

SEC Number 39121  
File Number \_\_\_\_\_

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**PHILWEB CORPORATION**

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(Company's Full Name)

**41st Floor, One San Miguel Avenue Condominium,  
San Miguel Avenue corner Shaw Boulevard, Ortigas Center, Pasig City**

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(Company's Address)

**(632) 8236-5577**

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(Telephone Number)

**December 31**

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(Fiscal Year Ending)  
(month & day)

**Quarterly Report Pursuant to Section 17  
of the Securities Regulation Code and SRC Rule 17  
(2) (b) Thereunder**

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Form Type

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Amendment Designation (if applicable)

September 30, 2020

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Period Ended Date

**N/A**

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(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES  
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended September 30, 2020
2. Commission identification number 39121
3. BIR Tax Identification No 000-141-527-000
4. Exact name of issuer as specified in its charter PhilWeb Corporation
5. Province, country or other jurisdiction of incorporation or organization Philippines
6. Industry Classification Code:  (SEC Use Only)
7. Address of issuer's principal office 41st Floor, One San Miguel Avenue Condominium, San Miguel Avenue corner Shaw Boulevard, Ortigas Center, Pasig City  
Postal Code 1605
8. Issuer's telephone number, including area code (632)236-5577
9. Former name, former address and former fiscal year, if changed since last report
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 (net of treasury shares of 81,380,938)
Common P1 par value	1,435,776,680*

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

Yes  No

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange / Common Stock

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 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 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

## Part I – Financial Information

### Item 1. Financial Statements See attached

The interim financial statements have been prepared in accordance with Philippine Financial Reporting Standard.

The same accounting policies and methods of computation are followed in the interim and annual financial statements.

There are no seasonal aspects that have an effect on the Company's results of operations.

There are no unusual items affecting Assets, Liabilities, Equity, Net income, or Cash Flows.

There are no changes in estimates of amounts reported in the prior financial periods.

There is no disclosure on segment information in the Company's annual financial statements.

There are no material events subsequent to the end of the interim period that have not been reflected in the financial statements.

There are no major changes in the Company, including business combination, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinued operations, other than the following:

1. On July 10, 2012, ePLDT Inc. and the Company signed the Share Purchase Agreement covering 397,892,307 shares or 26.28% of the total outstanding capital of the Company. The sale of shares priced at P10.70 will be executed in four tranches to be completed by the end of 2013. Acquisition of shares in the first tranche was consummated on July 13, 2012.

On October 19, 2012, PhilWeb Casino Corporation (PCC) a wholly owned subsidiary, on behalf of the Company, accelerated the acquisition of the second tranche of shares from ePLDT which also comprise of 93,457,944 shares of the Company at the same price of Php10.70 per share.

On October 22, 2012, the Company and PCC entered into a Placement Agreement with UBS AG and Religare Capital Markets (Hong Kong) Limited acting as placement agents for the sale of 137.5 million shares of the Company to qualified buyers at a price of P15.00 per share or a total aggregate price of P2,062.5 million.

On June 13, 2013, PCC and ePLDT transacted the third tranche of Philweb shares totaling 93,457,944 shares. The total price paid for third tranche is P1,015 million or P10.86 per share.

On December 13, 2013, PCC and ePLDT transacted the fourth and last tranche of Philweb shares totaling 117,518,475 shares. The total price paid for last tranche is P1,297 million or P11.04 per share.

2. The Company's Intellectual Property License and Management Agreement (IPLMA) with PAGCOR expired on July 11, 2016. On July 8, 2016 PAGCOR extended the contract from July 11, 2016 until August 10, 2016.
3. The IPLMA expired on August 11, 2016. On December 22, 2016, the Company was notified by PAGCOR that it has to go thru the procurement process.

4. On March 8, 2017, the Company's Board of Directors approved the plan, thru its subsidiary BGI, to acquire 15 PAGCOR Gaming Stations from existing independent operators using a total of up to 7,500,000 Company shares it is currently holding in treasury as payment.
5. On August 18, 2017, the Company received a Provisional Certificate of Accreditation from the PAGCOR to be an accredited Electronic Gaming System (EGS) Service Provider. As an Accredited EGS Service Provider, the Company can offer its software and other services to the operators of PAGCOR-licensed gaming sites for electronic games. PAGCOR will conduct an inspection and testing of PhilWeb's servers and gaming facilities as required under the accreditation rules.

The testing and inspection was completed and on September 25, 2017 the Company received a letter from PAGCOR indicating that the Company passed the inspection and testing as required.

6. On October 30, 2017, the Company received a Certificate of Accreditation from PAGCOR. In compliance with the accreditation rules, the Company submitted the P25 million letter of credit as performance bond on November 2, 2017.
7. On December 1, 2017, the first 16 electronic gaming locations were allowed to operate under PhilWeb's Electronic Gaming System platform.
8. On February 20, 2018, PAGCOR allowed the Company to offer its services to an additional 21 electronic gaming location.
9. On March 7, 2018, PAGCOR issued a memorandum accepting and processing applications of new and existing operators to resume the use of the Company's electronic gaming system, thereby allowing the Company to fully resume its operations.
10. On May 31, 2019, the Company and Palmary Corporation signed a Cooperation Agreement to jointly develop their electronic bingo or e-bingo businesses. On the same date, Palmary Corporation also signed a Share Purchase Agreement to purchase 97,333,333 shares of the Company.
11. On 15 March 2020, PAGCOR issued a memorandum directing the temporary cessation of the gaming operations of its licensees operating in the National Capital Region. On March 16, 2020, PAGCOR issued a memorandum extending nationwide the temporary cessation of the gaming operations of its licensees effective midnight of 16 March 2020 until midnight of 14 April 2020 or until the government declares the COVID-19 situation either under control or for extended community quarantine.
12. On June 15, 2020, the Company resumed its gaming services to electronic gaming locations and electronic bingo sites that have reopened across the country.

There are no contingent liabilities or contingent assets since the last annual balance sheet date.

There are no material contingencies and any other events or transactions not mentioned that are material to an understanding of the current interim period.

#### Earnings Per Share

Earnings per share is determined by dividing net income for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed as aforementioned and assuming further that all outstanding options are exercised at the beginning of the period.

The weighted average number of common shares used in determining basic and diluted earnings per share is shown below:

	Basic*	Diluted*
September 30, 2020	1,278,732,577	1,278,732,577
September 30, 2019	1,278,732,577	1,278,732,577

\* Not of treasury shares directly held by PhilWeb and PCC. PCC is a wholly-owned subsidiary.

#### Financial Assets and Liabilities

*Date of Recognition.* The Company recognizes a financial asset or a financial liability in the statements of financial position when it becomes a party to the contractual provisions of a financial instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable, is done using settlement date accounting.

*Initial Recognition and Measurement.* Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction cost.

*"Day 1" Difference.* Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss. In cases where there is no observable data on inception, the Company deems the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the "Day 1" difference.

*Classification.* The Company classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost and (c) financial assets at fair value through other comprehensive income (FVOCI). Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or financial liabilities at amortized cost. The classification of a financial instrument largely depends on the Company's business model and its contractual cash flow characteristics.

As at September 30, 2020, the Company does not have financial assets at FVPL and FVOCI and financial liabilities at FVPL.

*Financial Assets at Amortized Cost.* A financial asset shall be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at September 30, 2020, the Company's cash and cash equivalents, trade and other receivables and rental and other deposits presented under "Other noncurrent assets" are classified under this category.

*Financial Liabilities at Amortized Cost.* Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or impaired or through the amortization process.

As at September 30, 2020, the Company's accounts payable and other current liabilities (excluding statutory payables), notes payable and other noncurrent liability are classified under this category.

#### Adoption of New and Amended PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new and amended PFRS which the Company adopted effective for annual periods beginning on or after January 1, 2019:

- PFRS 16, *Leases*
- Philippine Interpretation IFRIC 23, *Uncertainty Over Income Tax Treatments*
- Amendments to PFRS 9, *Financial Instruments - Prepayment Features with Negative Compensation*

#### *To be Adopted on January 1, 2020*

- Amendments to References to the Conceptual Framework in PFRS
- Amendments to PFRS 3 - *Definition of a Business*
- Amendments to PAS 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Material*

Under prevailing circumstances, the adoption of the foregoing amended PFRS is not expected to have any material effect on the consolidated financial statements.

## Item 2. Management's Discussion and Analysis of Key Financial Condition and Results of Operations

The Company became an Internet Services company in January 18, 2000 upon the stockholders' approval of a restructuring plan which involved changes in the Company's name, primary purpose, increase in capital stock, declassification of shares, increase in the number of directors, and adoption of new by-laws, among other matters. At the same meeting, the stockholders likewise authorized the Board of Directors to sell all or substantially all of the assets of the Company, and approved the sale of the mining properties and tangible mining assets.

On January 18, 2000, the Company entered into a Deed of Assignment with All-Acacia Resources, Inc. whereby the Company transferred all its rights over its mining claims located in the Provinces of Samar and Surigao and all of its mining assets, both tangible and intangible, used in the Company's mining operations. In consideration therefore, All-Acacia agreed to assume all liabilities and obligations of the Company, including those relating to the assignment of advances from stockholders and/or deposits on subscriptions in excess of ₱18 million which had been agreed to be converted to equity of the Company, and arrange for the resignation, retirement or termination of all the Company's personnel relating to the mining business and pay their corresponding separation or retirement pay, as well as hold the Company free and harmless from any expense, liability or obligation arising from the operation of the Company as of the date of the Agreement.

The change in the Company's corporate name to "PhilWeb.Com, Inc.", its primary purpose from a mining and oil exploration company to that of an Internet Service company, increase in the number of directors to 15, and adoption of new By-laws became effective upon the approval by the SEC on February 8, 2000. The SEC subsequently approved the increase in the Company's authorized capital stock to P2.6 Billion and the declassification of its common shares to one class on March 6, 2000.

At the annual stockholders' meeting on May 31, 2002, the stockholders approved the change in corporate name from "PhilWeb.Com, Inc." to "PhilWeb Corporation". The stockholders also approved the inclusion of the gaming business as an additional secondary purpose of the Company. The SEC approved these changes on November 5, 2002.

On November 28, 2002, the Company signed a Memorandum of Agreement with Philippine Amusement and Gaming Corporation (PAGCOR) for the Company to provide PAGCOR with technical consultancy and marketing services related to Internet Sports Betting. PAGCOR has launched its Internet Sports Betting website called BasketballJackpot.Net, with the objective of getting a slice of the US\$10 billion worldwide Sports Betting market. In April 2004, the Company launched its internet casino business.

At the annual stockholders' meeting on May 29, 2003, the stockholders approved the change in the primary purpose of the Company to develop, design, build, install, own, possess, use, operate, manage, market and maintain gaming systems, applications, programs, and operating platforms and facilities of every description, including but not limited to integrated and on-line computer systems, terminals, software, servers and routers together with interconnecting and interlinking telecommunications systems for voice data and multimedia transmission and interexchange for the transport, storage and processing of messages and data; to do any and all acts, activities and undertakings in relation to, arising out of and incidental to the development, design, building, installment, ownership, possession, usage, operation, management, marketing and maintenance of such gaming systems, applications, programs, and operating platforms and facilities, including but not limited to the sale and the leasing of such gaming systems, applications, programs, and operating platforms and facilities, and the supply and provision of management, operation, technical and marketing expertise and other advisory and consultation services in relation thereto, including but not limited to services to Philippine Amusement and Gaming Corporation (PAGCOR) and, as permitted by law, other gaming operators.

On June 1, 2006, the Parent Company entered into an Intellectual Property License and Management Agreement for Internet Casinos with PAGCOR, wherein the Parent Company has agreed to license to PAGCOR the former's intellectual property rights to the software system and to provide the collateral hardware and other requirements necessary for the operations of PAGCOR's Internet casino game offering. This supersedes the Memorandum of Agreement dated November 28, 2002, Supplemental Agreement No. 1 dated March 18, 2003 and a Supplemental Agreement No. 2 dated June 30, 2003.

On December 17, 2010, Parent Company entered into an Omnibus Amended Intellectual Property License and Management Agreement (IPLMA) for PAGCOR E-Games with PAGCOR wherein the Parent Company grants an exclusive intellectual property license to PAGCOR for the use of its proprietary software system and collateral hardware necessary for PAGCOR to operate the Internet Casino or PAGCOR e-Games. This supersedes the June 1, 2006 IPLMA. The IPLMA will expire on July 11, 2016.

On July 8, 2016, PAGCOR extended the IPLMA from July 11, 2016 until August 10, 2016.

IPLMA contract expired on August 11, 2016 and has not been renewed.

On August 18, 2017, the Company received a Provisional Accreditation from PAGCOR as an EGS Service Provider of PAGCOR-licensed Gaming Sites for Electronic Games. PAGCOR conducted an inspection and testing of company's servers and gaming facilities as required under the accreditation rules. On September 25, 2017, the Company received a letter from

PAGCOR indicating the company's compliance in the inspection and testing requirements mentioned in the Provisional Accreditation. On October 30, 2017, the Company received a Certificate of Accreditation from the PAGCOR as an EGS Service Provider of PAGCOR-licensed Gaming Sites for Electronic Games.

On December 1, 2017, the first 16 electronic gaming locations were allowed to operate under PhilWeb's Electronic Gaming System platform. On February 20, 2018, PAGCOR then allowed the Company to offer its services to an additional 21 electronic gaming location.

On March 7, 2018, PAGCOR issued a memorandum accepting and processing applications of new and existing operators to resume the use of the Company's electronic gaming system, thereby allowing the Company to fully resume its operations.

## **2.1 PAGCOR e-Games cafés**

e-Games was licensed by the Philippine Amusement and Gaming Corporation (PAGCOR) in 2003 to launch e-Games Stations, which are Internet cafés exclusively dedicated to casino games. With technology provided by PhilWeb, patrons can choose from more than 300 casino games, including baccarat, blackjack, various slot machine games, video poker and sports betting. Most e-Games cafés operate on a 24/7 basis.

There were 288 operating e-Games cafés across the country, majority of which are owned and operated by independent operators. These e-Games Operators handle day-to-day operations and get a commission based on the casino winnings of the café.

On August 11, 2016, PAGCOR decided not to renew the Intellectual Property License and Management Agreement (IPLMA) with PhilWeb. Following the expiration of the said IPLMA with PAGCOR for the e-Games service, PhilWeb has been unable to provide services to the e-Games operators. During that time, PhilWeb continued to comply with PAGCOR instructions on the release of operator funds as well as player credits in their gaming accounts.

On August 14, 2017, PAGCOR published guidelines for the Accreditation of Electronic Gaming System (EGS) Service Provider. PAGCOR issued its first EGS accreditation to PhilWeb on October 30, 2017. On December 1, 2017, the first 16 electronic gaming locations were allowed to operate under PhilWeb's Electronic Gaming System platform.

On February 20, 2018, PAGCOR then allowed the Company to offer its services to an additional 21 electronic gaming location. On March 7, 2018, PAGCOR issued a memorandum accepting and processing applications of new and existing operators to resume the use of the Company's electronic gaming system, thereby allowing the Company to fully resume its operations.

### ***Operator Partnerships***

As of the preparation of this report, there are 67 locations across the country that are operating under PhilWeb.

### ***Content and Services***

PhilWeb's Electronic Gaming System platform resumed with the Magic Macau suite of casino games. These games include wide-area progressive slots, video poker, and electronic table games such as Blackjack and Baccarat. The Company implemented two more gaming softwares containing various games during the year. This gives more variety and options for the customers of eGaming locations.

Apart from these, PhilWeb also resumed support services being provided to Operators, such as accounting and reporting, jackpot fund management, remittance management, technical support, marketing and customer service.

## **Marketing**

At the resumption of its Electronic Gaming service, PhilWeb launched a number of marketing initiatives to build awareness of the return of its platform. Operating sites were provided with support collaterals covering regulatory announcements, branded content and promotional activities. PhilWeb also provided financial and logistical support for relaunch activities under the new platform.

PhilWeb also conducted customer experience enhancement activities such as the daily "Power Hour" draw and the weekly "Platinum Customer" draw which rewarded customers for playing and staying loyal to the PhilWeb gaming platform.

## **2.2 BigGame, Inc.**

From 10 operating locations at the start of 2017, BigGame is now operating 30 locations across the country as of preparation of this report. This was achieved partly through the acquisition of 19 electronic gaming sites in different parts of the country.

BigGame's network of cafés functions as the Company's "R&D laboratory" where new games, strategies and other innovative ideas are first tested. Results, whether positive or negative, are reported to e-Games operators during the quarterly General Assemblies. If a new game or idea delivers positive results and is approved unanimously by the operators, the BigGame café in question becomes the standard by which all other BigGame and e-Games cafés will follow. Because of this rigorous process, BigGame continues to bring in improved gaming configurations and upgrades for the Company's various services and amenities.

## **Best Gaming Experience**

BigGame continues to provide the Best Gaming Experience to its customers. Continuous daily food service has become a mainstay at the BigGame locations since its introduction in 2016.

BigGame continues its site expansion, renovation and refurbishment activities in 2018. The year ahead will also see more innovations and improvements in player experience. Player acquisition efforts will also be a focus through activation activities in various entertainment establishments. BigGame remains committed to increasing customer service levels, as well as adding site amenities and creating an ambiance that extends the best gaming experience for our target market.

## **2.3 e-Bingo**

In an effort to expand and diversify operation, PhilWeb, thru Easy e-Bingo, Inc. (a wholly-owned subsidiary) acquired two electronic bingo sites located in the National Capital Region. This provides PhilWeb with valuable insights into another segment of the gaming industry.

Easy e-Bingo, Inc. is currently operating seven e-Bingo locations.

## **2.4 Corporate Services**

### *Finance*

The PhilWeb Finance Department continued to provide its unwavering support to the growth of the business through the sound implementation of financial systems, processes and internal control policies that safeguard the Company assets and resources.

Finance developed the reporting process and reconciliations of progressive jackpot contributions and actual payouts for slot machine games. This paved the way for PAGCOR to approve the introduction of new games with large progressive payouts, such as Happy Golden Ox, Three Stooges and Rudolf's Revenge. The introduction and implementation of new games was successful not only in creating excitement for our players, but also in delivering additional revenue to all our stakeholders.

Another milestone was the implementation of our closed-loop e-wallet which we branded "e-SAFE". The keys to the implementation of e-SAFE were the internal controls and security measures that we established to ensure that the client's money is safe and secure. Coupled with the introduction of new gaming platforms such as MSW, the e-SAFE will now allow players to place bets to these games using the wallet balance. This will also allow players to receive payouts through their wallets, which they can keep or withdraw any time they want. The Company is looking of re-launching this wallet in the near future.

Finance continues to ensure that all cash from the nationwide network of e-Games are collected on a timely and accurate manner. Through our company-proprietary POS system and 24/7 operation of our Cash Centers, we are able to monitor cash exposure and thereby enabling us to collect or replenish the cash needs of each site almost immediately. Our arrangements with banks, also allow us to replenish the operator and pay the player of the provincial sites on a real-time basis. The strict implementation of collection policies enables us to manage our cash with very minimal risk to the Company and to the operator.

Finance continuously provides financial reports, reconciliations in a timely manner to management and stakeholders to support key business decisions.

#### ***Legal***

The Legal Department ensures that the interests of the Company as well as its subsidiaries and affiliates are fully protected. Likewise, it makes certain that the Company observes all laws, rules and regulations relevant to the operation of its business and that it complies with all the reportorial requirements of various government offices and agencies such as, but not limited to, the Securities and Exchange Commission, the Philippine Stock Exchange, the Board of Investments and the Philippine Economic Zone Authority. In the same manner, the Legal Department manages and oversees the Company's dealings with concerned local government units with respect to the issuances of permits and licenses.

The Legal Department is also responsible for the registration of trademarks, patents and copyrights that are aimed to protect the intellectual property rights of the Company. Moreover, it is in-charge of reviewing all the contracts that the Company enters into thereby guaranteeing that the terms of every agreement are beneficial to the interests of the Company. Further, the Legal Department handles all cases brought by or against the Company whether these cases involve civil, criminal or administrative matters. In all, the Legal Department serves as the legal adviser and consultant of the Company, ever vigilant and protective of the Company's rights and interests.

#### ***Customer Support***

In our continued drive to provide fast and reliable support to all e-Games members, operators and site staff, as well as customers of MegaSportsWorld 365 days a year, 24 hours a day, several changes were introduced in the Customer Support department. New channels were opened from the traditional hotline and email, to include SMS and chat support through the Viber app. A new Customer Relationship Management system was likewise implemented giving the team and other key customer facing groups a real time, single source of client engagements and interactions. With such improvements in place, over 250,000 transactions were handled last year across all PhilWeb products and the different channels. Customer Support has maintained a 92% average answer rate for all inbound calls and written customer correspondences (email, SMS and chat) were responded to within 30 minutes. On top of all inbound transactions from various stakeholders, the group has carried out continuous outbound support for other departments: Marketing – for promo related activities; Information

Technology – for maintenance advisories; and Finance – for cash collection and replenishment.

The group aims to enrich and further improve customer experience by providing more options for individuals to communicate and interact with us, streamline processes to shorten resolution times, and targeted staff training to reinforce the culture of service in every member of the Customer Support team.

## **2.5 Information Technology**

PhilWeb's Information Technology group is composed of four functional departments, namely: Infrastructure, Software Development, Service Delivery and Service Support. Each department's functions are aligned with PhilWeb's operational requirements as well as its corporate needs.

The Infrastructure Department's primary role is to provide all the components – hardware, software, network resources, facilities and services - needed to deliver IT services for PhilWeb's casino and corporate operations. The team is also responsible for the monitoring and maintenance of these components, providing level two support to ensure that operations are available 24/7.

The Software Development Department is in charge of creating and implementing software vital to PhilWeb's casino operations. As of this writing, a number of home grown applications are in production which will allow PhilWeb to provide a better experience to its operators by providing a point-of-sales system through which they can record and track member transactions in the site. Members are provided a better gaming experience by providing members a facility to manage their membership information as well as loyalty points. Internally, the group has also developed tools to provide the operational teams such as Customer Support, Finance Operations, and Casino Operations with the information they need for their day-to-day activities.

The Service Delivery Department is responsible for the implementation and management of quality IT services. Guided by industry best practices, the group manages delivery of services through the disciplines of Project Management and Service Management. In line to its vision to ensure quality, the team also has a Quality Assurance unit which conducts testing on home grown software prior to customer endorsement in order to ensure that business requirements are met.

The Service Support Department is in-charge of providing first level technical support and service monitoring to ensure that IT services are always available to both internal and external customers of the Company. There are two groups under this department: a) the Technical Support team, which monitors and performs first level troubleshooting on services pertaining to PhilWeb's corporate & casino infrastructure and B) Field Support, which is tasked to provide first level troubleshooting for e-Games sites. Tickets reported by site personnel and operators are first escalated to this team for validation and resolution.

The Information Security Department provides guidance on securing and protecting the privacy of information, and ensures that the institution maintains appropriate operational controls, standards, processes and Information security policies. There are two groups under this department a) IT Network Security team, which focuses on PhilWeb's perimeter security designing and implementing security rules and policies to maintain a secured gaming environment. b) Information Security Engineering provides application security, endpoint security and access control management for PhilWeb Corporation.

## **2.6 Human Resources and Administration**

### ***Organization Structure***

PhilWeb's Human Resources and Administration Departments were re-structured in January of 2016 and became one division, Human Resources and Administration. Merging the two departments was effective and cost efficient maximizing the combined competencies of the former 2 departments that gave more solid support for the Company.

### ***The Human Resources Department (HR)***

#### ***Recruitment & Selection***

Recruitment and Selection in PhilWeb continued to follow stringent procedures to ensure that we are hiring only qualified and competent workforce.

New Hires Orientation covering the Company's Vision, Mission and Core Values, Culture and History of PhilWeb, the Organization Chart, Product Training, Policies and Procedures and Code of Conduct as well as explanation on their Employment Contract – comprise the outline of the Induction Program and is given prior to turnover to the requesting department. Technical orientation is handled by the respective department.

As of September 30, 2020, the Company has total of 178 employees.

#### ***Compensation and Benefits***

The HR Department ensured timely delivery of compensation and benefits to the workforce and their professional and personal growth were charted through based Performance Evaluation/Appraisal.

#### ***Employee Engagement***

In addition to workplace learning and development interventions as tool for workforce retention and engagement, regular general assemblies and other means of communication are undertaken to get the workforce pulse as regards the company's business developments.

#### ***Corporate Social Responsibility (CSR)***

PhilWeb reaffirms its commitment and responsibility to its stakeholders through sound and efficient fiscal management of its business from top to departmental level. While this is foremost in our minds, the responsibility to our constituents and community and the environment we work in cannot be undermined.

PhilWeb continues to share our resources and propagates its advocacy to bring computer literacy and education to the less privileged of our society even to the farthest and remote areas. Consistent with the government's endeavor of inclusive growth, the donation does not only end in the delivery of the hardware but comes with related trainings and applications on the use of computers and applications.

#### ***The Administration Department***

The Administration Team continued to place great effort in cost-effective measures to support the company's goal to achieve economy and efficiency in its operations without sacrificing the quality of support they render to PhilWeb.

The Administration Team continued to do their share in the timely delivery of their services, ensured that needs of the company were met and repairs and preventive maintenance on the equipment were planned and executed with the least downtime to the Company.

The Human Resources and Administration Division will continue to be a strategic partner of the different business units of PhilWeb and will continue to contribute to innovation for excellence in all our endeavors.

## RESULTS OF OPERATION

	<b>For the Nine Months Ended September 30, 2020</b>	<b>For the Nine Months Ended September 30, 2019</b>
<b>Income Statement</b>		
Revenues	<b>159,500,747</b>	394,914,306
Costs and Expenses	<b>234,811,656</b>	414,454,559
Other Income (Expense) – Net	<b>(14,630,998)</b>	(14,273,790)
Income Tax Expense (Benefit)	<b>(22,808,715)</b>	(7,023,528)
Net Loss After Tax	<b>(67,133,192)</b>	(26,790,515)
Retained Earnings at Beginning of Period	<b>915,975,595</b>	1,485,794,383
Retained Earnings at End of Period	<b>848,842,403</b>	977,056,321
<b>Balance Sheet</b>		
Current Assets	<b>390,623,824</b>	420,651,255
Total Assets	<b>767,739,621</b>	754,759,540
Total Liabilities	<b>574,989,077</b>	428,798,304
Total Equity	<b>192,750,544</b>	325,961,236

Total revenues decreased by P235.4 million or 59.6%, to P159.5 million for the nine months ended September 30, 2020 from P394.9 million registered the same period last year; mainly due to the suspension of gaming operation as a result of the strict community quarantine protocols implemented by the government which started on the second half of March 2020. However, some sites have been gradually reopen starting mid of June 2020 resulting to improvement in revenue during the third quarter of 2020 of P31.4 million as compared to P0.9 million in second quarter of 2020.

Cost and expenses decreased by P179.6 million or 43.3% due the closure of sites which started mid-March 2020. Cost reduction and saving measures are continuously implemented to lessen the impact of foregone revenues.

Overall, the Company's net loss increased by P40.3 million or 150.6% from P26.8 million to P66.6 million.

The Company's key performance indicators for the nine months ended September 30, 2020 and 2019 are the following:

<b>Financial Ratios</b>	<b>September 30, 2020</b>	September 30, 2019
Net Income Margin (Net Income / Net Revenues)	<b>-42.1%</b>	-6.8%
Operating Income Margin (Operating Income / Net Revenue)	<b>-47.2%</b>	-4.9%
Current Ratio (Current Assets/Current Liabilities)	<b>0.87:1.00</b>	1.07:1.00
Asset to Equity Ratio (Total Assets / Total Equity)	<b>3.98:1.00</b>	2.32:1.00
Debt to Equity Ratio (Total Liabilities / Total Equity)	<b>2.98:1.00</b>	1.32:1.00
Return on Total Assets (Net Income / Total Assets)	<b>-8.7%</b>	-3.5%
Return on Total Equity (Net Income / Total Equity)	<b>-34.8%</b>	-8.2%
Interest Rate Coverage Ratio (EBIT / Interest Expense)	<b>-3.57:1.00</b>	-0.9:1.00

Performance for the Period January 1, 2020 to September 30, 2020  
(Comparison of Balance Sheets as of September 30, 2020 and December 31, 2019)

*Cash and Cash Equivalents*

The cash and cash equivalents decreased by P19.2 million or 51.0% versus last year. The Company used cash from operation of P14.2 million, used P3.2 million to pay loan, and P1.8 million to acquire property and equipment.

*Receivables*

Receivables decreased by P3.5 million or 1.1% versus last year mainly due to collection of trade receivables.

*Prepayments and Other Current Assets*

Prepayments and other current assets increased by P0.8 million or 1.8% versus last year mainly due to increase in VAT under current assets.

*Property and Equipment*

The decreased in property and equipment of P30.3 million or 26.6% represents the total acquisitions of P1.8 million less depreciation of P32.1 million.

*Right-of-use (ROU) Assets*

ROU assets amounting to P111.0 million are recognized as a result of the adoption of new accounting standard, PFRS 16. These represent the right to use the underlying assets during the lease term.

*Net Deferred Tax Assets*

Net deferred tax assets increased by P22.8 million or 71.3% due to recognition of temporary difference arising from net operating losses.

*Other Noncurrent Assets*

Other noncurrent assets increased by P3.4 million or 2.7% mainly due to increase in input VAT under noncurrent assets.

*Accounts Payable and Other Current Liabilities*

Accounts payable and other current liabilities increased by P40.0 million or 23.4% mainly due to increase in trade payables.

*Notes Payable*

Notes payable decreased by P3.3 million or 1.6% due to payment of loan.

*Lease Liabilities*

Lease liabilities are recognized as a result of the adoption of new accounting standard, PFRS 16. These pertain to the current and noncurrent portion of lease payment amounting to P35.8 million and P78.5 million, respectively.

*Net Retirement Liability*

The increased in net retirement liability of P4.5 million or 14.7% represents additional provision for employees' retirement benefits.

*Other Noncurrent Liability*

Other noncurrent liability pertains to cash deposits upon opening of electronic gaming to PhilWeb's EGS.

*Capital stock*

There is no movement for capital stock during the period.

*Additional paid in capital*

There is no movement for additional paid in capital during the period.

*Retained earnings*

The decreased in retained earnings of P67.1 million or 7.3% was attributable to the net loss during the period.

*Treasury stock*

There is no movement for additional paid in capital during the period.

Quantitative and Qualitative Disclosures on Financial Instruments

The Company's principal financial instruments consist of cash and cash equivalents, receivables, and accounts payable and accrued expenses.

The main risks arising from the Company's financial instruments are liquidity risk, credit risk and market risk. The policies for managing each of these risks are provided below:

- a. Credit Risk is limited to the risk arising from inability of a debtor to make payments when receivables are due. The Company's internet gaming business is made on cash basis and internet gaming operators are covered by required security deposits. Other receivables arise from one of transactions and are due and demandable on a short-term basis. Due to this reasons, the Company has no significant exposures to credit risk as of September 30, 2020.

The carrying amount of receivables represents the Company's maximum exposure to credit risks in relation to financial assets.

- b. Liquidity risk is the risk that the Company will be unable to meet its obligations as they fall due. To effectively manage liquidity risk, the Company monitors its cash flows and ensures that credit facilities are available to meet its obligation when they fall due.
- c. Market risks is the risk that changes in market prices, such as foreign exchange rates, interest rates and other market prices will affect the Company's income or value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Fair values

The fair values of the Company's financial instrument approximate their carrying amounts as of balance sheet date either because of their relatively short-term nature or the interest rates they carry approximate interest rates for comparable instruments in the market.

Key Performance Indicators of Subsidiaries for the nine months ended September 30, 2020.

BGI is a wholly-owned subsidiary that started commercial operations in July 2005. BGI's total revenue for the nine months ended September 30, 2020 was at P58.6 million, 63.7% lower as compared to 2019 total revenue of P161.3 million of the same period. The decreased is mainly due to the closure of sites which started mid-March 2020, however, some sites have been gradually reopen starting mid of June 2020.

**Part II – Other Information**

There are no disclosures not reported under SEC Form 17-C.

**SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**PHILWEB CORPORATION**

Registrant



**RICKY E. ROSARIO**  
CFO & Comptroller



**EDGAR BRIAN K. NG**  
President

November 12, 2020

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*Quarterly Report – January 1, 2020 – September 30, 2020*

**PHILWEB CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

	September 30 2020 (Unaudited)	December 31 2019 (Audited)
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	18,444,257	37,624,126
Receivables	330,596,419	334,118,995
Prepayments and other current assets	41,583,148	40,832,247
<b>Total Current Assets</b>	<b>390,623,824</b>	<b>412,575,368</b>
<b>Noncurrent Assets</b>		
Property and equipment	83,541,452	113,848,711
Right-of-use assets	110,953,669	110,953,669
Net deferred tax assets	54,808,558	31,999,843
Other noncurrent assets	127,812,118	124,393,795
<b>Total Noncurrent Assets</b>	<b>377,115,797</b>	<b>381,196,018</b>
	<b>767,739,621</b>	<b>793,771,386</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and other current liabilities	210,637,603	170,666,286
Notes payable	200,350,000	203,600,000
Current portion of lease liabilities	35,812,101	35,812,101
<b>Total Current Liabilities</b>	<b>446,799,704</b>	<b>410,078,387</b>
<b>Noncurrent Liabilities</b>		
Lease liabilities - net of current portion	78,543,103	78,543,103
Net retirement liability	34,945,270	30,465,160
Other noncurrent liability	14,701,000	14,801,000
<b>Total Noncurrent Liabilities</b>	<b>128,189,373</b>	<b>123,809,263</b>
	<b>574,989,077</b>	<b>533,887,650</b>
<b>Equity</b>		
Capital stock	1,517,157,525	1,517,157,525
Additional paid-in capital	656,751,427	656,751,427
Retained earnings	848,842,403	915,975,595
Accumulated remeasurement gain	(3,744,518)	(3,744,518)
Treasury shares	(2,826,256,293)	(2,826,256,293)
<b>Total Equity</b>	<b>192,750,544</b>	<b>259,883,736</b>
	<b>767,739,621</b>	<b>793,771,386</b>

**PHILWEB CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	July - September 2020 (Unaudited)	July - September 2019 (Unaudited)	January - September 2020 (Unaudited)	January - September 2019 (Unaudited)
<b>REVENUES</b>				
Gaming application services	19,857,049	71,288,666	83,823,099	200,684,667
Commission income	11,521,755	64,637,396	66,003,565	177,063,166
Service fees	-	12,867,399	9,674,083	17,166,473
	<b>31,378,804</b>	<b>148,793,461</b>	<b>159,500,747</b>	<b>394,914,306</b>
<b>COSTS AND EXPENSES</b>				
Operating and administrative expenses	53,561,095	120,658,610	202,700,064	236,849,223
Depreciation and amortization	10,471,764	14,855,429	32,111,592	44,059,516
	<b>64,032,859</b>	<b>148,401,249</b>	<b>234,811,656</b>	<b>414,454,559</b>
<b>OPERATING INCOME (LOSS)</b>	<b>(32,654,055)</b>	<b>392,212</b>	<b>(75,310,909)</b>	<b>(19,540,253)</b>
<b>OTHER INCOME (CHARGES) - net</b>				
Interest income	9,242	13,505	68,253	176,849
Interest expense	(4,841,889)	(5,318,408)	(14,705,608)	(14,300,083)
Miscellaneous - net	77,064	(32,430)	6,357	(150,556)
	<b>(4,755,583)</b>	<b>(5,337,333)</b>	<b>(14,630,998)</b>	<b>(14,273,790)</b>
<b>LOSS BEFORE INCOME TAX</b>	<b>(37,409,638)</b>	<b>(4,945,121)</b>	<b>(89,941,907)</b>	<b>(33,814,043)</b>
Income tax benefit	(9,432,785)	(443,309)	(22,808,715)	(7,023,528)
<b>NET LOSS / TOTAL COMPREHENSIVE LOSS</b>	<b>(27,976,853)</b>	<b>(4,501,812)</b>	<b>(67,133,192)</b>	<b>(26,790,515)</b>
<b>NET LOSS / TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:</b>				
Equity holders of the parent	(27,976,853)	(4,501,812)	(67,133,192)	(26,790,515)
Minority interest	-	-	-	-
	<b>(27,976,853)</b>	<b>(4,501,812)</b>	<b>(67,133,192)</b>	<b>(22,288,703)</b>
<b>TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:</b>				
Equity holders of the parent	(27,976,853)	(4,501,812)	(67,133,192)	(26,790,515)
Minority interest	-	-	-	-
	<b>(27,976,853)</b>	<b>(4,501,812)</b>	<b>(67,133,192)</b>	<b>(26,790,515)</b>
<b>EARNINGS PER SHARE:</b>				
Basic	(0.0215)	(0.0035)	(0.0525)	(0.0210)
Diluted	(0.0215)	(0.0035)	(0.0525)	(0.0210)
<b>EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION &amp; AMORTIZATION</b>				
	<b>(22,105,227)</b>	<b>18,682,639</b>	<b>(43,192,960)</b>	<b>34,770,991</b>

**PHILWEB CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

	September 30		September 30	
	2020 (Unaudited)		2019 (Unaudited)	
	Number of Shares	Amount	Number of Shares	Amount
<b>CAPITAL STOCK</b>				
Authorized				
Common shares - P1 par value	2,600,000,000	-	2,600,000,000	-
Issued and outstanding				
Common shares	1,472,278,745	1,472,278,745	1,472,278,745	1,472,278,745
Subscribed				
Balance at beginning of year	44,878,780	44,878,780	44,878,780	33,659,086
Collection of subscriptions receivable	-	-	-	11,219,694
Subscribed shares	44,878,780	44,878,780	44,878,780	44,878,780
	1,517,157,525	1,517,157,525	1,517,157,525	1,517,157,525
<b>ADDITIONAL PAID-IN CAPITAL</b>				
Balance at beginning of year		656,751,427		1,010,387,648
Collection of subscriptions receivable		-		33,659,086
Reduction as a result of reissuance of treasury shares		-		(387,295,307)
Balance at end of period		656,751,427		656,751,427
<b>RETAINED EARNINGS</b>				
Balance at beginning of year		915,975,595		1,485,794,383
Reduction as a result of reissuance of treasury shares		-		(481,947,547)
Net loss for the period		(67,133,192)		(26,790,515)
Balance at end of period		848,842,403		977,056,321
<b>ACTUARIAL LOSS ON PENSION OBLIGATION</b>				
Balance at end of period		(3,744,518)		3,601,120
<b>TREASURY SHARES</b>				
Balance at beginning of year	(238,424,948)	(2,826,256,293)	(340,170,046)	(3,997,212,786)
Issuance during the year	-	-	101,745,098	1,170,956,493
Balance at end of period	(238,424,948)	(2,826,256,293)	(238,424,948)	(2,826,256,293)
<b>NON-CONTROLLING INTERESTS</b>				
Balance at end of period		-		(2,348,864)
		192,750,544		325,961,236

**PHILWEB CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>September 30</b>	September 30
	<b>2020</b>	2019
	<b>(Unaudited)</b>	(Unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss before income tax	<b>(89,941,907)</b>	(33,814,043)
Adjustments for:		
Depreciation and amortization	<b>32,111,592</b>	44,059,516
Impairment losses	-	10,402,284
Retirement benefits cost	<b>4,480,110</b>	4,072,608
Interest income	<b>(68,253)</b>	(176,849)
Interest expense	<b>14,705,608</b>	14,300,083
Operating income (loss) before working capital changes	<b>(38,712,850)</b>	38,843,599
Decrease (increase) in:		
Receivables	<b>3,522,576</b>	(17,385,039)
Prepaid expenses and other current assets	<b>(750,901)</b>	(5,681,347)
Decrease in accounts payable and other current liabilities	<b>32,818,719</b>	(16,731,874)
Net cash used for operations	<b>(3,122,456)</b>	(954,661)
Interest received	<b>68,253</b>	176,849
Interest paid	<b>(7,553,010)</b>	(8,981,675)
<b>Net cash used in operating activities</b>	<b>(10,607,213)</b>	(9,759,487)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Additions to property and equipment	<b>(1,804,333)</b>	(62,241,632)
Increase in other noncurrent assets	<b>(3,418,323)</b>	(51,206,936)
<b>Net cash used in investing activities</b>	<b>(5,222,656)</b>	(113,448,568)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Payment of loans	<b>(3,250,000)</b>	56,503,125
Proceeds from subscriptions to and issuances of shares	-	44,878,780
Decrease in other noncurrent liability	<b>(100,000)</b>	(250,000)
<b>Net cash provided by (used in) financing activities</b>	<b>(3,350,000)</b>	101,131,905
<b>DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(19,179,869)</b>	(22,076,150)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>37,624,126</b>	54,304,294
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>18,444,257</b>	32,228,144

**PHILWEB CORPORATION AND SUBSIDIARIES**

**A Schedule Showing Financial Soundness Indicators in Two Comparative Period as Follows:**

	January - September 2020 (Unaudited)	January - September 2019 (Unaudited)
Current assets (ca)	390,623,824	420,651,255
Total assets (ta)	767,739,621	754,759,540
Current liabilities (cl)	446,799,704	394,096,096
Total liabilities (tl)	574,989,077	428,798,304
Total equity (te)	192,750,544	325,961,236
Net income (ni)	(67,133,192)	(26,790,515)
EBIT	(52,495,837)	(12,667,281)
Interest income	68,253	176,849
interest expense (ie)	(14,705,608)	(14,300,083)
Interest - net	(14,637,355)	(14,123,234)

<i><b>Ratios</b></i>	January - September 2020 (Unaudited)	January - September 2019 (Unaudited)
current ratio (ca/cl)	0.87	1.07
debt to equity (tl/te)	2.98	1.32
debt to asset (tl/ta)	0.75	0.57
asset to equity (ta/te)	3.98	2.32
ROA (NI/TA)	-8.7%	-3.5%
ROE (NI/TE)	-34.8%	-8.2%
%coverage ratio (EBIT/ie)	(3.57)	(0.9)
Book value (te/outstanding sha	0.15	0.25
Net Income Margin (Net Income / Net Revenues)	-42.1%	-6.8%
Operating Income Margin (Operating Income / Net Revenue)	-47.2%	-4.9%

PHILWEB CORPORATION AND SUBSIDIARIES  
Aging of Receivables Schedule  
As of September 30, 2020

<u>Accounts</u>	<u>TOTAL</u>	<u>Past Due</u>		
		<u>1-30 Days</u>	<u>31-60 Days</u>	<u>More than 60 Days</u>
Various Trade and Non-Trade Receivables	328,740,846	292,190,213	1,078,554	35,472,079
Advances to Employees	1,855,573	1,349,823	-	505,750
<b>Total</b>	<b>330,596,419</b>	<b>293,540,036</b>	<b>1,078,554</b>	<b>35,977,829</b>