SEC MEMORANDUM CIRCULAR NO. 9
Series of 2026

TO: **ALL CONCERNED**

SUBJECT: **2026 FILING OF ANNUAL FINANCIAL STATEMENTS AND GENERAL INFORMATION SHEET**

WHEREAS, Section 177 of Republic Act (RA) No. 11232, otherwise known as the "Revised Corporation Code of the Philippines" (RCC) requires every corporation, domestic or foreign, doing business in the Philippines to submit to the Securities and Exchange Commission (SEC or Commission) reportorial requirements, such as Annual Financial Statements (AFS) and General Information Sheet (GIS), annually and within such period, as may be prescribed by the Commission;

WHEREAS, Section 7 of RA No. 11032, otherwise known as the "Ease of Doing Business and Efficient Government Service Delivery Act of 2018", provides that all government agencies, including local government units (LGUs), shall adopt a zero-contact policy;

WHEREAS, Section 17 of RA No. 11032 requires government agencies to automate business-related transactions by developing the necessary software and technology-neutral platforms;

WHEREAS, Section 180 of the RCC mandates the Commission to develop and implement an electronic filing and monitoring system, and promulgate rules to facilitate and expedite, among others, corporate name reservation and registration, incorporation, submission of reports, notices, and documents required under the RCC;

WHEREAS, SEC Memorandum Circular (MC) No. 3, series of 2021, mandates the use of the online submission tool in the filing of reports with the Commission;

WHEREAS, a well-organized filing schedule of reportorial requirements ensures a systematic, efficient, and timely submission and processing of such reports;

NOW, THEREFORE, the Commission, hereby issues and prescribes the following guidelines on the filing of AFS and GIS for 2026:

Section 1. Deadline of Submission. All corporations, including branch offices, representative offices, regional headquarters and regional operating headquarters of foreign corporations, whose fiscal years end on 31 December, shall file their AFS through the SEC Electronic Filing and Submission Tool (eFAST). The deadline for filing of the AFS shall be on **29 May 2026.**

All corporations under the jurisdiction of the SEC Extension Offices shall be governed by the same schedule in 2026.

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Section 2. Corporations with Different Filing Schedule. The filing schedule prescribed in Section 1 hereof shall not apply to the following corporations:

(a) Those whose fiscal years end on a date other than 31 December. These entities shall file their AFS within 120 calendar days from the end of their respective fiscal years;

However, for brokers and dealers whose fiscal years end on 31 December, SEC Form 52-AR shall be filed with the Commission on 30 April 2026. Brokers and dealers whose fiscal years end on a date other than 31 December shall file SEC Form 52-AR 110 calendar days after the close of their respective fiscal years;[1]

(b) Those whose securities are listed on the Philippine Stock Exchange (PSE), those whose securities are registered but not listed on the PSE, those considered as public companies, and other entities covered under Section 17.2 of the Securities Regulation Code (SRC) shall file their AFS within 105 calendar days after the end of fiscal year, as attachment to their Annual Reports (SEC Form 17-A), in accordance with the Implementing Rules and Regulations of the SRC (SRC-IRR). Non-listed registered issuers of securities which filed SEC Form 17-EX (Notification of Suspension of Duty to File reports under Section 17 of the SRC) for 2026 shall observe the AFS filing period as prescribed in Section 1 or Section 2(a) of this Memorandum Circular, as applicable; and

(c) Those whose AFS are being audited by the Commission on Audit (COA), provided that the following documents are attached to their AFS:

(c.1) An affidavit signed by the President and Treasurer (or Chief Finance Officer, where applicable) attesting to the fact that the company timely provided the COA with the financial statements and supporting documents, and that the audit of the COA has just been concluded; and

(c.2) A letter from the COA confirming the information provided in the above affidavit.

Section 3. Late Filings. Late filings or submissions after **29 May 2026** shall be subject to the applicable penalties.

Section 4. Requirements in the Submission of AFS. The submission of AFS shall be accompanied by the following requirements:

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1. The AFS to be submitted, other than the consolidated financial statements, shall be stamped "received" by the Bureau of Internal Revenue (BIR). For companies, which filed their AFS through the BIR e-AFS system, they shall attach the system-generated Transaction Reference Number/Confirmation Receipt which contains a PDF document issued by the eafs@bir.gov.ph confirming successful upload and contains the Company Name, TIN, Taxable Year, and file names submitted;

2. The AFS shall include the basic components prescribed under Revised SRC Rule 68. Failure to comply with any of the formal requirements under said Rule, including any material deficiency or misstatement that may be found upon evaluation of the specific contents thereof, shall be considered a sufficient ground for the imposition of penalties by the Commission. The acceptance and receipt by the Commission of the financial statements shall be without prejudice to such penalties;

[1] Rule 52.1.5.2. of the SRC-IRR

3. The following shall submit annual audited financial statements (AAFS), as provided under the general financial reporting requirements stated in Revised SRC Rule 68, which was approved by the Commission *En Banc* on 19 August 2019, and SEC MC No. 4, series of 2026:

   (a) Stock corporations with total assets or total liabilities of more than Three Million Pesos (P3,000,000.00), as prescribed under the RCC and any of its subsequent revisions or such amount as may be subsequently prescribed;

   (b) Non-stock corporations with total assets or total liabilities of more than Three Million Pesos (P3,000,000.00), as prescribed under the RCC and any of its subsequent revisions or such amount as may be subsequently prescribed;

   (c) Branch offices/representative offices of stock foreign corporations with assigned capital in the equivalent amount of One Million Pesos (P1,000,000.00) or more;

   (d) Branch offices/representative offices of non-stock foreign corporation with total assets in the equivalent amount of One Million Pesos (P1,000,000.00) or more; and

   (e) Regional operating headquarters of foreign corporations with total revenues in the equivalent amount of One Million Pesos (P1,000,000.00) or more.

   Financial statements of branch offices of foreign corporations licensed to do business in the Philippines by the Commission shall comply with the requirements of this Rule, unless otherwise determined by the Commission;

4. Corporations which do not meet the thresholds stated in Item 3 herein may submit their AFS, accompanied by a Statement of Management's Responsibility (SMR),[2] signed under oath as follows:

   (a) For stock and non-stock corporations: by the Chairman of the Board, President or Chief Executive Officer, and Treasurer or Chief Financial Officer, all duly authorized by the Board of Directors;

   (b) For One Person Corporations (OPCs): by the President and Treasurer.

In the absence of the authorized signatories, the Board of Directors may expressly delegate such authority to a specific officer or director vested with equivalent authority.

Section 5. Filing of General Information Sheet (GIS). All corporations shall file with the Commission, through eFAST, their GIS within thirty (30) calendar days from:

(a) For Stock Corporations - the date of actual annual stockholders' meeting;
(b) For Non-stock Corporations - the date of actual annual members' meeting;
(c) For Foreign Corporations - the anniversary date of the issuance of their respective SEC licenses.

[2] The SMR templates are set forth in the attached Annexes: ***Annex "A.1"*** for stock and non-stock corporations, and ***Annex "A.2"*** for one person corporations.

Section 6. Submission of SEC Form for Appointment of Officers (For One Person Corporations Only). The OPC-Appointment of Officers (OPC-AO) Form prescribed by the Commission shall be submitted within fifteen (15) days from the date of issuance of the OPC's Certificate of Incorporation or within five (5) days from when the change was reflected (SEC MC No. 7, series of 2019).

Section 7. Submission of Annual Reports in eFAST. All corporations, both stock and non-stock, are required to file their annual reportorial requirements through eFAST, at https://efast.sec.gov.ph/ following the deadline specified in Section 1, in the case of AFS submissions. All filers of GIS and AFS, regardless of the number of reports to be filed with the Commission, shall be accommodated through eFAST.

Other reports not yet accepted through eFAST shall be submitted through the iMessage Online Ticketing System at imessage.sec.gov.ph. Submission of reports through email, mail, courier and/or over the counter shall no longer be accepted.

Inquiries and concerns in the enrollment and submission of annual reports in eFAST shall be accommodated through the iMessage Online Ticketing System at imessage.sec.gov.ph and telephone numbers provided in the SEC Contact Center posted at https://www.sec.gov.ph/contact-us/ .

Section 8. Acceptance of the Report. The Commission shall accept all reports filed through eFAST regardless of their form and contents. The responsibility for ensuring the accuracy and completeness of the reports lies with the filers or the authorized signatories.

Reports may be reverted for any of the following reasons:

(a) Poor image quality (*e.g.,* blurred and unreadable);

(b) Wrong page orientation;

(c) Wrong Company Profile;

(d) Wrong period covered and submission type; or

(e) Any submission found to contain erroneous or incorrect report filed.

AFS submitted via eFAST are automatically received and issued a QR Code, subject to post review.

Section 9. eFAST Operating Hours. The eFAST shall be open twenty-four (24) hours. However, all review, acceptance and reversion shall be done only from Mondays to Fridays. Submissions made on a Saturday, Sunday, holiday or during work suspension shall be considered filed on the next working day.

Non-listed registered issuers and non-listed public companies that timely filed their SEC Form 17-L (Notification of Inability to File All or Any Portion of SEC Form 17-A or 17-Q) to extend the submission of their SEC Form 17-A (Annual Report) or SEC Form 17-Q (Quarterly Report), pursuant to Rule 17.1.1.6.2.2 of the SRC-IRR, shall strictly observe the respective 15- and 5-calendar day extension period for the said reports, such that if the last day of the said extension period falls on a Saturday, Sunday, holiday or during work suspension, the Annual or Quarterly Report shall be filed no later than the last working day within the respective 15- and 5-calendar day extension period.

Section 10. Date of Receipt of the Report. The reckoning date for the receipt of reports is the date they are initially submitted through eFAST, if the filed report is compliant with the requirements stated above.

A report, which is reverted, is considered not filed or not received. A notification will be sent to the filer, stating the reason for the rejection of the report based on the reasons stated in Section 8 of these Circular.

All reportorial requirements submitted shall be subject to review by the Commission, and if warranted, appropriate penalties may be imposed for violation of existing laws, rules and regulations.

Section 11. Requirement to Engage SEC-Accredited External Auditors. Pursuant to the requirements of the Revised SRC Rule 68, all corporations under Part 1, Section 3 (B) thereof are required to engaged SEC-accredited external auditors under the appropriate accreditation category.

Section 12. Repealing Clause. All other circulars, memoranda and implementing rules and regulations inconsistent with the foregoing provisions shall be deemed modified or amended accordingly.

Section 13. Effectivity. This Memorandum Circular shall take effect immediately after publication in two newspapers of general and national circulation.

Issued this 11 February 2026 in Makati City, Philippines.

For the Commission:

FRANCISCO ED. LIM
Chairperson

Annex A.1

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of (name of reporting company) is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the year(s) ended (date), in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors (Trustees) is responsible for overseeing the Company's financial reporting process.

The Board of Directors (Trustees) reviews and approves the financial statements including the schedules attached therein and submits the same to the stockholders or members.

Signature_____
Printed Name of the Chairman of the Board _____

Signature _____
Printed Name of President or Chief Executive Officer _____

Signature _____
Printed Name of Treasurer or Chief Financial Officer _____

Signed this ____ day of _____

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Annex A.2

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of (name of OPC) is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the year(s) ended (date), in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Single Stockholder is responsible for overseeing the Company's financial reporting process.

The Single Stockholder reviews and approves the financial statements including the schedules attached therein.

Signature _____
Printed Name of President or Chief Executive Officer _____

Signature _____
Printed Name of Treasurer or Chief Financial Officer _____

Signed this ____ day of _____

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