SEC MEMORANDUM CIRCULAR NO. 2
SERIES OF 2022

TO: **ALL CONCERNED CORPORATIONS**

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

To undertake appropriate measures to curtail and eliminate the Covid 19 (Omicron Virus) threat and to provide adequate protection to the frontline service personnel of the Securities and Exchange Commission, as well as the transacting public, and to maintain an organized and orderly filing of Audited Financial Statements (AFS) and General Information Sheet (GIS), the Commission, pursuant to its authority under the Revised Corporation Code of the Philippines (RCC) and the Securities Regulation Code (SRC), adopts the use of the Electronic Filing and Submission Tool (eFAST) to adopt the following measures in the filing of annual reports:

I. AUDITED FINANCIAL STATEMENTS OF COMPANIES WHOSE FISCAL YEAR ENDS ON DECEMBER 31, 2021:

1. All corporations, including branch offices, representative offices, regional headquarters and regional operating headquarters of foreign corporations, shall file their AFS depending on the last numerical digit of their SEC registration or license number in accordance with the following schedule through the eFAST:

July	1 – 15	:	1 and 2
July	16 – 31	:	3 and 4
August	1 – 15	:	5 and 6
August	16 – 31	:	7 and 8
September	1 – 15	:	9 and 0

All Extension Offices shall be governed also by the above coding schedule in 2022.

However, any corporation may file on or before its respective filing dates also through eFAST.

2. The above filing schedule shall not apply to the following corporations:

   (a) Those whose fiscal year ends on a date other than December 31, 2021. These entities shall file their AFS within 120 calendar days from the end of their fiscal year;

   However, for Broker Dealer whose fiscal year ends on December 31, SEC Form 52-AR shall be filed with the Commission depending on the last numerical digit of its registration number as prescribed by the Commission. Broker Dealers whose fiscal year ends on a date other than December 31 shall file SEC Form 52-AR, 110 calendar days after the close of such fiscal year.[1]

[1] Rule 52.1.5.2 of the 2015 SRC IRR

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(b) Those whose securities are listed on the Philippine Stock Exchange (PSE) and those which are covered under Section 17.2 of the SRC, except those companies which filed Notification of Suspension to file reports under Section 17 of the SRC (SEC Form 17-EX). These entities are encouraged to observe the due date of filing of their AFS (within 105 calendar days after the end of the fiscal year) as an attachment to their Annual Reports (SEC Form 17-A), in accordance with the Implementing Rules and Regulations of the SRC. However, in light of the current circumstances, subject entities are given an extension until May 15, 2022, to file their Annual Reports (SEC Form 17-A). Given this, the filing of SEC Form 17-L shall not be available anymore.

The above extension granted, however, does not preclude the Commission from obtaining updated financial information it needs from these concerned companies nor extinguish the obligation of these subject entities to file the reports, including the quarterly reports, and/or disclose material information, financial or otherwise, in accordance with the requirements of Sec. 17 and its rules and the other relevant provisions and rules of the SRC.

Notwithstanding Section I.1 herein, the Commission is not precluded from obtaining financial information from subsidiaries, intermediate parents and/or ultimate parents of these subject entities, as necessary in the interest of the public and protection of investors.

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

(i) An Affidavit signed by the President and Treasurer (or Chief Finance Officer, where applicable) attesting to the fact that the company timely provided COA with the financial statements and supporting documents and that the audit of COA has just been concluded; and
(ii) A letter from COA confirming the information provided in the above Affidavit.

3. All corporations may file their AFS regardless of the last numerical digit of their registration or license number on or before the first day, as stated in the coding schedule in paragraph 1 pertaining to said digit;

4. Late filings or filing after respective due dates shall be accepted starting September 16, 2022, and shall be subject to the prescribed penalties which shall be computed from the date of the last day of filing schedule stated in paragraph 1;

5. The AFS, other than the consolidated financial statements, shall have the stamped "received by the Bureau of Internal Revenue (BIR) or its authorized banks, unless the BIR allows an alternative proof of submission for its authorized banks (e.g. bank slips) and/or otherfacilities;

6. The basic components of the AFS as prescribed under Revised SRC Rule 68, shall be submitted by the filers. Failure to comply with any of the formal requirements under the said Rule, including the prescribed qualifications for independent auditors and/or 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 SEC. The acceptance and receipt by the Commission of the financial statements shall be without prejudice to such penalties.

7. The General Financial Reporting Requirements as stated in the Revised SRC Rule 68, which was approved by the Commission *En Banc* on August 19, 2019, states the threshold for an AFS as follows:

a) Stock corporations with total assets or total liabilities of Six Hundred Thousand Pesos (P600,000) or more as prescribed under the RCC and any of its subsequent revisions or such amounts as may be subsequently prescribed;

b) Non-stock corporations with total assets or total liabilities of Six Hundred Thousand Pesos (P600,000) or more as prescribed under the RCC and any of its subsequent revisions or such amounts 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 Million) or more;

d) Branch offices/representative offices of non-stock foreign corporations with total assets in the equivalent amount of One Million Pesos (P1 Million) or more.

e) Regional operating headquarters of foreign corporations with total revenues in the equivalent amount of One Million Pesos (P1 Million) 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 as not applicable.

8. Corporations which do not meet the threshold stated in item no. 7 herein, may submit their Annual Financial Statements accompanied by a duly notarized Treasurer's Certification only (rather than an Auditor's Report).

II. GENERAL INFORMATION SHEET (GIS)

1. All corporations shall file their GIS within 30 calendar days from:

   a. Stock Corporations – date of actual annual stockholders' meeting
   b. Non-Stock Corporations – date of actual annual members meeting
   c. Foreign Corporations – anniversary date of the issuance of the SEC License.

III. ALL REPORTS

All corporations (stock or non-stock) are required to file their annual reportorial requirements (AFS and GIS) through eFAST by applying the SEC issued number coding schedule for AFS. Other reports not available in the eFAST may be submitted by sending through email at ictdsubmission@sec.gov.ph.

All filers of GIS and AFS, regardless of the number of reports to be filed at the SEC, complying with the circularized SEC-issued number coding schedule (for AFS only), shall be accommodated through the eFAST Facility.

Submission of reports Over-the-Counter (OTC) and/or through mail/courier via SENS shall **no longer be accepted.**

All reports submitted through eFAST are scanned or digital copies of the manually signed or digitally signed reports. The responsibility to ensure the integrity and authenticity of the e- signature rests upon the signatory or authorized signatory of the filer. All electronic transactions referred to in this memorandum shall be governed by the existing and prevailing laws and regulations, as applicable.

Any problem encountered in the enrollment and submission of AFS and GIS in the eFAST (OST) shall be accommodated through the email and telephone numbers posted in the SEC Contact Center using the link https://www.sec.gov.ph/contact-us/.

All other circulars, memoranda and implementing rules and regulations that may be inconsistent with the foregoing provisions shall be deemed modified or amended accordingly.

This Memorandum Circular shall take effect immediately after its publication in two newspapers of general circulation.

Philippine International Convention Center (PICC), Manila, Philippines.

19 January 2022.

For the Commission:

EMILIO B. AQUINO
Chairman