

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1, AS 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**
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**
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
First Tranche of Series 4 Preferred Shares	Base Offer of 20,000,000 With an oversubscription option of 10,000,000	PhP1,000.00	PhP30,000,000,000.00	SEC Registration Fee PhP8,062,500.00
				Legal Research Fee PhP80,625.00

Series 4 Preferred Shares (Balance)	20,000,000	PhP1,000.00	PhP20,000,000,000.00	PhP 5,050,000
Preferred Shares For Shelf Registration (for the entire shelf)	50,000,000	PhP1,000.00	PhP50,000,000,000.00	SEC Registration Fee PhP13,062,500.00
				Legal Research Fee PhP130,625.00
TOTAL REGISTRATION FEES				PhP13,193,125.00

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 PROSPECTUS

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

Please refer to the front page of the Prospectus.

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

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

Item 3. Risk Factors and Other Information

Please refer to the section "Risk Factors" starting on page 23 of the Prospectus.

Item 4. Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page 44 of the Prospectus.

Item 5. Determination of Offering Price.

Please refer to the section "Determination of the Offer Price" on page 45 of the Prospectus.

Item 6. Dilution.

Please refer to the section "Dilution" on page 48 of the Prospectus.

Item 7. Selling Security Holders.

Not applicable.

Item 8. Plan of Distribution.

Please refer to the section "Plan of Distribution" starting on page 46 of the Prospectus.

Item 9. Description of Securities to Be Registered.

Please refer to the section "Description of Preferred Shares" on page 22 of the Prospectus.

Item 10. Interests of Named Experts and Independent Counsel.

Please refer to the section "Interest of Named Experts and Counsel" on page 162 of the Prospectus.

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 50 of the Prospectus;
- (b) On Description of Property, please refer to the section "Description of Property" starting on page 85 of the Prospectus;
- (c) On Legal Proceedings, please refer to the section "Legal Proceedings" starting on page 91 of the Prospectus;
- (d) On Management's Discussion and Analysis or Plan of Operation, please refer to the section "Management Discussion and Analysis of Results of Financial Position and Results of Operations" starting on page 152 of the Prospectus;
- (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 "Board of Directors and Management of the Company" starting on page 117 of the Prospectus;
- (g) On Executive Compensation, please refer to the section "Compensation" starting on page 130 of the Prospectus;
- (h) On Security Ownership of Certain Record and Beneficial Owners and Management , please refer to the section "Security Ownership of Certain Beneficial Owners and Management" starting on page 136 of the Prospectus;
- (i) On Certain Relationships and Related Transactions, please refer to the section "Certain Relationships and Related Transactions" starting on page 133 of the Prospectus.

Item 12. Financial Information

Please refer to the "Summary Financial Information" section on page 17 of the Prospectus and "Management's Discussion and Analysis of Financial Position and Results of Operations" section on

starting on page 152 of the Prospectus, and their reference to the audited consolidated financial statements for the years ended 31 December 2022, 2021 and 2020.

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

Item 13. Other Expenses of Issuance and Distribution.

Please refer to the section Use of Proceeds starting on page 44 of the Prospectus.

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	Prospectus
Exhibit 2	Offer Supplement
Exhibit 3	2022 Consolidated Audited Financial Statement with Supplementary Schedules
Exhibit 4	Certificate of Incorporation
Exhibit 5	Latest Amended Articles of Incorporation
Exhibit 6	Latest Amended By-Laws
Exhibit 7	Undertaking to Publish Notice of Filing
Exhibit 8	Copy of the Board Resolution approving the securities offering and authorizing the filing of the registration statement.
Exhibit 9	Mandate Letter of Joint Lead Underwriters
Exhibit 10	Draft Underwriting Agreement
Exhibit 11	Notarized Curriculum Vitae and Recent Photographs of Officers and Directors
Exhibit 12	Latest Annual Report and Quarterly Report
Exhibit 13	Report Furnished to the Security Holders
Exhibit 14	Published Report Regarding Matters Submitted To Vote Of Security Holders
Exhibit 15	Authorization to examine Issuer’s bank accounts.
Exhibit 16	Copy of the Board Resolution approving the securities offering and authorizing the filing of the registration statement and approving the disclosures contained in the registration statement
Exhibit 17	Secretary's Certificate re: submission of a manual of corporate governance, adoption of a fit and proper rule, and undertaking allowing SEC to resolve conflicting issues regarding the selection of independent directors
Exhibit 18	List of Subsidiaries
Exhibit 19	Summary Sheet of Material Contracts
Exhibit 20	Summary Sheet of Board of Investment Certificates
Exhibit 21	Summary Sheet of Environmental Compliance Certificates (ECC)/Certificates of Non-Coverage (CNC)

Exhibit 22	Summary Sheet of Certificates of Titles of Real Properties
Exhibit 23	Summary Sheet of Electronic Certificates Authorizing Registration (eCAR)
Exhibit 24	Certification re: Legal Proceedings
Exhibit 25	Certification re: Audited Financial Statements
Exhibit 26	Certification re: Government licenses and permits
Exhibit 27	Certificate of Issuer on Awareness of Documents on the Filing of the Registration Statement
Exhibit 28	Certificates of Joint Lead Underwriters on Awareness of Documents on the Filing of the Registration Statement, on the Conduct of Due Diligence, and on No Conflict of Interest
Exhibit 29	Instruments defining the rights of security holders
Exhibit 30	Draft PSE Listing Application
Exhibit 31	Undertaking to Submit: (a) Secretary's Certificate on the Enabling Resolutions for the Series 4 Preferred Shares; (b) Curriculum Vitae of Mr. Mirzan Mahathir; Mr. Ron W. Haddock; and Mr. Mark Tristan D. Caparas; (c) Opinion regarding the Legality; and (d) Option regarding Tax Matters
Exhibit 32	Undertaking to Pay Filing Fees

Item 15.

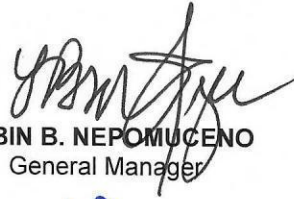
Not applicable.

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 on MAR 14 2023, 2023.



RAMON S. ANG
Acting Chairman, President,
and Chief Executive Officer



LUBIN B. NEPOMUCENO
General Manager



EMMANUEL E. ERAÑA
Senior Vice President and
Chief Finance Officer



ALBERTITO S. SARTE
Deputy Chief Finance Officer and Treasurer



MYRNA C. GERONIMO
Vice President and Controller



JOANNA JASMINE M. JAVIER-ELACIO
General Counsel, Corporate Secretary,
and Compliance Officer