

COVER SHEET

for
SEC FORM 17-C

SEC Registration Number

A 1 9 9 7 0 1 4 5 1

COMPANY NAME

N L E X C O R P O R A T I O N

PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

N L E X C O M P O U N D , B A L I N T A W A K ,
C A L O O C A N C I T Y

Form Type

1 7 - C

Department requiring the report

Secondary License Type, If Applicable

COMPANY INFORMATION

Company's Email Address

nlexsec@mptc.com.ph

Company's Telephone Number

8-580-8900

Mobile Number

09989620895

No. of Stockholders

19

Annual Meeting (Month / Day)

Any Day in May

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Ms. Maria Theresa O. Wells

Email Address

towells@nlex.com.ph

Telephone Number/s

8-580-8900

Mobile Number

0998-962-0895

CONTACT PERSON'S ADDRESS

NLEX Compound Balintawak, Caloocan City

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

MPIC's Disclosure

Acquisition of interest in Egis Investment Partners Philippines, Inc. by MPTC from Egis Projects SAS

On 4 October 2024, Metro Pacific Tollways Corporation ("**MPTC**"), which is 99.9% owned by Metro Pacific Investments Corporation, entered into a Share Purchase Agreement with Egis Projects SAS ("**Egis Projects**") and Egis Investment Partners Philippines Inc. ("**EIPPI**") (the "**EIPPI SPA**") pursuant to which Egis Projects agreed to sell, and MPTC agreed to purchase, 307,650 common shares representing 55.42% of the outstanding capital stock of EIPPI for a cash consideration of PHP5,524 million (equivalent to approximately US\$98.1 million) (the "**EIPPI Acquisition**"). Pursuant to the EIPPI SPA, Egis Projects agreed to assign, and MPTC agreed to be assigned, the net outstanding receivables of Egis Projects from EIPPI for a cash consideration payable by MPTC to Egis Projects of PHP614.1 million (equivalent to approximately US\$10.9 million). The total consideration under the EIPPI SPA is payable in full in cash by MPTC to Egis Projects on completion of the EIPPI Acquisition.

Completion of the EIPPI Acquisition is conditional on the satisfaction and/or waiver of certain conditions.

As at the date of this disclosure, MPTC owns 247,357 common shares representing 44.58% of the remaining outstanding capital stock of EIPPI. With effect from completion of the EIPPI Acquisition, MPTC will own 100% of the outstanding capital stock of EIPPI. As at the date of this disclosure, (i) EIPPI owns 10.49% of the outstanding capital stock of NLEX, the principal asset of EIPPI; and (ii) MPTC has an approximate 77.7% aggregate economic interest in NLEX. Completion of the EIPPI Acquisition will result in an increase in MPTC's aggregate economic interest in NLEX from 77.7% to 83.6%.

Acquisition of interest in Easytrip Services Corporation by MPTC from Egis Easytrip Services SAS

On 4 October 2024, MPTC entered into a Share Purchase Agreement with Egis Easytrip Services SAS ("**Egis Easytrip**") and Easytrip Services Corporation ("**ESC**") (the "**ESC SPA**"), pursuant to which Egis Easytrip agreed to sell, and MPTC agreed to purchase, 68,000 common shares representing 34% of the outstanding capital stock of ESC for cash (the "**ESC Acquisition**").

The base purchase price for the ESC sale shares is PHP1,648 million (equivalent to approximately US\$29.3 million), subject to upward adjustment depending on certain conditions.

Completion of the ESC Acquisition is conditional on the satisfaction and/or waiver of certain conditions.

As at the date of this disclosure, MPTC owns 132,000 common shares representing 66% of the remaining outstanding capital stock of ESC. With effect from completion of the ESC Acquisition, MPTC will own 100% of the outstanding capital stock of ESC.

Master Services Agreement between Egis Projects Philippines, Inc. and NLEX Corporation in relation to the Multi-Lane Free Flow Tolling Project in Luzon, Philippines

On 4 October 2024, Egis Projects Philippines, Inc. ("**EPPI**") and NLEX entered into the Multi-Lane Free Flow Master Services Agreement ("**MLFF MSA**") pursuant to which EPPI shall provide turnkey design, engineering, supply, construction, installation, integration, testing, go-live, commissioning, operation, maintenance and related services for a multi-lane free flow tolling system on the MPTC toll roads in the Philippines in accordance with the terms of the MLFF MSA.

NLEX is a subsidiary of MPTC. As at the date of this disclosure, MPTC indirectly owns NLEX as to approximately 77.7%. On the other hand, EPPI is owned as to approximately 99.99% by Egis Projects. Simultaneously with the entering into of the MLFF MSA, Egis Projects has executed a

guarantee in favor of NLEX, pursuant to which Egis Projects shall guarantee all of EPPI's obligations under the MLFF MSA.

The MLFF MSA and any obligations thereunder shall come into full force and effect upon completion under both the EIPPI SPA and ESC SPA. Under the MLFF MSA, EPPI shall progressively provide multi-lane free flow tolling systems on the respective operational segments of the toll roads operated by the MPTC group which includes the North Luzon Expressway (NLEX), the NLEX-SLEX Connector Road (NLEX Connector), the Subic-Clark-Tarlac Expressway (SCTEX), the Cavite-Laguna Expressway (CALAX), the Manila-Cavite Expressway (CAVITEX) and the C5 Link Expressway (C5 Link).

Once the MLFF MSA becomes effective, the project shall be implemented in three phases, with each phase covered by a statement of work, over a period of approximately 30 calendar months (subject to adjustments in accordance with the MLFF MSA). Actual works shall commence upon compliance with the requisite conditions precedent for the issuance of the notice to proceed for a particular phase of implementation. The MLFF MSA also includes end-to-end support and maintenance for the multi-lane free flow tolling system for a period of five (5) years from acceptance of the first phase. A separate statement of work shall be issued for support and maintenance services. The MLFF MSA will continue in full force and effect until the earlier of (i) the first anniversary of the termination of the last statement of work in effect under the MLFF MSA, and (ii) the date on which the MLFF MSA is terminated in accordance with its terms.

SIGNATURES

Pursuant to the requirements of Securities Regulation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on _____.

By:



Maria Theresa O. Wells
Chief Finance Officer