

COVER SHEET

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S.E.C. Registration Number										

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

(Registrant's Full Name)

[illegible]

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

**ATTY. JHOANNA JASMINE
M. JAVIER-ELACIO**

Contact Person

8884-9200

Registrant Telephone
Number

1	2	3	1
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Month Day
Calendar Year

20-IS
Definitive
Information Statement
(for Stockholder Written Assent
for Listing of up to 17 Million
Series 4 Preferred Shares and all the other
Remaining Shares under
Self Registration)

FORM TYPE

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Month Day
Annual Meeting

*Certificates of Permit to Offer Securities for Sale dated
1994, 1995, 1996, 2010, 2014, 2016, 2018, 2019, 2021 and 2023
Secondary License Type, If Applicable*

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Dept. Requiring this
Doc.

Amended Articles	Number/Section
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143,806
(common
stockholders
as of
June 30, 2024)

Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

LCU

Cashier

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
☐ Preliminary Information Statement
☒ Definitive Information Statement
2. Name of Registrant as specified in its charter:
PETRON CORPORATION
3. **Philippines**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **31171**
5. BIR Tax Identification Code **000-168-801**
6. **SMC Head Office Complex, 40 San Miguel Avenue, Mandaluyong City** **1550**
Address of principal office Postal Code
7. **(632)8884-9200**
Registrant's telephone number, including area code
8. Date, time and place of the meeting of security holders
Not applicable
9. Approximate date on which the Information Statement is first to be sent or given to security holders
July 29, 2024
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	9,375,104,497 shares
Series 3A Preferred Shares	13,403,000 shares
Series 3B Preferred Shares	6,597,000 shares
Series 4A Preferred Shares	5,000,000 shares
Series 4B Preferred Shares	2,995,000 shares
Series 4C Preferred Shares	6,005,000 shares
Total Debt (consolidated as of March 31, 2024)	Php238,534 million

Series D Bonds due 2025
Series E Bonds due 2025
Series F Bonds due 2027

Php 6.8 billion
Php 9.0 billion
Php 9.0 billion

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

Yes x No

Philippine Stock Exchange

Common Shares
Series 3A Preferred Shares
Series 3B Preferred Shares
Series 4A Preferred Shares
Series 4B Preferred Shares
Series 4C Preferred Shares

Philippine Dealing & Exchange Corp.

Series D Bonds due 2025
Series E Bonds due 2025
Series F Bonds due 2027

PART I

INFORMATION STATEMENT

GENERAL INFORMATION

For the purpose of approving the listing of (i) up to 17,000,000 additional Series 4 Preferred Shares (comprised of up to 13 million shares as base offer, with an oversubscription option of up to 4 million shares, and consisting of Series 4D preferred shares and Series 4E preferred shares) to be taken down as the second tranche from the shelf registration rendered effective by the Securities and Exchange Commission under MSR Order No. 33, Series of 2023 (the “**2023 Shelf Registration**”) and (ii) all the remaining Series 4 Preferred Shares to be issued in one or more future tranches under the 2023 Shelf Registration (totaling a maximum of 19,000,000 if all the 17,000,000 additional Series 4 Preferred Shares under item (i) above are issued) (the preferred shares under (i) and (ii) above, collectively, the “**Series 4 Preferred Shares**”) to be offered and issued by Petron Corporation (the “**Company**”) to the public under such features provided under the Articles of Incorporation of the Company and as may be determined by Management, the written assent of stockholders holding common shares of the Company shall be solicited pursuant to the listing requirements of the Philippine Stock Exchange, Inc. (“**PSE**”).

The stockholders are requested to signify their vote on the proposed amendment by filling up and returning the attached written assent form by mail, facsimile, or email to:

PETRON CORPORATION

Attention: **The Corporate Secretary**
c/o SMC Stock Transfer Service Corporation
SMC Head Office Complex,
40 San Miguel Avenue,
Mandaluyong City 1500
Fax No: (632)8.632.3535
Email address: smc_stsc@sanmiguel.com.ph

This Information Statement shall be sent to security holders as of the record date of July 10, 2024 as soon as practicable after the approval hereof by the Securities and Exchange Commission, with an approximate date of July 29, 2024.

The Company is not soliciting proxies.

Dissenters' Right of Appraisal

Under Section 80 of the Revised Corporation Code, the following are the instances when a stockholder may exercise his/her appraisal right:

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 of the Company;
3. In case of merger or consolidation; and
4. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

There are no matters or proposed actions covered under this Information Statement and the attached written assent form that will give rise to a possible exercise by shareholders of their appraisal rights as provided in the Revised Corporation Code and summarized above.

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

No officer or director or any of his/her associates has any substantial interest, direct or indirect, in the matter to be acted upon.

No director has informed the Company in writing that he/she intends to oppose any action to be taken by the Company pursuant to the solicitation of the written assent of stockholders.

Voting Securities and Principal Holders Thereof

As of the date of this report, the total number of outstanding shares of the Company is comprised of (i) 9,375,104,497 common shares, (ii) 13,403,000 Series 3A preferred shares, (iii) 6,597,000 Series 3B preferred shares, (iv) 5,000,000 Series 4A preferred shares, (v) 2,995,000 Series 4B preferred shares, and (vi) 6,005,000 Series 4C preferred shares (the each with a par value of Php1.00. The common shares of the Company are voting shares while preferred shares are generally non-voting, except in cases provided by law.

- (a) Number of common shares outstanding as of the date of this report:

Common: 9,375,104,497

- (b) Record Date: July 10, 2024

For purposes of the written assent under this Information Statement, each common share of stock of the Company is entitled to one vote.

Holders of preferred shares are not entitled to vote in connection with the matter to be acted upon under this Information Statement.

Equity Ownership of Foreign and Local Shareholders

Foreign and local security ownership of voting common shares as of June 30, 2024:

Class	Foreign		Filipino		Total Outstanding Shares
	Shares	Percent of Class/Total Outstanding Shares	Shares	Percent of Class/Total Outstanding Shares	
Common	190,420,162	2.03%	9,184,684,335	97.97%	9,375,104,497

Security Ownership of Certain Beneficial Owners and Management

Security ownership of certain record and beneficial owners of more than five percent (5%) of the Company's voting securities as of June 30, 2024:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares held	Percentage of Ownership
Common Shares	SEA Refinery Corporation ("SRC") 19/F Liberty Center Dela Costa St., Salcedo Village, Makati City Major Stockholder	SEA Refinery Corporation	Filipino	4,696,885,564	50.10%
Common Shares	PCD Nominee Corporation (Filipino) 37 th Floor Tower 1 The Enterprise Center 6766 Ayala Avenue corner Paso de Roxas, Makati City Major Stockholder	PCD Nominee Corporation	Filipino	1,878,340,832 ¹	20.04%
Common Shares	San Miguel Corporation ("SMC") SMC Head Office Complex 40 San Miguel Avenue, Mandaluyong City Major Stockholder	San Miguel Corporation	Filipino	1,702,870,560	18.16%

Other than the abovementioned, the Company has no knowledge of any person who, as of June 30, 2024, was directly or indirectly the beneficial owner of, or who has voting power or investment power (pursuant to a voting trust or other similar agreement) with respect to, shares comprising more than five percent (5%) of the Company's outstanding common shares of stock.

¹ The Company has no beneficial owner under the PCD Nominee Corporation that owns more than five percent (5%) shareholdings.

Security ownership of directors and key executive officers as of the date of this report is as follows:

Directors

Title of Class	Name of Record Owner	Citizenship	Amount and Nature of Beneficial Ownership	Direct (D) or Indirect (I)	Percentage of Ownership
Directors					
Common	Ramon S. Ang	Filipino	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Lubin B. Nepomuceno	Filipino	5,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Estelito P. Mendoza	Filipino	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Jose P. De Jesus	Filipino	500	D	0.00%
			225,000	I	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Ron W. Haddock	American	1	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Mirzan Mahathir	Malaysian	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Aurora T. Calderon	Filipino	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Francis H. Jardeleza	Filipino	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.

Common	Virgilio S. Jacinto	Filipino	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Nelly Favis-Villafuerte	Filipino	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Horacio C. Ramos	Filipino	500	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	John Paul L. Ang	Filipino	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Artemio V. Panganiban	Filipino	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Margarito B. Teves	Filipino	500	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Ricardo C. Marquez	Filipino	1,000	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.

Officers

Executive Officers					
Common	Ramon S. Ang (same as above)	Filipino	-	-	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Lubin B. Nepomuceno (same as above)	Filipino	-	-	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Emmanuel E. Eraña	Filipino	-	-	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Freddie P. Yumang	Filipino	352,600	I	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			3,000	I	0.00%
Series 4C Preferred			-	-	N.A.
Common	Albertito S. Sarte	Filipino	765,500	I	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			5,000	I	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Maria Rowena O. Cortez	Filipino	8,580	D	0.00%
Series 3A Preferred			500	I	0.00%
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			2,000	I	0.00%
Common	Jaime O. Lu	Filipino	14,200	I	N.A.
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			2,000	I	0.00%
Common	Ma. Rosario Vergel de Dios	Filipino	-	-	N.A.
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Magnolia Cecilia D. Uy	Filipino	-	-	N.A.
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.

Common	Myrna C. Geronimo	Filipino	-	-	N.A.
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			3,000	I	0.00%
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			3,000	I	0.00%
Common	Allister J. Go	Filipino	11,030	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			300	I	0.00%
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Reynaldo V. Velasco, Jr.	Filipino	5,200	D	0.00%
Series 3A Preferred			17,100	I	0.00%
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Virgilio V. Centeno	Filipino	13,200	D	0.00%
Series 3A Preferred			1,532	I	0.00%
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			300	I	0.00%
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Mark Tristan D. Caparas	Filipino	2,000	I	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			1,000	I	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Jonathan F. Del Rosario	Filipino	-	-	N.A.
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Lemuel C. Cuezon	Filipino	42,939	D	0.00%
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Jacqueline L. Ang	Filipino	-	-	N.A.
Series 3A Preferred			-	-	N.A.
Series 3B Preferred			24,000	I	0.00%
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			-	-	N.A.
Series 4C Preferred			-	-	N.A.
Common	Jhoanna Jasmine M. Javier-Elacio	Filipino	-	-	N.A.
Series 3A Preferred			200	I	0.00%
Series 3B Preferred			-	-	N.A.
Series 4A Preferred			-	-	N.A.
Series 4B Preferred			500	-	0.00%
Series 4C Preferred			500	-	0.00%

Directors and Executive Officers as a Group	Common	2,266,982		0.00%
	Series 3A Preferred	1,200		0.00%
	Series 3B Preferred	44,300		0.00%
	Series 4A Preferred	1,000		0.00%
	Series 4B Preferred	3,500		0.00%
	Series 4C Preferred	7,500		0.00%

Except as indicated in the above table, the above-named directors and key executive officers have no indirect beneficial ownership in the Company.

Except as aforementioned, no other key executive officers of the Company hold, directly or indirectly, shares in the Company.

Voting Trust Holders of Five Percent (5%) or More

The Company is not aware of any person holding more than five percent (5%) of a class of shares under a voting trust or similar agreement.

Changes in Control

The Company is not aware of any arrangements, which may result in a change in control of the Company. No change in control of the Company has occurred since the beginning of its last fiscal year.

Directors and Executive Officers

No action or matter with respect to the election of directors or executive officers of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Independent Public Accountants

No action or matter with respect to the independent public accountants of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Compensation Plan

No action or matter with respect to compensation plan of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Issuance and Exchange of Securities

On June 26, 2024, the Board of Directors of the Company approved the public offer and issuance and listing with the PSE of additional Series 4 preferred shares of up to 17,000,000 representing the second tranche to be taken down from the 2023 Shelf Registration, under the features provided under the Articles of Incorporation of the Company and such terms as may be determined by Management.

The details of the offer and issuance of these Series 4 Preferred Shares shall be determined by Management of the Company. Specific terms were disclosed to the public upon the submission of the amended registration statement and the listing application for such preferred shares on June 28, 2024.

Among the features, rights, and privileges of the Series 4 Preferred Shares described above are the following:

- The offer price of the Series 4 Preferred Shares shall be ₱1,000.00 per preferred share;
- Cumulative in payment of current dividends as well as any unpaid back dividends;
- Non-convertible into common shares;
- Preference over holders of common stock in the distribution of corporate assets in the event of dissolution and liquidation of the Company and in the payment of dividends at the rate as Management may determine and described below;
- Subordinated to the existing US\$550 million senior perpetual capital securities of the Company and US\$230 million redeemable perpetual securities as long as such senior securities remain outstanding, and any senior securities that may be issued by the Company and, in respect of future tranches, any senior securities outstanding at the time of the issuance of the remaining Series 4 Preferred Shares;
- Non-participating in any other or further dividends beyond the dividends specifically payable on the Series 4 Preferred Shares;
- Non-voting except in those cases specifically provided by law;
- No pre-emptive rights to any subsequent issue or re-issue of the Company's shares (including, without limitation, treasury shares); and
- Redeemable at the option of the Company under certain terms and conditions as specified in the registration statement.

Shareholders of the Series 4 Preferred Shares will not have identical rights and privileges with holders of the existing common shares and existing preferred shares of the Company.

The Company is not legally required, has not established, and currently has no plans to establish, a sinking fund for the redemption of the Series 4 Preferred Shares.

The rate of the dividends will be determined by the Company on a date close to the public offer of the Series 4 Preferred Shares. As and if dividends are declared by the Board of Directors of the Company, dividends on the preferred shares shall be at a fixed rate per annum calculated on a 30/360-day basis and will be paid quarterly in arrears, subject to terms and conditions as specified in the registration statement.

For further reference, a copy of the Preliminary Offer Supplement dated June 28, 2024 for the Series 4 Preferred Shares in the aggregate of up to 17,000,000 shares (comprised of up to 13 million shares as base offer, with an oversubscription option of up to 4 million shares, and consisting of Series 4D preferred shares and Series 4E preferred shares) representing the second tranche to be taken down from the 2023 Shelf Registration which was submitted to the SEC and the PSE in relation to the Company's applications for the permit to sell and the listing of these Series 4 Preferred Shares, respectively, may be obtained at <https://www.petron.com>.

The relevant offer supplement/s for the remaining preferred shares (totaling a maximum of 19,000,000 preferred shares if all the afore-mentioned 17,000,000 additional Series 4 Preferred Shares are issued) that may be issued in one or more future tranches shall likewise be made available by the Company in the company website as soon as the Company makes the appropriate disclosures to the SEC and the PSE.

In compliance with the listing requirements of the PSE, the approval of the stockholders holding common shares of the Company is sought for the purpose of listing with the PSE of up to 17,000,000 additional Series 4 Preferred Shares (comprised of up to 13 million shares as base offer, with an oversubscription option of up to 4 million shares, and consisting of Series 4D preferred shares and Series 4E preferred shares) to be taken down as the second tranche from the Shelf Registration. In addition, to facilitate the listing in the PSE of the remaining preferred shares under the 2023 Shelf Registration (totaling a maximum of 19,000,000 preferred shares if all the afore-mentioned 17,000,000 additional Series 4 Preferred Shares are issued), the approval of the stockholders holding common shares of the Company is likewise being sought for the purpose of listing of the such remaining Series 4 Preferred Shares in the PSE.

Modification or Exchange of Securities

No action or matter with respect to modification or exchange of securities of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Financial and Other Information

A copy of the audited financial statements of the Company as of December 31, 2023 and the Quarterly Report of the Company for the period ended March 31, 2024 submitted to the SEC are incorporated herein by reference.

Mergers, Consolidations, Acquisitions and Similar Matters

No action or matter with respect to mergers, consolidations, acquisitions and similar matters will be taken pursuant to the solicitation of the written assent of stockholders.

Acquisition or Disposition of Property

No action or matter with respect to acquisition or disposition of property of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Restatement of Accounts

No action or matter with respect to restatement of accounts of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

OTHER MATTERS

No action or matter with respect to any other matter will be taken pursuant to the solicitation of the written assent of stockholders.

Voting Procedures

Manner of voting

The written assent of the shareholders holding a majority of the common shares of the Company shall be required for the approval of the listing in the PSE of the Series 4 Preferred Shares

Common stockholders of record as of July 10, 2024 shall be entitled to one vote for each share of stock recorded in their names in the books of the Company.

Voting shall be made through written assent, as evidenced by the written assent form attached to this Information Statement, accomplished in all parts and duly received by mail, facsimile, or email at the address below:

PETRON CORPORATION

Attention: **The Corporate Secretary**
c/o SMC Stock Transfer Service Corporation
SMC Head Office Complex,
40 San Miguel Avenue,
Mandaluyong City 1550
Fax No: (632)8.632.3535
Email address: smc_stsc@sanmiguel.com.ph

The written assent form must be signed by the stockholder on record or by his/her authorized representative or proxy. If voting by proxy, a proxy form should be submitted along with the accomplished written assent form.

Shareholders are advised that as soon as the affirmative votes reach at least a majority of the total issued and outstanding common shares of the Company, equivalent to 4,687,552,249 common shares, the listing of the Series 4 Preferred Shares shall be considered approved by the stockholders.

Voting requirements

The approval of the listing in the PSE of the Series 4 Preferred Shares requires the written assent of stockholders representing at a majority of the total issued and outstanding common shares of the Company equivalent to 4,687,552,249 common shares.

Method of counting votes

The Corporate Secretary, with the assistance of SMC Stock Transfer Service Corporation, the stock transfer agent of the Company, will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders. The votes shall be counted based on the filled-up written assent form attached to this Information Statement and received from stockholders of the Company. **As soon as the affirmative votes reach at least a majority of the total issued and outstanding common shares of the Company, equivalent to 4,687,552,249 common shares, the listing of the Series 4 Preferred Shares shall be considered approved by the stockholders.**

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


**PETRON CORPORATION
Office of the General Counsel
and Corporate Secretary
7th Floor SMC Head Office Complex,
40 San Miguel Avenue,
1550 Mandaluyong City, Philippines**

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Mandaluyong City on July 18, 2024.

PETRON CORPORATION

By:



JHOANNA JASMINE M. JAVIER-ELACIO
Vice President – General Counsel
and Corporate Secretary



WRITTEN ASSENT FORM

In accordance with the requirements of the Philippine Stock Exchange ("PSE"), and in connection with the listing with the PSE of (i) up to 17,000,000 Series 4 Preferred Shares (comprised of up to 13 million shares as base offer, with an oversubscription option of up to 4 million shares, and consisting of Series 4D preferred shares and Series 4E preferred shares) as the second tranche to be taken down from the shelf registration rendered effective by the Securities and Exchange Commission under MSD Order No. 33, Series of 2023 (the "2023 Shelf Registration") and (ii) all the remaining Series 4 Preferred Shares in one or more future tranches under the 2023 Shelf Registration of PETRON CORPORATION (totaling a maximum of 19,000,000 preferred shares if all the afore-mentioned 17,000,000 additional Series 4 Preferred Shares under item (i) above are issued) (the preferred shares under (i) and (ii) above, collectively, the "Series 4 Preferred Shares"), the undersigned stockholder hereby votes as follows:

☐

IN FAVOR of the listing of the Series 4 Preferred Shares in the PSE

☐

AGAINST the listing of the Series 4 Preferred Shares in the PSE

Printed Name and Signature
of the Stockholder

Number of shares held: _____

Date: _____