in down payments to service providers.
- h. Retirement benefit asset decreased by P2.4 million. Please refer to Note 22 of the audited consolidated financial statements.
- i. Deferred tax assets decreased by P3.0 million from P20.1 million in 2020 to P17.1 million in 2021. Please refer to Note 23 of the 2021 audited consolidated financial statements.
- j. Other noncurrent assets increased by P3.1 million. Please refer to Note 25 of the audited consolidated financial statements.
- k. Accounts payable and accrued expenses decreased by 6.3% due to the effort to accelerate payment to suppliers during the year.
- l. Contract liabilities increased by P27.9 million which represents increased advanced payments from the advertisers.
- m. Long-term debt decreased by 19.2% which represents the scheduled amortization of the principal amount of the maturing bank notes payable.
- n. Lease liabilities decreased by P7.8 million. Please refer to Note 24 of the audited consolidated financial statements for the roll forward analysis of lease liabilities.

- o. Income tax payable decreased by P19.7 million. Please see Note 23 of the 2021 audited consolidated financial statements.
- p. Dividends payable increased by P14.3 million due to declaration of dividends in 2021.
- q. Retained earnings increased by P24.9 million. Please see Note 18 of the 2021 audited consolidated financial statements.

4. Plan of Operation

The Company has earmarked P75.0 million for capital expenditure this year. This will be funded by cash flows from operating activities and the proceeds on insurance claims.

The pace of change in the business arena today can be challenging especially in the digital/social network arena for this will definitely have an impact on our listenership ratings. To respond to the challenge of staying on the top, the company has started to build the backbone to harness the potential of its digital resources. We have revitalized the websites of our Manila stations Love Radio, Yes-FM, Easy Rock and DZRH. Social networking content provided by our leading DJs include Facebook, Twitter, and Instagram. Our capability to do video content continues to be developed to cater to the digital media requirements of our clients and their advertising agencies. As we move on to a more digital landscape in the Philippines in the near future, partnerships with leading advertising agencies are envisioned. This will ensure that our content as a publisher shall be optimized to its maximum through their advanced digital programmatic buying platforms.

While the technology, the production process, and the medium used to access content evolve, MBC's core competency to create quality content that touches and empowers its listeners and viewers will remain constant.

5. Other Disclosure matters

- a. There are no seasonal aspects that had a material effect on the financial condition or results of operations.
- b. There are no unusual items affecting assets, liabilities, equity, net income, or cash flows.
- c. There are no changes in estimates of amounts reported in prior interim periods of the current financial year or in estimates of amounts reported in prior financial years.
- d. There are no material events subsequent to the end of the accounting period that have not been reflected in the financial statements for the period.
- e. There are no changes in the composition of the issuer during the accounting period, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations.
- f. There are no changes in contingent liabilities or contingent assets since the last annual balance sheet date.
- g. There are no material contingencies and any events or transactions that are material to the understanding of the current interim period.
- h. There are no known trends, demands, commitments, events, or uncertainties that will have a material impact on the Company's liquidity.
- i. There are no known trends, events or uncertainties that had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.

- j. There are no seasonal aspects that had a material effect on the financial condition or results of operations.
- k. There are no known events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
- l. 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.
- m. There is no business of geographical segments for which information is not reported to the Board of Directors (BOD) and Chief Executive Officer.
- n. There were no changes in accounting policies adopted for segment reporting that have a material effect on segment information.

6. Other Disclosure Requirements Per Annex 68.1 M paragraph 7e of Rule 68.1

- a. The amounts receivable of more than P100,000.00 from Directors, Officers, Employees, Related Parties, and Principal Stockholders. (Luis Jose Barrios – P499,061, Elisa Baltazar – P301,090, Christian dela Cruz – P222,640, Joshua Malabanan – P163,032, and Fe Banta – P118,856)
- b. The Elizalde Holdings Corporation outstanding balance as of December 31, 2021 is P323.0 million. Please see Note 16 of the audited consolidated financial statements.
- c. Intangible Assets-Other Assets – Please refer to Note 13 of the audited consolidated financial statements.
- d. Long-term Debt – Please refer to Note 14 of the audited consolidated financial statements.
- e. Indebtedness to Related Parties – Not applicable
- f. Guarantees of Securities of Other Issuers – Not applicable.
- g. Capital Stock – there were no significant changes since the date of the last balance sheet filed.

TITLE OF ISSUE	COMMON SHARES
Number of shares authorized	1,000,000,000 shares
Number of shares issued and outstanding	402,803,777 shares
Number of shares reserved for options, warrants, conversion, and other rights	NIL
Number of shares held by related parties	361,469,767 shares
Number of shares held by directors, officers, and employees	38,482 shares
Others	41,174,741 shares

G. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS AND FINANCIAL DISCLOSURE

None.

H. INDEPENDENT PUBLIC ACCOUNTANT AND AUDIT RELATED FEES

Independent Public Accountants

The Company's external auditor is Sycip, Gorres, Velayo, & Co.. In compliance with SEC

Memorandum Circular No. 8 series of 2003, changes were made in the assignment of Engagement Partners within the group at least every seven (7) years.

Audit Related Fees

The following table sets out the aggregate fees billed for each of the last calendar years for professional services rendered by Sycip, Gorres, Velayo & Co., CPA's:

Audit and Audit-Related Fees	2022	2021	2020
Regular Audit	P1,369,583	P1,164,253	P1,092,680
Review of Proposed Increase in ACS	-	-	-
Long Form Audit	-	-	-
Review of Forecast	-	-	-
All Other Fees	-	2,000	655,608
Total Audit and Audit Related Fees	P1,369,583	P1,166,253	P1,748,288

I. KEY FINANCIAL INDICATORS

	2022	2021
1. Return on Sales		
Net Income	101,561,434	82,194,995
Divide by: Sales	1,218,032,361	992,872,599
RETURN ON SALES	8.34%	8.28%
2. Earnings Per Share (EPS)		
Net Income	101,561,434	82,194,995
Divide by: No. of Shares Outstanding	402,682,990	402,682,990
EPS	0.25	0.20
3. Current Ratio		
Current Assets	823,817,739	1,073,914,728
Divide by: Current Liabilities	869,973,763	822,595,028
CURRENT RATIO	0.95	1.31
4. Debt-Equity Ratio		
Total Liabilities	1,132,816,835	1,232,589,168
Divide by: Stockholders' Equity	1,543,810,217	1,673,411,898
DEBT-EQUITY RATIO	0.73	0.74
5. Book Value Per Share		
Total Stockholders' Equity	1,543,810,217	1,673,411,898
Divide by: No. of Shares Outstanding	402,682,990	402,682,990
BOOK VALUE PER SHARE	3.83	4.16

Discussion on Key Performance Indicators (2022 & 2021)

- a. Return on sales increased from 8.28% to 8.34% primarily due to the increase in revenues and the reported net income.
- b. The EPS increased from P0.20 to P0.25 due to the increase in net income with the total number

outstanding shares remaining constant.

- c. Current ratio decreased from 1.31 to 0.95.
- d. The debt-equity ratio decreased to 0.73:1 from 0.74:1 in 2021 due to decrease in liabilities.
- e. The book value per share decreased to 3.83 from 4.16 mainly due to the decrease in equity during the year as a result of the impact of the adoption of PFRS 9 with the number of outstanding shares remaining constant. This increase in book value per share is a positive indication since this amount exceeds by 2.83 the par value per share of P1.00.

	2021	2020
1. Return on Sales		
Net Income	82,194,995	93,924,701
Divide by: Sales	992,872,599	889,268,782
RETURN ON SALES	8.28%	10.56%
2. Earnings Per Share (EPS)		
Net Income	82,194,995	93,924,701
Divide by: No. of Shares Outstanding	402,682,990	402,682,990
EPS	0.20	0.23
3. Current Ratio		
Current Assets	1,073,914,728	1,189,578,973
Divide by: Current Liabilities	822,595,028	900,404,830
CURRENT RATIO	1.31	1.32
4. Debt-Equity Ratio		
Total Liabilities	1,232,589,168	1,292,333,536
Divide by: Stockholders' Equity	1,673,411,898	1,639,342,079
DEBT-EQUITY RATIO	0.74	0.79
5. Book Value Per Share		
Total Stockholders' Equity	1,673,411,898	1,639,342,079
Divide by: No. of Shares Outstanding	402,682,990	402,682,990
BOOK VALUE PER SHARE	4.16	4.07

Discussion on Key Performance Indicators (2021 & 2020)

- f. Return on sales decreased from 10.56% to 8.28% primarily due to higher rate of increase in operating expenses versus the rate of increase in revenues.
- g. The EPS decrease from P0.23 to P0.20 due to decrease in net income with the total number outstanding shares remaining constant.
- h. Current ratio decreased from 1.32 to 1.31. At this current level, the Company will be capable of meeting its maturing obligation on time.

- i. The debt-equity ratio decreased to 0.74:1 from 0.79:1 in 2020 due to decrease in liabilities.
- j. The book value per share increased to 4.16 from 4.07 mainly due to the increase in equity during the year as a result of the impact of the adoption of PFRS 9 with the number of outstanding shares remaining constant. This increase in book value per share is a positive indication since this amount exceeds by 3.16 the par value per share of P1.00.

PART III - CONTROL AND COMPENSATION INFORMATION

J. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

1. Directors (All Filipino Citizens)

NAME	AGE AS OF DECEMBER 31, 2022	TERM
Federico J. Elizalde	82	1985 up to the present
Ruperto S. Nicdao, Jr.	67	1988 up to the present
Eduardo G. Cordova	74	1988 up to the present
Julio Manuel P. Macuja	59	1999 up to the present
George T. Goduco*	57	2003 up to the present
Rudolph Steve E. Jularbal	67	2011 up to the present
Juan Manuel Elizalde	53	1995 up to the present
Robert Pua	57	2016 up to the present
Marvel K. Tan*	78	2016 up to the present

**Independent Directors*

Business Experience for the last Five (5) years

Federico J. Elizalde has been serving as Director/Chairman of the Company since 1985. He is also currently serving as Chairman/President of Philippine International Corporation (Philcite), Star Parks Corporation (Star City), Elizalde Holdings Corporation (EHC) and Northern Capiz Agro-Industrial Development Corporation (Norcaic). He has also served as past Chairman/President of Asean Section, Asean-U.S. Business Council, Philippine Chamber of Commerce & Industry, Confederation of Asian Chambers of Commerce and Industry, etc. In 2005, he was appointed as member of the Boracay Eminent Persons Group. He graduated Magna Cum Laude from Harvard University with a degree of Bachelor of Arts Major in Social Relations.

Ruperto S. Nicdao, Jr. is the current President of the Company. He has been serving as Director of the Company since 1988. He is also serving as Director of Philcite, Star City, EHC and Cultural Center of the Philippines. He is the Chairman of KBP and a member of the Financial Executives Institute of the Philippines, Philippine Chamber of Commerce and Industry and the Makati Business Club. He obtained his Master's in Business Administration from Asian Institute of Management and his AB- Honors (Major in Math), Magna Cum Laude, from De La Salle College.

Eduardo G. Cordova has been a Director of the company since 1988 and is currently the SVP-CFO of the Company and EHC. He is also Chairman/President of our affiliate Philippine Broadcasting Corporation (PBC). He is a member of the Philippine Institute of Certified Public Accountants (PICPA). He is a Certified Public Accountant and obtained his Master's in Business

Administration, with honors, from University of St. La Salle and his bachelor's degree in business administration from University of the East.

Julio Manuel P. Macuja is EVP-Treasurer of the Company which he joined in 1999. He is the Chief Information Officer registered with the Philippine Stock Exchange. He is also a Director of EHC and Star City. He was formerly part of the Treasury Group of the Bank of the Philippine Islands. Prior to this he was Acting Director of the Ateneo Center for Social Policy and Public Affairs and part time faculty member of the Economics Department, Ateneo de Manila University, where he finished his Bachelor of Arts Degree in Economics (Honors) in 1985. He completed his post-graduate studies as a scholar of the British Council at the Victoria University of Manchester in 1989, obtaining a degree of Master of Arts in Economic and Social Studies (Major in Development Studies).

Juan Manuel Elizalde is currently the SVP-Operations and has been connected with the Company since 1994 in various capacities. He holds an AB Mass Communication degree from Menlo College, Menlo Park, California, U.S.A.

Rudolph Steve E. Jularbal is currently the Corporate Secretary. He is also the VP of the Legal and Regulatory Compliance Group and concurrently the Station Manager of the company's AM flagship station, DZRH-Manila. He first joined the company in 1986. He resigned in 1999, did a short stint as VP-Legal of Nextel Communications, Phil. from 1999 to 2001 before he went into private practice and was a retained external counsel of the company up to 2011. He was re-engaged on a full-time basis in 2011. Atty. Jularbal obtained his bachelor's degree in Law from the University of the Philippines, Diliman, QC in 1979 and was admitted to the Bar the following year. He also holds degrees in Management and Marketing obtained from Saint Louis University in Baguio City.

George T. Goduco is an independent director. At present, he is the President of Healthlab Inc., a full-service diagnostics laboratory and medical examination facility. He was EVP/COO of Star Parks Corporation in 2000-2002. He also served as Vice-President and Treasurer of the FJE Group of Companies in 1997-2000 and its Director for Corporate Planning in 1995 – 1997. He also served as Account Officer in Solidbank and Boston Bank from 1988-1991. He holds an MBA from the University of Bridgeport, Connecticut and a Bachelor of Science in Economics from the University of the Philippines.

Marvel K. Tan is an independent director. He is currently the Internal Auditor of the Kapisanan ng mga Brodkaster ng Pilipinas (KBP) and Financial Consultant of Ads Standard Council, Inc. (ASC). He worked with the Elizalde Group of Companies in various capacities from 1974 to 2002. His last position with the Elizalde Group was Vice President- Finance of Manila Broadcasting Company (MBC) and its subsidiaries in 1984-1994; 1996-2002. In 2003-2005, he was the Chief Finance Officer of ABS-CBN Foundation, Inc. (AFI). He is a Certified Public Accountant and obtained his Bachelor in Business Administration (BBA) degree, cum laude, from Silliman University in Dumaguete City, Negros Oriental in 1964; enrolled in the Management Development Program (MDP) of Asian Institute of Management, Makati City, in 1978 and the Corporate Financial Management Program of the University of Michigan administered in Hongkong in 1993.

Robert Pua is currently the VP-Controller as well as the Compliance Officer of the Company. He has been connected with the company since 1990 in various capacities. He is the President of our affiliate Pacific Broadcasting System, Inc. and a Director of Cebu Broadcasting Company and Philippine Broadcasting Company. He is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants. He obtained his Bachelor's Degree in Business Administration, Major in Accounting, from the University of the East, Manila and Master's Degree in Business Administration from De la Salle University, Manila.

Directorship in other companies

DIRECTOR'S NAME	CORPORATE NAME OF THE GROUP COMPANY	TYPE OF DIRECTORSHIP
FEDERICO J. ELIZALDE	Elizalde Land, Inc.	Executive (Chairman)
	Star Parks Corporation	Executive (Chairman)
	Philippine International Corporation	Executive (Chairman)
	Elizalde Holdings Corporation	Executive (Chairman)
	Sunshine Inns, Inc.	Executive (Chairman)
RUPERTO S. NICDAO, JR.	Cebu Broadcasting Company	Executive
	Elizalde Land, Inc.	Executive
	Sunshine Inns, Inc.	Executive
	Philippine International Corporation	Executive
	Elizalde Holdings Corporation	Executive
EDUARDO G. CORDOVA	Elizalde Holdings Corporation	Executive (Chairman)
	Philippine Broadcasting Corporation	Executive
	Cebu Broadcasting Company	Executive
	Pacific Broadcasting System, Inc.	Executive
	Elizalde Land, Inc.	Executive
	Sunshine Inns, Inc.	Executive
	Star Parks Corporation	Executive
	Philippine International Corporation	Executive
JULIO MANUEL P. MACUJA	Pacific Broadcasting System, Inc.	Executive (Chairman)
	Elizalde Holdings Corporation	Executive
	Philippine Broadcasting Corporation	Executive
	Elizalde Land, Inc.	Executive
	Star Parks Corporation	Executive
	Sunshine Inns, Inc.	Executive
	Philippine International Corporation	Executive
JUAN MANUEL ELIZALDE	Cebu Broadcasting Company	Executive (Chairman)
	Philippine Broadcasting Corporation	Executive
	Sunshine Inns, Inc.	Executive
	Elizalde Holdings Corporation	Executive
	Star Parks Corporation	Executive
	Philippine International Corporation	Executive
RUDOLPH STEVE E. JULARBAL	Pacific Broadcasting System, Inc.	Executive (Chairman)
	Philippine Broadcasting Corporation	Executive
	Elizalde Land, Inc.	Executive
	Sunshine Inns, Inc.	Executive
	Elizalde Holdings Corporation	Executive
	Star Parks Corporation	Executive
	Philippine International Corporation	Executive
ROBERT PUA	Pacific Broadcasting System, Inc.	Executive
	Cebu Broadcasting Company	Executive
	Philippine Broadcasting Corporation	Executive

Board meetings attendance

Board	Name	Date of election	No. of meetings held during the year	No. of meetings attended	%
Chairman	Federico J. Elizalde	Oct. 6, 2022	12	11	92%
Member	Ruperto S. Nicdao, Jr.	Oct. 6, 2022	12	12	100%
Member	Eduardo G. Cordova	Oct. 6, 2022	12	12	100%
Member	Julio Manuel P. Macuja	Oct. 6, 2022	12	12	100%
Member	Juan Manuel Elizalde	Oct. 6, 2022	12	12	100%
Member	Robert Pua	Oct. 6, 2022	12	12	100%
Member	Rudolph Steve E. Jularbal	Oct. 6, 2022	12	12	100%
Independent	Marvel K. Tan	Oct. 6, 2022	12	12	100%
Independent	George T. Goduco	Oct. 6, 2022	12	12	100%

K. EXECUTIVE COMPENSATION

The aggregate compensation of the executives and directors of the issuer/Registrant is P20,540,535 (estimated) in 2023, P20,518,313 in 2022, P20,147,726 in 2021, and P14,308,494 in 2020.

The key management compensation is as follows:

NAME	YEAR	SALARY	BONUS	OTHERS	TOTAL
CEO and Top Four (4) highly compensated directors and officer	2023 (est.)	P17,357,964	P2,734,796	P381,110	P20,473,869
	2022	17,357,964	2,734,796	358,888	20,451,647
	2021	13,966,278	5,655,116	360,666	19,982,060
	2020	12,993,215	992,768	218,045	14,204,028
All other officers and directors	2023 (est.)	-	-	P66,666	P66,666
	2022	-	-	66,666	66,666
	2021	-	-	165,666	165,666
	2020	-	-	104,466	104,466
TOTAL	2023 (est.)	P17,357,964	P2,734,796	P447,776	P20,540,535
	2022	17,357,963	2,734,796	425,554	20,518,313
	2021	13,966,278	5,655,116	526,332	20,147,726
	2020	12,993,215	992,768	322,511	14,308,494

CEO and Top Four (4) highly compensated directors and officer:

1. Federico J. Elizalde – Chairman / CEO
2. Elpidio M. Macalma – VP-DZRH
3. Rudolph Steve E. Jularbal – VP-Legal & Corporate Secretary
4. Ruperto S. Nicdao, Jr. – President*
5. Eduardo G. Cordova – SVP-CFO*

Other directors and officers:

1. Julio Manuel P. Macuja – EVP-Treasurer*
2. Juan Manuel Elizalde – SVP-Operations*
3. Robert Pua – VP-Controller and Compliance Officer*
4. Irving A. Lisondra – VP-Creative Services*

5. Carlea C. Miranda – VP-Treasury*
6. Ellen C. Fullido – VP-HRAS*
7. Jonathan E. Decena – VP-Radyo Natin*
8. Wilfredo H. Espinosa – VP-FM Programming*
9. Jose Ma. T. Parroco – AVP-Sales*
10. Johnny Faith F. Quiling – AVP-FM Operations*
11. Albert M. Songco – AVP-Central Engineering*

**Note: These officers are receiving compensation from MBC RESOURCES, INC., RADYO NATIN, and MBC MARKETING SERVICES, INC., affiliated companies of Manila Broadcasting Company.*

L. EMPLOYMENT CONTRACT WITH AN EXECUTIVE OFFICER

There is no employment contract executed by the company and the above-named executive officers. Neither is there any other arrangement or compensatory plan made between the Company and the named executive officers.

M. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Owners of at least 5% of the Company's securities as of December 31, 2022 were as follows:

Title of Class	Name and Address of Record/Beneficial Owner and Relationship with Issuer	Amount and Nature of Ownership (R or B)	Citizenship	Percent
Common	Elizalde Holdings Corporation*, 2nd Floor, MBC Bldg., CCP Complex, Roxas Boulevard., Pasay City, M.M. (major stockholder)	139,558,774 R/B	Filipino	34.65%
Common	Elizalde Land, Inc.*, 2nd Floor, MBC Bldg., CCP Complex, Roxas Boulevard., Pasay City, M.M. (major stockholder)	87,000,000 R/B	Filipino	21.60%
Common	Romulo Mabanta Buenaventura Sayoc & delos Angeles Law Offices**, 30 th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City, M.M. (Trust Fund for the Elizalde Children)	69,910,993 R	Filipino	17.36%
Common	Cebu Broadcasting Company*, 2nd Floor, MBC Bldg., CCP Complex, Roxas Boulevard., Pasay City, M.M. (Affiliate Broadcast Company)	50,000,000 R/B	Filipino	12.41%
Common	AQG Corporation, 2291 Chino Roces Avenue, Makati City	33,000,000 R/B	Filipino	8.19%

*Elizalde Holdings Corporation is owned by various trust funds that have executed voting trusts in favor of the Chairman, Federico J. Elizalde. Elizalde Land, Inc. and Cebu Broadcasting Company are 100% owned subsidiaries of Elizalde Holdings Corporation. Mr. Eduardo G. Cordova and Mr. Robert Pua are the persons designated to exercise voting power over the shares of ELI and CBC respectively in the registrant.

**The Romulo Mabanta, et al. Trust Fund is represented by its designated representative in the person of Atty. Reynaldo G. Geronimo.

N. SECURITY OWNERSHIP OF MANAGEMENT AS OF DECEMBER 31, 2022

<u>DIRECTORS</u>		<u>% to total I/O Shares</u>	Number of Shares		
			<u>A</u>	<u>B</u>	<u>Total</u>
FEDERICO J. ELIZALDE	Direct	0.0000%			94
RUPERTO S. NICDAO, JR.	Direct	0.0014%			5,530
JULIO MANUEL P. MACUJA	Direct	0.0000%			36
EDUARDO G. CORDOVA	Direct	0.0032%			12,779
JUAN M. ELIZALDE	Direct	0.0002%			1,000
ROBERT PUA	Direct	0.0002%			1,000
GEORGE T. GODUCO	Direct	0.0002%			1,000
MARVEL K. TAN	Direct	0.0000%			36
RUDOLPH STEVE E. JULARBAL	Direct	0.0027%			10,807
Subtotal		0.0080%	-	-	32,282
<u>OFFICERS</u>					
ALBERT M. SONGCO	Direct	0.0002%			1,000
JONATHAN E. DECENA	Direct	0.0002%			1,000
IRVING A. LISONDRA	Direct	0.0002%			1,000
CARLEA C. MIRANDA	Direct	0.0002%			1,000
JOSE MA T. PARROCO	Direct	0.0003%			1,200
ELPIDIO M. MACALMA					

	Direct	0.0002%		1,000
Subtotal		0.0015%	-	6,200
TOTAL		0.0095%		38,482

o. CHANGES IN CONTROL

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

p. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Family Relationships

- Mr. Juan Manuel Elizalde, SVP-Operations and Director, is the son of the Chairman/Director, Mr. Federico J. Elizalde.
- Mr. Julio Manuel P. Macuja, EVP-Treasurer & Director, is the brother-in-law of the Chairman/Director, Mr. Federico J. Elizalde.

Other than the above, there are no other family relationships known to the registrant.

Involvement of Directors and Officers in Certain Legal Proceedings

None of the directors and officers was involved in the past five (5) years in any bankruptcy proceeding. Neither have they been convicted by final judgment in any criminal proceeding, or been subject to any order, judgment, or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business nor found in action by any court or administrative bodies to have violated any law. The Company has no pending material legal proceedings for and against it.

Significant Employee

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

Other Related Party Transactions

Refer to Note 16 of 2022 audited consolidated financial statements.

PART IV – CORPORATE GOVERNANCE

Manila Broadcasting Company's Corporate Governance program, including structures, policies, and processes for 2022 are detailed in the Company's Integrated Annual Corporate Governance Report (I- ACGR) which will be filed with the Philippine Stock Exchange and Securities and Exchange Commission on or before May 30, 2023 pursuant to SEC Memorandum Circular No. 15, Series of 2017 and will also be posted on the Company's official website.

PART V – EXHIBITS AND SCHEDULES

Exhibits and Reports on SEC Form 17-A

1. The audited financial statements as of and for the year ended 31 December 2022 are hereto attached and incorporated by reference.
2. Independent Auditors' Report on Supplementary Schedules.
3. Supplementary Schedule of Retained Earnings Available for Dividend Declaration.
4. Statement of Management Responsibility for the Financial Statements.
5. Map of the relationships of the companies within the group.
6. Schedule of Effective Standards and Interpretation as at December 31, 2022
7. Summarized track record of registration of securities.
8. Voting Trust Agreement – Please see attached letter dated May 18, 2004 that formed part of the amendment of SEC form 17-A filed with SEC on May 25, 2004.
9. Other Disclosure Requirements Per Annex 68E
10. Sustainability Report for the year ended 31 December 2022.

The following are the tabular schedules as part of disclosure requirements per Annex 68E:

Schedule A	Financial Assets
Schedule B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and principal Stockholders
Schedule C	Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements
Schedule D	Intangible Assets
Schedule E	Long-Term Debt
Schedule F	Indebtedness to Related parties (Long-Term Loans from Related Companies)
Schedule G	Guarantees of Securities of Other Issuers
Schedule H	Capital Stock
Schedule I	Key Financial Indicators

Reports on SEC Form 17-Q & 17-C

The last quarterly report for Form 17-Q was for the quarter ending September 30, 2022. The last SEC Form 17-C dated December 28, 2022 was the declaration of cash dividends for the year 2022.

MANILA BROADCASTING COMPANY

Summarized Track Record of Registration of Securities

TITLE OF ISSUE	NUMBER OF SHARES REGISTERED	PAR VALUE	ISSUE/OFFER PRICE	YEAR APPROVED
Common Stock	1,473,711	P1.00	P1.05	1970
	2,029,851	1.00	1.04	1978
	2,232,494	1.00	1.04	1979
	2,452,735	1.00	1.03	1980
	2,575,837	1.00	1.03	1981
	3,803,777	1.00	1.02	1985
	252,683,164	1.00	1.00	1997
	252,682,990	1.00	1.00	1998
	402,682,990	1.00	1.00	2001

As of December 31, 2022, the Company's total number of stockholders is 604.



MANILA BROADCASTING COMPANY

18 May 2004

SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills, Mandaluyong City, M.M.

Attention: **MIS. JUSTINA F. CALLANGAN**
Director

Gentlemen:


In connection with your letter requiring us to submit the Voting Trust Agreement, we regret to inform you that we cannot do so as the portion that refers to such arrangement is part of the trust document the contents of which are confidential in nature. However, we would like to quote the portion of the trust agreement that is relevant to your query, to wit

—

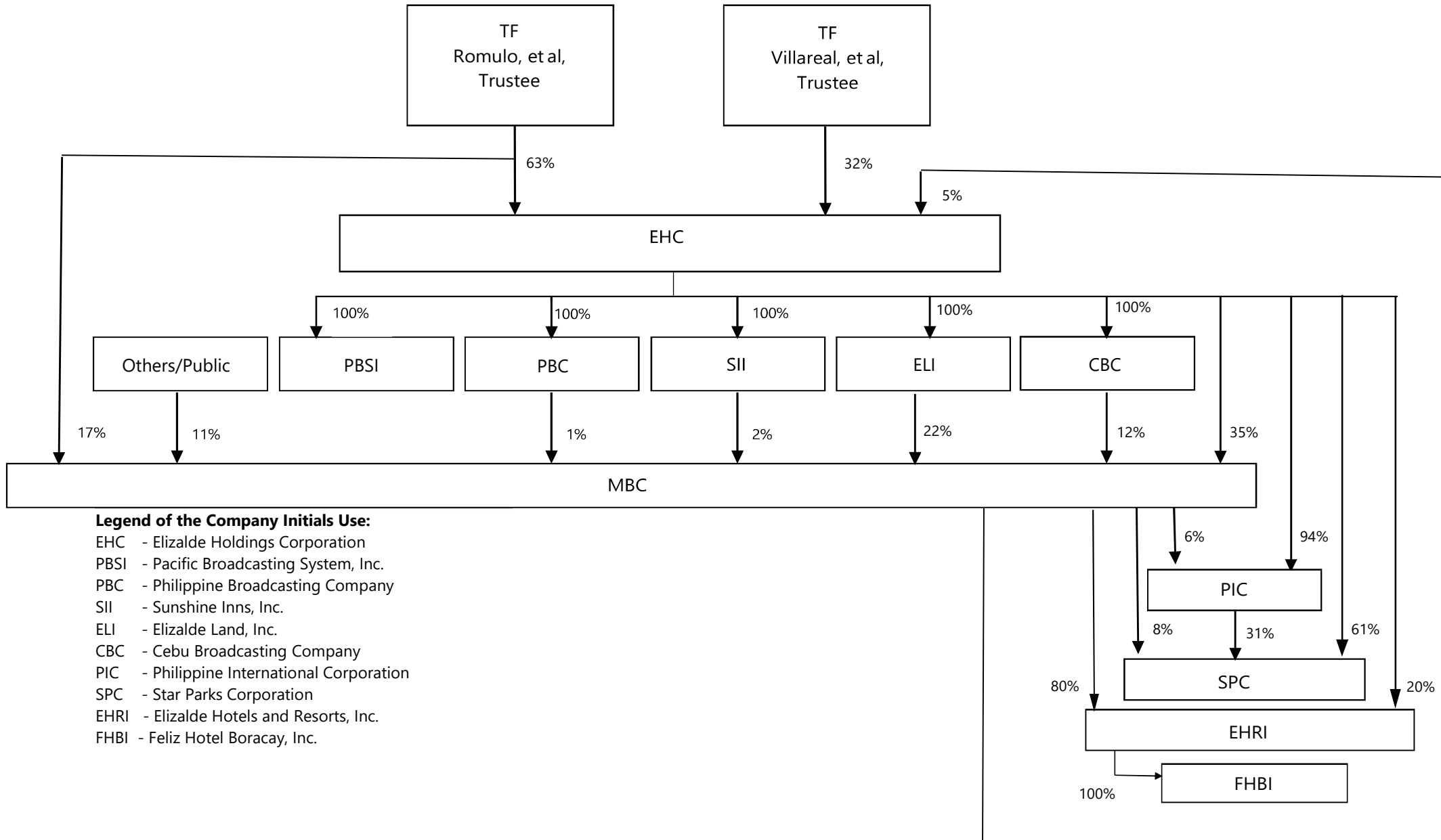
(j) xxx; provided, however, that the TRUSTEE is hereby directed to constitute in favor of the BENEFICIARY's father, FRED J. ELIZALDE, a voting trust for all the shares of stock that the TRUST ESTATE may own in corporation belonging to the Fred J. Elizalde Group of Companies or its successors-in-interests."

We trust that you shall find the foregoing sufficient to comply with your requirements.

Very truly yours,


RUPERTO S. NICDAO, JR.
President

**MANILA BROADCASTING COMPANY
MAP OF THE RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP**



MANILA BROADCASTING COMPANY AND SUBSIDIARIES

Schedule A. Financial Assets

For the Year Ended December 31, 2022

NAME OF ISSUING COMPANY AND ASSOCIATION	NUMBER OF UNITS OR SHARES OR PRINCIPAL AMOUNT OF BONDS AND NOTES	AMOUNT SHOWN IN THE STATEMENTS OF FINANCIAL POSITION	VALUE BASED ON MARKET QUOTATIONS AT REPORTING DATE	INCOME RECEIVED AND ACCRUED
Cash in Banks*	P62,708,795	P62,708,795	-	-
Time Deposits				
Metropolitan Bank & Trust Company	85,135,847	85,135,847	Not applicable	-
Receivables:				
Trade	316,487,434	316,487,434	-	-
Advances to Stations	79,158,761	79,158,761	-	-
Others	2,689,027	2,689,027	-	-
Due from Affiliates	166,936,573	166,936,573	-	-
Financial Assets at FVOCI:				
Quoted	250,000	250,000	250,000	-
Unquoted	141,343,656	141,343,656	Not applicable	-
		P854,710,093		

**Amount is exclusive of cash on hand amounting to P9,987,331 as at December 31, 2022*

MANILA BROADCASTING COMPANY AND SUBSIDIARIES

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)

For the Year Ended December 31, 2022

NAME AND DESIGNATION OF DEBTOR	BEGINNING BALANCE	ADDITIONS	DEDUCTIONS		CURRENT	NON-CURRENT	ENDING BALANCE
			AMOUNT COLLECTED	AMOUNT WRITTEN OFF			
EMPLOYEES:							
Barrios	P499,061	P485	P30,805	-	P468,741	-	P468,741
Dela Cruz	222,640	30,136	83,400	-	169,376	-	169,376
Banta	118,856	-	-	-	118,856	-	118,856
Malabanan	163,032	10,666	61,145	-	112,553	-	112,553
OTHER EMPLOYEES	731,769	2,449,879	2,018,467	-	1,163,181	-	1,163,181
	P1,735,358	P2,491,166	P2,193,817	-	P2,032,706	-	P2,032,706

MANILA BROADCASTING COMPANY AND SUBSIDIARIES

**Schedule C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
For the Year Ended December 31, 2022**

NAME AND DESIGNATION OF DEBTOR	BEGINNING BALANCE	ADDITIONS	DEDUCTIONS		CURRENT	NON- CURRENT	ENDING BALANCE
			AMOUNT COLLECTED	AMOUNT WRITTEN OFF			
<i>NOT APPLICABLE</i>							

MANILA BROADCASTING COMPANY AND SUBSIDIARIES

Schedule D. Intangible Assets

For the Year Ended December 31, 2022

DESCRIPTION	BEGINNING BALANCE	ADDITIONS TO COST	DEDUCTIONS		OTHER CHANGES ADDITIONS (DEDUCTIONS)	ENDING BALANCE
			CHARGED TO COST AND EXPENSES	CHARGED TO OTHER ACCOUNTS		
Intangible Asset – Goodwill	38,016,206	-	-	-	-	38,016,206
	P38,016,206	-	-	-	-	P38,016,206

MANILA BROADCASTING COMPANY AND SUBSIDIARIES**Schedule E. Long-Term Debt****For the Year Ended December 31, 2022**

TITLE OF ISSUE AND TYPE OF OBLIGATION	AMOUNT AUTHORIZED BY INDENTURE	AMOUNT SHOWN AS CURRENT	AMOUNT SHOWN AS LONG-TERM	REMARKS
MANILA BROADCASTING COMPANY - Seven-year term loan facility with Bank of the Philippines Islands (BPI) to be used in the construction and operation of Elizalde Hotels and Resorts Inc. in Boracay Island, Aklan.	P350,000,000	P136,452,118	P74,764,110	-
	P350,000,000	P136,452,118	P74,764,110	-

MANILA BROADCASTING COMPANY

**Schedule F. Indebtedness to Related Parties (Long-Term Loans from Related Companies)
For the Year Ended December 31, 2022**

NAME OF RELATED PARTY	BEGINNING BALANCE	BALANCE AT THE END OF PERIOD
<i>NOT APPLICABLE</i>		

MANILA BROADCASTING COMPANY

**Schedule G. Guarantees of Securities of Other Issuers
For the Year Ended December 31, 2022**

NAME OF ISSUING ENTITY OF SECURITIES GUARANTEED BY THE COMPANY FOR WHICH THIS STATEMENT IS FILED	TITLE OF ISSUE OF EACH CLASS OF SECURITIES GUARANTEED	TOTAL AMOUNT GUARANTEED AND OUTSTANDING	AMOUNT OWNED BY PERSON FOR WHICH STATEMENT IS FILED	NATURE OF GUARANTEE
<i>NOT APPLICABLE</i>				

MANILA BROADCASTING COMPANY**Schedule H. Capital Stock****For the Year Ended December 31, 2022**

TITLE OF ISSUE	NUMBER OF SHARES AUTHORIZED	NUMBER OF SHARES ISSUED AND OUTSTANDING	NUMBER OF SHARES RESERVED FOR OPTIONS, WARRANTS, CONVERSIONS AND OTHER RIGHTS	AFFILIATES	NUMBER OF SHARES HELD BY DIRECTORS, OFFICERS AND EMPLOYEES	OTHERS
Common Shares	1,000,000,000	402,803,777	-	361,469,767	38,482	41,174,741

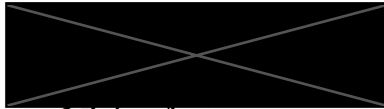
MANILA BROADCASTING COMPANY**Schedule I. Financial Indicators****For the Year Ended December 31, 2022**

	2022	2021
1. Return on Sales		
Net Income	101,561,434	82,194,995
Divide by: Sales	1,218,032,361	992,872,599
RETURN ON SALES	8.34%	8.28%
2. Earnings Per Share (EPS)		
Net Income	101,561,434	82,194,995
Divide by: No. of Shares Outstanding	402,682,990	402,682,990
EPS	0.25	0.20
3. Current Ratio		
Current Assets	823,817,739	1,073,914,728
Divide by: Current Liabilities	869,973,763	822,595,028
CURRENT RATIO	0.95	1.31
4. Debt-Equity Ratio		
Total Liabilities	1,132,816,835	1,232,589,168
Divide by: Stockholders' Equity	1,543,810,217	1,673,411,898
DEBT-EQUITY RATIO	0.73	0.74
5. Book Value Per Share		
Total Stockholders' Equity	1,543,810,217	1,673,411,898
Divide by: No. of Shares Outstanding	402,682,990	402,682,990
BOOK VALUE PER SHARE	3.83	4.16

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 177 of the Revised Corporation Code of the Philippines, this Annual Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City _____ on _____.

By:



FEDERICO J. ELIZALDE
Principal Executive Officer



RUPERTO S. NICDAO, JR.
Principal Operating Officer



EDUARDO G. CORDOVA
Principal Financial Officer



JULIO MANUEL P. MACUJA
EVP - Treasury



MARVEL K. TAN
Audit Committee Chairman










RUDOLPH STEVE E. JULARBAL
VP - Legal and Corporate Secretary



ROBERT PUA
VP - Controller and Compliance Officer

SUBSCRIBED AND SWORN to before me this 02 MAY 2023 **CITY OF MANILA**, affiants exhibiting to me their Community Tax Certificates and ID as follows:

NAMES	CTC / ID	DATE OF ISSUE	PLACE OF ISSUE
FEDERICO J. ELIZALDE		January 12, 2023	Pasay City
RUPERTO S. NICDAO, JR.		January 12, 2023	Pasay City
EDUARDO G. CORDOVA		January 12, 2023	Pasay City
JULIO MANUEL P. MACUJA		January 10, 2023	Quezon City
MARVEL K. TAN		June 9, 2014	Quezon City
ROBERT PUA		January 26, 2023	Pasay City
RUDOLPH STEVE E. JULARBAL		January 9, 2023	Pasay City

Doc No. _____
Page No. _____
Book No. _____
Series of 2023.

ATTY. HENRY D. ADASA
NOTARY PUBLIC CITY OF MANILA

APPOINTMENT 2023 MANILA

IBP NO. 7/01/03/2023

PTR N.I. 01/05/2023

ROLL NO. _____, TIRING NO. _____

CANCEL

2023