

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS AMENDED

AMENDED REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **31171**
2. **PETRON CORPORATION**
Exact name of registrant as specified in its charter
3. **PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization
4. **000-168-801-000**
BIR Tax Identification Number
5. The general character of the business of the registrant is **to purchase or otherwise acquire, store, hold, transport, use, experiment with, market, distribute, exchange, sell and otherwise dispose of, import, export, handle, trade, and generally deal in, refine, treat, reduce, distill, manufacture, produce, and smelt, as applicable, any and all kinds of petroleum and petroleum products, oil, gas and other volatile substances, ozokerite, sulphur, clays, bituminous substances, carbon, carbon black, hydrocarbon substances, phosphates, nitrates, coal, ores, minerals and mineral substances, and biofuels of all grades, kinds, forms, descriptions, and combinations, and, in general, subsoil products, subsurface deposits, and biomass fuels of every nature and description and the products and by-products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances; and to purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of electric current and electric, steam, and water power of every kind and description, and to sell, supply or otherwise dispose of light, heat and power of every kind and description.**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **SMC Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, 1550 (632) 8884-9200**
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **N/A**
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day): **December 31**

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Series 4 Preferred Shares	<u>Shelf Registration</u> 50,000,000 Series 4 Preferred Shares	PhP1,000.00	Php50,000,000,000.00	SEC Registration Fee Php13,062,500.00

			Legal Research Fee Php130,625.00
Initial Tranche 30,000,000 Series 4 Preferred Shares	PhP1,000.00	Php30,000,000,000.00	SEC Registration Fee Php8,062,500.00
<i>Note:</i> a. A total of 14,000,000 Series 4 Preferred Shares were issued under the Initial Tranche b. The remaining 16,000,000 Series 4 Preferred Shares that were not issued were returned to the shelf registration			Legal Research Fee Php80,625.00
Second Tranche 17,000,000 Series 4 Preferred Shares Base Offer of 13,000,000 With an oversubscription option of 4,000,000	PhP1,000.00	Php17,000,000,000.00	SEC Registration Fee Php250,000.00 Legal Research Fee Php2,500.00
<i>Note: Any portion of the oversubscription option that will not be issued under the Second Tranche will be returned to the shelf registration</i>			<i>Note: Fees for 16,000,000 Series 4 Preferred Shares were paid under the initial tranche</i>
Shares Remaining Under Shelf Registration: 19,000,000 Series 4 Preferred Shares			
TOTAL REGISTRATION FEES (INITIAL TRANCHE AND SECOND TRANCHE)			Php8,395,625.00
AMOUNT TO BE PAID FOR SECOND TRANCHE			Php252,500.00

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million

More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

In the case of warrants which have no issue value, the filing fee shall be P50,000.

A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN OFFER SUPPLEMENT

Item 1. Front of the Registration Statement and Outside Front Cover Page of Offer Supplement.

Please refer to the front page of the Offer Supplement.

Item 2. Inside Front Cover and First Two or More Pages of Offer Supplement.

Please refer to the inside front cover page and the succeeding pages of the Offer Supplement.

Item 3. Risk Factors and Other Information.

Please refer to the section "Risk Factors" starting on page 49 of the Offer Supplement.

Item 4. Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page 70 of the Offer Supplement.

Item 5. Determination of Offering Price.

Please refer to the section "Determination of Offer Price" on page 46 of the Prospectus dated June 13, 2023.

Item 6. Dilution.

Not applicable.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Please refer to the section "Plan of Distribution" starting on page 76 of the Offer Supplement.

Item 9. Description of Securities to Be Registered.

Please refer to the section "Description of the Shares" on page 39 of the Offer Supplement.

Item 10. Interests of Named Experts and Independent Counsel.

Please refer to the section "Interest of Named Experts and Counsel" on page 210 of the Offer Supplement.

Item 11. Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a) On Description of Business, please refer to the section “The Company” starting on page 83 of the Offer Supplement;
- (b) On Description of Property, please refer to the section “Description of Property” starting on page 118 of the Offer Supplement;
- (c) On Legal Proceedings, please refer to the section “Legal Proceedings” starting on page 161 of the Offer Supplement;
- (d) On Management’s Discussion and Analysis or Plan of Operation, please refer to the section “Management Discussion and Analysis of Results of Operations and Financial Condition” starting on page 175 of the Offer Supplement;
- (e) On Changes in and Disagreements with Accountants on Accounting and Financial Disclosure, this is not applicable;
- (f) On Directors, Executive Officers, Promoters and Control Persons, please refer to the section “Management” starting on page 125 of the Offer Supplement;
- (g) On Executive Compensation, please refer to the section “Compensation of Directors and Executive Officers” starting on page 125 of the Offer Supplement;
- (h) On Security Ownership of Certain Record and Beneficial Owners and Management, please refer to the section “Security Ownership of Directors and Officers” starting on page 144 of the Offer Supplement;
- (i) On Certain Relationships and Related Transactions, please refer to the section “Certain Relationships and Related Party Transactions” starting on page 158 of the Offer Supplement.

Item 12. Financial Information.

Please refer to the “Selected Financial Information and Other Data” section on page 163 of the Offer Supplement and “Management’s Discussion and Analysis of Results of Operations and Financial Condition” section on page 175 of the Offer Supplement, and their reference to the audited consolidated financial statements for the years ended 31 December 2023, 2022 and 2021.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT
BUT NOT REQUIRED IN OFFER SUPPLEMENT**

Item 13. Other Expenses of Issuance and Distribution.

Please refer to the section Use of Proceeds starting on page 70 of the Offer Supplement.

Item 14. Exhibits.

Incorporated herein by reference are additional exhibits required by Part VI of “Annex C, as amended”, as follows.

Exhibit Number	Description
Exhibit 1	Offer Supplement
Exhibit 2	Audited Financial Statements for the last 3 years, with Supplementary Schedules, and Conglomerate Map

Exhibit 3	Draft Underwriting Agreement
Exhibit 4	Certification from Underwriters participating under a firm commitment arrangement re: Due Diligence and Conflict of Interest
Exhibit 5	Mandate Letter of Joint Lead Underwriters
Exhibit 6	List of all parents, subsidiaries, affiliates included in the conglomerate map
Exhibit 7	Notarized Curriculum Vitae and Photographs of Officers and Members of the BOD
Exhibit 8	Authorization re: Registrant's Bank Accounts
Exhibit 9	Copy of the Board Resolution approving the securities offering and authorizing the filing of the registration statement
Exhibit 10	Authorization letter from the registrant designating a representative(s) through whom all dealings with the Commission regarding the application is coursed
Exhibit 11	Certifications and/or Pre-evaluation Form from the SEC Operating Departments
Exhibit 12	Certification on material legal proceedings filed by and against the issuer, its subsidiaries and affiliates
Exhibit 13	Certification on awareness of parties
Exhibit 14	Certification on government permits/licenses
Exhibit 15	Certification on non-delinquency or disobedience
Exhibit 16	Certification that all corporate actions and approvals necessary for the Offer are secured and completed
Exhibit 17	Certificate of no material change
Exhibit 18	PSE Listing Application
Exhibit 19	SEC Form 12-1 Submission Checklist


Item 15.

Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.


[SIGNATURE PAGE FOLLOWS]

SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of **MANDALUYONG CITY** on JUN 28 2024, 2024.



RAMON S. ANG
 President and
 Chief Executive Officer


LUBIN B. NEPOMUCENO
 General Manager


EMMANUELE. ERAÑA
 Senior Vice President and
 Chief Finance Officer


ALBERTITO S. SARTE
 Deputy Chief Finance Officer
 and Treasurer


MYRNA C. GERONIMO
 Vice President and Controller


JHOANNA JASMINE M. JAVIER-ELACIO
 Vice President, General Counsel,
 Corporate Secretary and Compliance Officer

SUBSCRIBED AND SWORN to before me this JUN 28 2024 day of _____ 2024 affiants exhibiting to me their government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Ramon S. Ang		
Lubin B. Nepomuceno		
Emmanuel E. Eraña		
Albertito S. Sarte		
Myrna C. Geronimo		
Jhoanna Jasmine M. Javier-Elacio		

Notary Public

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 Series of 2024.



DENISE S. DY-FLORES
 Notary Public for Mandaluyong City
 40 San Miguel Avenue, 1550 Mandaluyong City
 Appointment No. 0674-23
 Until December 31, 2024
 Attorney's Roll No. 57316
 PTR No. 5420855 / 01-03-2024 / Mandaluyong City
 IBP Lifetime Member No. 10411 / Quezon City
 MCLE Exemption No. VII-CL005102 / 02-03-2023