



## **NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

### **TO ALL STOCKHOLDERS:**

**NOTICE IS HEREBY GIVEN** that the Annual Stockholders' Meeting of **FILINVEST LAND, INC.** ("FLI"), the "Corporation" or the "Company") will be conducted virtually on **23 April 2026 (Thursday)<sup>1</sup> at 3:00 p.m.**, at which meeting the following matters shall be taken up:

- I. Call to Order
- II. Proof of Notice of Meeting
- III. Certification of Quorum
- IV. Approval of the Minutes of the Annual Stockholders' Meeting held on 24 April 2025
- V. Presentation of the Management Report
- VI. Ratification of the Audited Financial Statements for the year ended 31 December 2025
- VII. Ratification of the Acts and Resolutions of the Board of Directors, Board Committees and Management from the Date of the Last Annual Stockholders' Meeting up to 23 April 2026
- VIII. Election of the Members of the Board of Directors, including three (3) Independent Directors, to serve for 2026-2027
- IX. Appointment of the External Auditor
- X. Other Matters
- XI. Adjournment

Pursuant to the provisions of the Company's Amended By-Laws, the Board of Directors during its meeting held on 16 February 2026 resolved that the Annual Stockholders' Meeting be held in a virtual format. As such, the stockholders may attend the said meeting only by remote communication, by voting in absentia or through proxy.

Only Stockholders of Record as of 5:00 PM of 04 March 2026 shall be entitled to vote at this meeting. Votes cast remotely or *in absentia* should be received by the Corporation on or before 10 April 2026.

<sup>1</sup> Should the date of Annual Stockholders' Meeting ("ASM") be declared a legal holiday, the ASM will be held on the next succeeding business day, at the same time (3:00p.m.)

Stockholders who wish to vote by proxy shall submit the same on or before 10 April 2026 to the Office of the Corporate Secretary, located at One Filinvest, Ortigas Avenue corner ADB Avenue and Sapphire Road, San Antonio, Pasig City, Metro Manila, or by email to [FLIASM@filinvestland.com](mailto:FLIASM@filinvestland.com).

A proxy submitted by a corporation should be accompanied by a Corporate Secretary's Certificate quoting the board resolution designating a corporate officer to execute the proxy. In addition to the above requirement for corporations, a proxy form given by a broker or custodian bank in respect of shares of stock carried by such broker or custodian bank for the account of the beneficial owner must be accompanied by a certification under oath stating that the broker or custodian bank has obtained the written consent of the account holder.

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

The Corporation's Information Statement, Management Report, and 2025 Audited Financial Statements will be made available in the Company's website at <https://www.filinvestland.com> and in the Philippine Stock Exchange EDGE disclosure system no later than 30 March 2026.

Please be guided accordingly.



**KATRINA O. CLEMENTE-LUA**  
Corporate Secretary

**EXPLANATION OF AGENDA ITEMS  
FOR STOCKHOLDERS' APPROVAL AND/OR RATIFICATION**

**Call to Order**

The Chairman will formally commence the meeting at approximately 3:00 p.m. on 23 April 2026.

**Proof of Notice and Certification of Quorum**

The Corporate Secretary will certify that notice of the meeting was duly sent to the stockholders and that a quorum exists for the valid transaction of business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020 which provide for remote attendance and voting *in absentia* in stockholders' meetings, the Company has set up a system and process to allow stockholders to register and vote *in absentia* on the matters in the agenda. Only stockholders who successfully registered in the stockholder registration system, together with those who voted in absentia or by proxy, will be included in determining the existence of a quorum.

The following are the procedures for the meeting:

- Stockholders who wish to appoint the Chairman as proxy may submit the same on or before 10 April 2026 to the Office of the Corporate Secretary, located at One Filinvest, Ortigas Avenue corner ADB Avenue and Sapphire Road, San Antonio, Pasig City, Metro Manila, or by email to [FLIASM@filinvestland.com](mailto:FLIASM@filinvestland.com).
- Stockholders who wish to attend the meeting via remote communication and/or vote *in absentia* must register at the following web address: [https://shareholders.filinvest.com.ph/FLI\\_SHAREHOLDERSYSTEM](https://shareholders.filinvest.com.ph/FLI_SHAREHOLDERSYSTEM). After validation, the stockholders will receive an email with instructions on how to access the voting ballot and the meeting. The details of the process are provided in the Information Statement.
- The votes will be tabulated by the Office of the Corporate Secretary and the stock transfer agent. The results will be reported in the meeting.
- Any comments and questions on the agenda should be emailed to [FLIASM@filinvestland.com](mailto:FLIASM@filinvestland.com) on or before 10 April 2026. The Board of Directors and/or officers will endeavor to answer these questions during the meeting. Due to time constraints, any questions that will not be addressed during the meeting may be answered by email.
- There will be an audio and visual recording of the meeting.

**Approval of the Minutes of the Annual Stockholders' Meeting held on 24 April 2025**

The minutes of the meeting held on 24 April 2025 can be viewed at the Company's website, [https://filinvestland.com/sites/default/files/pdf\\_files/FLI\\_Minutes%20of%20the%202025%20Annual%20Stockholders%26%23039%3B%20Meeting%20%5BDraft%5D\\_0.pdf](https://filinvestland.com/sites/default/files/pdf_files/FLI_Minutes%20of%20the%202025%20Annual%20Stockholders%26%23039%3B%20Meeting%20%5BDraft%5D_0.pdf). A copy of the minutes is also attached as **Annex "E"** of the Information Statement.

## **Presentation of the Management Report**

The President and Chief Executive Officer, Mr. Tristaneil D. Las Marias, will report on the Company's 2025 performance and the outlook for this year.

## **Ratification of the Audited Financial Statements for the year ended 31 December 2025**

The Company's Audited Financial Statements is subject for ratification of the stockholders. The Audited Financial Statements ("AFS") refer to the financial operations, balance sheet and income statement of FLI as of and for the year ended 31 December 2025. The Company's AFS for 2025 is attached as **Annex "C"** of the Information Statement and will be made available on the Company's website.

## **Ratification of the Acts and Resolutions of the Board of Directors, Board Committees and Management from the Date of the Last Annual Stockholders' Meeting up to 23 April 2026**

The acts of the Board of Directors and its committees, and management of the Company that are subject for ratification are those that were adopted since the last annual meeting up to 23 April 2026, as duly recorded in the corporate books. These acts include the approval of contracts and agreements, application for government permits and licenses, appointment of officers, designation of authorized representatives, and other transactions in the general conduct of business. The summary of the major resolutions approved and adopted by the Board and the Board Committees are discussed in the Information Statement.

## **Election of the Members of the Board of Directors, including three (3) Independent Directors, to serve for 2026-2027**

In accordance with the Company's Revised Manual on Corporate Governance and Amended By-Laws, the stockholders must elect the members of the Board of Directors of the Company comprised of nine (9) directors, including three (3) independent directors, who shall hold office for a term of one (1) year, or until their successors shall have been duly elected and qualified. There will be an election of the members of the Board during the Annual Stockholders' Meeting to serve for the year 2026 to 2027. Deadline of nominations for directors was on 03 March 2026.

The Corporate Governance Committee, convened as the Nominations Committee, evaluated the nominees to the Board, including the three (3) nominees for independent directors, and determined whether they have all the qualifications and none of the disqualifications to serve in the Board. The Final List of Candidates and the qualifications of each nominee director are discussed in the Information Statement.

## **Appointment of the External Auditor**

The Audit and Risk Management Oversight Committee and the Board endorsed to the stockholders the re-appointment of SGV & Co. as the external auditor for the ensuing year. The details of the external auditor will be provided in the Information Statement.

## **Consideration of Other Matters as may be properly submitted**

The Chairperson will open the floor for comments and questions by the stockholders, as may have been submitted on or before 10 April 2026.

**PROXY**

The undersigned stockholder of **FILINVEST LAND, INC.** (the “Company”) hereby appoints \_\_\_\_\_, or in his/her absence, the Chairman of the meeting as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the annual meeting of stockholders of the Company on April 23, 2026, and at any of the adjournments thereof for the purpose of acting on the following matters:

- |  |   |
|--|---|
| 1. Approval of minutes of previous meeting<br><input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain   | 5. Appointment of SyCip Gorres Velayo & Co. as External Auditor<br><input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain                                 |
| 2. Ratification of the 2025 Audited Financial Statements<br><input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain   | 6. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting<br><input type="checkbox"/> Yes <input type="checkbox"/> No |
| 3. Ratification of the acts and resolutions of the Board of Directors, board committees and management<br><input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain |   |

4. Election of Directors
- Distribute all my votes equally among the nine (9) nominees
- Abstain
- Allocate my votes for each nominee as follows:

| Nominee                        | Number of Votes |
|--------------------------------|-----------------|
| Jonathan T. Gotianun           | _____           |
| Lourdes Josephine Gotianun Yap | _____           |
| Tristaneil D. Las Marias       | _____           |
| Michael Edward T. Gotianun     | _____           |
| Francis Nathaniel C. Gotianun  | _____           |
| Rhoda A. Huang                 | _____           |
| <i>Independent Directors:</i>  |                 |
| Ernesto S. De Castro           | _____           |
| Gemilo J. San Pedro            | _____           |
| Ephyro Luis Amatong            | _____           |

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER/  
AUTHORIZED SIGNATORY

\_\_\_\_\_  
DATE

A scanned copy of this proxy should be received by the Corporate Secretary at [FLIASM@filinvestland.com](mailto:FLIASM@filinvestland.com) on or before April 10, 2026, the deadline for submission of proxies. For corporate stockholders, please attach to this proxy form the Secretary’s Certificate on the authority of the signatory to appoint the proxy and sign this form.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted “Yes” for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement and/or as recommended by Management or the Board of Directors of the Company. A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder registers on the voting in absentia system. Stockholders participating by remote communication will not be able to vote unless they register at [https://shareholders.filinvest.com.ph/FLI\\_SHAREHOLDERSYSTEM](https://shareholders.filinvest.com.ph/FLI_SHAREHOLDERSYSTEM) or authorize the Chairman to vote as proxy, on or before April 10, 2026.

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 20-IS**

**INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter: **Filinvest Land, Inc.**

3. Province, country or other jurisdiction of incorporation or organization: **Philippines**

4. SEC Identification Number: **170957**

5. BIR Tax Identification Code: **000 - 533 - 224**

6. Address of principal office: **Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City, Metro Manila**

Postal Code: **1550**

7. Registrant's telephone number, including area code: **(02) 7918 8188**

8. Date, time and place of the meeting of security holders:

Date: **23 April 2026<sup>1</sup>**

Time: **3:00 p.m.**

Place: **No physical meeting**

Online web address for registration for remote participation and voting:

[https://shareholders.filinvest.com.ph/FLI\\_SHAREHOLDERSYSTEM](https://shareholders.filinvest.com.ph/FLI_SHAREHOLDERSYSTEM)

9. Approximate date on which the Information Statement is first to be sent or given to security holders:

**On or before 30 March 2026**

10. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code or Sections 4 and 8 of the Revised Securities Act (information on number of shares and amount of debt is applicable only to corporate registrants):

| Title of Each Class | Number of Common Shares<br>of Stock Outstanding | Amount of Debt Outstanding |
|---------------------|---|----------------------------|
| Common              | <b>22,383,759,506</b>                           |                            |

<sup>1</sup> Should the date of annual stockholders' meeting (ASM) be declared a legal holiday, the ASM will be held on the next succeeding business day, at the same time (3:00p.m.).

|               |                      |                       |
|---------------|----------------------|-----------------------|
| Preferred     | <b>8,000,000,000</b> |                       |
| Bonds Payable |                      | <b>32,917,328,792</b> |

11. Are any or all of registrant's securities listed in a Stock Exchange? **Yes**

Name of such Stock Exchange and the class of securities listed therein:

**Philippine Stock Exchange / Common shares**

**WE ARE NOT ASKING FOR A PROXY AND YOU ARE NOT BEING REQUESTED  
TO SEND US A PROXY**

## PART I INFORMATION REQUIRED IN INFORMATION STATEMENT

### A. GENERAL INFORMATION

#### **Item 1. Date, Time and Place of the Annual Meeting of Stockholders**

- (a) The Annual Stockholders' Meeting (“ASM”) of **FILINVEST LAND, INC.** (the “Company”, the “Corporation”, or “FLI”) for the year 2026 is scheduled on **23 April 2026, 3:00 p.m.** through virtual meeting. Should the date of the ASM be declared a legal holiday, the ASM will be held on the next succeeding business day, at the same time (3:00 p.m.). The Annual Stockholders’ Meeting will be conducted virtually from The Beaufort, 5th Avenue corner 23rd Street, Bonifacio Global City, Taguig City, Metro Manila, Taguig, Metro Manila.
- (b) The complete mailing address of FLI is the Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila.
- (c) The information statement shall be made available to the stockholders and/or security holders no later than **30 March 2026**.

#### **Item 2. Dissenter’s Right of Appraisal**

A stockholder of the Company has the right to dissent and demand payment of the fair value of his shares in the following instances: (a) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences superior in any respect to those of outstanding shares or any shares of any class, or of extending or shortening the term of corporate existence; (b) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code of the Philippines (“Revised Corporation Code”); (c) in case of investment of corporate funds in any other corporation or business or for any purpose other than the Company’s primary purpose; and (d) in case of merger or consolidation.

The stockholder concerned must have voted against the proposed corporate action in order to avail himself of the appraisal right. As provided in the Revised Corporation Code, the procedure in the exercise of the appraisal right is as follows:

- a. The dissenting stockholder files a written demand within thirty (30) days after the date on which the vote was taken in which he registered a negative vote. Failure to file the demand within the 30-day period constitutes a waiver of the right. Within ten (10) days from demand, the dissenting stockholder shall submit the stock certificates to the Corporation for notation that such shares are dissenting shares. From the time of the demand until either the abandonment of the corporate action in question or the purchase of the shares by the Corporation, all rights accruing to the shares shall be suspended, except the stockholder’s right to receive payment of the fair value thereof.
- b. If the corporate action is implemented, the Corporation shall pay the stockholder the fair value of his shares upon surrender of the corresponding certificate/s of stock. Fair value is determined by the value of the shares of the Corporation on the day prior to the

date on which vote is taken on the corporate action, excluding any appreciation or depreciation in value in anticipation of the vote on the corporate action.

- c. If the fair value is not determined within sixty (60) days from the date of the vote, it will be determined by three (3) disinterested persons (one chosen by the Corporation, another chosen by the stockholder, and the third one chosen jointly by the two (2) thus chosen). The findings of the majority of the appraisers will be final, and their award will be paid by the Corporation within (30) days following such award. Upon such payment, the stockholder shall forthwith transfer his shares to the Corporation. No payment shall be made to the dissenting stockholder unless the Corporation has unrestricted retained earnings sufficient to cover such payment.
- d. If the stockholder is not paid within thirty (30) days from such award, his voting and dividend rights shall be immediately restored.

There is no matter to be taken up at the Annual Stockholders' Meeting on **23 April 2026** which would entitle a dissenting stockholder to exercise the right of appraisal.

**Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- (a) No director or executive officer of FLI or nominee for election as such director or officer has any substantial interest, direct or indirect, in any matter to be acted upon at the Annual Stockholders' Meeting, other than election to office (in the case of directors).
- (b) Likewise, none of the directors has informed FLI of his opposition to any matter to be taken up at the Annual Stockholders' Meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof**

- (a) As of **04 March 2026**, the total number of shares outstanding and entitled to vote in the Annual Stockholders' Meeting is **22,383,759,506** common shares and **8,000,000,000** preferred shares. Each share is entitled to one (1) vote.
- (b) The record date for purposes of determining the stockholders entitled to notice of and to vote at the Annual Stockholders' Meeting is **04 March 2026**.
- (c) A stockholder may vote such number of shares for as many persons as there are directors to be elected. He may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: *Provided*, That the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of FLI multiplied by the whole number of directors to be elected. There are no conditions precedent to the exercise of the stockholder's cumulative voting right.

(d) Security Ownership of Certain Record and Beneficial Owners and Management:

The names, addresses, citizenship, number of shares held, and percentage to total of persons owning more than five percent (5%) of the outstanding voting shares of FLI as of **04 March 2026** are as follows:

| <b>Title of Class of Securities</b> | <b>Name/ Address of Record Owner and Relationship with FLI</b>   | <b>Name of Beneficial Owner/ Relationship with Record Owner</b> | <b>Citizenship</b> | <b>No. of Shares Held</b> | <b>% of Ownership</b> |
|-------------------------------------|--|---|--------------------|---------------------------|-----------------------|
| Preferred                           | <b>Filinvest Development Corporation</b><br>The Beaufort, 5 <sup>th</sup> Avenue<br>corner 23 <sup>rd</sup> Street, Bonifacio<br>Global City, Taguig City,<br>Metro Manila | FDC <sup>1</sup>  | Filipino           | 8,000,000,000             | 100%                  |
| Common                              | <b>Filinvest Development Corporation</b><br>The Beaufort, 5 <sup>th</sup> Avenue<br>corner 23 <sup>rd</sup> Street, Bonifacio<br>Global City, Taguig City,<br>Metro Manila | FDC <sup>2</sup>  | Filipino           | 15,926,610,981            | 71.15%                |
| Common                              | <b>PCD Nominee Corporation (Filipino)</b><br>G/F, Philippine Stock Exchange<br>Tower<br><b>Ayala Avenue, Makati City</b>   | Same as the<br>Record Owner                                     | Filipino           | 3,279,723,190             | 14.65%                |
| Common                              | <b>PCD Nominee Corporation (Non-Filipino)</b><br>G/F, Philippine Stock Exchange<br>Tower, Ayala Avenue, Makati<br>City   | Please see<br>footnote 4<br>below. <sup>3</sup>                 | Non-<br>Filipino   | 1,897,520,106             | 8.48%                 |

Except as stated above, the Board of Directors and Management of the Company have no knowledge of any person who, as of the date of the annual report, was directly or indirectly the beneficial owner of more than five percent (5%) of the Company's outstanding shares or who has voting power or investment power with respect to shares comprising more than five percent (5%) of the Company's outstanding common stock.

<sup>1</sup> Ms. Lourdes Josephine Gotianun Yap is usually appointed by Filinvest Development Corporation ("FDC") as its representative, with authority to vote FDC's shares in stockholders' meetings of FLI

<sup>2</sup> Ms. Lourdes Josephine Gotianun Yap is usually appointed by Filinvest Development Corporation ("FDC") as its representative, with authority to vote FDC's shares in stockholders' meetings of FLI

<sup>3</sup> Based on the Amended SEC Form 18-A submitted by Dunross & Co S.A. SICAV – SIF ("Dunross") to the SEC dated 27 January 2025, which was then provided to the Company and disclosed with the PSE, Dunross holds 1,617,900,000 common shares, (which is equivalent to 7.228% of the resulting total number of outstanding shares of the Company [post voluntary tender offer in 2024]). Moreover, based on the List of Participants, as of December 31, 2025, one participant holds 7.29%, namely, The Hongkong and Shanghai Banking Corp. Ltd.-Clients' Acct.

As of **04 March 2026**, 1,897,520,106 or 8.48% of the total outstanding voting shares of FLI are owned by foreigners.

The names, citizenship, number of shares held and percentage to total outstanding shares of persons forming part of the Board of Directors and Management of the Company as of **04 March 2026** are as follows:

| Title of Class of Securities | Name                           | Amount and Nature of Ownership | Citizenship | Percentage of Ownership |
|------------------------------|--------------------------------|--------------------------------|-------------|-------------------------|
| Common                       | Jonathan T. Gotianun           | 61 (D)<br>3,281,966 (I)        | Filipino    | 0.00% (D)<br>0.01% (I)  |
| Common                       | Lourdes Josephine Gotianun Yap | 91 (D)<br>38,716,303 (I)*      | Filipino    | 0.00% (D)<br>0.17% (I)  |
| Common                       | Tristaneil D. Las Marias       | 1 (D)                          | Filipino    | 0.00% (D)               |
| Common                       | Michael Edward T. Gotianun     | 11,235,928 (D)                 | Filipino    | 0.05% (D)               |
| Common                       | Rhoda A. Huang                 | 95,712 (D)                     | Filipino    | 0.0004% (D)             |
| Common                       | Francis Nathaniel C. Gotianun  | 32,518(D)                      | Filipino    | 0.00% (D)               |
| Common                       | Ephyro Luis B. Amatong         | 1 (D)                          | Filipino    | 0.00% (D)               |
| Common                       | Ernesto S. De Castro           | 1 (D)                          | Filipino    | 0.00% (D)               |
| Common                       | Gemilo J. San Pedro            | 1 (D)                          | Filipino    | 0.00% (D)               |
| Common                       | Ana Venus A. Mejia             | 233,000 (I)                    | Filipino    | 0.00% (I)               |
| Common                       | Winnifred H. Lim               | 1,026,563 (I)                  | Filipino    | 0.0045% (I)             |
| N.A.                         | Francis V. Ceballos            | 0                              | Filipino    | N.A.                    |
| N.A.                         | Reynaldo Juanito S. Nieva II   | 0                              | Filipino    | N.A.                    |
| N.A.                         | Mary Averose D. Valderrama     | 0                              | Filipino    | N.A.                    |
| N.A.                         | D'Artagnan M. Aguilar          | 0                              | Filipino    | N.A.                    |
| Common                       | Luis L. Fernandez              | 4,064,940 (D)                  | Filipino    | 0.02% (D)               |
| N.A.                         | Gerard C. Marcelo              | 0                              | Filipino    | N.A.                    |
| N.A.                         | Wilbert B. Serrano             | 0                              | Filipino    | N.A.                    |
| N.A.                         | Sean Philip R. Imperial        | 0                              | Filipino    | N.A.                    |
| N.A.                         | Maria Arabelle B. Solidum      | 0                              | Filipino    | N.A.                    |
| N.A.                         | Estrella C. Elamparo           | 0                              | Filipino    | N.A.                    |
| N.A.                         | Katrina O. Clemente-Lua        | 0                              | Filipino    | N.A.                    |
| N.A.                         | Jennifer C. Lee                | 0                              | Filipino    | N.A.                    |
| N.A.                         | Melissa C. Ortiz               | 0                              | Filipino    | N.A.                    |
| N.A.                         | Michael R. Roxas**             | 0                              | Filipino    | N.A.                    |
| N.A.                         | Heherson M. Ibardaloza         | 0                              | Filipino    | N.A.                    |

\* Includes shares of stock in Filinvest Land, Inc. under the name Joseph &/or Josephine Yap

\*\* Mr. Michael Roxas tendered his resignation as Chief Audit Executive of the Company, effective March 30, 2026, as disclosed with the SEC and PSE

Total ownership of all directors and officers as a group as of 04 March 2026 is 0.2621% of the total issued and outstanding common shares of stock.

No person holds more than 5% of the common stock under a voting trust or similar agreement.

There are no arrangements which may result in a change in control of FLI. There has been no change in control of FLI since the beginning of the last fiscal year.

**Item 5. Directors and Executive Officers**

The members of the Board serve for a term of one (1) year and until their successors shall have been duly elected and qualified. The profiles of the incumbent directors and officers of the Company are provided below:

|   |   |
|---|---|
| <p><b>Jonathan T. Gotianun</b><br/> <i>Chairman of the Board</i></p>                                | <p>Mr. Gotianun, 72, Filipino, was first elected as a Director of FLI on 17 June 1994. He also serves as the Chairman of the Board of Directors of Filinvest Development Corporation (“FDC”) and East West Banking Corporation (“EWBC”), both publicly-listed companies. He is also the Chairman of the Board of Davao Sugar Central Co., Inc. (“DSCC”), Cotabato Sugar Central Co. Inc. (“CSCC”) and FDC Utilities, Inc. (“FDCUI”) and their subsidiary power companies. He served as a Director and Senior Vice-President of Family Bank &amp; Trust Co. until 1984. He obtained his Master’s Degree in Business Administration from Northwestern University in 1976.</p>   |
| <p><b>Lourdes Josephine Gotianun Yap</b><br/> <i>Vice-Chairperson of the Board</i></p>              | <p>Mrs. Yap, 70, Filipino, was first elected as a Director of FLI on 24 November 1989. Mrs. Yap was elected as the Vice-Chairperson of the Board of FLI on 24 April 2023. She served as the CEO of FLI from October 2012 to April 2023 and as its President from October 2012 to April 2022. She is also the Vice-Chairperson of the Board of FDC and a Director of EWBC, all publicly-listed companies. She is the Chairperson of Filinvest Alabang, Inc. (“FAI”), a Director of FDCUI and in other companies within the Filinvest Group. She obtained her Master’s Degree in Business Administration from the University of Chicago in 1977.</p>  |
| <p><b>Tristaneil D. Las Marias</b><br/> <i>Director, President, and Chief Executive Officer</i></p> | <p>Mr. Las Marias, 50, Filipino, is the President and Chief Executive Officer of FLI. He also serves as a Director of FILRT, a publicly-listed company. He started in 1997 as the Head of Regional Projects and went on to hold a higher position as a Senior Vice-President and Cluster Head for Visayas and Mindanao projects, as well as Southwest and Central Luzon. He was appointed as President and Chief Strategy Officer of FLI in April 2022 before his concurrent appointment as CEO in April 2023. He obtained his Bachelor of Arts, Major in Management Economics degree from Ateneo de Manila University. He also obtained his Certificate from the Advanced Management Program of the Harvard Business School in 2022.</p> |

|  |  |
|--|--|
| <p><b>Michael Edward T. Gotianun</b><br/> <i>Director</i></p>              | <p>Mr. Gotianun, 68, Filipino, was first elected as a Director of FLI on 08 May 2015. He is also a Director of FDC, a publicly-listed company. He served as the general manager of Filinvest Technical Industries from 1987 to 1990 and as loans officer at Family Bank from 1979 to 1984. He obtained his Bachelor's Degree in Business Management from the University of San Francisco in 1979.</p>  |
| <p><b>Francis Nathaniel C. Gotianun</b><br/> <i>Director</i></p>           | <p>Mr. Gotianun, 42, Filipino, was first elected as a Director of FLI on 22 April 2016. He is the Chief Executive Officer of Filinvest Hospitality Corporation, a subsidiary of FDC, the primary role of which is to evaluate, plan, develop and optimize potential and current hospitality investments of the Filinvest Group. He is also a director of FDC, a publicly-listed company. He serves as Chairman of ProOffice Works Services, Inc. ("PWSI"), a Director of Filinvest Mimosa, Inc. and as the President and CEO of The Palms County Club, Inc. ("TPCCI"). He obtained his Bachelor's Degree in Commerce from the University of Virginia in 2005 and his Master's in Business Administration degree in IESE Business School – University of Navarra in 2010.</p>   |
| <p><b>Rhoda A. Huang</b><br/> <i>Director</i></p>                          | <p>Ms. Huang, 63, Filipino, was first elected as a Director of FLI on 19 April 2024. She is currently a Director and the President and CEO of FDC, and a Director of Filinvest REIT Corp., both publicly-listed companies. Prior to joining FDC, she was the President of BPI Capital Corporation. She was also the former Branch Head of Investment Banking for Credit Suisse Philippines and spent nineteen (19) years at JP Morgan Chase and its predecessor institutions. Ms. Huang brings more than thirty (30) years of experience in Philippine corporate, financial and government institutions. She has led various aspects of investment banking, including handling mergers and acquisitions, facilitating equity-linked transactions, managing equity and debt capital markets, overseeing structured products and lending, as well as handling risk management. She completed her Bachelor's degree in Business Administration and Accountancy at the University of the Philippines and is a Certified Public Accountant.</p> |
| <p><b>Ephyro Luis B. Amatong</b><br/> <i>Lead Independent Director</i></p> | <p>Atty. Amatong, 53, Filipino, was first elected as an Independent Director of FLI on 19 April 2024. He was the former Supervising Commissioner of the Markets and Securities Regulation Department and the</p>   |

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|   | <p>Economic Research and Training Department of the Philippine Securities and Exchange Commission (“SEC”) from May 2014 to March 2022. Before joining SEC, he was an Assistant Secretary of the Department of Finance (“DOF”) where he had an active role in a number of privatization projects among others. He also served in various capacities in the government. Before joining the government, he was an Associate with the Villaraza &amp; Angangco Law Offices where he dealt with high profile litigation.</p> <p>Currently, he is a partner of MOSVELDTT Law Offices and a Consultant for the World Bank Group and the Asian Development Bank. He is a Professional Lecturer of the University of the Philippines – College of Law, a Trustee of the Andres Bonifacio College, an Independent Director of Asia Link Finance Corp.; Global Dominion Financing, Inc., and South Asialink Finance Corp. He is also an independent director of Citicore Renewable Energy Corp., and an Advisor to the Board of Alternergy Holdings Corp, both publicly-listed companies.</p> <p>Atty. Amatong was admitted to the Philippine Bar in 2002 and the New York Bar in 2007. He holds a Master of Laws degree with an International Finance Concentration from Harvard Law School. He also holds a Bachelor of Laws degree from the University of the Philippines and a Bachelor of Science in Business Economics from the same university.</p> |
| <p><b>Ernesto S. De Castro</b><br/> <i>Independent Director</i></p> | <p>Mr. De Castro, 79, Filipino, was first elected as an Independent Director of FLI on 22 April 2019. He is the President of ESCA Incorporated since July 1993. He is not a Director of any other publicly-listed company. He graduated from the University of the Philippines Diliman in 1967 with a Bachelor’s Degree in Civil Engineering and obtained his Masters of Engineering in the same university in 1968. He obtained the degree of Doctor of Philosophy in Civil Engineering (Major in Structures) in Lehigh University, Bethlehem, Pennsylvania, USA in 1975.</p>  |
| <p><b>Gemilo J. San Pedro</b><br/> <i>Independent Director</i></p>  | <p>Mr. San Pedro, 71, Filipino, was first elected as an Independent Director of FLI on 17 July 2019. He has 38 years of experience in public accounting and business advisory services. Prior to his retirement on 30 June 2015, he served various leadership roles at SyCip Gorres Velayo &amp; Co. (SGV &amp; Co.). He was a partner in SGV &amp; Co. from 1991 to 2015 and a Professional</p>  |

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|  | <p>Practice Director and a Quality and Risk Management Leader from 2004 to 2015.</p> <p>He is an Independent Director of Globe Fintech Innovations, Inc., Electronic Commerce Payments (EC Pay), Inc., and Insular Life Assurance Company, Ltd.</p> <p>He finished his Bachelor of Science in Commerce, Major in Accounting degree at Rizal Memorial Colleges, Davao City in 1976. He obtained his Master of Business Administration, Concentration in Finance and International Business, at the Graduate School of Business, New York University, (now Stern Graduate School) USA in 1983.</p>   |
| <p><b>Ana Venus A. Mejia</b><br/> <i>Executive Vice President –<br/> Treasurer &amp; Chief Finance<br/> Officer and Chief Operating<br/> Officer</i></p> | <p>Ms. Mejia, 60, Filipino, has been with the Filinvest Group for 28 years. She started in January 1996 as the Assistant Controller of FDC and has served the group in various capacities. She was appointed as the Treasurer of FLI in 2012. She also serves as the Treasurer and Chief Finance Officer of FILRT. Prior to joining Filinvest, she worked with Shoemart and SGV &amp; Co. She is a Certified Public Accountant and a <i>magna cum laude</i> graduate of Pamantasan ng Lungsod ng Maynila. She obtained her Master's Degree from the Kellogg School of Management of Northwestern University and the School of Business and Management at the Hong Kong University of Science and Technology.</p> |
| <p><b>Winnifred H. Lim</b><br/> <i>First Senior Vice President and<br/> Chief Technical Planning<br/> Officer</i></p>                                    | <p>Engr. Lim, 61, Filipino, is the Senior Vice-President and Chief Technical Planning Officer of FLI. He started as the Company's Engineering Head last 2000 and currently leads Engineering, Architecture, Planning and Design, Survey, and Special Projects. He obtained his Master's Degree in Structural Engineering at the University of the Philippines Diliman.</p>   |
| <p><b>Francis V. Ceballos</b><br/> <i>Senior Vice President and Head<br/> of the Industrial, Warehousing<br/> and Logistics Business</i></p>             | <p>Mr. Ceballos, 59, Filipino, joined FLI last 2010 and is currently the Senior Vice-President and Head of the Industrial/Logistics Business. He graduated from Ateneo de Manila University with a degree in Management Engineering and obtained his Masters in Business Administration from the Asian Institute of Management.</p>  |
| <p><b>Reynaldo Juanito S. Nieva II</b><br/> <i>Senior Vice President –<br/> Operations Head</i></p>  | <p>Mr. Nieva, 51, Filipino, is the head of the Operations Department of FLI. He has been with FLI for fifteen (15) years and significantly contributed to various systems and processes of the company. His customer-</p>  |

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|  | <p>centric leadership introduced the Omni channel to FLI's customer service, efficient booking process, stability in risk management and digitalizing an array of FLI Operating systems. He graduated from the University of the Philippines Diliman with a degree in Hotel and Restaurant Administration</p>  |
| <p><b>Mary Averose D. Valderrama</b><br/> <i>Senior Vice President –<br/> Residential Business Unit Head</i></p> | <p>Ms. Valderrama, 45, Filipino, is the Residential Business Unit Head of FLI. Ms. Valderrama graduated as <i>cum laude</i> in 2002 with a degree in Business Economics at the University of the Philippines - Diliman. She took an MBA in Business Administration at the University of East Anglia in United Kingdom and graduated with distinction. When Ms. Valderrama joined FLI in 2013, she carried with her solid real estate experience gained from the various roles she held in business development, sales and marketing.</p>   |
| <p><b>D'Artagnan M. Aguilar</b><br/> <i>Senior Vice President – Chief<br/> Marketing Officer</i></p>             | <p>Mr. Aguilar, 56, Filipino, is the Chief Marketing Officer of FLI. He is a senior marketing and business leader with over 30 years of experience driving enterprise brand transformation, digital growth, and marketing modernization across real estate, banking, telecommunications, retail, and multinational agency environments. Prior to joining FLI, Mr. Aguilar was Chief Marketing Officer of CIMB Bank Philippines and held various positions at Bank of the Philippine Islands (BPI), Globe Telecom, Mindshare Philippines, Ogilvy &amp; Mather, and Leo Burnett. He graduated from the Ateneo de Manila University with a Bachelor of Science degree in Biology. He obtained his Executive Business Management Certificate from the Harvard Business School.</p> |
| <p><b>Luis L. Fernandez</b><br/> <i>First Vice President – HOA &amp;<br/> Water Systems Head</i></p>             | <p>Mr. Fernandez, 79, Filipino, is the HOA &amp; Water Systems Head of FLI. He has been with Filinvest for more than fifty (50) years. He served as Executive Vice-President of Family Savings Bank and held the same position in Family Bank &amp; Trust Co. He also served as Vice-President of FDC. He obtained his Bachelor of Arts Degree Major in Business Management from the Ateneo De Manila University.</p>  |
| <p><b>Wilbert B. Serrano</b><br/> <i>First Vice President – Sales and<br/> Marketing Head</i></p>                | <p>Mr. Serrano, 50, Filipino, is the Sales and Marketing Head of FLI. Prior to joining FLI, he is the Head of Commercial Excellence and Business Strategy at Sandoz-Novartis Philippines. He has been leading sales and marketing teams across different industries for over twenty (20) years. He has worked for Globe Telecom,</p>   |

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|   | <p>Johnson &amp; Johnson Philippines, and Samsung Electronics Philippines Corp. He has a Bachelor of Arts Degree in English and has completed the Executive MBA Program at the Asian Institute of Management (“AIM”). He is also a graduate of the Corporate Strategy and Execution Program and Management Development Program of AIM.</p>   |
| <p><b>Sean Philip R. Imperial</b><br/> <i>First Vice President - Land Acquisition and Disposition</i></p>   | <p>Mr. Imperial, 47, Filipino, is the First Vice-President for Land Acquisition and Disposition of FLI. He has been with Filinvest for twenty-three (23) years. He is a homegrown talent, starting as a Project Analyst to an Executive role in Rawland Acquisition. He obtained his degree in Economics from the University of Santo Tomas.</p>   |
| <p><b>Gerard C. Marcelo</b><br/> <i>First Vice President, Regional General Manager – North, Central and South Luzon, and Estate Business Head</i></p> | <p>Mr. Marcelo, 53, Filipino, is the First Vice President, Regional General Manager – North, Central and South Luzon, and Estate Business Head. Mr. Marcelo has over 25 years of experience in planning, implementation and general management of general subdivision projects, as well as land acquisition and business development for condotels and hotel projects. He started his career with Landco Pacific Corporation earning his way to becoming its Vice President for Business Development and Market Research. Prior to joining FLI, he was a Business and Project Development Consultant of Ayala Land Estates, Inc.</p> <p>Mr. Marcelo graduated from Ateneo de Manila University with a Bachelor of Science in Management Engineering and attended the Strategic Business Economics Program at the University of Asia and the Pacific.</p> |
| <p><b>Maria Arabelle B. Solidum</b><br/> <i>First Vice President – Region General Manager</i></p>   | <p>Ms. Solidum, 47, Filipino, previously served as FLI’s Area General Manager for Northern Mindanao in 2013–2017 and as the Rawland Group Head for Visayas and Mindanao Cluster in 2018. Prior to joining Filinvest, her leadership roles include Senior Vice President and Chief Operations Officer at Raemulan Lands, Inc., Vice President and General Manager at Pacifica Homes Development Corporation (a Century Pacific Group, Inc. subsidiary), and key management positions at Pueblo de Oro Development Corporation (ICCP Group), Globe Telecom, Inc., Innove Communications, Inc., and the Villar Group. She holds a Bachelor of Science degree in Agribusiness Management (cum laude), from the University of the Philippines Los</p>   |

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|   | <p>Banos and is completing her Master of Arts in Urban and Regional Planning at UP SURP in UP Diliman.</p>   |
| <p><b>Estrella C. Elamparo</b><br/> <i>Compliance Officer</i></p>     | <p>Atty. Elamparo, 55, Filipino, is concurrently the Compliance Officer and Head of Legal of Filinvest Development Corporation. She is a lawyer specializing in litigation and disputes, public relations, crisis management and communications, and policy advocacy. She has been recognized as one of the Philippines' Top 100 Lawyers in 2021, 2022 and 2023, and was named Woman Lawyer of the Year by Asian Legal Business South East Asia Law Awards in 2017. She is a professor at the San Beda Graduate School of Law and a columnist for The Daily Tribune. Atty. Elamparo has held several senior positions in both the private and public sectors, including Senior Partner and Head of Commercial and Criminal Litigation at Divina Law, and Senior Vice President and Chief Legal Counsel at the Government Service Insurance System. She is also a certified Securities Specialist and Certified Treasury Specialist. Atty. Elamparo holds a Bachelor of Laws degree from the University of the Philippines and a Master of Arts degree in Health Care Ethics and Law from the University of Manchester as a Chevening Scholar.</p>  |
| <p><b>Melissa C. Ortiz</b><br/> <i>Investor Relations Officer</i></p> | <p>Ms. Ortiz, 55, Filipino, is the Investor Relations Officer of FLI. She was previously the Head of Investor Relations for ABS-CBN Corporation, Head of Corporate and Financial Planning for Nutriasia Philippines and Head of Financial Planning and Investor Relations for MERALCO.</p> <p>She is a Certified Public Accountant and a Certified Management Accountant. She obtained her Bachelor's Degree in Business Administration from the University of the Philippines and obtained her Master's Degree in Business Administration and Master of Science degree in Computational Finance from De La Salle University. She completed the Chief Financial Officer, Strategic Finance Leadership, Strategy Management for Leaders, Smart Cities Development and Management, Business and Management Consulting and Enterprise Risk Management programs at the Asian Institute of Management. She also completed the Sustainable Real Estate: Creating a Better Built Environment program from the University of Cambridge Institute for Sustainability Leadership, the Sustainable Finance in Action program of the Singapore Management University, The Cities Programme of the National</p> |

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|  | <p>University of Singapore, and the Real Estate Economics and Finance program from the London School of Economics and Political Science. [She is currently taking her Doctorate of Business Administration at the Asian Institute of Management.]</p>  |
| <p><b>Katrina O. Clemente-Lua</b><br/> <i>Corporate Secretary and<br/> Corporate Information Officer</i></p> | <p>Ms. Clemente-Lua, 42, Filipino, was appointed as FLI's Corporate Secretary on 24 March 2023 and Corporate Information Officer on 16 March 2022. Ms. Lua was previously appointed as FLI's Assistant Corporate Secretary on 16 March 2022. She joined the Corporate and Tax Advisory Division of the Legal Department of FLI in October 2018. Prior to joining FLI, she served as the Legal Counsel of Philippine Stratbase Consultancy, Inc. and the Executive Director of Stratbase ADR Institute. She was previously an Associate of Carag Jamora Somera &amp; Villareal Law Offices, as well as the Senior Corporate Affairs Officer of Anchor Land Holdings.</p> <p>She is a member of the Integrated Bar of the Philippines (Makati Chapter). She obtained her Bachelor of Arts degree in Legal Management from De La Salle University and her Juris Doctor degree from Ateneo de Manila University.</p> |
| <p><b>Jennifer C. Lee</b><br/> <i>Assistant Corporate Secretary</i></p>                                      | <p>Ms. Lee, 41, Filipino, was first appointed as FLI's Assistant Corporate Secretary on 24 March 2023. She joined the Corporate, Tax, and Compliance Division of the Legal Department of FLI in July 2021. Prior to joining FLI, she was an associate in Quasha Law and in Migallos &amp; Luna Offices. She is a member of the Integrated Bar of the Philippines (Makati Chapter). She obtained her Juris Doctor degree in University of the Philippines – Diliman and her Bachelor of Science in Commerce, Major in Legal Management in De La Salle University – Manila.</p>  |
| <p><b>Michael R. Roxas</b><br/> <i>Chief Audit Executive</i></p>   | <p>Mr. Roxas, 47, Filipino, is the Chief Audit Executive (“CAE”) of FLI<sup>1</sup>. He is also the CAE of FILRT and the interim Internal Audit Head of FDC. He has a dynamic 20-year management career in auditing, assurance and consultancy in real estate, retail, manufacturing and telecommunications companies. He performed financial, operations and compliance audits including business process, project management, continuous monitoring, process mapping, and fraud investigation. Prior to joining FLI, he was the Senior Assistant Vice</p>  |

<sup>1</sup> Mr. Roxas tendered his resignation as FLI's Chief Audit Executive effective 30 March 2026.

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|  | <p>President, Internal Audit and Risk Management of Global-Estate Resorts, Inc. (“GERI”). Before joining GERI, he was the head of Risk Management &amp; Insurance Division of Makati Development Corporation (“MDC”), a wholly owned subsidiary and the construction arm of Ayala Land, Inc. During his time in MDC, he championed several initiatives for MDC such as documentation and improvement of MDC’s systems and procedures, establishment of the Enterprise-wide Risk Management program, development of Business Continuity Management, and Lean Construction. He has a Master’s Degree in Business Administration from the Pamantasan ng Lungsod ng Maynila. He is a Certified Lead Auditor for ISO 9001:2008 Quality Management System and ISO 14001:2004 Environmental Management System. Mr. Roxas is certified in Safety Program Audit, Loss Control Management and Construction Occupational Safety and Health (COSH). He also obtained the 186 Certified Internal Control Auditor (CICA) title in February 2019. He is a member of the Institute of Internal Auditors – Philippines (IIA-P) since 2009.</p> |
| <p><b>Heherson M. Ibardaloza</b><br/> <i>Data Protection Officer</i></p> | <p>Mr. Ibardaloza, 38, Filipino, was appointed as the Data Protection Officer of FLI on 16 February 2026. He was previously appointed as FLI’s Interim Data Protection Officer on 11 November 2025. He has extensive professional experience in Global Shared Services industry with 15 Years of Experience in Global Master Data Management. Prior to joining Filinvest Business Services Corporation (“FBSC”), he held the position of Finance Master Data Management Manager at Dover Business Services. He graduated with a Bachelor of Science in Hospitality Management from Taguig City University.</p>  |

A Certification that none of the above-named directors and officers work in the government is attached herein as **Annex “A”**.

The record of attendance of the directors at the meetings of the Board of Directors held in 2025 is as follows:

| <b>Directors</b>               | <b>No. of Board Meetings Held</b> | <b>No. of Board Meetings Attended</b> | <b>Percent Present</b> |
|--------------------------------|-----------------------------------|---------------------------------------|------------------------|
| Jonathan T. Gotianun           | 7                                 | 7                                     | 100%                   |
| Lourdes Josephine Gotianun Yap | 7                                 | 7                                     | 100%                   |

| Directors                                     | No. of Board Meetings Held | No. of Board Meetings Attended | Percent Present |
|---|----------------------------|--------------------------------|-----------------|
| Tristaneil D. Las Marias                      | 7                          | 7                              | 100%            |
| Michael Edward T. Gotianun                    | 7                          | 7                              | 100%            |
| Francis Nathaniel C. Gotianun                 | 7                          | 5                              | 71%             |
| Rhoda A. Huang                                | 7                          | 7                              | 100%            |
| Ephyro Luis B. Amatong (Independent Director) | 7                          | 7                              | 100%            |
| Ernesto S. De Castro (Independent Director)   | 7                          | 7                              | 100%            |
| Gemilo J. San Pedro (Independent Director)    | 7                          | 7                              | 100%            |

The records of attendance of the directors at the meetings of the respective Board Committees held in 2025 is as follows:

#### Executive Committee

| Position    | Name                           | No. of Meetings Held | No. of Meetings Attended | Percent Present |
|-------------|--------------------------------|----------------------|--------------------------|-----------------|
| Chairperson | Lourdes Josephine Gotianun Yap | 8                    | 8                        | 100%            |
| Member      | Jonathan T. Gotianun           | 8                    | 8                        | 100%            |
| Member      | Michael Edward T. Gotianun     | 8                    | 8                        | 100%            |
| Member      | Francis Nathaniel C. Gotianun  | 8                    | 8                        | 100%            |
| Member      | Tristaneil D. Las Marias       | 8                    | 8                        | 100%            |
| Member      | Rhoda A. Huang*                | 5                    | 4                        | 80%             |

\*Ms. Rhoda A. Huang was appointed as a new member of the Execom during the organizational meeting held on April 24, 2025

#### Audit & Risk Management Oversight Committee

| Position      | Name                           | No. of Meetings Held | No. of Meetings Attended | Percent Present |
|---------------|--------------------------------|----------------------|--------------------------|-----------------|
| Chairman (ID) | Gemilo J. San Pedro            | 4                    | 4                        | 100%            |
| Member        | Lourdes Josephine Gotianun Yap | 4                    | 4                        | 100%            |
| Member        | Jonathan T. Gotianun*          | 3                    | 3                        | 100%            |
| Member (ID)   | Ephyro Luis B. Amatong         | 4                    | 4                        | 100%            |
| Member (ID)   | Ernesto S. De Castro*          | 3                    | 3                        |                 |

\* Mr. Jonathan T. Gotianun and Dr. Ernesto S. De Castro were appointed as new members of the ARMOC during the organizational meeting held on April 24, 2025

### Compensation Committee

| Position    | Name                           | No. of Meetings Held | No. of Meetings Attended | Percent Present |
|-------------|--------------------------------|----------------------|--------------------------|-----------------|
| Chairperson | Lourdes Josephine Gotianun Yap | 1                    | 1                        | 100%            |
| Member (ID) | Ephyro Luis B. Amatong         | 1                    | 1                        | 100%            |
| Member (ID) | Ernesto S. De Castro           | 1                    | 1                        | 100%            |
| Member (ID) | Gemilo J. San Pedro            | 1                    | 1                        | 100%            |

### Corporate Governance Committee

| Position      | Name                   | No. of Meetings Held | No. of Meetings Attended | Percent Present |
|---------------|------------------------|----------------------|--------------------------|-----------------|
| Chairman (ID) | Ephyro Luis B. Amatong | 1                    | 1                        | 100%            |
| Member        | Jonathan T. Gotianun   | 1                    | 1                        | 100%            |
| Member (ID)   | Ernesto S. De Castro   | 1                    | 1                        | 100%            |
| Member (ID)   | Gemilo J. San Pedro    | 1                    | 1                        | 100%            |

### Related-Party Transaction Committee

| Position      | Name                   | No. of Meetings Held | No. of Meetings Attended | Percent Present |
|---------------|------------------------|----------------------|--------------------------|-----------------|
| Chairman (ID) | Ephyro Luis B. Amatong | 1                    | 1                        | 100%            |
| Member (ID)   | Ernesto S. De Castro   | 1                    | 1                        | 100%            |
| Member (ID)   | Gemilo J. San Pedro    | 1                    | 1                        | 100%            |

### Annual Stockholders' Meeting ("ASM") of the Corporation held on April 24, 2025

| Directors                                     | Present | Absent |
|---|---------|--------|
| Jonathan T. Gotianun                          | ✓       |        |
| Lourdes Josephine Gotianun Yap                | ✓       |        |
| Tristaneil D. Las Marias                      | ✓       |        |
| Michael Edward T. Gotianun                    | ✓       |        |
| Francis Nathaniel C. Gotianun                 |         | ✓      |
| Rhoda A. Huang                                | ✓       |        |
| Ephyro Luis B. Amatong (Independent Director) | ✓       |        |
| Ernesto S. De Castro (Independent Director)   | ✓       |        |
| Gemilo J. San Pedro (Independent Director)    | ✓       |        |

### Board Evaluation and Assessment

To ensure board effectiveness and optimal performance, the Board shall conduct annual performance evaluations of the Board of Directors, its individual members and board

committees. Through the self-assessment and evaluation process, directors identify areas for improvement, such as:

1. Diversity of the board composition;
2. The frequency and conduct of meetings;
3. The timeliness and completeness of materials and information provided to them;
4. Directors' access to Management;
5. Orientation for new directors and continuing education and training for existing directors.

The criteria for Board self-assessment are:

1. Collective Board Rating
  - a) Board Composition
  - b) Board Meetings and Participation
2. Individual Self-Assessment
  - a) Individual Performance
  - b) Attendance of Board and Committee Meetings
3. Board Committees Rating
  - a) Executive Committee
  - b) Corporate Governance Committee
  - c) Audit and Risk Management Oversight Committee
  - d) Compensation Committee
  - e) Related-Party Transaction Committee
4. Comments and Suggestions

The members of the board committees, pursuant to appointments made during the organizational meeting of the Board of Directors of FLI on 24 April 2025, are as follows:

| <b>Committees</b>                           | <b>Members</b>  |
|---|---|
| Executive Committee                         | Chairperson: Lourdes Josephine Gotianun Yap<br>Members:<br>Jonathan T. Gotianun<br>Michael Edward T. Gotianun<br>Francis Nathaniel C. Gotianun<br>Tristaneil D. Las Marias<br>Rhoda A. Huang  |
| Audit & Risk Management Oversight Committee | Chairman: Gemilo J. San Pedro ( <i>Independent Director</i> )<br>Members:<br>Ephyro Luis B. Amatong ( <i>Independent Director</i> )<br>Ernesto S. De Castro ( <i>Independent Director</i> )<br>Lourdes Josephine Gotianun Yap<br>Jonathan T. Gotianun |
| Compensation Committee                      | Chairperson: Lourdes Josephine Gotianun Yap<br>Members:<br>Ephyro Luis B. Amatong ( <i>Independent Director</i> )<br>Ernesto S. De Castro ( <i>Independent Director</i> )   |

| Committees                          | Members   |
|-------------------------------------|---|
|                                     | Gemilo J. San Pedro ( <i>Independent Director</i> )   |
| Corporate Governance Committee      | Chairman: Ephyro Luis B. Amatong ( <i>Independent Director</i> )<br>Members:<br>Jonathan T. Gotianun<br>Gemilo J. San Pedro ( <i>Independent Director</i> )<br>Ernesto S. De Castro ( <i>Independent Director</i> ) |
| Related-Party Transaction Committee | Chairman: Ephyro Luis B. Amatong ( <i>Independent Director</i> )<br>Members:<br>Gemilo J. San Pedro ( <i>Independent Director</i> )<br>Ernesto S. De Castro ( <i>Independent Director</i> )                         |

### Nomination and Selection of Directors

The directors of FLI are elected at the Annual Stockholders' Meeting to hold office for one (1) year and until their respective successors have been duly appointed or elected and qualified. Officers are appointed by the Board of Directors typically at its first meeting following the Annual Stockholders' Meeting, each to hold office until his successor shall have been duly appointed and qualified.

There will be an election of the members of the Board during the Annual Stockholders' Meeting. The stockholders of the Company may nominate individuals to be members of the Board of Directors.

The Corporate Governance Committee, convened as the Nominations Committee, received the nominations for directors submitted by the stockholders. The Corporate Governance Committee met to consider the qualifications as well as grounds for disqualification, if any, of the nominees based on the criteria set forth in the Company's Revised Manual of Corporate Governance ("Revised Manual"), Securities Regulation Code, SEC Memorandum Circular No. 09, Series of 2011 as amended by SEC Memorandum Circular No. 04, Series of 2017, and SEC Memorandum Circular No. 07, Series of 2026. The Corporate Governance Committee then prepared a Final List of Candidates enumerating the nominees who passed the screening based on the following:

#### *Qualifications*

1. He is a holder of at least one (1) share of stock of FLI;
2. He shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education;
3. He shall be at least twenty-one (21) years old;
4. He shall have proven to possess integrity and probity; and
5. He shall be assiduous.

#### *Permanent Disqualifications*

The following shall be permanently disqualified for election as director:

1. Within five (5) years prior to the election or appointment, or within the tenure, the director was convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years;
2. Within five (5) years prior to the election or appointment, or within the tenure, the director was convicted by final judgment for violating the Revised Corporation Code;
3. Within five (5) years prior to the election or appointment, or within the tenure, the director was convicted by final judgment for violating the Securities Regulation Code;
4. Within five (5) years prior to the election or appointment, or within the tenure, the director was found administratively liable, by final judgment, for any offense involving fraudulent acts punishable under the Revised Corporation Code, the Securities Regulation Code, and other laws, rules or regulations enforced or implemented by the SEC;
5. Within five (5) years prior to the election or appointment, or within the tenure, the director was convicted or found administratively liable by a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) of Section 26 of the Revised Corporation Code;
6. Within five (5) years prior to the election or appointment, or within the tenure, the director, trustee or officer was found administratively liable, by final judgment, for refusal to allow the inspection and/or reproduction of corporate records;
7. Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;
8. Any person finally found by the Commission or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, or any other law administered by the Commission or the Bangko Sentral ng Pilipinas ("BSP"), or any rule, regulation or order of the Commission or the BSP;
9. Any person judicially declared to be insolvent;
10. Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the paragraphs 7, 8, and 9;
11. Any person finally convicted judicially or order by an administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker, or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;
12. Any person, who, by reason of misconduct, is permanently enjoined by final judgment or order of the Commission or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker, (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in subparagraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities. The disqualification shall also apply if such person is currently the subject of an order of the Commission or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities

- Regulation Code or any other law administered by the Commission or BSP, or has otherwise been restrained to engage in any activity involving securities and banking, or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership participation or association with a member or participant of the organization;
13. All other grounds for disqualification under the Articles of Incorporation and By-Laws of the Corporation; and
  14. Other grounds as the SEC may provide.

### *Temporary Disqualifications*

The following shall be grounds for the temporary disqualification of a director:

1. Refusal to fully disclose the extent of his business interests as required under the Securities Regulation Code and its Implementing Rules and Regulations. This disqualification shall be in effect as long as his refusal persists;
2. Absence or non-participation for whatever reason/s in more than fifty percent (50%) of all meetings, both regular and special, of the Board of Directors during his incumbency, or any twelve (12) -month period during said incumbency. This disqualification applies for purposes of the succeeding election;
3. Dismissal or termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity;
4. Being under preventive suspension by the Company;
5. If the independent director becomes an officer or employee of FLI, he shall be automatically disqualified from being an independent director;
6. Conviction that has not yet become final referred to in the grounds for the disqualification of directors; and
7. If the beneficial ownership of an independent director in the Corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification from being elected as an independent director is lifted if the limit is later complied with.

### **Nominated Directors for 2026-2027**

The Corporate Governance Committee, convened as the Nominations Committee, has determined that the following individuals possess all the qualifications and none of the disqualifications for directorship set out in FLI's Revised Manual. The list of the nominees for directors as determined by the Corporate Governance Committee shall be final and no other nominations shall be entertained or allowed after the final list of nominees is prepared.

Below is the final list of candidates prepared by the Corporate Governance Committee and the following individuals have been nominated for election as directors, including independent directors at the Annual Stockholders' Meeting on 23 April 2026:

1. Jonathan T. Gotianun
2. Lourdes Josephine Gotianun Yap
3. Tristaneil D. Las Marias
4. Michael Edward T. Gotianun
5. Francis Nathaniel C. Gotianun

6. Rhoda A. Huang
7. Ernesto S. De Castro, Jr. (Independent Director)
8. Gemilo J. San Pedro (Independent Director)
9. Ephyro Luis B. Amatong (Independent Director)

The qualifications of the nominees for the Board of Directors of FLI are discussed on pages 7 to 10 of this Information Statement. Other than the foregoing, there were no other persons nominated for election as directors.

### **Independent Directors**

Before the Annual Stockholders' Meeting, a stockholder of FLI may nominate individuals to be independent directors, taking into account the following guidelines:

*"Independent director"* means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of Section 17.2 of the Securities Regulation Code and includes, among others, any person who:

1. Is not a director or officer or substantial stockholder of FLI or of its related companies or any of its substantial shareholders (other than as an independent director of any of the foregoing);
2. Is not a relative of any director, officer or substantial shareholder of FLI, any of its related companies or any of its substantial shareholders. For this purpose, "relative" includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
3. Is not acting as a nominee or representative of a substantial shareholder of FLI, any of its related companies or any of its substantial shareholders;
4. Has not been employed in any executive capacity by FLI, any of its related companies or by any of its substantial shareholders within the last two (2) years;
5. Is not retained as professional adviser by FLI, any of its related companies or any of its substantial shareholders within the last two (2) years, either personally or through his firm; and
6. Has not engaged and does not engage in any transaction with FLI or with any of its related companies or with any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms-length and are immaterial or insignificant.

When used in relation to FLI subject to the requirements above:

*"Related company"* means another company which is: (a) its holding company, (b) its subsidiary, or (c) a subsidiary of its holding company; and

*"Substantial shareholder"* means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

An Independent Director of FLI shall have the following qualifications:

1. He shall have at least one (1) share of stock of FLI;
2. He shall be at least a college graduate or he shall have been engaged in or exposed to the business of FLI for at least five (5) years;
3. He shall possess integrity/probity; and
4. He shall be assiduous.

A person shall likewise be disqualified during his tenure as an Independent Director under the following instances or causes:

1. He becomes an officer or employee of FLI, or becomes any of the persons enumerated under item (A) hereof;
2. His beneficial security ownership exceeds 2% of the outstanding capital stock of FLI;
3. He fails, without any justifiable cause, to attend at least 50% of the total number of board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family member; or
4. If he becomes disqualified under any of the grounds stated in FLI's Revised Manual.

Pursuant to SEC Memorandum Circular No. 9, Series of 2011, as amended by SEC Memorandum Circular No. 04, Series of 2017, and SEC Memorandum Circular No. 7, Series of 2026, the following additional guidelines shall be observed in the qualification of individuals to serve as independent directors:

1. There shall be no limit in the number of covered companies that a person may be elected as Independent Director, except in business conglomerates where an ID can be elected to only five (5) companies of the conglomerate, i.e., parent company, subsidiary or affiliate;
2. An independent director shall be elected for a term of one (1) year, and shall serve for a maximum cumulative term of nine (9) years in the same company. An independent director elected before the effectivity of SEC Memorandum Circular No. 7, Series of 2026 shall be subject to the same 9-year maximum term reckoned from calendar year 2012;
3. Computation of Nine-Year Term Limit
  - a. In case of continuous or consecutive service of an ID as such, the nine-year maximum term limit shall fall on (i) the date of the Annual Stockholders' Meeting (ASM) per the by-laws of the company, or (ii) on any other ASM date priorly approved by the Commission.
  - b. In case of intermittent service of an ID as such, the cumulative tenure shall not exceed nine (9) years. For this purpose, on the ID's ninth year term as such, the maximum term limit shall fall on (i) the date of the ASM, per the by-laws of the company, or (ii) any other ASM date priorly approved by the Commission.
  - c. In case an ID is elected as non-independent director or officer of the company within the nine-year term limit, he can be elected again as an ID of the same company only after observing a cooling off period of two (2) years from the date he ceases being a non-independent director or officer, provided that the cumulative service as ID has not yet reached the nine (9) year maximum limit.
4. An independent director who has served the maximum cumulative term shall be barred perpetually from re-election as an independent director of the same company, without

prejudice to serving as a non-independent director or officer of the same company without any cooling-off period

The Corporate Governance Committee, named Mr. Gemilo J. San Pedro, Dr. Ernesto S. De Castro, Jr. and Atty. Ephyro Luis B. Amatong as nominees for election as independent directors for this year's annual meeting, as nominated by Mr. Luis L. Fernandez. Mr. Fernandez is not related, whether by affinity or consanguinity, to any of these nominees.

The Corporate Governance Committee has determined that these nominees for independent directors possess all the qualifications and have none of the disqualifications for independent directors as set forth in the Revised Manual on Corporate Governance, SEC Memorandum Circular No. 09, Series of 2011, as amended by SEC Memorandum Circular No. 04, Series of 2017, and SEC Memorandum Circular No. 7, Series of 2026. In accordance with SEC Memorandum Circular No. 5, Series of 2017, the Certifications of Independent Directors executed by the aforementioned candidates for independent directors of the Company are attached hereto as **Annexes "B", "B-1" and "B-2"**.

Only nominees whose names appear in the Final List of Candidates shall be eligible for election as directors. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the Annual Stockholders' Meeting.

The conduct of the election of directors shall be in accordance with FLI's Amended By-Laws and Revised Manual.

It shall be the responsibility of the Chairman of the Annual Stockholders' Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the Annual Stockholders' Meeting. Specific slots for independent directors shall not be filled up by unqualified nominees. In case of failure of election for independent directors, the Chairman of the meeting shall call a separate election during the same meeting to fill up the vacancy.

### **Other Significant Employees**

FLI considers all its employees significant to the growth of the Company.

### **Family Relationships**

Mr. Jonathan T. Gotianun, Mr. Michael Edward T. Gotianun and Mrs. Lourdes Josephine Gotianun Yap are siblings. Mr. Francis Nathaniel C. Gotianun is the son of Mr. Jonathan T. Gotianun. All of them are incumbent members of the Board of Directors of FLI.

Other than the foregoing, there are no other family relationships known to FLI.

### **Legal Proceedings**

The Company is subject to lawsuits and legal actions in the ordinary course of its real estate development and other allied activities. However, the Company does not believe that any such lawsuits or legal actions will have a significant impact on its financial position or results of its operations. Noteworthy are the following cases involving the Company:

a) *FLI vs. Abdul Backy Ngilay, et al.*,  
G.R. No. 174715  
Supreme Court

This is a civil action for the declaration of nullity of deeds of conditional and absolute sale of certain real properties located in Tambler, General Santos City, covered by free patents and executed between FLI and the plaintiff's patriarch, Hadiji Gulam Ngilay, instituted in 1998. The Regional Trial Court ("RTC") of Las Piñas City (Br. 253) decided the case in favor of FLI and upheld the sale of the properties. On appeal, the Court of Appeals ("CA") rendered a decision partly favorable to FLI but nullified the sale of some properties involved. FLI filed a petition for review on *certiorari* to question that portion of the decision declaring as void the deeds of sale of properties covered by patents issued in 1991. The Supreme Court ("SC") affirmed the decision of the CA but declared with finality that FLI's purchase of sales patents issued in 1991 was void and ordered the Ngilays to return ₱14,000,000.00 to FLI. The RTC issued a Writ of Execution dated 16 February 2015. To satisfy the monetary judgment in favor of FLI, four (4) parcels of land owned by the Ngilays and covered by Transfer Certificates of Title ("TCT") Nos. P-6886, 147-201005034, 147-2014000465, and 147-2014000468, were levied on execution and sold at public auction to FLI as the highest bidder. The Sheriff's Certificate of Sale over the properties was registered with the Registry of Deeds of General Santos City. FLI filed a motion for the surrender of the certificates of titles of the Ngilays so that FLI's affidavit of consolidation of ownership can be annotated on the titles and new certificates of title will be issued in FLI's name. This motion was partially granted; 3 titles, namely TCT Nos. 147-2014005034, 147-2014000465, and 147-2014000468, are surrendered to the Register of Deeds of General Santos City. But the sale by the Sheriff of the property covered by TCT No. P-6886 was declared invalid, because the sale of the property covered by said title was not one of the sales previously declared by the SC as invalid. The Sheriff was ordered to look for another property of Ngilay for execution and to issue an amended certificate of sale for the 3 Ngilay properties in favor of FLI. We are awaiting the Court's issuance of an order approving the amended certificate of sale along with resolution of the Court on Moner Ngilay's Motion to Exclude his property from execution, with FLI's opposition already filed. The court granted FLI's motions and ordered the Deputy Sheriff of the Regional Trial Court, Branch 253 of Las Piñas City, to amend the Certificate of Sale in accordance with the Order dated 1 June 2018 while Moner Ngilay's Motion to Exclude his property from execution was denied.

b) *Republic of the Philippines vs. Rolando Pascual, et al.*,  
Civil Case No. 7059 RTC General Santos Branch 36 (On appeal by the Republic  
to the Court of Appeals)

The Republic through the Office of the Solicitor General (OSG) filed suit against Rolando Pascual, Rogelio Pascual, and FLI for cancellation of title and reversion in favor of the Government of properties subject of a joint venture agreement between the said individuals and FLI. The Government claims that the subject properties covering about 73.33 hectares are not alienable and disposable for being forest land. The case was dismissed by the RTC Branch 36 of General Santos City on 16 November 2007 for lack of merit. On appeal by the Republic, the Court of Appeals reversed the Decision of the RTC and ordered the case to be remanded for a full-blown trial on the merits. FLI filed its Petition for Review with the SC, but the latter also affirmed the Decision of the CA remanding the case to the RTC for further proceedings.

When the case was remanded in the trial court, the RTC set the case for Judicial Dispute Resolution which was eventually terminated after the parties failed to arrive at an amicable settlement. After several re-settings that spanned over a decade in addition to the pandemic, the pre-trial originally set on 14 April 2020 was held on 17 May 2022 at 8:30am. Representatives and counsel of the Republic, particularly from the Department of Environment and Natural Resources (DENR) and the Office of the Solicitor General, still failed to attend. Hence, the RTC of General Santos City dismissed the case with prejudice upon motion of the defendants during the proceedings. The Republic filed its Motion for Reconsideration but the same was denied by the RTC which affirmed the dismissal of the case as stated in its Order dated 17 May 2022.

On 23 January 2023, the Republic filed a Notice of Appeal. On July 30, 2024, the Court of Appeals issued a Resolution acknowledging receipt of the transmittal of records of the RTC, with directive to cure the defects therein within ten (10) days from notice. On August 30, 2024, the RTC replied to the directive of the Court of Appeals and explained the deficiencies in the transmittal of records. On October 8, 2024, the Court of Appeals issued its Resolution noting the explanation of the RTC, directing the parties to comment and manifest to the court if they are willing to dispense with the deficiencies in the records, and decide the case only on the available records, and forward the *rollo* of the case to the records division of the Court of Appeals to determine its completeness, and if so, issue the notice to file brief to the parties.

On October 28, 2025, the Court of Appeals issued a resolution noting the letter dated June 4, 2025 filed by Minerva V. Casanova, Postal Service Officer I, Chief, Admin/Records Unit of Philippine Postal Corporation-Quezon City, which was filed pursuant to the May 5, 2025 Minute Resolution, and directing the Office of the Solicitor General why it should not be cited in contempt of court within ten (10) days from receipt thereof for failure to comply with the directive of the Court of Appeals to file a comment/compliance, among others.

**Item 6. Compensation of Directors and Executive Officers**

The aggregate compensation paid or incurred during the last two (2) fiscal years and the estimate for this year are as follows:

**(1) President and four (4) most highly compensated executive officers**

| in million pesos  | Year                     | Annual Compensation | Other Annual Compensation  |
|---|--------------------------|---------------------|--|
| President and four (4) most highly compensated executive officers | 2026 (estimate)          | 43.13Mn             | none   |
|   | 2025                     | 43.78Mn             | 5.00Mn   |
|   | 2024                     | 47.62Mn             | 15.75Mn  |
| Year  | Name                     |                     | Position/Title   |
| 2025  | Tristaneil D. Las Marias |                     | President and Chief Executive Officer  |
|   | Ana Venus A. Mejia       |                     | Executive Vice-President, Chief Finance Officer, Treasurer and Chief Operating Officer |

|  |                              |  |
|--|------------------------------|--|
|  | Winnifred H. Lim             | First Senior Vice-President,<br>Chief Technical Planning<br>Officer                    |
|  | Francis V. Ceballos          | Senior Vice-President, Head<br>of the Industrial/Warehousing<br>and Logistics Business |
|  | Reynaldo Juanito S. Nieva II | Senior Vice-President,<br>Operations Head  |

The above compensation includes the usual bonus paid to the corporation's officers. Except for salaries, allowances, retirement benefits provided under FLI's retirement plan, there is no separate stock option, stock warrant or other security compensation arrangement between FLI and its individual officers.

**(2) Compensation of directors and officers as a group**

| in million pesos                                  | Year            | Salary<br>Bonuses | Other Annual<br>Compensation |
|---|-----------------|-------------------|------------------------------|
| <b>Aggregate<br/>Officers &amp;<br/>Directors</b> | 2026 (estimate) | 93.00Mn           | none                         |
|   | 2025            | 79.33Mn           | 6.58Mn                       |
|   | 2024            | 68.73Mn           | 6.58Mn                       |

The above table contains the details of the compensation of directors and officers of FLI. In view of possible security risks, FLI opted to disclose these on an aggregate basis as a group. Non-executive directors and/or independent directors receive a per diem of Php 50,000.00 for every Board meeting attended and Php50,000.00 for every Board committee meeting attended. Other than these fees, the non-executive directors do not receive any share options, profit sharing, bonus or other forms of emoluments. While being non-executive directors, Jonathan T. Gotianun, Lourdes Josephine Gotianun Yap, Michael Edward T. Gotianun, Francis Nathaniel C. Gotianun, and Rhoda A. Huang do not receive per diem in their capacity as directors of the Company and members of the board committees.

Total compensation received by the non-executive directors and/or independent directors for the year 2025 is Php2,200,000.00 for their attendance in meetings of the Board and Board Committees.

Other than as discussed in the Information Statement, there are no other existing arrangements for the payment of compensation or remuneration to the directors in their capacity as such, but the Company may, without any obligation, grant additional compensation if certain performance driven goals are met, subject to such approvals as may be required by law.

**Involvement in Certain Legal Proceedings**

Except for the complaint for estafa filed by Manila Paper Mills International, Inc. (“MPMII”) with the Office of the City Prosecutor of Dasmariñas, Cavite against the following current directors and officers of FLI, namely: (i) Jonathan T. Gotianun; (ii) Lourdes Josephine Gotianun Yap , which was dismissed [although MPMII filed a Petition for Review before the Secretary of Justice], none of the members of FLI’s Board nor its executive officers are involved in any major criminal, bankruptcy or insolvency investigations or proceedings for the past five (5) years, nor have they been found, by judgment or decree, to have violated securities or commodity laws and enjoined from engaging in any business, securities, commodities or banking activities.

### **Certain Relationships and Related Transactions**

In the normal course of business, FLI and its subsidiaries and affiliates enter into certain related-party transactions principally consisting of advances and inter-company charges. Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control of the Group’s ultimate parent company (referred herein as “Affiliates”). Related parties may be individuals or corporate entities.

The transactions with related parties for the year ended 31 December 2025 are discussed in the Company’s 2025 Audited Financial Statements attached as **Annex “C”** to this Information Statement. Please see Note 21, pages 48 to 53 of the Notes to the Financial Statements accompanying the Company’s 2025 Audited Financial Statements where the (a) business purpose of the arrangement; (b) identification of the related parties transacting business with the Company and nature of the relationship; and (c) any ongoing contractual or other commitments as a result of the arrangement, are stated. The transaction price for Related Party Transactions (“RPT”) are as negotiated and on an arm’s length basis. All material RPT with a transaction value that reaches ten percent (10%) of the Company’s total assets are subject to the review and approval for fairness by the RPT Committee.

None of the Company’s directors have entered into self-dealing and related-party transactions with or involving the Company in 2025.

### **Item 7. Independent Public Accountants**

The auditing firm of SGV & Co. is the current independent auditor of FLI. There have been no disagreements with SGV on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

FLI, in compliance with the Securities Regulation Code Rule 68(3)(b)(iv), relative to the seven-year rotation requirement of its external auditors, has designated Mr. Ysmael Acosta as its engagement partner starting calendar year 2026.

The Audit and Risk Management Oversight Committee recommended the re-appointment of SGV & Co. as the Company’s external auditor for the year 2026. The said recommendation was approved by the Board of Directors and will be presented for approval and ratification at the scheduled Annual Stockholders’ Meeting. The representatives of SGV & Co. shall be present at the Annual Stockholders’ Meeting where they will have the opportunity to make a statement if they desire to do so. They are expected to be available to respond to appropriate questions at the meeting.

## **Information on Independent Accountant**

### **(a) Audit and Audit-Related Fees**

In consideration for the following professional services rendered by SGV & Co. as the independent auditor of FLI:

1. the audit of FLI's Annual Financial Statements and such services normally provided by an external auditor in connection with statutory and regulatory filings or engagements for those fiscal years; and
2. other assurance and related services by SGV & Co. that are reasonably related to the performance of the audit or review of FLI's financial statements,

SGV & Co. billed FLI for audit fees totaling Php5.3 million and Php4.9 million for the years 2025 and 2024, respectively.

### **(b) Tax Fees**

For each of the last two (2) fiscal years, SGV & Co. did not render services for tax accounting, compliance, advice and planning for which it billed FLI the corresponding professional fees.

### **(c) All Other Fees**

In consideration for the professional services rendered by SGV & Co. in connection with FLI's Bond offerings, SGV billed FLI for professional service fees totaling Php2.9 million and Php1.5 million for 2025 and 2024, respectively.

SGV also performed agreed upon procedures on the profit-sharing arrangement under the joint venture agreement of FLI and City Government of Cebu, and billed FLI for professional service fees amounting to Php0.10 million and Php0.82 million for 2025 and 2024, respectively.

### **(d) Approval of Policies and Procedures of the Management and/or Audit & Risk Management Oversight Committee for Independent Accountant's Services**

In giving its stamp of approval to the audit services rendered by the independent accountant and the rate of the professional fees to be paid, the Audit & Risk Management Oversight Committee, with inputs from Management of FLI, makes a prior independent assessment of the quality of audit services previously rendered by the accountant, the complexity of the transactions subject of the audit, and the consistency of the work output with generally accepted accounting standards. Thereafter, the Audit & Risk Management Oversight Committee makes the appropriate recommendation to the Board of Directors.

## **Item 8. Compensation Plans**

There is no action to be taken at the Annual Stockholders' Meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed which will require stockholders' approval.

## C. ISSUANCE AND EXCHANGE OF SECURITIES

### **Item 9. Authorization or Issuance of Securities other than for Exchange**

No action will be taken at the Annual Stockholders' Meeting with respect to authorization or issuance of securities.

### **Item 10. Modification or Exchange of Securities**

There are no matters or actions to be taken up at the Annual Stockholders' Meeting with respect to the modification of the Company's securities or the issuance or authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

### **Item 11. Financial and Other Information**

#### **(a) Information Required**

##### **(1) Financial Statements**

The Company's Audited Financial Statements for the year ended 31 December 2025 is attached herewith as **Annex "C"** to form an integral part hereof.

##### **(2) Management's Discussion and Analysis**

The Management's Discussion and Analysis is attached herewith as **Annex "D"** to form an integral part hereof.

### **Item 12. No Action to be Taken on Mergers, Consolidations, Acquisitions and Similar Matters**

No action will be taken at the Annual Stockholders' Meeting with respect to any merger or consolidation involving FLI, the acquisition by FLI of another entity, going business or of all of the assets thereof, the sale or other transfer of all or any substantial part of the assets of FLI, or the liquidation or dissolution of FLI.

### **Item 13. No Action to be Taken on Acquisition or Disposition of Property**

No action will be taken at the Annual Stockholders' Meeting with respect to any acquisition or disposition of property by FLI requiring the approval of the stockholders.

### **Item 14. No Action to be Taken on Restatement of Accounts**

No action will be taken at the Annual Stockholders' Meeting with respect to any restatement of any asset, capital or surplus account of FLI.

## D. OTHER MATTERS

### **Item 15. Action With Respect To Reports**

1. Approval of the minutes of the last Annual Stockholders' Meeting held on 24 April 2025, hereto attached as **Annex "E"**;

Rationale: To allow the stockholders to confirm that the proceedings during the last Annual Stockholders' Meeting were recorded accurately and truthfully.

The minutes of the meeting held on 24 April 2025 can be viewed at the Company's website, [https://filinvestland.com/sites/default/files/pdf\\_files/FLI\\_%20Minutes%20of%20the%202025%20Annual%20Stockholders%26%23039%3B%20Meeting%20%5BDraft%5D\\_0.pdf](https://filinvestland.com/sites/default/files/pdf_files/FLI_%20Minutes%20of%20the%202025%20Annual%20Stockholders%26%23039%3B%20Meeting%20%5BDraft%5D_0.pdf). A copy of the minutes is also attached as **Annex "E"** of this Information Statement.

## 2. Presentation of the Management's Report

Rationale: To present to the stockholders the Company's operating performance, financial condition and outlook.

The President and Chief Executive Officer, Mr. Tristaneil D. Las Marias, will report on the Company's 2025 performance and the outlook for 2026.

## 3. Ratification of the Audited Financial Statements for the year ended 31 December 2025

Rationale: To apprise the stockholders of the financial results of the Company's operations in 2025.

The Audited Financial Statements refer to the statements of financial position, statements of income, statements of changes in equity, and statements of cash flows of FLI as of and for the year ended 31 December 2025. The Company's Audited Financial Statements for the year ended 31 December 2025 is attached herewith as **Annex "C"** to form an integral part hereof and will be made available on the Company's website.

## **Item 16. Matters Not Required To Be Submitted**

There is no action to be taken at the annual stockholders' meeting with respect to any matter which is not required to be submitted to a vote of the stockholders.

## **Item 17. Amendment of Charter, By-laws or Other Documents**

There is no action to be taken at the Annual Stockholders' Meeting with respect to any amendment of the Company's Articles of Incorporation or By-Laws.

## **Item 18. Other Proposed Action**

1. General ratification of the acts of the Board of Directors, Board Committees and Management from the date of the last Annual Stockholders' Meeting up to the date of the upcoming meeting

Rationale: To ratify the actions and resolutions of the Board of Directors, Board Committees, and Management

The major acts of the Board of Directors, Board Committees and Management include:

- (a) Appointment of the members of the board committees

- (b) Appointment of officers
  - (c) Appointment of authorized representatives and signatories for various corporate transactions and legal proceedings
  - (d) Appointment of authorized representatives and signatories for applications for government registration, clearance, permits and licenses
  - (e) Appointment and/or updating of bank signatories
  - (f) Approval of agreements relating to the Company's projects and properties
  - (g) Acquisition/Sale of properties
  - (h) Renewal/availment of bank services and credit facilities
  - (i) Appointment of representatives in various transactions
  - (j) Authority to avail the products and services of utilities companies for Corporations' buildings and projects including the collection of refund
  - (k) Donation of land, roads, open spaces and the like pursuant to the provisions of the applicable laws
  - (l) Appointment of external auditor
  - (m) Approval of the schedule of Board and Board Committee meetings for 2026
  - (n) Approval of the date of annual stockholders' meeting, record date, the agenda of the meeting, the guidelines for the conduct of annual stockholders' meeting via remote communication and the guidelines for voting in absentia
  - (o) Approval of the audited financial statements as of and for the year ended 31 December 2025
  - (p) Appropriation and Reversal of Appropriation, of Retained Earnings for its various projects
  - (q) Approval of Budget
  - (r) Approval of the issuance of the Third Tranche of the Corporation's Shelf Registration with the Securities and Exchange Commission under MSRD Order No. 64, Series of 2023, of up to Php11.57 billion worth of fixed-rate peso denominated bonds with a maturity period of up to ten (10) years
2. Election of the members of the Board of Directors, including three (3) Independent Directors to serve for the year 2026-2027; and

Rationale: To allow stockholders to elect the Company's Board of Directors for the ensuing year.

In accordance with the Company's Revised Manual and Amended By-Laws, the stockholders must elect the members of the Board of Directors of the Company comprised of nine (9) directors, including three (3) independent directors, who shall hold office for a term of one (1) year, or until their successors shall have been duly elected and qualified. There will be an election of the members of the Board during the Annual Stockholders' Meeting to serve for the year 2026 to 2027.

The Corporate Governance Committee, convened as the Nominations Committee, will evaluate the nominees for the Board, including three (3) nominees for independent directors.

3. Appointment of External Auditor.

Rationale: To appoint an auditing firm to provide assurance on the integrity, objectivity and independence in the preparation of the Company's financial statements.

**Item 19. Voting Procedures**

(a) *Vote required for approval.*

The approval of the minutes of the Annual Stockholders' Meeting held on 24 April 2025, the ratification of the Audited Financial Statements for the year ended 2025, the ratification of corporate acts, and the appointment of external auditor for 2026, shall be decided by the majority vote of the stockholders present and entitled to vote thereat, a quorum being present. A stockholder voting electronically *in absentia* shall be deemed present for purposes of quorum.

In the election of the members of the Board of Directors, the candidates garnering the nine (9) highest number of votes shall be declared elected as directors of the Company to serve as such for the year 2026-2027.

(b) *Method by which votes will be counted.*

A stockholder may vote by appointing the Company's Chairman as proxy or electronically *in absentia* by registering at the online web address [https://shareholders.filinvest.com.ph/FLI\\_SHAREHOLDERSYSTEM](https://shareholders.filinvest.com.ph/FLI_SHAREHOLDERSYSTEM). After validation, the stockholder will receive an email with instructions to access the ballot. The ballots submitted shall then be counted by the Corporate Secretary, with the assistance of representatives of the Company's stock transfer agent, STSI, which is an independent party. The results of the voting shall be announced after each agenda item is taken up during such meeting.

**Item 20. Participation of Stockholders by Remote Communication**

In order for the Company to properly conduct validation procedures, stockholders who wish to participate in the meeting via remote communication and/or vote *in absentia* must register at [https://shareholders.filinvest.com.ph/FLI\\_SHAREHOLDERSYSTEM](https://shareholders.filinvest.com.ph/FLI_SHAREHOLDERSYSTEM) on or before 10 April 2026.

Details of the requirements and process are provided in Annex "F".

**Item 21. Market for Issuer's Common Equity and Related Stockholder Matters**

The common shares of the Company were listed on the PSE in 1993 under the symbol "FLI". The following table shows, for the periods indicated, the high, low and period end closing prices of the shares as reported in the PSE:

|      | <b>Period</b>           | <b>High</b> | <b>Low</b> | <b>End</b> |
|------|-------------------------|-------------|------------|------------|
| 2025 | 4 <sup>th</sup> Quarter | 0.83        | 0.73       | 0.77       |
|      | 3 <sup>rd</sup> Quarter | 0.86        | 0.77       | 0.82       |
|      | 2 <sup>nd</sup> Quarter | 0.80        | 0.70       | 0.78       |
|      | 1 <sup>st</sup> Quarter | 0.76        | 0.69       | 0.74       |
| 2024 | 4 <sup>th</sup> Quarter | 0.83        | 0.65       | 0.73       |
|      | 3 <sup>rd</sup> Quarter | 0.88        | 0.62       | 0.81       |

|      |                         |      |      |      |
|------|-------------------------|------|------|------|
|      | 2 <sup>nd</sup> Quarter | 0.74 | 0.65 | 0.68 |
|      | 1 <sup>st</sup> Quarter | 0.72 | 0.58 | 0.68 |
| 2023 | 4 <sup>th</sup> Quarter | 0.64 | 0.54 | 0.59 |
|      | 3 <sup>rd</sup> Quarter | 0.71 | 0.62 | 0.64 |
|      | 2 <sup>nd</sup> Quarter | 0.81 | 0.66 | 0.70 |
|      | 1 <sup>st</sup> Quarter | 0.92 | 0.70 | 0.75 |
| 2022 | 4 <sup>th</sup> Quarter | 0.93 | 0.73 | 0.90 |
|      | 3 <sup>rd</sup> Quarter | 0.97 | 0.76 | 0.76 |
|      | 2 <sup>nd</sup> Quarter | 1.10 | 0.84 | 0.88 |
|      | 1 <sup>st</sup> Quarter | 1.12 | 1.01 | 1.08 |

On 04 March 2026, FLI's shares closed at the price of Php0.78 per share. The number of shareholders of record as of said date was 5,547. Common shares outstanding as of 04 March 2026 is 22,383,759,506.

The top 20 Stockholders of FLI's common shares as of 04 March 2026 are as follows:

| <u>NAME</u>  | <u>NO. OF<br/>SHARES</u> | <u>% OF TOTAL</u> |
|--|--------------------------|-------------------|
| 1. Filinvest Development Corporation                 | 15,926,610,981           | 71.15%            |
| 2. PCD Nominee Corporation (Filipino)                | 3,279,723,190            | 14.65%            |
| 3. PCD Nominee Corporation (Non-Filipino)            | 1,897,520,106            | 8.48%             |
| 4. Pryce Corporation                                 | 335,892,572              | 1.50%             |
| 5. Josefina Multi-ventures Corporation               | 316,748,375              | 1.42%             |
| 6. PGI Retirement Fund Inc.                          | 200,602,871              | 0.90%             |
| 7. Pryce Gases Inc.                                  | 79,195,505               | 0.35%             |
| 8. Don Manuel Investments Corporation                | 70,913,156               | 0.32%             |
| 9. Philippines International Life Insurance Co. Inc. | 60,000,000               | 0.27%             |
| 10. Michael Gotianun                                 | 11,235,913               | 0.05%             |
| 11. Lucio W Yan &/or Clara Y Yan                     | 10,687,500               | 0.05%             |
| 12. Gillian Cindy T. Te                              | 8,000,000                | 0.04%             |
| 13. Executive Optical Inc.                           | 5,040,647                | 0.02%             |
| 14. Jonathan Dee Co                                  | 5,000,000                | 0.02%             |
| 15. R Magdalena Bosch                                | 4,877,928                | 0.02%             |
| 16. Luis Rodrigo P. Fernandez                        | 4,064,940                | 0.02%             |
| 17. Enrique P. Fernandez                             | 4,064,940                | 0.02%             |
| 18. Veronica P. Fernandez                            | 4,064,940                | 0.02%             |
| 19. Luis L. Fernandez                                | 4,064,940                | 0.02%             |
| 20. Carlo Bernardo Perez Fernandez                   | 4,064,940                | 0.02%             |

Filinvest Development Corporation holds 8,000,000,000 preferred shares.

### **Recent Sale of Unregistered Securities**

No securities were sold within the past three (3) years which were not registered under the Revised Securities Act and/or the Securities Regulation Code.

### **Declaration of Dividends**

On 8 January 2007, the Board of Directors approved an annual cash dividend payment ratio for the Company's issued shares of 20% of its consolidated net income from the preceding fiscal year, subject to the applicable laws and regulations and the absence of circumstances which may restrict the payment of such dividends. Circumstances which could restrict the payment of cash dividends, include, but are not limited to, when the Company undertakes major projects and developments requiring substantial cash expenditures or when it is restricted from paying cash dividends by its loan covenants. The Company's Board may, at any time, modify such dividend pay-out ratio depending upon the results of operations and future projects and plans of the Company.

In 2025, FLI declared cash dividends to all stockholders of record as of 14 May 2025 in the amount of Php0.05 per common share and Php0.0005 per preferred share. Payment date was set on 23 May 2025.

In 2024, FLI declared cash dividends to all stockholders of record as of 13 May 2024 in the amount of Php0.05 per common share and Php0.0005 per preferred share. Payment date was set on 05 June 2024.

In 2023, FLI declared cash dividends to all stockholders of record as of 12 May 2023 in the amount of Php0.036 per common share and Php0.00036 per preferred share. Payment date was set on 06 June 2023.

In 2022, FLI declared cash dividends to all stockholders of record as of 11 May 2022 in the amount of Php0.047 per common share and Php0.0004 per preferred share. Payment date was set on 02 June 2022.

In 2021, FLI declared two (2) tranches of cash dividends to all stockholders. The first tranche was cash dividend for the stockholders of record as of 21 May 2021 in the amount of Php0.0155 per common share and Php0.000155 per preferred share cash dividend for holders of preferred shares. Payment date was set on 15 June 2021. The second tranche of the cash dividend was for the stockholders of record as of 15 November 2021 in the amount of Php0.0155 per common share and Php0.000155 per preferred share. Payment date was set on 09 December 2021.

In 2020, FLI declared two (2) tranches of cash dividends to all stockholders. The first tranche was for the stockholders of record as of 10 July 2020 in the amount of Php0.0259 per share regular cash dividend and Php0.0065 per share special cash dividend for holders of common shares; and Php0.00032 per share cash dividend for holders of preferred shares. Payment date was set on 05 August 2020.

The second tranche was for the stockholders of record as of 16 November 2020 in the amount of Php0.0259 per share regular cash dividend and Php0.0065 per share special cash dividend for holders of common shares; and Php0.00032 per share cash dividend for holders of preferred shares. Payment date was set on 11 December 2020.

In 2019, FLI declared cash dividends to all stockholders of record as of 22 May 2019 in the amount of Php0.0619 per share, broken down as follows: a) Regular Cash Dividend of Php0.0486 per share; (b) Special Cash Dividend of Php0.0132 per share. Payment date was set on 17 June 2019.

In 2018, FLI declared cash dividends to all stockholders of record as of 20 April 2018 in the amount of Php0.0618 per share, broken down as follows: a) Regular Cash Dividend of Php0.0469 per share; (b) Special Cash Dividend of Php0.0149 per share. Payment date was set on 14 June 2018.

### **Compliance with Leading Practices on Corporate Governance**

FLI is in substantial compliance with its Revised Manual for Corporate Governance as demonstrated by the following, among others: (a) the election of three (3) independent directors to the Board; (b) the appointment of members of the Board Committees, namely the Executive Committee, the Audit & Risk Management Oversight Committee, the Compensation Committee, the Corporate Governance Committee, and the Related-Party Transaction Committee; (c) the conduct of regular quarterly board meetings and special meetings with the faithful attendance of the directors at these meetings and their proper discharge of duties and responsibilities as such directors; (d) the submission of sustainability report; (e) the timely submission to the SEC of reports and disclosures required under the Securities Regulation Code; (f) FLI's adherence to national and local laws pertaining to its operations; and (g) the observance of applicable accounting standards by FLI.

There is no deviation from the Company's Revised Manual.

In order to keep itself abreast with the leading practices on corporate governance, FLI requires the members of the Board, its officers and top-level management to attend and participate in seminars on corporate governance conducted by SEC-accredited institutions. In this connection, the directors, officers and senior management officers of FLI, among others attended the Annual Corporate Governance Training conducted by the Center for Global Best Practices last 10 December 2025. FLI constantly reviews its corporate governance practices and welcomes proposals, especially from institutions and entities such as the SEC, PSE and the Institute of Corporate Directors (ICD), to improve corporate governance.

**UNDERTAKING: FLI will provide without charge printed copies of its Annual Report on SEC Form 17-A to its stockholders upon receipt of a written request addressed to Atty. Katrina O. Clemente-Lua, Corporate Secretary, at the Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila. The Annual Report shall also be made available on the company website at <https://www.filinvestland.com/>.**

**PART II**  
**SIGNATURE PAGE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete, and correct.

This report is signed in the City of Mandaluyong on the 11th day of March 2026.

**FILINVEST LAND, INC.**

By:



**KATRINA O. CLEMENTE-LUA**  
Corporate Secretary

**FILINVEST LAND, INC.****SECRETARY'S CERTIFICATE**

I, **KATRINA O. CLEMENTE-LUA**, Filipino, of legal age, and with office address at the Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **FILINVEST LAND, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at the Filinvest Building, 79 EDSA, Highway Hills, Mandaluyong City 1550, Metro Manila.

2. Based on the records of the Corporation, none of its incumbent directors and executive officers named in the Corporation's Information Statement (SEC Form 20-IS) for the Annual Stockholders' Meeting to be held on 23 April 2026 is employed in government.

3. This Certification is being issued as an annex to the Information Statement (SEC Form 20-IS) of the Corporation in connection with its Annual Stockholders' Meeting for the year 2026.

**IN WITNESS WHEREOF**, I have hereunto set my hand this MAR 11 2026 in Mandaluyong City, Metro Manila.

*K. O. Clemente-Lua*

**KATRINA O. CLEMENTE-LUA**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this MAR 11 2026 in Mandaluyong City, Metro Manila, affiant exhibiting to me her Philippine Passport No. \_\_\_\_\_, as competent evidence of her identity, bearing her photograph and signature, issued by the Department of Foreign Affairs NCR - South and valid until 05 July 2029.

Doc. No. 247;  
Page No. 9;  
Book No. 9;  
Series of 2026.

File No. 1-4-3  
FLI\_Certification\_2026 IS/Ryan

**JOVEN G. SIBILLANO**  
NOTARY PUBLIC FOR CITY OF MANDALUYONG  
COMMISSION NO. 0295-25 VALID UNTIL DECEMBER 31, 2026  
ROLL NO. 53970 (Esejo)  
IBP LIFETIME NO. 011302; 12-23-2012; RIZAL  
PTR NO. 8028734; 1-5-26; MANDALUYONG  
MCLE EXEMPTION NO. VIII-ACAD004023 14 APRIL 2023  
UG 03 CITYLAND SHAW TOWER  
SHAW BOULEVARD, MANDALUYONG CITY

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **EPHYRO LUIS B. AMATONG**, Filipino, of legal age, with postal office address at \_\_\_\_\_, after having been duly sworn in accordance with the law do hereby declare that:

1. I am an Independent Director of Filinvest Land, Inc. and have been independent director since April 19, 2024.
2. I am/was affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

| <b>Company/Organization</b>                    | <b>Position/Relationship</b>  | <b>Period of Service</b> |
|--|---|--------------------------|
| MOSVELDTT Law Offices                          | Partner   | April 2023 - Present     |
| University of the Philippines - College of Law | Professorial Lecturer   | Aug 2020 - Present       |
| Tonik Digital Bank                             | Director  | April 2024 - Present     |
| Andres Bonifacio College                       | Trustee   | August 2023- Present     |
| Citicore Renewable Energy Corp.                | Independent Director  | Aug 2023 - Present       |
| Asialink Finance Corp.                         | Independent Director  | May 2023 - Present       |
| Global Dominion Financing, Inc.                | Independent Director  | May 2023 - Present       |
| South Asialink Finance Corp.                   | Independent Director  | May 2023 - Present       |
| Alternergy Holdings Corp.                      | Board Advisor   | March 2023 - Present     |
| International Finance Corporation (IFC)        | Consultant To the Sustainable Banking and Finance Network (SBFN)        | Aug 2022 - Present       |
| ASEAN Capital Markets Forum (ACMF)             | Advisor to the Chair (consultant engaged by the Asian Development Bank) | May 2022 - Present       |
| Securities and Exchange Commission (SEC)       | Commissioner  | May 2014 – March 2022    |
| Department of Finance                          | Assistant Secretary   | Sept 2013 – May 2014     |
| Philippine Deposit Insurance Corp.             | Vice-President  | June 2012 – Sept. 2013   |
| National Power Corp.                           | Corporate Staff Officer A   | Sept. 2010 – June 2012   |

|                                  |   |                       |
|----------------------------------|---|-----------------------|
| PNOG Exploration Corp.           | Corporate Legal Officer and Assistant Corporate Secretary | June 2008 – Aug. 2010 |
| Supreme Court of the Philippines | Court Attorney VI   | July 2003 – July 2005 |
| Villaraza & Angangco Law Offices | Associate   | Jan 2002 – July 2003  |

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Filinvest Land, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other Securities and Exchange Commission (SEC) issuances.
4. I am related to the following directors/officers/substantial shareholders of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

| Name of Director/Officer/<br>Substantial Shareholder | Company | Nature of Relationship |
|--|---------|------------------------|
| N/A  | N/A     | N/A                    |

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the   N/A   to be an independent director in   N/A  , pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and Other SEC issuances.
8. I shall inform the Corporate Secretary of Filinvest Land, Inc. of any changes in the above-mentioned information within five days from its occurrence.

Done, this MAR 11 2026 at Mandaluyong City.



**EPHYRO LUIS B. AMATONG**  
Affiant

SUBSCRIBED AND SWORN to before me this MAR 11 2026 at  
Mandaluyong City, affiant personally appeared before me and exhibited to me his Passport  
No. \_\_\_\_\_ issued on 20 March 2019 by the Department of Foreign Affairs – NCR  
East.

Doc. No. 248 ;  
Page No. 51 ;  
Book No. 9 ;  
Series of 2026.

**JOVEN G. DEVILLANO**  
NOTARY PUBLIC FOR CITY OF MANDALUYONG  
COMMISSION NO. 0285-25 VALID UNTIL DECEMBER 31, 2026  
ROLL NO. 53970 (E-010)  
ISP LIFETIME NO. 011302; 12-28-2012; RIZAL  
PTR NO. 6028794; 1-5-26; MANDALUYONG  
MCLE EXEMPTION NO. VIII-ACAD004023 14 APRIL 2025  
UG 03 CITYLAND SHAW TOWER  
SHAW BOULEVARD, MANDALUYONG CITY

**CERTIFICATION OF INDEPENDENT DIRECTOR**

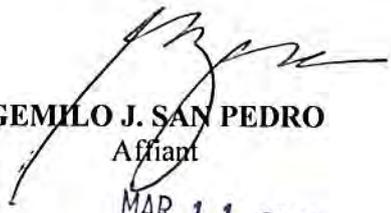
I, **GEMILO J. SAN PEDRO**, Filipino, of legal age and with address at \_\_\_\_\_, after having been duly sworn in accordance with the law do hereby declare that:

1. I am an Independent Director of Filinvest Land, Inc. and have been an independent director since July 17, 2019.
2. I am affiliated with the following companies or organizations:

| <b>Company/Organization</b>              | <b>Position/Relationship</b>                           | <b>Period of Service</b>   |
|--|--|----------------------------|
| Globe Fintech Innovations, Inc.          | Independent Director                                   | January 1, 2024 to Present |
| Electronic Commerce Payments, Inc.       | Independent Director                                   | -                          |
| The Insular Life Assurance Company, Ltd. | Independent Director;<br>Chairperson – Audit Committee | -                          |

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Filinvest Land, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any directors/officers/substantial shareholders of Filinvest Land, Inc. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am neither in the government service nor affiliated with any government agency or government owned and controlled corporation..
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and Other SEC issuances.
8. I shall inform the Corporate Secretary of Filinvest Land, Inc. of any changes in the above-mentioned information within five (5) days from its occurrence.

Done, \_\_\_\_\_ MAR 11 2026 at Mandaluyong City.

  
**GEMILO J. SAN PEDRO**  
Affiant

MAR 11 2026

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ at  
Mandaluyong City, affiant personally appeared before me and exhibited to me his Passport ID No.  
bearing his photograph and signature, issued on 21 March 2019 at DFA NCR South and  
valid until 20 March 2029.

Doc. No. 290 ;  
Page No. 51 ;  
Book No. 9 ;  
Series of 2026.

**JOVEN G. SPILLANO**  
NOTARY PUBLIC FOR CITY OF MANDALUYONG  
COMMISSION NO. 0285-25 VALID UNTIL DECEMBER 31, 2026  
ROLL NO. 53970 @snp  
IBP LIFETIME NO. 011302; 12-28-2012; RIZAL  
PTR NO. 6028794; 1-5-26; MANDALUYONG  
MCLE EXEMPTION NO. VDI-ACADDO4023 14 APRIL 2026  
JG 03 CITYLAND SHAW TOWER  
SHAW BOULEVARD, MANDALUYONG CITY

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ERNESTO S. DE CASTRO**, Filipino, of legal age and with address at \_\_\_\_\_, after having been duly sworn in accordance with the law do hereby declare that:

1. I am a nominee for Independent Director of Filinvest Land, Inc. and have been an independent director since April 22, 2019.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

| <b>Company/Organization</b>                               | <b>Position/Relationship</b>              | <b>Period of Service</b>    |
|---|---|-----------------------------|
| ESCA, Incorporated  | President                                 | January 2017 to present     |
|   | President and Chief Executive Officer     | July 1993 to December 2016  |
| Esca International Inc.                                   | President                                 | July 2, 2009 to present     |
| Multi Disciplinary Institute Technology, Inc.             | Chief Executive Officer                   | March 10, 2017 to present   |
| A De Castro Construction and Land Development Corporation | President                                 | January 2004 to present     |
| Countryside Dreamtown Realty and Development Corporation  | President                                 | July 2006 to present        |
| University of the East                                    | Chancellor for the Caloocan Campus        | July 2005 to April 2006     |
| Trans-Asia Engineering Associates Ltd., Philippines       | Country Manager                           | March 1991 to July 1993     |
| Office of the President                                   | Presidential Assistant I, Under Secretary | December 1988 to March 1991 |

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Filinvest Land, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other Securities and Exchange Commission (SEC) issuances.
4. I am related to the following directors/officers/substantial shareholders of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

| <b>Name of Director/Officer/<br/>Substantial Shareholder</b> | <b>Company</b> | <b>Nature of Relationship</b> |
|--|----------------|-------------------------------|
| N/A  | N/A            | N/A                           |

5. I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

| Offense Charged/ Investigated | Tribunal or Agency Involved | Status |
|-------------------------------|-----------------------------|--------|
| N/A                           | N/A                         | N/A    |

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the N/A to be an independent director in N/A, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of Filinvest Land, Inc. of any changes in the above-mentioned information within five (5) days from its occurrence.

Done, this MAR 11 2026 at Mandaluyong City.



**ERNESTO S. DE CASTRO**

Affiant

MAR 11 2026

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ at Mandaluyong City, affiant personally appeared before me and exhibited to me his Passport ID No. \_\_\_\_\_ bearing his photograph and signature, issued on 23 May 2019 at DFA Manila and valid until 22 May 2029.

Doc. No. 249 ;  
Page No. 51 ;  
Book No. 9 ;  
Series of 2026.

**JOVEN G. SIBULLANO**  
NOTARY PUBLIC FOR CITY OF MANDALUYONG  
COMMISSION NO. 0285-25 VALID UNTIL DECEMBER 31, 2026  
ROLL NO. 53970  
IBP LIFETIME NO. D51302; 12-28-2012; RIZAL  
PTR NO. 0033734; 1-5-16; MANDALUYONG  
MCLE EXEMPTION NO. VILACADCO/021 14 APRIL 2020  
UG 03 CITYLAND SHAWW 12 WJR  
SHAW BOULEVARD, MANDALUYONG CITY

Annex "C"

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS**

The management of **FILINVEST LAND, INC. and SUBSIDIARIES** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended **December 31, 2025, 2024 and 2023**, 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 the 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.

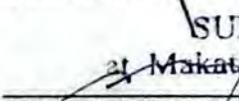
The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditor, appointed by the stockholders has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

  
\_\_\_\_\_  
JONATHAN T. GOTIANUN  
Chairman of the Board

  
\_\_\_\_\_  
TRISTANEIL D. LAS MARIAS  
President/CEO

  
\_\_\_\_\_  
ANA VENUS A. MEJIA  
EVP - Treasurer & CFO and COO

Signed this \_\_\_\_ day of \_\_\_\_\_, 2026

Doc. No. 211  
Page No. 44  
Book No. V  
Series of 20 26

SUBSCRIBED AND SWORN to before me this 16 day FEB 2026 of \_\_\_\_\_  
at Makati City, affiant exhibited to ID No. \_\_\_\_\_



ATTY. GERVACIO B. ORTIZ JR.  
Notary Public City of Makati  
Until December 31, 2026  
IBP No. 05729-Lifetime Member  
MCLE Compliance No. VIII-0040999  
valid until April 14, 2028  
Appointment No. M-007 (2025-2026)  
PTR No. 10765528 Jan. 3, 2026/ Makati  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Nrgy. Pio Del Pilar, Makati City

# COVER SHEET

for  
**AUDITED FINANCIAL STATEMENTS**

SEC Registration Number

|   |   |   |   |   |   |  |  |  |  |
|---|---|---|---|---|---|--|--|--|--|
| 1 | 7 | 0 | 9 | 5 | 7 |  |  |  |  |
|---|---|---|---|---|---|--|--|--|--|

**COMPANY NAME**

|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
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| D | I | A | R | I | E | S |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |

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

|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
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| g | C | i | t | y |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |

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| Form Type  | Department requiring the report | Secondary License Type, If Applicable |   |   |   |  |  |  |  |  |  |  |  |  |  |
| <table border="1" style="display: inline-table;"> <tr><td>A</td><td>A</td><td>C</td><td>F</td><td>S</td></tr> </table> | A                               | A                                     | C | F | S | <table border="1" style="display: inline-table;"> <tr><td></td><td></td><td></td><td></td></tr> </table> |  |  |  |  | <table border="1" style="display: inline-table;"> <tr><td></td><td></td><td></td><td></td></tr> </table> |  |  |  |  |
| A  | A                               | C                                     | F | S |   |  |  |  |  |  |  |  |  |  |  |
|  |                                 |                                       |   |   |   |  |  |  |  |  |  |  |  |  |  |
|  |                                 |                                       |   |   |   |  |  |  |  |  |  |  |  |  |  |

**COMPANY INFORMATION**

|                         |  |                           |
|-------------------------|--|---------------------------|
| Company's Email Address | Company's Telephone Number                             | Mobile Number             |
|                         | <b>7918-8188</b>                                       |                           |
| No. of Stockholders     | Annual Meeting (Month / Day)                           | Fiscal Year (Month / Day) |
| <b>5,550</b>            | <b>Every 2nd to the last Friday of April Each Year</b> | <b>12/31</b>              |

**CONTACT PERSON INFORMATION**

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

|                           |                                |                    |               |
|---------------------------|--------------------------------|--------------------|---------------|
| Name of Contact Person    | Email Address                  | Telephone Number/s | Mobile Number |
| <b>Ms. Venus A. Mejia</b> | venus.mejia@filinvestgroup.com | <b>7918-8188</b>   |               |

**CONTACT PERSON'S ADDRESS**

**79 EDSA, Brgy. Highway Hills, Mandaluyong 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.



## INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors  
Filinvest Land, Inc.  
Filinvest Building, 79 EDSA,  
Brgy. Highway Hills, Mandaluyong City

### Opinion

We have audited the accompanying consolidated financial statements of Filinvest Land, Inc. (the Parent Company) and its subsidiaries (collectively referred to as “the Group”), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2025, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as of December 31, 2025 and 2024, and its financial performance and its cash flows for the three years in the period ended December 31, 2025 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

### Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), as applicable to the audits of the financial statements of public interest entities, together with the ethical requirements that are relevant to the audits of the consolidated financial statements of public interest entities in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

### ***Real Estate Revenue Recognition***

The Group's revenue recognition process, policies and procedures are significant to our audit because these involve application of significant judgment and estimation in the following areas: (1) assessment of the probability that the entity will collect the consideration from the buyer; (2) determination of the transaction price; and (3) application of the output method as the measure of progress in determining real estate revenue.

In evaluating whether collectability of the amount of consideration is probable, the Group considers the significance of the buyer's initial payments in relation to the total contract price (or buyer's equity). Collectability is also assessed by considering factors such as history with the buyer, age of residential development receivables and pricing of the property. Management regularly evaluates the historical sales cancellations and back-outs, if it would still support its current threshold of buyer's equity before commencing revenue recognition.

In determining the transaction price, the Group considers whether the selling price of the real estate property includes significant financing component.

In measuring the progress of its performance obligation over time, the Group uses the output method. This method measures progress based on physical proportion of work done on the real estate project which requires technical determination by the Group's project engineers and project managers.

The disclosures related to the real estate revenue are included in Note 6 to the consolidated financial statements.

### ***Audit Response***

For the buyers' equity, we evaluated management's basis of the buyer's equity by comparing this to the historical analysis of sales cancellations from buyers with accumulated payments above the collection threshold.

For the determination of the transaction price, we obtained an understanding of the Group's process in the determination of the population of contracts with customers related to real estate sale and election of available practical expedient. We obtained the financing component calculation of the management which includes an analysis whether the financing component of the Group's contract with customers is significant. We selected sample contracts from the sales contract database and traced these selected contracts to the calculation prepared by management. For selected contracts, we traced the underlying data and assumptions used in the financing component calculation such as contract price, cash discount, payment scheme, payment amortization table and percentage of completion (POC) to the contract provision and projected POC schedule. We also recomputed the financing component for each sample selected.



For the application of the output method in determining real estate revenue, we obtained an understanding of the Group's processes for determining the POC and performed tests of the relevant controls. We inspected the certified POC reports prepared by the project engineers and project managers and assessed their competence, capabilities and objectivity by reference to their qualifications, experience and reporting responsibilities. For selected projects, we conducted ocular inspections, made relevant inquiries and inspected the supporting details of POC reports showing the completion of the major activities of the project construction.

### **Other Information**

Management is responsible for Other Information. Other Information comprises the information included in SEC Form 20 IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2025, but does not include the consolidated financial statements and our auditor's report thereon. SEC Form 20 IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2025 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover Other Information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the Other Information identified above when it becomes available and, in doing so, consider whether such information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.



## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is  
Wanessa G. Salvador.

SYCIP GORRES VELAYO & CO.

*Wanessa G. Salvador*

Wanessa G. Salvador

Partner

CPA Certificate No. 0118546

Tax Identification No. 248-679-852

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 118546-SEC (Group A)

Valid to cover audit of 2019 to 2023 financial statements,  
with extension up to audit of 2025 financial statements

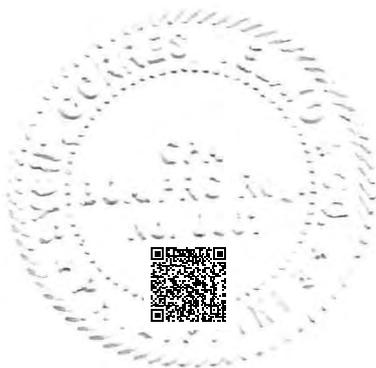
SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-137-2026, January 23, 2026, valid until January 22, 2029

PTR No. 10765124, January 2, 2026, Makati City

February 16, 2026



**FILINVEST LAND, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Amounts in Thousands of Pesos)

|   | <b>December 31</b>  |              |
|---|---------------------|--------------|
|   | <b>2025</b>         | <b>2024</b>  |
| <b>ASSETS</b>                                     |                     |              |
| <b>Current Assets</b>                             |                     |              |
| Cash and cash equivalents (Notes 7 and 21)        | <b>₱5,181,402</b>   | ₱3,984,191   |
| Contracts receivables (Notes 6 and 8)             | <b>1,703,345</b>    | 2,178,282    |
| Contract assets (Notes 6)                         | <b>6,422,237</b>    | 5,785,979    |
| Other receivables (Notes 9)                       | <b>3,636,489</b>    | 3,563,392    |
| Real estate inventories (Note 10)                 | <b>74,020,754</b>   | 69,967,114   |
| Other current assets (Notes 6 and 11)             | <b>6,678,791</b>    | 8,263,851    |
| Total Current Assets                              | <b>97,643,018</b>   | 93,742,809   |
| <b>Noncurrent Assets</b>                          |                     |              |
| Contract assets - net of current portion (Note 6) | <b>3,815,001</b>    | 2,653,114    |
| Investments in associates (Note 12)               | <b>5,460,881</b>    | 5,321,210    |
| Investment properties (Note 13)                   | <b>88,160,761</b>   | 85,041,035   |
| Property and equipment (Note 14)                  | <b>5,815,691</b>    | 5,812,719    |
| Goodwill (Note 4)                                 | <b>4,567,242</b>    | 4,567,242    |
| Build-transfer-operate (BTO) rights (Note 16)     | <b>6,238,388</b>    | 6,329,162    |
| Deferred income tax assets (Note 29)              | <b>147,476</b>      | 96,032       |
| Other noncurrent assets (Note 17)                 | <b>2,331,834</b>    | 3,316,328    |
| Total Noncurrent Assets                           | <b>116,537,274</b>  | 113,136,842  |
| <b>TOTAL ASSETS</b>                               | <b>₱214,180,292</b> | ₱206,879,651 |

**LIABILITIES AND EQUITY**

|  |                    |             |
|--|--------------------|-------------|
| <b>Current Liabilities</b>                       |                    |             |
| Accounts payable and accrued expenses (Notes 18) | <b>₱11,436,317</b> | ₱10,947,076 |
| Contract liabilities (Note 6)                    | <b>477,242</b>     | 586,257     |
| Current portion of lease liabilities (Note 15)   | <b>188,770</b>     | 155,891     |
| Due to related parties (Notes 21)                | <b>95,903</b>      | 244,141     |
| Income tax payable                               | <b>65,614</b>      | 71,732      |
| Current portion of loans payable (Notes 19)      | <b>15,605,867</b>  | 6,876,639   |
| Current portion of bonds payable (Notes 20)      | <b>1,752,262</b>   | 14,815,944  |
| Total Current Liabilities                        | <b>29,621,975</b>  | 33,697,680  |

(Forward)



|   | <b>December 31</b>  |              |
|---|---------------------|--------------|
|   | <b>2025</b>         | <b>2024</b>  |
| <b>Noncurrent Liabilities</b>   |                     |              |
| Loans payable - net of current portion (Notes 19)   | <b>₱34,231,614</b>  | ₱35,156,005  |
| Bonds payable - net of current portion (Notes 20)   | <b>31,165,067</b>   | 21,040,644   |
| Contract liabilities - net of current portion (Note 6)                                      | <b>64,665</b>       | 24,156       |
| Lease liabilities - net of current portion (Note 15)  | <b>6,927,280</b>    | 6,774,447    |
| Net retirement liabilities (Note 26)  | <b>497,867</b>      | 398,736      |
| Deferred income tax liabilities - net (Note 29)   | <b>4,039,227</b>    | 4,817,004    |
| Accounts payable and accrued expenses - net of current portion<br>(Note 18)                 | <b>11,284,012</b>   | 11,635,467   |
| <b>Total Noncurrent Liabilities</b>   | <b>88,209,732</b>   | 79,846,459   |
| <b>Total Liabilities</b>  | <b>117,831,707</b>  | 113,544,139  |
| <b>Equity</b>   |                     |              |
| Common stock (Note 27)  | <b>24,470,708</b>   | 24,470,708   |
| Preferred stock (Note 27)   | <b>80,000</b>       | 80,000       |
| Additional paid-in capital  | <b>5,612,321</b>    | 5,612,321    |
| Treasury stock (Note 27)  | <b>(2,078,084)</b>  | (2,078,084)  |
| Retained earnings (Note 27)   |                     |              |
| Unappropriated  | <b>29,380,776</b>   | 37,302,240   |
| Appropriated  | <b>34,035,003</b>   | 24,813,773   |
| Revaluation reserve on financial assets at fair value through other<br>comprehensive income | <b>(2,619)</b>      | (2,619)      |
| Remeasurement gains on retirement plan - net of tax<br>(Note 26)                            | <b>17,788</b>       | 47,521       |
| Share in other components of equity of associates (Note 12)                                 | <b>372,449</b>      | 372,449      |
| Equity attributable to equity holders of the parent   | <b>91,888,342</b>   | 90,618,309   |
| Noncontrolling interests (Notes 1 and 32)   | <b>4,460,243</b>    | 2,717,203    |
| <b>Total Equity</b>   | <b>96,348,585</b>   | 93,335,512   |
| <b>TOTAL LIABILITIES AND EQUITY</b>   | <b>₱214,180,292</b> | ₱206,879,651 |

*See accompanying Notes to Consolidated Financial Statements.*



**FILINVEST LAND, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Amounts in Thousands of Pesos, Except Earnings Per Share Figures)

|   | Years Ended December 31 |             |             |
|---|-------------------------|-------------|-------------|
|   | 2025                    | 2024        | 2023        |
| <b>REVENUE</b>  |                         |             |             |
| Real estate sales (Note 6)                              | <b>₱16,274,015</b>      | ₱15,392,761 | ₱14,486,506 |
| Rental and related services<br>(Notes 6, 13, 15 and 16) | <b>8,247,020</b>        | 7,848,093   | 7,200,950   |
| Total revenue   | <b>24,521,035</b>       | 23,240,854  | 21,687,456  |
| <b>EQUITY IN NET EARNINGS OF ASSOCIATES (Note 12)</b>   |                         |             |             |
|   | <b>529,071</b>          | 359,036     | 242,007     |
| <b>OTHER INCOME</b>                                     |                         |             |             |
| Interest income (Note 24)                               | <b>357,008</b>          | 319,088     | 283,978     |
| Others - net (Notes 21 and 25)                          | <b>491,237</b>          | 526,920     | 340,893     |
|   | <b>25,898,351</b>       | 24,445,898  | 22,554,334  |
| <b>COSTS</b>  |                         |             |             |
| Real estate sales (Note 10)                             | <b>7,687,896</b>        | 7,354,898   | 8,101,485   |
| Rental and related services (Notes 13 and 16)           | <b>3,906,065</b>        | 3,583,370   | 3,122,342   |
| <b>OPERATING EXPENSES</b>                               |                         |             |             |
| General and administrative expenses (Note 22)           | <b>3,197,549</b>        | 2,623,353   | 2,584,596   |
| Selling and marketing expenses (Note 23)                | <b>1,342,327</b>        | 1,558,159   | 1,370,135   |
| <b>INTEREST AND OTHER FINANCE CHARGES (Note 24)</b>     |                         |             |             |
|   | <b>4,077,585</b>        | 3,685,747   | 2,434,393   |
|   | <b>20,211,422</b>       | 18,805,527  | 17,612,951  |
| <b>INCOME BEFORE INCOME TAX</b>                         | <b>5,686,929</b>        | 5,640,371   | 4,941,383   |
| <b>PROVISION FOR INCOME TAX (Note 29)</b>               | <b>879,096</b>          | 1,004,635   | 645,339     |
| <b>NET INCOME</b>                                       | <b>₱4,807,833</b>       | ₱4,635,736  | ₱4,296,044  |
| <b>Net income attributable to:</b>                      |                         |             |             |
| Equity holders of the parent                            | <b>₱4,171,699</b>       | ₱4,168,468  | ₱3,765,388  |
| Noncontrolling interest                                 | <b>636,134</b>          | 467,268     | 530,656     |
|   | <b>₱4,807,833</b>       | ₱4,635,736  | ₱4,296,044  |
| Basic/Diluted Earnings Per Share<br>(Note 28)           | <b>₱0.19</b>            | ₱0.17       | ₱0.16       |

See accompanying Notes to Consolidated Financial Statements.



**FILINVEST LAND, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Amounts in Thousands of Pesos)

|   | Years Ended December 31 |            |            |
|---|-------------------------|------------|------------|
|   | 2025                    | 2024       | 2023       |
| <b>NET INCOME</b>   | <b>₱4,807,833</b>       | ₱4,635,736 | ₱4,296,044 |
| <b>OTHER COMPREHENSIVE LOSS</b>                                     |                         |            |            |
| Other comprehensive loss not to be reclassified to profit or loss   |                         |            |            |
| Remeasurement loss on retirement plan, net of tax (Notes 26 and 29) | (29,733)                | –          | (20,664)   |
| <b>TOTAL COMPREHENSIVE INCOME</b>                                   | <b>₱4,778,100</b>       | ₱4,635,736 | ₱4,275,380 |
| <b>Total comprehensive income attributable to:</b>                  |                         |            |            |
| Equity holders of the parent  | ₱4,141,966              | ₱4,168,468 | ₱3,744,724 |
| Noncontrolling interest   | 636,134                 | 467,268    | 530,656    |
|   | <b>₱4,778,100</b>       | ₱4,635,736 | ₱4,275,380 |

*See accompanying Notes to Consolidated Financial Statements.*



**FILINVEST LAND, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Amounts in Thousands of Pesos)

|  | Attributable to Equity Holders of the Parent |                              |                            |                             |   |   |   |  |  |                    | Noncontrolling Interest<br>(Note 32) | Total Equity       |
|--|--|------------------------------|----------------------------|-----------------------------|---|---|---|--|--|--------------------|--------------------------------------|--------------------|
|  | Common Stock<br>(Note 27)                    | Preferred Stock<br>(Note 27) | Additional Paid-in Capital | Treasury Stock<br>(Note 27) | Unappropriated Retained Earnings<br>(Note 27) | Appropriated Retained Earnings<br>(Note 27) | Revaluation Reserve on Financial Assets at FVOCI<br>(Note 17) | Remeasurement Gains (Losses) on Retirement Plan<br>(Note 26) | Share in Other Components of Equity of an Associate<br>(Note 12) | Total              |                                      |                    |
| For the Year Ended December 31, 2025                       |  |                              |                            |                             |   |   |   |  |  |                    |                                      |                    |
| Balances as at January 1, 2025                             | P24,470,708                                  | P80,000                      | P5,612,321                 | (P2,078,084)                | P37,302,240                                   | P24,813,773                                 | (P2,619)  | P47,521  | P372,449   | P90,618,309        | P2,717,203                           | P93,335,512        |
| Net income   | -  | -                            | -                          | -                           | 4,171,699                                     | -   | -   | -  | -  | 4,171,699          | 636,134                              | 4,807,833          |
| Other comprehensive income                                 | -  | -                            | -                          | -                           | -   | -   | -   | (29,733)   | -  | (29,733)           | -                                    | (29,733)           |
| Total comprehensive income                                 | -  | -                            | -                          | -                           | 4,171,699                                     | -   | -   | (29,733)   | -  | 4,141,966          | 636,134                              | 4,778,100          |
| Reversal of appropriation (Note 27)                        | -  | -                            | -                          | -                           | 1,866,000                                     | (1,866,000)                                 | -   | -  | -  | -                  | -                                    | -                  |
| Appropriation during the year (Note 27)                    | -  | -                            | -                          | -                           | (11,087,230)                                  | 11,087,230                                  | -   | -  | -  | -                  | -                                    | -                  |
| Dividends declared (Note 27)                               | -  | -                            | -                          | -                           | (1,123,188)                                   | -   | -   | -  | -  | (1,123,188)        | -                                    | (1,123,188)        |
| Change in noncontrolling interest (Note 32)                | -  | -                            | -                          | -                           | (1,748,745)                                   | -   | -   | -  | -  | (1,748,745)        | 1,748,745                            | -                  |
| Dividend distribution to noncontrolling interest (Note 32) | -  | -                            | -                          | -                           | -   | -   | -   | -  | -  | -                  | (641,839)                            | (641,839)          |
| <b>Balances as at December 31, 2025</b>                    | <b>P24,470,708</b>                           | <b>P80,000</b>               | <b>P5,612,321</b>          | <b>(P2,078,084)</b>         | <b>P29,380,776</b>                            | <b>P34,035,003</b>                          | <b>(P2,619)</b>   | <b>P17,788</b>   | <b>P372,449</b>  | <b>P91,888,342</b> | <b>P4,460,243</b>                    | <b>P96,348,585</b> |

|  | Attributable to Equity Holders of the Parent |                              |                            |                             |   |   |   |  |  |                    | Noncontrolling Interest<br>(Note 32) | Total Equity       |
|--|--|------------------------------|----------------------------|-----------------------------|---|---|---|--|--|--------------------|--------------------------------------|--------------------|
|  | Common Stock<br>(Note 27)                    | Preferred Stock<br>(Note 27) | Additional Paid-in Capital | Treasury Stock<br>(Note 27) | Unappropriated Retained Earnings<br>(Note 27) | Appropriated Retained Earnings<br>(Note 27) | Revaluation Reserve on Financial Assets at FVOCI<br>(Note 17) | Remeasurement Gains (Losses) on Retirement Plan<br>(Note 26) | Share in Other Components of Equity of an Associate<br>(Note 12) | Total              |                                      |                    |
| For the Year Ended December 31, 2024   |  |                              |                            |                             |   |   |   |  |  |                    |                                      |                    |
| Balances as at January 1, 2024, as previously stated   | P24,470,708                                  | P80,000                      | P5,612,321                 | (P221,041)                  | P57,061,525                                   | P5,000,000                                  | (P2,619)  | P47,521  | P372,449   | P92,420,864        | P1,851,005                           | P94,271,869        |
| Effect of adoption of IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23) (Note 2) | -  | -                            | -                          | -                           | (3,720,934)                                   | -   | -   | -  | -  | (3,720,934)        | -                                    | (3,720,934)        |
| Balances as at January 1, 2024, as restated  | 24,470,708                                   | 80,000                       | 5,612,321                  | (221,041)                   | 53,340,591                                    | 5,000,000                                   | (2,619)   | P47,521  | 372,449  | 88,699,930         | 1,851,005                            | 90,550,935         |
| Net income   | -  | -                            | -                          | -                           | 4,168,468                                     | -   | -   | -  | -  | 4,168,468          | 467,268                              | 4,635,736          |
| Other comprehensive income   | -  | -                            | -                          | -                           | -   | -   | -   | -  | -  | -                  | -                                    | -                  |
| Total comprehensive income   | -  | -                            | -                          | -                           | 4,168,468                                     | -   | -   | -  | -  | 4,168,468          | 467,268                              | 4,635,736          |
| Reversal of appropriation (Note 27)  | -  | -                            | -                          | -                           | 5,000,000                                     | (5,000,000)                                 | -   | -  | -  | -                  | -                                    | -                  |
| Appropriation during the year (Note 27)  | -  | -                            | -                          | -                           | (24,813,773)                                  | 24,813,773                                  | -   | -  | -  | -                  | -                                    | -                  |
| Dividends declared (Note 27)   | -  | -                            | -                          | -                           | (1,216,488)                                   | -   | -   | -  | -  | (1,216,488)        | -                                    | (1,216,488)        |
| Change in noncontrolling interest (Note 27)  | -  | -                            | -                          | (1,857,043)                 | 823,442                                       | -   | -   | -  | -  | (1,033,601)        | 1,033,601                            | -                  |
| Dividend distribution to noncontrolling interest (Note 32)   | -  | -                            | -                          | -                           | -   | -   | -   | -  | -  | -                  | (634,671)                            | (634,671)          |
| <b>Balances as at December 31, 2024</b>  | <b>P24,470,708</b>                           | <b>P80,000</b>               | <b>P5,612,321</b>          | <b>(P2,078,084)</b>         | <b>P37,302,240</b>                            | <b>P24,813,773</b>                          | <b>(P2,619)</b>   | <b>P47,521</b>   | <b>P372,449</b>  | <b>P90,618,309</b> | <b>P2,717,203</b>                    | <b>P93,335,512</b> |



Attributable to Equity Holders of the Parent

|   | Common Stock<br>(Note 27) | Preferred<br>Stock<br>(Note 27) | Additional<br>Paid-in Capital | Treasury<br>Stock<br>(Note 27) | Unappropriated<br>Retained<br>Earnings<br>(Note 27) | Appropriated<br>Retained<br>Earnings<br>(Note 27) | Revaluation<br>Reserve on<br>Financial Assets<br>at FVOCI<br>(Note 17) | Remeasurement<br>Gains (Losses) on<br>Retirement Plan<br>(Note 26) | Share in Other<br>Components of<br>Equity of an<br>Associate<br>(Note 12) | Total       | Noncontrolling<br>Interest<br>(Note 32) | Total<br>Equity |
|---|---------------------------|---------------------------------|-------------------------------|--------------------------------|---|---|--|--|---|-------------|---|-----------------|
| For the Year Ended December 31, 2023                          |                           |                                 |                               |                                |   |   |  |  |   |             |   |                 |
| Balances as at January 1, 2023                                | ₱24,470,708               | ₱80,000                         | ₱5,612,321                    | (₱221,041)                     | ₱54,172,008   | ₱5,000,000  | (₱2,619)   | ₱68,185  | ₱372,449  | ₱89,552,011 | ₱1,950,730                              | ₱91,502,741     |
| Net income  | -                         | -                               | -                             | -                              | 3,765,388   | -   | -  | -  | -   | 3,765,388   | 530,656                                 | 4,296,044       |
| Other comprehensive loss                                      | -                         | -                               | -                             | -                              | -   | -   | -  | (20,664)   | -   | (20,664)    | -                                       | (20,664)        |
| Total comprehensive income                                    | -                         | -                               | -                             | -                              | 3,765,388   | -   | -  | (20,664)   | -   | 3,744,724   | 530,656                                 | 4,275,380       |
| Dividends declared (Note 27)                                  | -                         | -                               | -                             | -                              | (875,871)   | -   | -  | -  | -   | (875,871)   | -                                       | (875,871)       |
| Change in noncontrolling interest                             | -                         | -                               | -                             | -                              | -   | -   | -  | -  | -   | -           | 30,000                                  | 30,000          |
| Dividend distribution to noncontrolling<br>interest (Note 32) | -                         | -                               | -                             | -                              | -   | -   | -  | -  | -   | -           | (660,381)                               | (660,381)       |
| Balances as at December 31, 2023                              | ₱24,470,708               | ₱80,000                         | ₱5,612,321                    | (₱221,041)                     | ₱57,061,525   | ₱5,000,000  | (₱2,619)   | ₱47,521  | ₱372,449  | ₱92,420,864 | ₱1,851,005                              | ₱94,271,869     |

See accompanying Notes to Consolidated Financial Statements.



**FILINVEST LAND, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in Thousands of Pesos)

|   | Years Ended December 31 |             |             |
|---|-------------------------|-------------|-------------|
|   | 2025                    | 2024        | 2023        |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                         |                         |             |             |
| Income before income tax  | <b>₱5,686,929</b>       | ₱5,640,371  | ₱4,941,383  |
| Adjustments for:  |                         |             |             |
| Interest expense and amortization of transaction costs (Note 24)    | <b>4,039,265</b>        | 3,598,138   | 2,294,148   |
| Depreciation and amortization (Notes 13, 14 and 16)                 | <b>2,081,421</b>        | 2,143,097   | 1,593,382   |
| Equity in net earnings of associates (Note 12)                      | <b>(529,071)</b>        | (359,036)   | (242,007)   |
| Interest income (Note 24)   | <b>(357,008)</b>        | (319,088)   | (283,978)   |
| Pension expense, net of contribution (Note 26)                      | <b>117,124</b>          | (38,457)    | (21,667)    |
| Operating income before changes in operating assets and liabilities | <b>11,038,660</b>       | 10,665,025  | 8,281,261   |
| Changes in operating assets and liabilities                         |                         |             |             |
| Decrease (increase) in:   |                         |             |             |
| Contracts receivable  | <b>474,937</b>          | (340,453)   | 291,052     |
| Contract assets   | <b>(1,798,145)</b>      | 1,344,676   | 699,187     |
| Other receivables   | <b>(73,097)</b>         | (98,336)    | (563,050)   |
| Real estate inventories   | <b>(3,278,020)</b>      | (3,645,527) | (178,552)   |
| Other assets  | <b>2,569,554</b>        | (2,113,165) | (620,751)   |
| Increase (decrease) in:   |                         |             |             |
| Accounts payable and accrued expense                                | <b>528,973</b>          | 1,237,644   | 1,929,113   |
| Contract liabilities  | <b>(68,506)</b>         | (331,938)   | (353,011)   |
| Due to related parties  | <b>(148,238)</b>        | –           | –           |
| Cash generated from operations                                      | <b>9,246,118</b>        | 6,717,926   | 9,485,249   |
| Income taxes paid, including creditable withholding taxes           | <b>(1,721,487)</b>      | (22,487)    | (576,492)   |
| Interest received   | <b>357,008</b>          | 319,088     | 283,978     |
| Net cash provided by operating activities                           | <b>7,881,639</b>        | 7,014,527   | 9,192,735   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                         |                         |             |             |
| Additions to:   |                         |             |             |
| Investment properties and property and equipment (Notes 13 and 14)  | <b>(3,635,839)</b>      | (5,026,191) | (3,645,532) |
| Build-transfer-operate (BTO) rights (Note 16)                       | <b>(4,714)</b>          | (19,947)    | (865,248)   |
| Proceeds from disposal of property and equipment (Note 14)          | <b>2,237</b>            | –           | –           |
| Dividends received from associate (Note 12)                         | <b>389,400</b>          | 257,726     | 167,125     |
| Net cash used in investing activities                               | <b>(3,248,916)</b>      | (4,788,412) | (4,343,655) |

(Forward)



|   | <b>Years Ended December 31</b> |              |              |
|---|--------------------------------|--------------|--------------|
|   | <b>2025</b>                    | <b>2024</b>  | <b>2023</b>  |
| <b>CASH FLOWS FROM FINANCING</b>                                |                                |              |              |
| <b>ACTIVITIES (Note 36)</b>                                     |                                |              |              |
| Proceeds from avilment of:                                      |                                |              |              |
| Loans payable (Note 19)   | <b>₱16,701,000</b>             | ₱38,095,000  | ₱24,660,100  |
| Bonds payable (Note 20)   | <b>12,000,000</b>              | –            | 11,430,800   |
| Increase in noncontrolling interest<br>(Notes 1 and 32)         | –                              | –            | 30,000       |
| Payments of:  |                                |              |              |
| Loans payable (Note 19)   | <b>(8,871,622)</b>             | (32,910,712) | (20,528,712) |
| Bonds payable (Note 20)   | <b>(14,925,000)</b>            | (1,699,995)  | (15,035,400) |
| Cash dividend (Note 27)   | <b>(1,123,188)</b>             | (1,216,488)  | (875,871)    |
| Interest and transaction costs                                  | <b>(6,111,517)</b>             | (5,300,228)  | (4,118,521)  |
| Lease liabilities (Note 15)                                     | <b>(463,346)</b>               | (408,907)    | (372,444)    |
| Dividends paid to noncontrolling interest<br>(Note 32)          | <b>(641,839)</b>               | (634,671)    | (660,381)    |
| Increase (decrease) in amounts due to related<br>parties        | –                              | 102,069      | (265,778)    |
| Net cash used in financing activities                           | <b>(3,435,512)</b>             | (3,973,932)  | (5,736,207)  |
| <b>NET INCREASE (DECREASE) IN CASH<br/>AND CASH EQUIVALENTS</b> | <b>1,197,211</b>               | (1,747,817)  | (887,127)    |
| <b>CASH AND CASH EQUIVALENTS<br/>AT BEGINNING OF YEAR</b>       | <b>3,984,191</b>               | 5,732,008    | 6,619,135    |
| <b>CASH AND CASH EQUIVALENTS<br/>AT END OF YEAR (Note 7)</b>    | <b>₱5,181,402</b>              | ₱3,984,191   | ₱5,732,008   |

See accompanying Notes to Consolidated Financial Statements.



# **FILINVEST LAND, INC. AND SUBSIDIARIES**

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## **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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### **1. Corporate Information**

Filinvest Land, Inc. (the “Parent Company” or “FLI”) is a property developer engaged mainly in the development of residential subdivisions, construction of housing units and leasing activities. It was incorporated and is domiciled in the Philippines where its shares are publicly traded. Formerly Citation Homes, Inc., the Parent Company was incorporated on November 24, 1989 and later changed to its present name on July 12, 1993. The Parent Company and its subsidiaries (collectively referred to as “the Group”) offer a range of real estate products from socialized and affordable housing to middle-income and high-end housing, various types of subdivision lots, medium-rise residential buildings, farm estates, industrial parks, residential resort projects, condotels, and condominium buildings. The Group also leases out commercial and office spaces in Muntinlupa City, Makati City, Pasay City, Cebu City, Tagaytay City, Cavite, and Clark Mimosa, its major locations for leasing.

The Group’s parent company is Filinvest Development Corporation (FDC), a publicly listed entity. A.L. Gotianun, Inc. (ALG) is the Group’s ultimate parent company. FDC and ALG were incorporated in the Philippines.

The Parent Company’s registered business address is at Filinvest Building, 79 E. Delos Santos Ave. (EDSA), Brgy. Highway Hills, Mandaluyong City.

#### Approval of the Consolidated Financial Statements

The consolidated financial statements as of December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025 were approved and authorized for issue by the Board of Directors (BOD) on February 16, 2026.

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### **2. Material Accounting Policy Information**

#### Basis of Preparation

The consolidated financial statements are prepared using the historical cost basis, except for financial assets at fair value through other comprehensive income (FVOCI) that are measured at fair value. The Group’s consolidated financial statements are presented in Philippine Peso (₱), which is also the functional currency of the Parent Company, its subsidiaries and associates. Amounts are in thousand ₱ except as otherwise indicated.

The consolidated financial statements provide comparative information in respect of the previous period.

#### Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

#### Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as of December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025. The nature of business and the corresponding percentages of ownership over these entities are as follows. The voting rights held by the Group in these subsidiaries are in proportion to its ownership interest where:



| Subsidiaries   | Nature of Business                             | 2025        | 2024 | 2023 |
|--|--|-------------|------|------|
| Filinvest AII Philippines, Inc. (FAPI)                     | Real estate developer                          | <b>100%</b> | 100% | 100% |
| FCGC Corporation (FCGCC)                                   | Real estate developer                          | <b>100%</b> | 100% | 100% |
| Filinvest BCDA Clark, Inc. (FBCI) <sup>1</sup>             | Real estate developer                          | <b>55%</b>  | 55%  | 55%  |
| Gintong Parisukat Realty and Development Inc. (GPRDI)      | Real estate developer                          | <b>100%</b> | 100% | 100% |
| Homepro Realty Marketing, Inc. (Homepro)                   | Real estate developer                          | <b>100%</b> | 100% | 100% |
| SJR Developers, Inc. (SDI)                                 | Real estate developer                          | <b>100%</b> | 100% | 100% |
| Niyog Property Holdings, Inc. (NPHI) <sup>2</sup>          | Real estate developer                          | <b>100%</b> | 100% | 100% |
| Cajel Realty Corporation (CRC) <sup>2</sup>                | Real estate developer                          | <b>100%</b> | 100% | 100% |
| Crystal Ball Realty & Management, Inc. (CBRM) <sup>3</sup> | Real estate developer                          | <b>100%</b> | 100% | 100% |
| Cloverleaf Holdings Corporation (CHC) <sup>3</sup>         | Real estate developer                          | <b>100%</b> | 100% | 100% |
| Filinvest REIT Corp. (FILRT) <sup>4</sup>                  | Leasing  | <b>63%</b>  | 51%  | 63%  |
| Filinvest Asia Corporation (FAC)                           | Leasing  | <b>60%</b>  | 60%  | 60%  |
| Filinvest Cyberparks, Inc. (FCI)                           | Leasing  | <b>100%</b> | 100% | 100% |
| Filinvest Clark Mimosa, Inc. (FCMI)                        | Leasing  | <b>100%</b> | 100% | 100% |
| Festival Supermall, Inc. (FSI)                             | Property management                            | <b>100%</b> | 100% | 100% |
| Filinvest Lifemalls Corporation (FLC)                      | Property management                            | <b>100%</b> | 100% | 100% |
| Filinvest Lifemalls Mimosa, Inc. (FLMI)                    | Property management                            | <b>100%</b> | 100% | 100% |
| Filinvest Lifemalls Tagaytay, Inc. (FLTI)                  | Property management                            | <b>100%</b> | 100% | 100% |
| ProOffice Works Services, Inc. (ProOffice)                 | Property management                            | <b>100%</b> | 100% | 100% |
| Property Specialist Resources, Inc. (Prosper)              | Property management                            | <b>100%</b> | 100% | 100% |
| Co-Living Pro Managers Corp. (CPMC)                        | Property management                            | <b>100%</b> | 100% | 100% |
| FSM Cinemas, Inc. (FSM Cinemas) <sup>5</sup>               | Theater operator                               | <b>60%</b>  | 60%  | 60%  |
| Philippine DCS Development Corporation (PDDC)              | District cooling systems, builder and operator | <b>60%</b>  | 60%  | 60%  |
| Timberland Sports and Nature Club, Inc. (TSNC)             | Recreational Sports and Natures Club           | <b>98%</b>  | 98%  | 98%  |
| Nature Specialists, Inc. (NSI)                             | Recreational Sports and Natures Club           | <b>75%</b>  | 75%  | 75%  |
| Leisurepro, Inc. (Leisurepro)                              | Marketing                                      | <b>100%</b> | 100% | 100% |
| Proleads Philippines, Inc. (PPI)                           | Marketing                                      | <b>100%</b> | 100% | 100% |
| Property Leaders International Limited (PLIL)              | Marketing                                      | <b>100%</b> | 100% | 100% |
| Property Maximizer Professional Corp. (Promax)             | Marketing                                      | <b>100%</b> | 100% | 100% |
| Realpros Philippines, Inc. (RPI)                           | Marketing                                      | <b>100%</b> | 100% | 100% |
| FREIT Fund Managers, Inc. (FFMI)                           | Fund Manager                                   | <b>100%</b> | 100% | 100% |
| OurSpace Solutions, Inc. (OSI) <sup>6</sup>                | Coworking spaces                               | <b>70%</b>  | 70%  | 70%  |



*Notes:*

1. *FBCI is owned indirectly through FCGCC.*
2. *NPHI and CRC were acquired in 2023 through a share purchase agreement with Rizal Commercial Banking Corporation.*
3. *CBRM and CHC were acquired in previous years and were accounted for as asset acquisitions and not as business combination. Acquisition cost amounted to ₱80.06 million and ₱39.59 million for CBRM and CHC, respectively.*
4. *FLI's ownership interest in FILRT was reduced to 51% in 2024 mainly as a result of FLI's voluntary tender offer (see Note 27). In 2025, FLI's ownership interest in FILRT increased to 63%, through a tax-free property-for-share swap (see Note 32).*
5. *FSM Cinemas is owned indirectly through FSI.*
6. *On August 2, 2023, a Subscription Agreement was executed to issue the 30 million common shares of OSI to KCI resulting to FLI's 70% ownership in OSI.*

Except PLIL which was incorporated in British Virgin Islands, all of the Parent Company's subsidiaries were incorporated in the Philippines. The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company using consistent accounting policies.

None of the foregoing subsidiaries has been a party to any bankruptcy, receivership or similar proceedings and has not undergone or entered into any material classification, merger, consolidation (except as disclosed elsewhere in this report), purchase or sale of a significant amount of assets outside the ordinary course of business.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statement from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the noncontrolling interests, even if this results in the noncontrolling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Noncontrolling Interest

Noncontrolling interest represents the portion of profit or loss and net assets not owned, directly or indirectly, by the Group. Any losses applicable to the noncontrolling interests are allocated against the interests of the noncontrolling interest even if this results to the noncontrolling interest having a deficit balance. The acquisition of an additional ownership interest in a subsidiary without a change of control is accounted for as an equity transaction. Any excess or deficit of consideration paid over the carrying amount of the noncontrolling interest is recognized in equity under "Retained Earnings" of the parent in transactions where the noncontrolling interest are acquired or sold without loss of control.

New Standards, Interpretations and Amendments

The accounting policies adopted in the preparation of the Group's consolidated financial statements are consistent with those of the previous financial years, except for the adoption of new standards effective in 2025. The Group has not early adopted any standard, interpretation or amendment that



has been issued but is not yet effective. Unless otherwise indicated, adoption of these new standards did not have an impact on the consolidated financial statements of the Group.

#### Amendments to PAS 21, *Lack of exchangeability*

- The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.
- The amendments are effective for annual reporting periods beginning on or after January 1, 2025. Earlier adoption is permitted and that fact must be disclosed. When applying the amendments, an entity cannot restate comparative information.

#### Standards Issues but not yet Effective

Pronouncements issued but not yet effective are listed below. The Group intends to adopt the following pronouncements when they become effective. Adoption of these pronouncements is not expected to have a significant impact on the Group's consolidated financial statements unless otherwise indicated.

#### *Effective beginning on or after January 1, 2026*

- Amendments to Illustrative Examples on PFRS 7, PFRS 18, PAS 1, PAS 8, PAS 26 and PAS 37, *Disclosures about Uncertainties in the Financial Statements*
- 
- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*

The amendments clarify that a financial liability is derecognized on the 'settlement date', i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. They also introduce an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met.

The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features. Furthermore, the amendments clarify the treatment of non-recourse assets and contractually linked instruments.

The amendments are not expected to have a material impact on the Group's accounting for financial instruments.

- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*
- Annual Improvements to PFRS Accounting Standards—Volume 11
- Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
- Amendments to PFRS 7, *Gain or Loss on Derecognition*
- Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities and Transaction Price*
- Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
- Amendments to PAS 7, *Cost Method*



*Effective beginning on or after January 1, 2027*

- PFRS 18, *Presentation and Disclosure in Financial Statements*

The standard replaces PAS 1 Presentation of Financial Statements and responds to investors' demand for better information about companies' financial performance. The new requirements include:

- Required totals, subtotals and new categories in the statement of profit or loss
- Disclosure of management-defined performance measures
- Guidance on aggregation and disaggregation

The Group is currently assessing the impact of adopting PFRS 18 in its financial reporting, including its data collection process.

*Deferred effectivity*

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

Material Accounting Policies

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable



For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### Financial Instruments (Date of recognition)

Financial assets and liabilities are recognized in the consolidated statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the instrument.

#### Recognition and Measurement of Financial Instruments

##### *Financial Assets*

##### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as either subsequently measured at amortized cost, at FVOCI, or at fair value through profit or loss (FVPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost or at FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest' on the principal amount outstanding. This assessment is referred to as the 'solely payments of principal and interest test' and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

As of December 31, 2025 and 2024, the Group's financial assets comprise of financial assets at amortized cost and financial assets at FVOCI.

##### *Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

##### *Financial assets at amortized cost*

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.



The Group classified cash and cash equivalents, contracts receivables, other receivables, short-term deposits (included in other assets), and investment in bonds as financial assets at amortized cost.

*Financial assets at FVOCI (equity instruments)*

At initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate equity investments as at FVOCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading.

Gains and losses arising from changes in fair value are recognized in other comprehensive income and accumulated in “Revaluation reserve on financial assets at FVOCI” in the consolidated statement of financial position. Where the asset is disposed of, the cumulative gain or loss previously recognized in “Revaluation reserve on financial assets at FVOCI” is not reclassified to profit or loss, but is reclassified to Retained earnings.

Included under this category are the Group’s investments in quoted and unquoted shares of stocks (included in other noncurrent assets; see Note 17).

*Financial liabilities*

*Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

*Subsequent measurement*

Loans and borrowings (financial liabilities at amortized cost) is the category most relevant to the Group. Issued financial instruments or their components, which are not designated at FVPL, are classified as financial liabilities at amortized cost where the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares. The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole the amount separately determined as the fair value of the liability component on the date of issue.

Amortized cost is calculated by taking into account any discount or premium on the issuance and fees that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated statement of income.

As of December 31, 2025 and 2024, loans and borrowings consist primarily of accounts payable and accrued expenses, lease liabilities, loans payable, bonds payable and due to related parties (see Notes 15, 18, 19, 20 and 21).

Impairment of Financial Assets and Contract Assets

The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.



The Group applies a simplified approach in calculating ECLs for financial assets at amortized costs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix for other receivables and a vintage analysis for contracts receivable and contract assets that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### Derecognition of Financial Assets and Financial Liabilities

#### *Financial assets*

A financial asset is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement; or,
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of an asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### *Financial liabilities*

A financial liability is derecognized when the obligation under the liability expires, is discharged or cancelled.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

### Real Estate Inventories

#### *Lots, Condominium and Residential Units for Sale*

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as real estate inventory and is measured at the lower of cost and net realizable value (NRV).

Cost includes:

- Land acquisition costs and expenses directly related to acquisition



- Amounts paid to contractors for development and construction
- Planning and design costs, costs of site preparation, professional fees, property transfer taxes, construction overheads and other related costs.

In case of sales cancellation, the Group can repossess the properties and hold it for sale in the ordinary course of business at the prevailing market price. The repossessed properties are accounted for as inventories and recognized at its fair value less cost to repossess at the time of cancellation. NRV is the estimated selling price in the ordinary course of the business, based on market prices at

the reporting date, less estimated costs of completion and the estimated costs of sale. The cost of inventory recognized in consolidated statement of income on disposal is determined with reference to the specific costs incurred on the property sold, including an allocation of any non-specific costs based on the relative size of the property sold.

#### *Land and Land Development*

Land and land development consists of properties with ongoing development that are intended for real estate projects for sale and are carried at the lower of cost or NRV. The cost of land and land development include the following: (a) land acquisition costs, (b) costs incurred relative to acquisition and transfer of land title in the name of the Group such as transfer taxes and registration fees, (c) costs incurred on initial development of the raw land in preparation for future projects, and (d) borrowing costs. They are transferred to lots, condominium and residential units for sale under “Real estate inventories” when the project plans, development and construction estimates are completed and the necessary permits are secured.

#### Investments in Associates

The Group’s investment in associates is accounted for under the equity method of accounting. Under the equity method, the investment in associates is carried in the consolidated statement of financial position at cost, plus post-acquisition changes in the Group’s share of net assets of the associates. The consolidated statement of income reflects the share of the results of operations of the associates. The Group recognizes its share of the losses of the associate until its share of losses equals or exceeds its interest in the associate, at which point the Group discontinues recognizing its share of further losses.

Where there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes and discloses this, when applicable, in the consolidated statement of changes in equity.

The reporting dates of the associates and the Group are identical and the associates’ accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

After application of the equity method, the Group determines whether it is necessary to recognize an additional impairment loss on investment in an associate. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in an associate is impaired.

If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the investment in the associate and its carrying value and recognize the amount in the consolidated statement of income.



Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of income.

#### Investment Properties

Investment properties consist of commercial mall, land and other properties that are held for long term rental yields and capital appreciation and land held with undetermined future use. Investment properties also include right-of-use assets involving real properties that are subleased to other entities. Investment properties, except for land, are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Land is carried at cost less accumulated impairment losses,

if any. Initial cost of investment properties consists of cash paid or the fair value of other consideration given to acquire an asset at the time of its acquisition or construction and directly attributable costs of bringing the investment properties to its intended location and working condition, including borrowing costs.

Constructions-in-progress are carried at cost (including borrowing costs) and transferred to the related investment property account when the construction and related activities to prepare the property for its intended use are complete.

For those right-of-use assets that qualify as investment properties, i.e., those land that are subleased by the Group, these are classified under investment properties. Consistent with the Group's policy regarding the measurement of investment properties, these assets are subsequently measured at cost less amortization and impairment in value.

Investment properties built on rented properties are depreciated over their estimated useful lives or lease term, whichever is shorter.

Depreciation of investment properties is computed using the straight-line method over the estimated useful lives (EUL) of these assets as follows:

|                           | Years |
|---------------------------|-------|
| Buildings and improvement | 20-50 |
| Machinery and equipment   | 5-15  |

The EUL and the depreciation method is reviewed periodically to ensure that the period and method of depreciation are consistent with the expected pattern of economic benefit from items of investment properties.

Investment properties also include prepaid commission representing incremental costs that are directly attributable to negotiating and arranging a lease. These are initially recognized at cost and are amortized over the related lease term.

Investment property is derecognized when it is either disposed of or permanently withdrawn from use and there is no future economic benefit expected from its disposal or retirement. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statement of income in the year of retirement or disposal.



Transfers are made to investment property when there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment property when there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sell.

Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

#### Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and amortization and accumulated impairment losses, if any. The initial cost of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use including borrowing cost.

Construction-in-progress, is stated at cost. This includes cost of construction and other direct costs. Construction-in-progress is not depreciated until such time as the relevant assets are completed and ready for operational use.

Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance and overhaul costs, are normally charged to income in the year in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Depreciation is computed on the straight-line basis over the EUL of the assets, as follows:

|                          | Years |
|--------------------------|-------|
| Buildings                | 20-50 |
| Machinery and equipment  | 5-20  |
| Transportation equipment | 5     |
| Furniture and fixtures   | 3-5   |

Leasehold improvements are amortized over the estimated useful lives of the improvements or the lease term, whichever is shorter.

The useful life and the depreciation and amortization method are reviewed periodically to ensure that the period and the method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

When an item of property and equipment is derecognized, the cost of the related accumulated depreciation and amortization and accumulated impairment losses, if any, is removed from the account. Any gain or loss arising from derecognition of the asset is included in the consolidated statement of income in the year the asset is derecognized.

#### Intangible Assets

Intangible assets include goodwill and BTO rights (including the related right-of-use asset). Intangible assets acquired separately are measured on initial recognition at costs. The cost of intangible assets acquired in a business combination or contracted arrangements is their fair value at the date of acquisition. Following initial recognition, intangible assets, excluding goodwill, are carried at cost less any accumulated amortization and any accumulated impairment losses. The useful



lives of intangible assets are assessed to be either finite or indefinite. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Intangible assets with finite lives (i.e., BTO rights) are amortized over the economic useful life (i.e., 25 years) and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of income.

Intangible assets with indefinite useful lives (i.e., goodwill) are not amortized, but are tested for impairment annually or more frequently, either individually or at the cash generating unit level.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of income when the asset is derecognized.

#### Other Assets

Other current and noncurrent assets are carried at cost. These pertain to resources controlled by the Group as a result of past events and from which future economic benefits are expected to flow to the Group.

#### Value-added Tax (VAT)

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable. When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.

The net amount of VAT recoverable and payable from the taxation authority is included as part of “Other assets” and “Accounts payable and accrued expenses”, respectively, in the consolidated statement of financial position.

#### Impairment of Nonfinancial Assets

The carrying values of investments in associates, property and equipment, investment properties, and other nonfinancial assets are reviewed for impairment when events or changes in circumstances indicate the carrying values may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of fair value less cost of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in the consolidated statement of income.



For nonfinancial assets, excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount.

A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually or more frequent if events or changes of circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (or group of cash-generating unit) is less than their carrying amount of cash-generating unit (or group of cash-generating unit) to which goodwill has been allocated, an impairment loss is recognized immediately in the consolidated statement of income. Impairment losses relating to goodwill cannot be reversed for subsequent increases in its recoverable amount in future periods.

### Revenue Recognition

#### *Revenue from Contracts with Customers*

The Group primarily derives its real estate revenue from the sale of vertical and horizontal real estate projects. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the provisioning of water and electricity in its mall retail spaces and office leasing activities, wherein it is acting as agent.

The Group recognize the difference between the consideration received from the customer and the transferred goods to the customer as contract assets in the consolidated statement of financial position.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 3.

#### *Real estate sales*

The Group derives its real estate revenue from sale of lots, house and lot and condominium units. Revenue from the sale of real estate projects under pre-completion stage are recognized over time during the construction period (or POC) since based on the terms and conditions of its contract with the buyers, the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

Starting January 1, 2024, in determining the transaction price, the Group considers whether the selling price of the real estate property includes significant financing component.



In measuring the progress of its performance obligation over time, the Group uses output method. The Group recognizes revenue on the basis of direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract. Progress is measured using survey of performance completed to date. This is based on the project accomplishment reports prepared by the third party project managers for high-rise real estate developments and internal project engineers for mid-rise real estate development. The project technical head integrates, reviews and approves the surveys of performance to date of the construction activities of subcontractors.

Any excess of progress of work over the right to an amount of consideration that is unconditional, recognized as installment contracts receivables is included in the “contract assets” account in the asset section of the consolidated statement of financial position.

Any excess of collections over the total of recognized installment contracts receivables is included in the “contract liabilities” account in the liabilities section of the consolidated statement of financial position.

In case of sales cancellation, the difference between the fair value of the repossessed property less cost to repossess and the outstanding receivable and related accounts at the time of cancellation is recognized in profit or loss.

*Common usage service area (CUSA) charges and air conditioning dues (included as part of ‘Rental and related services’)*

CUSA charges are recognized when the related services are rendered. The Group has generally concluded that it is the principal in its revenue arrangements, except for the provisioning of water, and electricity in its office leasing activities, wherein it is acting as agent. Income from common area and air conditioning dues is computed based on a fixed rate per square meter of the leasable area occupied by the tenant and are presented gross of related cost and expenses.

*Other dues*

For the administration fees, electricity and water usage, the Group determined that it is acting as an agent because the promise of the Group to the tenants is to arrange for the electricity and water supply to be provided by a utility company. The utility and service companies, and not the Group, are primarily responsible for the provisioning of the utilities while the Group administers the leased spaces and coordinates with the utility and service companies to ensure that tenants have access to these utilities.

*Theater and parking sales and snack bar sales (included as part of ‘Rental and related services’)*

Revenue from theater and parking sales is recognized over time using output method when theater services are rendered. Revenue from snack bar sales is recognized at a point in time when goods are actually sold to customers.

*Cost of real estate sales*

The Group recognizes costs relating to satisfied performance obligations as these are incurred taking into consideration the contract fulfillment assets such as land and connection fees. These include costs of land, land development costs, building costs, professional fees, depreciation, permits and licenses and capitalized borrowing costs. These costs are allocated to the saleable area, with the portion allocable to the sold area being recognized as costs of sales while the portion allocable to the unsold area being recognized as part of real estate inventories.



In addition, the Group recognizes as an asset only costs that give rise to resources that will be used in satisfying performance obligations in the future and that are expected to be recovered.

#### Contract Balances

##### *Contracts receivables*

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

##### *Contract assets*

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

##### *Contract liabilities*

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made. Contract liabilities are recognized as revenue when the Group performs under the contract.

The contract liabilities also include payments received by the Group from the customers for which revenue recognition has not yet commenced.

##### *Costs to obtain contract (Commission expenses)*

The incremental costs of obtaining a contract with a customer are recognized as an asset if the Group expects to recover them. The Group has determined that commissions paid to brokers and marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Commission expense is included in the "Selling and marketing expense" account in the consolidated statement of income.

Costs incurred prior to obtaining contract with customer are not capitalized but are expensed as incurred.

##### *Contract fulfillment assets*

Contract fulfillment assets are divided into: (i) costs that give rise to an asset; and (ii) costs that are expensed as incurred. When determining the appropriate accounting treatment for such costs, the Group firstly considers any other applicable standards. If those standards preclude capitalization of a particular cost, then an asset is not recognized under PFRS 15.

If other standards are not applicable to contract fulfillment costs, the Group applies the following criteria which, if met, result in capitalization: (i) the costs directly relate to a contract or to a specifically identifiable anticipated contract; (ii) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and (iii) the costs are expected to be recovered. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recoverable.

The Group's contract fulfillment assets pertain to land acquisition costs.



*Amortization, de-recognition and impairment of contract fulfillment assets and capitalized costs to obtain a contract*

The Group amortizes contract fulfillment assets and capitalized costs to obtain a contract over the expected construction period using percentage of completion following the pattern of real estate revenue recognition. The amortization of contract fulfillment assets and cost to obtain a contract is included within “Cost of real estate sales” and “Selling and marketing expense”, respectively.

A contract fulfillment asset or capitalized costs to obtain a contract is derecognized either when it is disposed of or when no further economic benefits are expected to flow from its use or disposal.

At each reporting date, the Group determines whether there is an indication that the contract fulfillment asset or capitalized cost to obtain a contract may be impaired. If such indication exists, the Group makes an estimate by comparing the carrying amount of the assets to the remaining amount

of consideration that the Group expects to receive less the costs that relate to providing services under the relevant contract. In determining the estimated amount of consideration, the Group uses the same principles as it does to determine the contract transaction price, except that any constraints used to reduce the transaction price will be removed for the impairment test.

Where the relevant costs or specific performance obligations are demonstrating marginal profitability or other indicators of impairment, judgement is required in ascertaining whether or not the future economic benefits from these contracts are sufficient to recover these assets. In performing this impairment assessment, management is required to make an assessment of the costs to complete the contract. The ability to accurately forecast such costs involves estimates around cost savings to be achieved over time, anticipated profitability of the contract, as well as future performance against any contract-specific performance indicators that could trigger variable consideration, or service credits. Where a contract is anticipated to make a loss, the judgements are also relevant in determining whether or not an onerous contract provision is required and how this is to be measured.

Other Revenue and Income Recognition

*Rental income*

Rental income arising from investment properties are recognized in the consolidated statement of income either on a straight-line basis over the lease term or based on a certain percentage of the gross revenue of the tenants, as provided under the terms of the lease contract. Leases under contingent rents are recognized as income in the period in which they are earned.

*Income from forfeited reservations and collections*

Income from forfeited reservations and collections are recognized when the deposits from potential buyers are deemed nonrefundable due to prescription of the period for entering into a contracted sale. Such income is also recognized, subject to the provisions of Republic Act 6552, *Realty Installment Buyer Act*, upon prescription of the period for the payment of required amortizations from defaulting buyers.

*Interest income*

Interest is recognized as it accrues taking into account the effective yield on the underlying asset.

*Other income*

Other income, including service fees, processing fees, management fees, is recognized when services are rendered and when goods are delivered.



### Cost and Expense Recognition

Costs and expenses are recognized in the consolidated statement of income when decrease in future economic benefit related to a decrease in an asset or an increase in liability has arisen that can be measured reliably. Cost and expenses are recognized in the consolidated statement of income as incurred based on the amounts paid or payable

### Retirement Costs

The cost of providing benefits under the defined benefit plan is actuarially determined using the projected unit credit method.

Service costs which include current service costs, past service costs and gains or losses on nonroutine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by an independent qualified actuary.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the defined benefit liability or asset.

Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

### Termination benefits

Termination benefits are employee benefits provided in exchange for the termination of an employee's employment as a result of either an entity's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs.

Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.



#### Employee leave entitlement

Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the annual reporting period is recognized for services rendered by employees up to the end of the reporting period.

#### Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. These are capitalized if directly attributable to the acquisition, construction or production of a qualifying asset. Qualifying assets are assets that necessarily take a substantial period of time to get ready for its intended use or sale. Interest and other financing costs incurred during the construction period on borrowings used to finance property development are capitalized as part of development costs in the consolidated statement of financial position.

The interest capitalized is calculated using the Group's weighted average cost of borrowings after adjusting for borrowings associated with specific developments. Where borrowings are associated with specific developments, the amounts capitalized is the gross interest incurred on those borrowings less any investment income arising on their temporary investment of those borrowings.

For investment properties, interest is capitalized from the commencement of the development work until the date of practical completion. The capitalization of borrowing costs is suspended if there are prolonged periods when development activity is interrupted. Interest is also capitalized on the purchase cost of a site of property acquired specifically for redevelopment but only where activities necessary to prepare the asset for redevelopment are in progress.

For "Land and land development" under real estate inventories, interest is capitalized if the properties are currently undertaking activities necessary to prepare the assets for its intended sales, including but not limited to pre-construction activities such as permitting, design, planning and actual land development activities and are not ready to be sold in its current condition.

Borrowings originally made to develop a specific qualifying asset are transferred to general borrowings (a) when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete, and (b) the entity chooses to use its funds on constructing other qualifying assets rather than repaying the loan.

Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the asset for its intended sale are completed. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded.

All other borrowing costs are expensed as incurred.

#### Foreign Currency-Denominated Transactions

The functional and presentation currency of the Parent Company and its subsidiaries and associate is the Philippine Peso. Transactions denominated in foreign currencies are recorded in Philippine Peso based on the exchange rates prevailing at the transaction dates. Foreign currency denominated monetary assets and liabilities are translated to Philippine Peso at exchange rates prevailing at the reporting date. Foreign exchange differentials between rate at transaction date and rate at settlement date or reporting date of foreign currency denominated monetary assets or liabilities are credited to or charged against current operations.



## Equity

### *Common and Preferred stock*

The Group records common and preferred stock at par value and additional paid-in capital as the excess of the total contributions received over the aggregate par values of the equity shares.

The Group considers the underlying substance and economic reality of its own equity instrument and not merely its legal form in determining its proper classification. When any member of the Group purchases the Parent Company's capital stock (treasury shares), the consideration paid, including any attributable incremental costs, is deducted from equity until the shares are cancelled, reissued or disposed of.

Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related tax effects is included in consolidated equity.

### *Treasury stock*

Own equity instruments which are reacquired, are carried at cost and are deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Parent Company's own equity instruments. When the shares are retired, the capital stock account is reduced by its par value and excess of cost over par value upon retirement is debited to additional paid-in capital to the extent of the specific or average additional paid in capital when the shares were issued and to retained earnings for the remaining balance.

### *Retained earnings*

Retained earnings represent accumulated net earnings of the Group, and any other adjustments to it as required by other standards, less dividends declared. The individual accumulated earnings of the subsidiaries and accumulated equity earnings from an associate included in the consolidated retained earnings are available for dividend declaration when these are declared as dividends by the subsidiaries and associate as approved by their respective BOD.

The partial disposal or acquisition of an additional ownership interest in a subsidiary without a change of control is accounted for as an equity transaction. Any excess or deficit of consideration paid over the carrying amount of the noncontrolling interests is liabilities in equity under "Retained Earnings" of the parent in transactions where the noncontrolling interests are acquired or sold without loss of control.

Retained earnings are further restricted for the payment of dividends to the extent of the cost of common shares held in treasury.

Dividends on common and preferred shares are deducted from retained earnings when declared and approved by the BOD of the Parent Company. Dividends payable are recorded as liability until paid. Dividends for the year that are declared and approved after reporting date, if any, are dealt with as an event after reporting date and disclosed accordingly.

### Earnings Per Share (EPS)

Basic EPS is computed by dividing net income applicable to common stock by the weighted average number of common shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period.

Diluted EPS is computed by dividing net income by the weighted average number of common shares outstanding during the period, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period, and adjusted for the effect of dilutive options and dilutive convertible preferred shares. If the required dividends to be declared on convertible preferred shares



divided by the number of equivalent common shares, assuming such shares are converted would decrease the basic EPS, and then such convertible preferred shares would be deemed dilutive.

Where the effect of the assumed conversion of the preferred shares and the exercise of all outstanding options have anti-dilutive effect, basic and diluted EPS are stated at the same amount.

### Income Tax

#### *Current income tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

#### *Deferred income tax*

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except; (a) where deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and (b) in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carryforward benefit of the excess of minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and carryforward of MCIT and unused NOLCO can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that sufficient future taxable profit will allow the deferred income tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Income tax relating to items recognized directly in other comprehensive income is recognized in consolidated statement of comprehensive income and not in the consolidated statement of income.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to offset current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

### Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.



*Group as Lessor*

Leases where the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Rental income on operating leases is recognized on a straight-line basis over the lease term. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rental income.

*Group as Lessee*

Except for short-term leases and lease of low-value assets, the Group applies a single recognition and measurement approach for all leases. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use-assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The Group classifies its right-of-use assets within the same line item as that within which the corresponding underlying assets would be presented if they were owned. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Useful life of right-of-use on land ranges from 20 to 50 years.

Right-of-use assets are subject to impairment. Refer to the accounting policies in section impairment of nonfinancial assets.

ii) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.



iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the leases of low-value assets recognition exemption to leases of office equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Two or more operating segments may be aggregated into a single operating segment if the segments have similar economic characteristics, and the segments are similar in each of the following respects: (a) the nature of the products and services; (b) the nature of the production processes; (c) the type or class of customer for their products and services; (d) the methods used to distribute their products or provide their services; and, (e) if applicable, the nature of the regulatory environment. The Group's mall retail spaces and office leasing activities are treated as one segment. Financial information on business segments is presented in Note 5 to the consolidated financial statements.

Provisions

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable.

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**3. Significant Accounting Judgments and Estimates**

The preparation of the consolidated financial statements in accordance with PFRS Accounting Standards, requires management to make judgments and estimates that affect the amounts reported in the consolidated financial statements and accompanying notes. Future events may occur which can cause the assumptions used in arriving at those estimates to change. The effects of any changes in estimates will be reflected in the consolidated financial statements as they become reasonably determinable.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognized in the consolidated financial statements.



### *Real Estate Revenue Recognition*

a. Existence of a contract

The Group's primary document for a contract with a customer is a signed contract to sell. It has determined however, that in cases wherein contract to sell are not signed by both parties, the combination of its other signed documentation such as purchase application form and official receipts evidencing collections from buyer, would contain all the criteria to qualify as contract with the customer under PFRS 15.

In addition, part of the assessment process of the Group before revenue recognition is to assess the probability that the Group will collect the consideration to which it will be entitled in exchange for the real estate property that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity considers the significance of the customer's initial payments in relation to the total contract price.

b. Collectability is also assessed by considering factors such as historical experience with customers, and pricing of the property. Management regularly evaluates the historical cancellations if it would still support its current threshold of customers' equity before commencing revenue recognition.

c. Revenue recognition method and measure of progress

The Group concluded that revenue for real estate sales is to be recognized over time because (a) the Group's performance does not create an asset with an alternative use and; (b) the Group has an enforceable right for performance completed to date. The promised property is specifically identified in the contract and the contractual restriction on the Group's ability to direct the promised property for another use is substantive. This is because the property promised to the customer is not interchangeable with other properties without breaching the contract and without incurring significant costs that otherwise would not have been incurred in relation to that contract. In addition, under the current legal framework, the customer is contractually obliged to make payments to the developer up to the performance completed to date.

The Group has determined that output method used in measuring the progress of the performance obligation faithfully depicts the Group's performance in transferring control of real estate development to the customers.

### *Evaluation of impairment on nonfinancial assets*

The Group reviews its investments in associates, property and equipment, investment properties, BTO rights and other assets (excluding short-term deposits) for impairment of value. This includes consideration of certain indicators of impairment such as significant change in asset usage, significant decline in asset's market value, obsolescence or physical damage of an asset, plans of discontinuing the real estate projects, and significant negative industry or economic trends.

If such indicators are present, and where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to recoverable amount.

The recoverable amount is the asset's fair value less cost of disposal, except for investments in associates, which have recoverable value determined using value-in-use. The fair value less cost of disposal is the amount obtainable from the sale of an asset in an arm's-length transaction while value-in-use is the present value of estimated future cash flows expected to arise from the investments in associates. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.



As of December 31, 2025 and 2024, management assessed that there are no impairment indicators on its non-financial assets that would lead to recognition of impairment losses.

#### *Adoption of a 'no tax' regime for FILRT*

As a Real Estate Investment Trust (REIT) entity, Filinvest REIT Corp. (FILRT) can choose to operate within one of two tax regimes (i.e., a 'full tax' regime or a 'no tax' regime). The REIT entity can effectively operate under a 'no tax' regime provided that it meets certain conditions (e.g., listing status, minimum required dividend payments). A REIT entity is required to distribute at least 90% of its annual income as dividends to its investors and is allowed to treat the dividend as deduction for tax purposes making it effectively an income tax-free entity.

As of December 31, 2025 and 2024, FILRT met the provisions of the REIT law and complies with the 90% dividend distribution requirement. FILRT has determined, based on its current tax regime and expected dividend distribution in the succeeding periods, that it can effectively operate on a "no-tax" regime. FILRT did not recognize any deferred taxes in 2025 and 2024.

#### *Contingencies*

In the normal course of business, the Group is currently involved in various legal proceedings and assessments. The assessment of probability and estimate of the probable costs for the resolution of these claims have been developed in consultation with outside counsel handling the defense in these matters and based upon analysis of potential results. The Group currently does not believe these proceedings will have material or adverse effect on the Group's financial position and results of operations (see Note 33).

#### Management's Use of Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### *Revenue recognition and measure of progress for real estate sales*

The Group's revenue recognition policy requires management to make use of estimates and assumptions that may affect the reported amounts of revenues and costs. The Group's revenue from real estate sales recognized based on the percentage of completion are measured principally on the basis of physical completion of real estate project.

For the years ended December 31, 2025, 2024 and 2023, real estate sales amounted to ₱16.27 billion, ₱15.39 billion, and ₱14.49 billion, respectively (see Note 6).

#### *Determining transaction price of sale of real estate*

The Group determines whether a contract contains a significant financing component by considering (1) the difference, if any, between the amount of promised considerations and the cash selling price of the promised goods or services; and (2) the effect of the expected length of time between when the entity transfer the promised goods or service to the customer and when the customer pays for those goods or services and the prevailing effective interest rate. The Group applied practical expedient by not adjusting the effect of financing component when the period when the entity transfers a promised good or service to a customer and when the customer pays for the good or service will be one year or less.

For the years ended December 31, 2025, 2024 and 2023, financing component recognized on sale of real estate amounted to ₱170.25 million, ₱199.51 million, and ₱174.03 million, respectively (see Note 24).



*Evaluation of impairment of contracts receivables and contract assets*

The Group uses the vintage analysis to calculate ECLs for contracts receivables and contract assets. The loss rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by product type, market segment and collateral type).

The vintage analysis (the model) is initially based on the Group's historical observed default rates. The Group will calibrate the model to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

The information about the ECLs on the Group's contracts receivables and contract assets is disclosed in Note 8.

The carrying values of contracts receivables and contract assets are as follows:

|                                | <b>2025</b>       | 2024       |
|--------------------------------|-------------------|------------|
|                                | (In Thousands)    |            |
| Contracts receivables (Note 8) | <b>₱1,703,345</b> | ₱2,178,282 |
| Contract assets (Note 6)       | <b>10,237,238</b> | 8,439,093  |

*Estimating NRV of real estate inventories*

The Group adjusts the cost of its real estate inventories to NRV based on its assessment of the recoverability of the inventories. In determining the recoverability of the inventories, management considers whether the selling prices of those inventories have significantly declined. Likewise, management also considers whether the estimated costs of completion or the estimated costs to be incurred to make the sale have increased. The amount and timing of recorded expenses for any period would differ if different judgments were made or different estimates were utilized. In evaluating NRV, recent market conditions and current market prices have been considered.

As of December 31, 2025 and 2024, the carrying amount of real estate inventories amounted to ₱74.02 billion and ₱69.97 billion, respectively (see Note 10). No impairment losses were recognized since the costs are lower than NRV for the years ended December 31, 2025, 2024 and 2023.

*Evaluation of impairment on goodwill*

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. The Group's impairment test for goodwill on acquisition of FILRT, FAC and Festival Supermall structure is based on value-in-use calculation that uses a discounted cash flow model. The cash flows are derived from budget period of five (5) years and do not include restructuring activities that the Group is not yet committed to nor significant future investments that will enhance the asset base of the cash generating unit being tested.



The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model, as well as revenue growth rates, gross margins and terminal growth rates used. The pre-tax discount rates used were 9.4% to 11.0% in 2025 and 2024. The growth rates used beyond the forecast period for different cash-generating units were 3.6% to 5.0% and 3.5% to 4.0% in 2025 and 2024, respectively.

As of December 31, 2025 and 2024, the Group has determined that its goodwill is not impaired. The carrying value of goodwill amounted to ₱4.57 billion as of December 31, 2025 and 2024 (see Note 4).

*Recognition of deferred income tax assets*

The Group reviews the carrying amounts of deferred tax assets at each reporting date and reduces deferred income tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. However, there is no assurance that the Group will generate sufficient future taxable profit to allow all or part of its deferred income tax assets to be utilized.

The Group's recognized deferred tax assets amounted to ₱1.86 billion and ₱2.07 billion as of December 31, 2025 and 2024, respectively (see Note 29).

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#### 4. Goodwill

Goodwill arising from business combinations in the Group's consolidated statements of financial position as of December 31, 2025 and 2024 consists of (amounts in thousands):

|                              |            |
|------------------------------|------------|
| Festival Supermall structure | ₱3,745,945 |
| FAC                          | 494,744    |
| FILRT                        | 326,553    |
|                              | <hr/>      |
|                              | ₱4,567,242 |

In September 2006, the Group entered into a series of transactions pursuant to which it acquired: (1) 60% ownership interest in FAC from FDC; (2) 60% ownership interest in FILRT from FAI; and, (3) Festival Supermall structure from FAI. In exchange for acquiring these assets, the Group issued a total of 5.64 billion common shares to FDC and FAI and assumed ₱2.50 billion outstanding debts of FDC and FAI. The business combinations resulted in the recognition of goodwill amounting to ₱4.24 billion, which comprises the fair value of expected synergies arising from the acquisitions.

Subsequently in February 2010, the Parent Company acquired the remaining 40% interests in FILRT from Africa-Israel Properties (Phils.), Inc. to obtain full control of the then joint venture. The acquisition resulted in FILRT becoming wholly-owned subsidiary of the Parent Company. The acquisition of the joint venture partner's interests was accounted for as business combination and resulted in recognition of goodwill amounting to ₱326.55 million.

As of December 31, 2025 and 2024, the recoverable value of the cash generating units to which the goodwill pertains is in excess of the carrying value of the cash generating units, thus, no impairment has been recognized.



## 5. Segment Reporting

For management purposes, the Group is organized into the following business units:

### *Real Estate*

This involves the acquisition of land, planning and development of large-scale, fully integrated residential communities, as well as the development and sale of residential lots, housing units, medium-rise residential buildings, farm estates, industrial parks, residential resort projects, a private membership club and condominium buildings.

### *Leasing*

This involves the operations of Festival Supermall, Fora Tagaytay, Main Square and Il Corso, including its management and theater operations, and the leasing of commercial and office spaces in Makati City, Muntinlupa City, Pasay City, Bacoor City, Tagaytay City, Cebu City and Clark. This also includes the hotel operations of TSNC and NSI and the operations of PDDC of a district cooling system within existing and future buildings at Northgate Cyberzone Area, Filinvest City, Alabang, Muntinlupa City.

Management monitors the operating results of each of its business units for purposes of resource allocation and performance assessment. Performance of each segment is evaluated based on their profit and loss or net income.

The chief operating decision-maker of the Group is the Executive Committee. The committee reviews internal reports to assess performance and allocate resources. Based on the reports, it is also able to determine both the operating and non-operating segments. Reporting by geographical segments does not apply as the Group currently operates in the Philippines only. The Group's revenues are earned in the Philippines.

Transfer prices between segments are based on rates agreed upon by the parties and have terms equivalent to transactions entered into with third parties.

For the years ended December 31, 2025, 2024, and 2023, there were no revenue transactions with a single external customer which accounted for 10% or more of the consolidated revenue from external customers.

The financial information on the operations of these business segments as shown below are based on the measurement principles that are similar with those used in measuring the assets, liabilities, income and expenses in the consolidated financial statements which is in accordance with PFRS Accounting Standards, except for the Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA).

The information about the financial position and results of operations of these business segments as of and for the years ended December 31 are summarized below (amounts in thousands).

|                                      | 2025                      |                       |             |                                    |              |
|--------------------------------------|---------------------------|-----------------------|-------------|------------------------------------|--------------|
|                                      | Real Estate<br>Operations | Leasing<br>Operations | Combined    | Adjustments<br>and<br>Eliminations | Consolidated |
| <b>Revenue</b>                       |                           |                       |             |                                    |              |
| External                             | ₱16,274,015               | ₱8,247,020            | ₱24,521,035 | ₱-                                 | ₱24,521,035  |
| Inter-segment                        | 239,044                   | 655,841               | 894,885     | (894,885)                          | -            |
|                                      | 16,513,059                | 8,902,861             | 25,415,920  | (894,885)                          | 24,521,035   |
| Equity in net earnings of associates | 529,071                   | -                     | 529,071     | -                                  | 529,071      |
| Other income                         | 2,566,077                 | 1,284,000             | 3,850,077   | (3,001,832)                        | 848,245      |
|                                      | ₱19,608,207               | ₱10,186,861           | ₱29,795,068 | (₱3,896,717)                       | ₱25,898,351  |
| <b>Net income</b>                    | ₱4,981,201                | ₱1,165,892            | ₱6,147,093  | (₱1,339,260)                       | ₱4,807,833   |



| 2025                                     |                           |                       |                     |                                    |                     |
|--|---------------------------|-----------------------|---------------------|------------------------------------|---------------------|
|  | Real Estate<br>Operations | Leasing<br>Operations | Combined            | Adjustments<br>and<br>Eliminations | Consolidated        |
| <b>EBITDA</b>                            | <b>₱7,958,211</b>         | <b>₱5,931,340</b>     | <b>₱13,889,551</b>  | <b>(₱2,043,616)</b>                | <b>₱11,845,935</b>  |
| Segment assets                           | ₱99,256,394               | ₱118,517,574          | ₱217,773,968        | (₱3,593,676)                       | ₱214,180,292        |
| Less net deferred tax assets             | –                         | 147,476               | 147,476             | –                                  | 147,476             |
| <b>Net segment assets</b>                | <b>₱99,256,394</b>        | <b>₱118,370,098</b>   | <b>₱217,626,492</b> | <b>(₱3,593,676)</b>                | <b>₱214,032,816</b> |
| Segment liabilities                      | ₱53,730,801               | ₱64,504,576           | ₱118,235,377        | (₱403,670)                         | ₱117,831,707        |
| Less net deferred tax liabilities        | 4,038,324                 | (122,357)             | 3,915,967           | 123,260                            | 4,039,227           |
| <b>Net segment liabilities</b>           | <b>₱49,692,477</b>        | <b>₱64,626,933</b>    | <b>₱114,319,410</b> | <b>(₱526,930)</b>                  | <b>₱113,792,480</b> |
| <b>Cash flows provided by (used in):</b> |                           |                       |                     |                                    |                     |
| Operating activities                     | ₱1,850,216                | ₱4,740,716            | ₱6,590,932          | ₱1,290,707                         | ₱7,881,639          |
| Investing activities                     | (510,785)                 | (2,738,131)           | (3,248,916)         | –                                  | (3,248,916)         |
| Financing activities                     | (52,362)                  | (2,501,322)           | (2,553,684)         | (881,828)                          | (3,435,512)         |
| 2024                                     |                           |                       |                     |                                    |                     |
|  | Real Estate<br>Operations | Leasing<br>Operations | Combined            | Adjustments<br>and<br>Eliminations | Consolidated        |
| Revenue                                  |                           |                       |                     |                                    |                     |
| External                                 | ₱15,392,761               | ₱7,848,093            | ₱23,240,854         | ₱–                                 | ₱23,240,854         |
| Inter-segment                            | 229,632                   | –                     | 229,632             | (229,632)                          | –                   |
|  | 15,622,393                | 7,848,093             | 23,470,486          | (229,632)                          | 23,240,854          |
| Equity in net earnings of associates     | 359,036                   | –                     | 359,036             | –                                  | 359,036             |
| Other income                             | 3,263,910                 | 1,103,623             | 4,367,533           | (3,521,525)                        | 846,008             |
|  | ₱19,245,339               | ₱8,951,716            | ₱28,197,055         | (₱3,751,157)                       | ₱24,445,898         |
| <b>Net income</b>                        | <b>₱5,437,301</b>         | <b>₱1,330,564</b>     | <b>₱6,767,865</b>   | <b>(₱2,132,129)</b>                | <b>₱4,635,736</b>   |
| <b>EBITDA</b>                            | <b>₱8,426,129</b>         | <b>₱4,847,174</b>     | <b>₱13,273,303</b>  | <b>(₱1,804,088)</b>                | <b>₱11,469,215</b>  |
| Segment assets                           | ₱100,016,795              | ₱117,217,097          | ₱217,233,892        | (₱10,354,241)                      | ₱206,879,651        |
| Less net deferred tax assets             | –                         | 96,032                | 96,032              | –                                  | 96,032              |
| <b>Net segment assets</b>                | <b>₱100,016,795</b>       | <b>₱117,121,065</b>   | <b>₱217,137,860</b> | <b>(₱10,354,241)</b>               | <b>₱206,783,619</b> |
| Segment liabilities                      | ₱56,063,647               | ₱57,818,979           | ₱113,882,626        | (₱338,487)                         | ₱113,544,139        |
| Less net deferred tax liabilities        | 5,030,726                 | 9,874                 | 5,040,600           | (223,596)                          | 4,817,004           |
| <b>Net segment liabilities</b>           | <b>₱51,032,921</b>        | <b>₱57,809,105</b>    | <b>₱108,842,026</b> | <b>(₱114,891)</b>                  | <b>₱108,727,135</b> |
| <b>Cash flows provided by (used in):</b> |                           |                       |                     |                                    |                     |
| Operating activities                     | ₱3,062,854                | ₱3,843,080            | ₱6,905,934          | ₱108,593                           | ₱7,014,527          |
| Investing activities                     | (908,013)                 | (3,880,399)           | (4,788,412)         | –                                  | (4,788,412)         |
| Financing activities                     | (3,490,116)               | (1,018,279)           | (4,508,395)         | 534,463                            | (3,973,932)         |
| 2023                                     |                           |                       |                     |                                    |                     |
|  | Real Estate<br>Operations | Leasing<br>Operations | Combined            | Adjustments<br>and<br>Eliminations | Consolidated        |
| Revenue                                  |                           |                       |                     |                                    |                     |
| External                                 | ₱14,486,506               | ₱7,200,950            | ₱21,687,456         | ₱–                                 | ₱21,687,456         |
| Inter-segment                            | 40,039                    | –                     | 40,039              | (40,039)                           | –                   |
|  | 14,526,545                | 7,200,950             | 21,727,495          | (40,039)                           | 21,687,456          |
| Equity in net earnings of associates     | 242,007                   | –                     | 242,007             | –                                  | 242,007             |
| Other income                             | 2,001,632                 | 964,869               | 2,966,501           | (2,341,630)                        | 624,871             |
|  | ₱16,770,184               | ₱8,165,819            | ₱24,936,003         | (₱2,381,669)                       | ₱22,554,334         |
| <b>Net income</b>                        | <b>₱3,603,769</b>         | <b>₱1,742,686</b>     | <b>₱5,346,455</b>   | <b>(₱1,050,411)</b>                | <b>₱4,296,044</b>   |
| <b>EBITDA</b>                            | <b>₱5,401,034</b>         | <b>₱4,797,774</b>     | <b>₱10,198,808</b>  | <b>(₱1,229,650)</b>                | <b>₱8,969,158</b>   |
| Segment assets                           | ₱110,882,971              | ₱104,057,871          | ₱214,940,842        | (₱10,464,765)                      | ₱204,476,077        |
| Less net deferred tax assets             | –                         | 48,483                | 48,483              | –                                  | 48,483              |
| <b>Net segment assets</b>                | <b>₱110,882,971</b>       | <b>₱104,009,388</b>   | <b>₱214,892,359</b> | <b>(₱10,464,765)</b>               | <b>₱204,427,594</b> |
| Segment liabilities                      | ₱63,140,179               | ₱47,438,064           | ₱110,578,243        | (₱374,035)                         | ₱110,204,208        |
| Less net deferred tax liabilities        | 5,802,647                 | 56,068                | 5,858,715           | (209,562)                          | 5,649,153           |
| <b>Net segment liabilities</b>           | <b>₱57,337,532</b>        | <b>₱47,381,996</b>    | <b>₱104,719,528</b> | <b>(₱164,473)</b>                  | <b>₱104,555,055</b> |
| <b>Cash flows provided by (used in):</b> |                           |                       |                     |                                    |                     |
| Operating activities                     | ₱5,368,606                | ₱3,979,320            | ₱9,347,926          | (₱155,191)                         | ₱9,192,735          |
| Investing activities                     | (616,726)                 | (3,726,929)           | (4,343,655)         | –                                  | (4,343,655)         |
| Financing activities                     | (4,306,123)               | (2,071,602)           | (6,377,725)         | 641,518                            | (5,736,207)         |



The following table shows a reconciliation of the adjusted earnings before interest and other finance charges, income taxes, depreciation and amortization (EBITDA), after adjustments and eliminations, to income before income tax in the consolidated statement of income for the year:

|   | 2025               | 2024           | 2023        |
|---|--------------------|----------------|-------------|
|   |                    | (In Thousands) |             |
| EBITDA  | <b>₱11,845,935</b> | ₱11,469,215    | ₱8,969,158  |
| Depreciation and amortization (Notes 13, 14 and 16) | <b>(2,081,421)</b> | (2,143,097)    | (1,593,382) |
| Operating profit                                    | <b>9,764,514</b>   | 9,326,118      | 7,375,776   |
| Interest and other finance charges (Note 24)        | <b>(4,077,585)</b> | (3,685,747)    | (2,434,393) |
| Income before income tax                            | <b>₱5,686,929</b>  | ₱5,640,371     | ₱4,941,383  |

## 6. Revenue from Contracts with Customers

### Disaggregated Revenue Information

The Group's disaggregation of each sources of revenue is presented below:

|  | 2025               | 2024           | 2023        |
|--|--------------------|----------------|-------------|
|  |                    | (In Thousands) |             |
| <b>Real estate sales by market segment</b>   |                    |                |             |
| Medium income  | <b>₱11,345,218</b> | ₱11,336,019    | ₱9,835,600  |
| Low affordable and affordable  | <b>2,763,988</b>   | 1,863,213      | 3,367,527   |
| High-end and others  | <b>1,498,974</b>   | 1,524,605      | 855,169     |
| Socialized   | <b>665,835</b>     | 668,924        | 428,210     |
|  | <b>16,274,015</b>  | 15,392,761     | 14,486,506  |
| <b>Cinema operations by type of goods or services</b><br>(included as part of rental and related services) |                    |                |             |
| Theater and parking sales  | <b>257,696</b>     | 248,461        | 214,452     |
| Snack bar sales  | <b>15,394</b>      | 15,188         | 14,066      |
|  | <b>273,090</b>     | 263,649        | 228,518     |
| <b>Tenant dues</b>   |                    |                |             |
| Office leasing (Note 21)   | <b>1,120,310</b>   | 1,176,240      | 1,149,383   |
| Mall and other leasing operations  | <b>501,740</b>     | 415,697        | 379,197     |
|  | <b>1,622,050</b>   | 1,591,937      | 1,528,580   |
| <b>Total revenue from contracts with customers</b>   | <b>18,169,155</b>  | 17,248,347     | 16,243,604  |
| <b>Rental revenues</b>   |                    |                |             |
| Office leasing (Note 21)   | <b>3,724,306</b>   | 3,633,481      | 3,511,044   |
| Mall operations  | <b>2,005,958</b>   | 1,856,071      | 1,605,302   |
| Others   | <b>621,616</b>     | 502,955        | 327,506     |
|  | <b>6,351,880</b>   | 5,992,507      | 5,443,852   |
| <b>Total Revenue</b>   | <b>₱24,521,035</b> | ₱23,240,854    | ₱21,687,456 |

The Group's real estate sales and theater sales are revenue from contracts with customers which are recognized over time while revenue from snack bar sales is recognized at a point in time.

Others from rental revenues includes rent from co-living units, industrial park, co-working spaces and hospitality business operations.



As of December 31, 2025, contract balances are as follows:

|                      | Current        | Noncurrent | Total      |
|----------------------|----------------|------------|------------|
|                      | (In Thousands) |            |            |
| Contracts receivable | P1,703,345     | P—         | P1,703,345 |
| Contract assets      | 6,422,237      | 3,815,001  | 10,237,238 |
| Contract liabilities | 477,242        | 64,665     | 541,907    |

As of December 31, 2024, contract balances are as follows:

|                      | Current        | Noncurrent | Total      |
|----------------------|----------------|------------|------------|
|                      | (In Thousands) |            |            |
| Contracts receivable | P2,178,282     | P—         | P2,178,282 |
| Contract assets      | 5,785,979      | 2,653,114  | 8,439,093  |
| Contract liabilities | 586,257        | 24,156     | 610,413    |

Real estate sales contracts are collectible in equal monthly principal installments in varying periods of two (2) to ten 10 years. Interest rates per annum range from 11.5% to 19.0%. Titles to the residential units sold transferred to customers upon full payment of the contract price.

Contract assets represent the right to consideration for assets already delivered by the Group in excess of the amount recognized as contracts receivable. Contract assets is reclassified to contracts receivable when monthly amortization of customer is due for collection.

In 2025, 2024 and 2023, the Parent Company entered into an Agreement for Purchase of Receivables with local banks. The banks agreed to buy the contract assets on a without recourse basis, and the Parent Company agreed to sell, assign, transfer and convey to the bank all its rights, titles, and interest in and to the contract assets. In 2025, 2024 and 2023 total proceeds from these transactions equivalent to the carrying value of the contract assets sold amounted to P15.14 billion, P11.69 billion and P5.43 billion, respectively.

Contract liabilities consist of collections from real estate customers which have not reached the equity threshold to qualify for revenue recognition and excess of collections over the good and services transferred based on percentage of completion. The movement in contract liability arise mainly from revenue recognition of completed performance obligations. The amount of revenue recognized in 2025 and 2024 from amounts included in contract liabilities at the beginning of the year amounted to P406.80 million and P450.27 million, respectively.

#### Performance Obligation

Information about the Group's performance obligations are summarized below:

##### *Real estate sales*

The Group entered into contracts to sell with one identified performance obligation which is the sale of the real estate unit together with the services to transfer the title to the buyer upon full payment of contract price. The amount of consideration indicated in the contract to sell is fixed and has no variable consideration.

The sale of a real estate unit may cover either (a) a lot; (b) house and lot or (c) condominium unit. There is one performance obligation in each of these contracts. The Group recognizes revenue from the sale of these real estate projects under pre-completed contract over time during the course of the construction.



Payment commences upon signing of the purchase application form and the consideration is payable in cash or under various financing schemes entered with the customer. The financing scheme would include downpayment of 20% to 30% of the contract price spread over a certain period (e.g., one to two years) at a fixed monthly payment with the remaining balance payable (a) in full at the end of the period either through cash or external financing; or (b) through in-house financing which ranges from two (2) to 10 years with fixed monthly payment. The amount due for collection under the amortization schedule for each of the customer does not necessarily coincide with the progress of construction, which results in either a contract asset or contract liability.

After the delivery of the completed real estate unit, the Group provides one year warranty to repair minor defects on the delivered house and lot and condominium unit. This is assessed by the Group as a quality assurance warranty and not treated as a separate performance obligation.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially satisfied) as at December 31, 2025 and 2024 amounted to ₱1.06 billion and ₱3.05 billion, respectively. Performance obligation for the transaction price amounting to ₱1.00 billion and ₱2.78 billion will be satisfied within one year as of December 31, 2025 and 2024, respectively.

The remaining performance obligations expected to be recognized within one year and in more than one year relate to the continuous development of the Group's real estate projects. The Group's mid-rise condominium units and high-rise condominium units are completed within three (3) and five (5) years, respectively, from start of construction while house and lots are expected to be completed within 12 months.

#### *Rental agreements*

The Group entered into lease agreements for its mall retail spaces and office spaces with the following identified performance obligations: (a) lease of space; (b) provisioning of water and electricity; (c) provision of air conditioning and CUSA services presented as tenant dues; and, (d) administration fee. Revenue from lease of space is recognized on a straight-line basis over the lease term while revenue for the remaining performance obligations are recognized when services are rendered. The tenant is required to settle within seven (7) to 20 days upon receipt of the bill. In case of delay in payments, a penalty of 3% to 36% per annum is charged for the amount due for the duration of delay. The lease arrangement would typically require a tenant to pay advance rental equivalent to three (3) months and a security deposit equivalent to three (3) months rental to cover any breakages after the rental period, with the excess returned to the tenant.

#### Cost to Obtain Contracts and Contract Fulfillment Assets

The rollforward of the cost to obtain contract included in the other current assets is as follows:

|                                  | 2025             | 2024      |
|----------------------------------|------------------|-----------|
|                                  | (In Thousands)   |           |
| Balance at beginning of year     | <b>₱290,616</b>  | ₱367,514  |
| Additions                        | <b>417,632</b>   | 734,410   |
| Amortization (Note 23)           | <b>(604,891)</b> | (811,308) |
| Balance at end of year (Note 11) | <b>₱103,357</b>  | ₱290,616  |

Amortization of cost to obtain contract is recognized in the consolidated statements of comprehensive income under selling and marketing expenses.



For the years ended December 31, 2025 and 2024, additions of contract fulfillment assets amounted to ₱286.91 million and ₱732.07 million, respectively (see Note 10). Amortization of contract fulfillment costs amounted to ₱1.18 billion and ₱1.00 billion for the years ended December 31, 2025 and 2024, respectively. Contract fulfillment assets is included as part of real estate inventories.

The Group reviews its major contracts to identify indicators of impairment of contract fulfillment assets by comparing the carrying amount of the asset to the remaining amount of consideration that the Group expects to receive less the costs that relate to providing services under the relevant contract.

In determining estimated amount of consideration, the Group uses the same principles in determining contract transaction price.

It is the Group's accounting policy, as set out in Note 2, that if a contract or specific performance obligation has exhibited marginal profitability or other indicators of impairment, judgement is applied to ascertain whether the future economic benefits from these contracts are sufficient to recover these assets. In performing this impairment assessment, management is required to make an assessment of the costs to complete the contract. The ability to accurately forecast such costs involves estimates around cost savings to be achieved over time, anticipated profitability of the contract, as well as future performance against any contract-specific key performance indicators that could trigger variable consideration, or service credits.

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## 7. Cash and Cash Equivalents

This account consists of:

|                  | 2025              | 2024       |
|------------------|-------------------|------------|
|                  | (In Thousands)    |            |
| Cash             | <b>₱3,694,158</b> | ₱3,011,408 |
| Cash equivalents | <b>1,487,244</b>  | 972,783    |
|                  | <b>₱5,181,402</b> | ₱3,984,191 |

Cash includes cash on hand and in banks. Cash in banks earn interest at the prevailing bank deposit rates. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from dates of placement and are subject to an insignificant risk of change in value.

Interest income earned on the Group's cash and cash equivalents amounted to ₱150.58 million, ₱98.70 million and ₱80.39 million in 2025, 2024 and 2023, respectively (see Note 24).

There is no restriction on the Group's cash and cash equivalents as at December 31, 2025 and 2024.



## 8. Contracts Receivables

This account consists of:

|  | 2025              | 2024       |
|--|-------------------|------------|
|  | (In Thousands)    |            |
| Contracts receivable                                   | <b>₱1,456,250</b> | ₱1,932,985 |
| Receivables from government and financial institutions | <b>247,095</b>    | 245,297    |
|  | <b>₱1,703,345</b> | ₱2,178,282 |

Real estate sales contracts are collectible over varying periods within 2 to 10 years. The receivables arising from real estate sales are collateralized by the corresponding real estate properties sold. The Group records any excess of progress work over the right to an amount of consideration that is unconditional (i.e., contracts receivable) as contract assets (see Note 6).

Receivables from government and financial institutions pertain to government and bank-financed real estate sales. Receivables from government and financial institutions are collectible within one (1) year.

Interest income recognized on contracts receivable amounted to ₱170.25 million, ₱199.50 million and ₱174.03 million in 2025, 2024 and 2023, respectively (see Note 24). Interest rates per annum on contracts receivable range from 11.5% to 19.0% for these years.

The Group has a mortgage insurance contract with Philippine Guarantee Corporation (PhilGuarantee), a government insurance company for a retail guaranty line. As of December 31, 2025 and 2024, the contracts (comprise of both contracts receivables and contract assets) covered by the guaranty line amounted to ₱116.05 million and ₱193.57 million, respectively. As of December 31, 2025 and 2024, the remaining unutilized guaranty line amounted to ₱1.37 billion.

As of December 31, 2025 and 2024, no impairment losses were recognized from contracts receivables.

## 9. Other Receivables

This account consists of:

|  | 2025              | 2024       |
|--|-------------------|------------|
|  | (In Thousands)    |            |
| Receivables from tenants                         | <b>₱2,087,855</b> | ₱2,302,942 |
| Advances to officers and employees               | <b>539,230</b>    | 418,147    |
| Due from related parties (Note 21)               | <b>527,557</b>    | 434,428    |
| Receivables from homeowners' associations (HOAs) | <b>267,340</b>    | 174,596    |
| Others   | <b>283,487</b>    | 292,037    |
|  | <b>3,705,469</b>  | 3,622,150  |
| Less: Allowance for ECLs                         | <b>68,980</b>     | 58,758     |
|  | <b>₱3,636,489</b> | ₱3,563,392 |



“Receivables from tenants” represent charges to tenants for rentals and utilities normally collectible within 15-20 days from billing date.

“Advances to officers and employees” represent advances for project costs, marketing activities, travel and other expenses arising from the ordinary course of business which are liquidated upon the accomplishment of the purposes for which the advances were granted.

“Receivables from homeowners’ associations” represent claims from the homeowners’ association of the Group’s projects for the payment of the expenses on behalf of the association.

“Others” represent advances for selling, marketing, and administrative expenses of international sales offices, arising from the ordinary course of business which are liquidated upon the accomplishment of the purposes for which the advances were granted.

Set out below is the movement of the allowance for ECLs of other receivables:

|                               | <b>2025</b>                         |                                  | <b>Total</b>   |
|-------------------------------|-------------------------------------|----------------------------------|----------------|
|                               | <b>Receivables<br/>from tenants</b> | <b>Receivables<br/>from HOAs</b> |                |
|                               | (In Thousands)                      |                                  |                |
| Balance at beginning of year  | <b>₱42,894</b>                      | <b>₱15,864</b>                   | <b>₱58,758</b> |
| Provision for ECLs            | <b>10,222</b>                       | –                                | <b>10,222</b>  |
| <b>Balance at end of year</b> | <b>₱53,116</b>                      | <b>₱15,864</b>                   | <b>₱68,980</b> |

|                               | <b>2024</b>                         |                                  | <b>Total</b>   |
|-------------------------------|-------------------------------------|----------------------------------|----------------|
|                               | <b>Receivables<br/>from tenants</b> | <b>Receivables<br/>from HOAs</b> |                |
|                               | (In Thousands)                      |                                  |                |
| Balance at beginning of year  | ₱43,282                             | ₱15,864                          | ₱59,146        |
| Reversal of ECLs              | (388)                               | –                                | (388)          |
| <b>Balance at end of year</b> | <b>₱42,894</b>                      | <b>₱15,864</b>                   | <b>₱58,758</b> |

## 10. Real Estate Inventories

This account consists of:

|  | <b>2025</b>        | <b>2024</b> |
|--|--------------------|-------------|
|  | (In Thousands)     |             |
| Real estate inventories – at cost                |                    |             |
| Lots, condominium and residential units for sale | <b>₱47,237,083</b> | ₱43,991,685 |
| Land and land development                        | <b>26,783,671</b>  | 25,975,429  |
|  | <b>₱74,020,754</b> | ₱69,967,114 |



A summary of the movement in lots, condominium and residential units for sale is set out below:

|  | 2025               | 2024               |
|--|--------------------|--------------------|
|  | (In Thousands)     |                    |
| Balance at beginning of year                           | <b>₱43,991,685</b> | ₱40,109,879        |
| Construction/development costs incurred                | <b>10,474,632</b>  | 10,461,681         |
| Transferred from land and land development<br>(Note 6) | <b>458,662</b>     | 732,071            |
| Transfer from investment properties (Note 13)          | –                  | 42,952             |
| Cost of real estate sales                              | <b>(7,687,896)</b> | (7,354,898)        |
| <b>Balance at end of year</b>                          | <b>₱47,237,083</b> | <b>₱43,991,685</b> |

A summary of the movement in land and land development is set out below:

|  | 2025               | 2024               |
|--|--------------------|--------------------|
|  | (In Thousands)     |                    |
| Balance at beginning of year                                       | <b>₱25,975,429</b> | ₱26,992,347        |
| Site development and incidental costs                              | <b>1,220,597</b>   | 1,300,203          |
| Land acquisitions  | <b>80,021</b>      | 4,745              |
| Transferred to lots, condominium and residential<br>units for sale | <b>(458,662)</b>   | (732,071)          |
| Transfer to investment properties (Note 13)                        | <b>(33,714)</b>    | (1,589,795)        |
| <b>Balance at end of year</b>                                      | <b>₱26,783,671</b> | <b>₱25,975,429</b> |

Borrowing costs capitalized as part of land and land development, where activities necessary to prepare it for its intended use is still ongoing, amounted to ₱809.33 million, ₱766.21 million and ₱620.18 million for the years ended December 31, 2025, 2024 and 2023, respectively. Capitalization rate is 6.10%, 5.47% and 5.15% in 2025, 2024 and 2023, respectively.

## 11. Other Current Assets

This account consists of:

|                                       | 2025              | 2024              |
|---------------------------------------|-------------------|-------------------|
|                                       | (In Thousands)    |                   |
| Input taxes – net                     | <b>₱3,585,711</b> | ₱3,921,006        |
| Creditable withholding taxes          | <b>1,112,135</b>  | 2,136,391         |
| Prepaid expenses                      | <b>896,756</b>    | 829,717           |
| Advances to contractors and suppliers | <b>497,904</b>    | 454,622           |
| Construction materials and supplies   | <b>429,629</b>    | 451,749           |
| Cost to obtain contract (Note 6)      | <b>103,357</b>    | 290,616           |
| Short-term deposits                   | <b>53,299</b>     | 179,750           |
| <b>Balance at end of year</b>         | <b>₱6,678,791</b> | <b>₱8,263,851</b> |

“Input taxes” pertains to VAT passed on from purchases of goods or services which is applied against output VAT.

“Creditable withholding taxes” are the taxes withheld by the withholding agents from payments to the sellers which is creditable against the income tax payable.



“Prepaid expenses” consist of prepayments for commissions on leases, marketing fees, advertising and promotions, taxes and licenses, rentals and insurance.

“Advances to contractors and suppliers” pertain to down payments made by the Group which are applied against future billings for development and construction contracts of real estate inventories.

“Construction materials and supplies” pertain to inventories to be used in the construction and maintenance of projects.

“Cost to obtain contract” includes accrued commissions net of amount paid to brokers relating to the sale of real estate inventories which qualify for revenue recognition.

“Short-term deposits” pertain to cash placements with maturity of more than three (3) months up to twelve (12) months and earn interest at prevailing market rates.

## 12. Investments in Associates

The percentage of ownership and carrying value of the Group’s investments in associates as of December 31 follows:

|  | Percentage of Ownership |      | Amounts           |                   |
|--|-------------------------|------|-------------------|-------------------|
|  | 2025                    | 2024 | 2025              | 2024              |
|  |                         |      | (In Thousands)    |                   |
| FAI  | 20.0                    | 20.0 | ₱5,086,565        | ₱4,969,569        |
| Dreambuilders Pro, Inc. (DPI)                  | 45.0                    | 45.0 | 103,386           | 94,294            |
| Filinvest Mimosa, Inc. (FMI)                   | 47.5                    | 47.5 | 91,717            | 84,228            |
| SharePro, Inc. (SPI)                           | 45.0                    | 45.0 | 80,695            | 59,418            |
| Filinvest Business Services Corporation (FBSC) | 30.0                    | 30.0 | 20,990            | 53,958            |
| Pro-Excel Property Managers, Inc. (Pro-Excel)  | 47.5                    | 47.5 | 67,528            | 49,743            |
| ProActive Professionals Corp. (ProActive)      | 40.0                    | 40.0 | 10,000            | 10,000            |
|  |                         |      | <b>₱5,460,881</b> | <b>₱5,321,210</b> |

The rollforward analysis of investments in associates for the years ended December 31 follows:

|   | 2025              | 2024              |
|---|-------------------|-------------------|
|   | (In Thousands)    |                   |
| At equity:  |                   |                   |
| Acquisition cost                                      |                   |                   |
| Balance at beginning and end of year                  | <b>₱1,028,841</b> | ₱1,028,841        |
| Accumulated equity in net earnings:                   |                   |                   |
| Balance at beginning of year                          | <b>1,909,468</b>  | 1,808,158         |
| Equity in net earnings for the year                   | <b>529,071</b>    | 359,036           |
| Dividend declaration                                  | <b>(389,400)</b>  | (257,726)         |
| Balance at end of year                                | <b>2,049,139</b>  | 1,909,468         |
| Share in revaluation increment on land at deemed cost | <b>2,010,452</b>  | 2,010,452         |
| Share in other components of equity                   | <b>372,449</b>    | 372,449           |
|   | <b>₱5,460,881</b> | <b>₱5,321,210</b> |



FAI

FAI is involved primarily in the development of commercial buildings, residential condominiums and land. FAI is also involved in leasing of commercial real estate and marketing.

Dividends declared by FAI and the corresponding share of the Group for the year ended December 31, 2025 amounted to ₱1,947.00 and ₱389.40 million, respectively, and for the year ended December 31, 2024 amounted to ₱1,253.00 million and ₱250.60 million, respectively.

Summarized financial information and reconciliation of investment in FAI is as follows:

|   | 2025               | 2024        |
|---|--------------------|-------------|
|   | (In Thousands)     |             |
| Current assets                              | <b>₱20,425,398</b> | ₱16,185,757 |
| Noncurrent assets                           | <b>22,644,695</b>  | 24,288,735  |
| Total assets                                | <b>43,070,093</b>  | 40,474,492  |
| Current liabilities                         | <b>3,959,545</b>   | 2,685,551   |
| Noncurrent liabilities                      | <b>10,532,443</b>  | 9,636,696   |
| Total liabilities                           | <b>14,491,988</b>  | 12,322,247  |
| Equity                                      | <b>₱28,578,105</b> | ₱28,152,245 |
| Proportion of the Group's ownership         | <b>20%</b>         | 20%         |
| Equity in net assets of associate           | <b>₱5,715,621</b>  | ₱5,630,449  |
| Less upstream sales                         | <b>629,056</b>     | 660,880     |
| Carrying amount of the investment           | <b>₱5,086,565</b>  | ₱4,969,569  |
| Revenue and other income                    | <b>₱6,537,661</b>  | ₱4,724,114  |
| Cost and other expenses                     | <b>(2,806,183)</b> | (2,253,671) |
| Depreciation                                | <b>(216,377)</b>   | (217,601)   |
| Interest expense                            | <b>(175,755)</b>   | (96,278)    |
| Interest income                             | <b>25,093</b>      | 24,019      |
| Income before tax                           | <b>3,364,439</b>   | 2,180,583   |
| Income tax expense                          | <b>832,461</b>     | 622,308     |
| Net income for the year                     | <b>₱2,531,978</b>  | ₱1,558,275  |
| Group's equity in net earnings of associate | <b>₱506,396</b>    | ₱311,655    |

Share in net earnings of FAI amounted to ₱213.67 million for the year ended December 31, 2023.

DPI

DPI is engaged in carrying on general construction business and/or project construction management. Share in net earnings (losses) of DPI amounted to ₱9.09 million, ₱1.17 million and (₱2.38 million) for the years ended December 31, 2025, 2024 and 2023, respectively.

FMI

In 2016, FMI was incorporated to enter into an agreement with Clark Development Corporation (CDC) for the lease of the Mimosa Leisure Estate. Share in net earnings of FMI amounted to ₱7.49 million, ₱2.60 million and ₱1.28 million for the years ended December 31, 2025, 2024 and 2023, respectively.

SPI

SPI was incorporated and operating in the Philippines and handles the technical and project management services for the Group. Share in net earnings of SPI amounted to ₱21.28 million, ₱28.38 million and ₱16.99 million for the years ended December 31, 2025, 2024 and 2023, respectively.



### FBSC

FBSC (formerly Corporate Technologies, Inc.) is primarily involved in providing business process outsourcing services for the Group. Share in net earnings (losses) of FBSC amounted to (P32.97 million), P1.77 million and P1.97 million for the years ended December 31, 2025, 2024 and 2023, respectively.

### Pro-Excel

Pro-Excel is engaged in the business of administration, maintenance and management of real estate-controlled development projects and subdivision projects. Share in net earnings of Pro-Excel amounted to P17.79 million, P13.46 million and P10.49 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Dividends declared by Pro-Excel and the corresponding share of the Group in 2024, amounted to P15.00 million and P7.13 million, respectively (nil in 2025).

### ProActive

ProActive was incorporated to provide business process outsourcing services for the Group. As of December 31, 2025, ProActive has not started commercial operations.

Aggregate financial information on the associates with immaterial interest (DPI, FMI, SPI, FBSC, Pro-Excel and ProActive follows:

|  | 2025            | 2024     |
|--|-----------------|----------|
|  | (In Thousands)  |          |
| Carrying amount of investments                 | <b>P374,316</b> | P351,641 |
| Share in net income/total comprehensive income | <b>22,675</b>   | 47,381   |

The Group does not restrict profit distribution of its associates. The associates have no contingent liabilities outside of the ordinary course of business or capital commitments as at December 31, 2025 and 2024.

## 13. Investment Properties

The rollforward analysis of this account as of December 31 follows:

|  | 2025               |                               |                            |                             | Right-of-use<br>assets<br>(Note 15) | Total              |
|--|--------------------|-------------------------------|----------------------------|-----------------------------|-------------------------------------|--------------------|
|  | Land               | Buildings and<br>Improvements | Machinery and<br>Equipment | Construction<br>in Progress |                                     |                    |
| (In Thousands)                           |                    |                               |                            |                             |                                     |                    |
| <b>Cost</b>                              |                    |                               |                            |                             |                                     |                    |
| Balances at beginning of year            | P18,453,010        | P33,378,449                   | P449,953                   | P39,295,853                 | P5,376,136                          | P96,953,401        |
| Additions                                | 391,807            | 396,233                       | 19,094                     | 3,778,174                   | -                                   | 4,585,308          |
| Transfers/reclassifications<br>(Note 10) | 108,160            | (74,446)                      | -                          | -                           | -                                   | 33,714             |
| Balances at end of year                  | <b>18,952,977</b>  | <b>33,700,236</b>             | <b>469,047</b>             | <b>43,074,027</b>           | <b>5,376,136</b>                    | <b>101,572,423</b> |
| <b>Accumulated Depreciation</b>          |                    |                               |                            |                             |                                     |                    |
| Balances at beginning of year            | -                  | 10,590,758                    | 414,823                    | -                           | 906,785                             | 11,912,366         |
| Depreciation (Note 22)                   | -                  | 1,370,682                     | 7,320                      | -                           | 121,294                             | 1,499,296          |
| Balances at end of year                  | -                  | <b>11,961,440</b>             | <b>422,143</b>             | -                           | <b>1,028,079</b>                    | <b>13,411,662</b>  |
| <b>Net Book Value</b>                    | <b>P18,952,977</b> | <b>P21,738,796</b>            | <b>P46,904</b>             | <b>P43,074,027</b>          | <b>P4,348,057</b>                   | <b>P88,160,761</b> |



| 2024                            |                    |                            |                         |                          |                               |                    |
|---------------------------------|--------------------|----------------------------|-------------------------|--------------------------|-------------------------------|--------------------|
|                                 | Land               | Buildings and Improvements | Machinery and Equipment | Construction in Progress | Right-of-use assets (Note 15) | Total              |
| (In Thousands)                  |                    |                            |                         |                          |                               |                    |
| <b>Cost</b>                     |                    |                            |                         |                          |                               |                    |
| Balances at beginning of year   | ₱16,575,680        | ₱32,104,793                | ₱407,782                | ₱35,545,897              | ₱5,376,136                    | ₱90,010,288        |
| Additions                       | 287,535            | 1,356,651                  | 42,171                  | 3,749,956                | –                             | 5,436,313          |
| Transfers (Note 10)             | 1,589,795          | (82,995)                   | –                       | –                        | –                             | 1,506,800          |
| <b>Balances at end of year</b>  | <b>18,453,010</b>  | <b>33,378,449</b>          | <b>449,953</b>          | <b>39,295,853</b>        | <b>5,376,136</b>              | <b>96,953,401</b>  |
| <b>Accumulated Depreciation</b> |                    |                            |                         |                          |                               |                    |
| Balances at beginning of year   | –                  | 9,199,751                  | 396,712                 | –                        | 754,489                       | 10,350,952         |
| Depreciation (Note 22)          | –                  | 1,431,050                  | 18,111                  | –                        | 152,296                       | 1,601,457          |
| Transfers (Note 10)             | –                  | (40,043)                   | –                       | –                        | –                             | (40,043)           |
| <b>Balances at end of year</b>  | <b>–</b>           | <b>10,590,758</b>          | <b>414,823</b>          | <b>–</b>                 | <b>906,785</b>                | <b>11,912,366</b>  |
| <b>Net Book Value</b>           | <b>₱18,453,010</b> | <b>₱22,787,691</b>         | <b>₱35,130</b>          | <b>₱39,295,853</b>       | <b>₱4,469,351</b>             | <b>₱85,041,035</b> |

The additions to buildings and improvements are mainly due to improvements made for office and commercial buildings to be leased out.

Construction in progress pertain to buildings under construction to be leased as retail and office spaces upon completion.

Borrowing costs capitalized as part of investment properties amounted to ₱1.73 billion, ₱1.43 billion and ₱944.83 million in 2025, 2024 and 2023, respectively. Capitalization rates used are 5.63% to 6.37%, 4.27% to 6.64% and 4.33% to 6.68% in 2025, 2024 and 2023, respectively.

The aggregate fair value of the Group's investment properties amounted to ₱223.94 billion and ₱215.34 billion as of December 31, 2025 and 2024, respectively, based on third party appraisals performed for certain assets by an SEC accredited independent appraiser and management appraisal updated using current and year-end values and assumptions. The fair value of land and buildings was determined using the income approach based on discounted cash flow analysis.

Under the income approach, all expected cash flow from the use of the assets were projected and discounted using the appropriate discount rate reflective of the market expectations. The valuation of investment property is categorized as Level 3 in the fair value hierarchy since valuation is based on unobservable inputs. The significant unobservable inputs used in the valuation pertains to lease income growth rate and discount rate. Significant increases (decreases) in discount rate would result in a significantly lower (higher) fair value measurement while a change in the assumption used for the lease income growth rate is accompanied by a directionally similar change in the fair value of the Group's investment properties.

The Group has no restrictions on the realizability of its investment properties.

Revenue from rental and related services from investment properties amounted to ₱7.65 billion, ₱7.38 billion, and ₱6.74 billion in 2025, 2024, and 2023, respectively (see Note 6). Cost of rental and related services arising from investment properties is as follows:

|                    | 2025              | 2024       | 2023       |
|--------------------|-------------------|------------|------------|
| (In Thousands)     |                   |            |            |
| Leasing operations | <b>₱2,323,593</b> | ₱2,141,178 | ₱1,822,415 |
| Depreciation       | <b>1,333,690</b>  | 1,282,590  | 1,201,601  |
| Others             | <b>15,332</b>     | 18,914     | 27,721     |
|                    | <b>₱3,672,615</b> | ₱3,442,682 | ₱3,051,737 |



“Others” pertain to cost of ticket sales and snack bar sales.

The Group classifies the depreciation of fit out cost and machinery and equipment related to the common area and air-conditioning as part of the maintenance and air-conditioning dues that are collected from the tenants.

## 14. Property and Equipment

The rollforward analysis of this account as of December 31 follows:

|  | 2025               |                         |                          |                        |                        |                          | Total             |
|--|--------------------|-------------------------|--------------------------|------------------------|------------------------|--------------------------|-------------------|
|  | Land and Buildings | Machinery and Equipment | Transportation Equipment | Furniture and Fixtures | Leasehold Improvements | Construction in Progress |                   |
| (In Thousands)                                   |                    |                         |                          |                        |                        |                          |                   |
| <b>Cost</b>                                      |                    |                         |                          |                        |                        |                          |                   |
| Balances at beginning of year                    | ₱3,754,788         | ₱3,734,838              | ₱239,310                 | ₱238,202               | ₱336,158               | ₱288,869                 | ₱8,592,165        |
| Additions  | 64,491             | 122,973                 | –                        | 31,698                 | 39,379                 | 90,663                   | 349,204           |
| Disposals  | –                  | –                       | (22,682)                 | –                      | –                      | –                        | (22,682)          |
| Balances at end of year                          | 3,819,279          | 3,857,811               | 216,628                  | 269,900                | 375,537                | 379,532                  | 8,918,687         |
| <b>Accumulated Depreciation and Amortization</b> |                    |                         |                          |                        |                        |                          |                   |
| Balances at beginning of year                    | 895,327            | 1,333,834               | 186,615                  | 191,922                | 171,748                | –                        | 2,779,446         |
| Depreciation and amortization (Note 22)          | 107,452            | 180,658                 | 2,665                    | 33,389                 | 19,831                 | –                        | 343,995           |
| Disposals  | –                  | –                       | (20,445)                 | –                      | –                      | –                        | (20,445)          |
| Balances at end of year                          | 1,002,779          | 1,514,492               | 168,835                  | 225,311                | 191,579                | –                        | 3,102,996         |
| <b>Net Book Value</b>                            | <b>₱2,816,500</b>  | <b>₱2,343,319</b>       | <b>₱47,793</b>           | <b>₱44,589</b>         | <b>₱183,958</b>        | <b>₱379,532</b>          | <b>₱5,815,691</b> |
| 2024   |                    |                         |                          |                        |                        |                          |                   |
|  | Land and Buildings | Machinery and Equipment | Transportation Equipment | Furniture and Fixtures | Leasehold Improvements | Construction in Progress | Total             |
| (In Thousands)                                   |                    |                         |                          |                        |                        |                          |                   |
| <b>Cost</b>                                      |                    |                         |                          |                        |                        |                          |                   |
| Balances at beginning of year                    | ₱3,699,958         | ₱3,340,297              | ₱223,602                 | ₱190,607               | ₱322,297               | ₱277,210                 | ₱8,053,971        |
| Additions  | 54,830             | 394,541                 | 15,708                   | 47,595                 | 13,861                 | 11,659                   | 538,194           |
| Balances at end of year                          | 3,754,788          | 3,734,838               | 239,310                  | 238,202                | 336,158                | 288,869                  | 8,592,165         |
| <b>Accumulated Depreciation and Amortization</b> |                    |                         |                          |                        |                        |                          |                   |
| Balances at beginning of year                    | 797,291            | 1,106,310               | 170,430                  | 149,062                | 157,866                | –                        | 2,380,959         |
| Depreciation and amortization (Note 22)          | 98,036             | 227,524                 | 16,185                   | 42,860                 | 13,882                 | –                        | 398,487           |
| Balances at end of year                          | 895,327            | 1,333,834               | 186,615                  | 191,922                | 171,748                | –                        | 2,779,446         |
| <b>Net Book Value</b>                            | <b>₱2,859,461</b>  | <b>₱2,401,004</b>       | <b>₱52,695</b>           | <b>₱46,280</b>         | <b>₱164,410</b>        | <b>₱288,869</b>          | <b>₱5,812,719</b> |

There are no property and equipment items pledged to secure the obligations of the Group as of December 31, 2025 and 2024.

## 15. Leases

### *Group as lessee*

The Group has lease contracts on land where the buildings are situated. The Group’s obligations under its leases are secured by the lessor’s title to the leased assets. The Group has entered into land lease arrangements with lease terms ranging from 25 and 50 years. Several leases include extension option to lease the assets for additional 25 years based on mutual agreement of the parties.



The rollforward analysis of right-of-use assets on land as of December 31 follows:

|                                       | <b>2025</b>                                    |                                 |                   |
|---------------------------------------|--|---------------------------------|-------------------|
|                                       | <b>Investment<br/>Properties<br/>(Note 13)</b> | <b>BTO Rights<br/>(Note 16)</b> | <b>Total</b>      |
|                                       | (In Thousands)                                 |                                 |                   |
| <b>Cost</b>                           |  |                                 |                   |
| Balances at beginning and end of year | <b>₱5,376,136</b>                              | <b>₱112,424</b>                 | <b>₱5,488,560</b> |
| <b>Accumulated Depreciation</b>       |  |                                 |                   |
| Balances at beginning of year         | <b>906,785</b>                                 | <b>23,502</b>                   | <b>930,287</b>    |
| Depreciation (Note 22)                | <b>121,294</b>                                 | <b>4,680</b>                    | <b>125,974</b>    |
| Balances at end of year               | <b>1,028,079</b>                               | <b>28,182</b>                   | <b>1,056,261</b>  |
| <b>Net Book Value</b>                 | <b>₱4,348,057</b>                              | <b>₱84,242</b>                  | <b>₱4,432,299</b> |
| <br>                                  |  |                                 |                   |
|                                       | <b>2024</b>                                    |                                 |                   |
|                                       | <b>Investment<br/>Properties<br/>(Note 13)</b> | <b>BTO Rights<br/>(Note 16)</b> | <b>Total</b>      |
|                                       | (In Thousands)                                 |                                 |                   |
| <b>Cost</b>                           |  |                                 |                   |
| Balances at beginning and end of year | <b>₱5,376,136</b>                              | <b>₱112,424</b>                 | <b>₱5,488,560</b> |
| <b>Accumulated Depreciation</b>       |  |                                 |                   |
| Balances at beginning of year         | 754,489  | 21,037                          | 775,526           |
| Depreciation (Note 22)                | 152,296  | 2,465                           | 154,761           |
| Balances at end of year               | 906,785  | 23,502                          | 930,287           |
| <b>Net Book Value</b>                 | <b>₱4,469,351</b>                              | <b>₱88,922</b>                  | <b>₱4,558,273</b> |

The rollforward analysis of lease liabilities as of December 31 follows:

|   | <b>2025</b>       | <b>2024</b>       |
|---|-------------------|-------------------|
|   | (In Thousands)    |                   |
| Balances at beginning of year                                   | <b>₱6,930,338</b> | ₱6,719,861        |
| Interest expense (gross of related capitalized borrowing costs) | <b>649,058</b>    | 619,384           |
| Payments  | <b>(463,346)</b>  | (408,907)         |
| Balances at end of year   | <b>7,116,050</b>  | 6,930,338         |
| Lease liabilities - current portion                             | <b>188,770</b>    | 155,891           |
| <b>Lease liabilities - net of current portion</b>               | <b>₱6,927,280</b> | <b>₱6,774,447</b> |

The Group also has certain lease of land with variable rental payments and lease of office space considered as 'low-value assets'. The Group applies the lease of 'low-value assets' recognition exemptions for these leases.



The following are the amounts recognized in the consolidated statement of income for the years ended December 31:

|   | 2025            | 2024     | 2023     |
|---|-----------------|----------|----------|
|   | (In Thousands)  |          |          |
| Interest and other finance charges on lease liabilities (Note 24)                     | <b>₱558,882</b> | ₱520,667 | ₱487,174 |
| General and administrative expenses (Note 22)   |                 |          |          |
| Depreciation expense of right-of-use assets   | <b>125,974</b>  | 154,761  | 153,748  |
| Variable lease payments and expenses relating to leases of low-value assets (Note 22) | <b>21,877</b>   | 16,019   | 10,464   |
|   | <b>₱706,733</b> | ₱691,447 | ₱651,386 |

Interest expense capitalized as part of investment properties and BTO Rights amounted to ₱90.18 million, ₱98.72 million and ₱96.64 million in 2025, 2024 and 2023, respectively.

Shown below is the maturity analysis of the undiscounted lease payments:

|                              | 2025              | 2024       |
|------------------------------|-------------------|------------|
|                              | (In Thousands)    |            |
| 1 year                       | <b>₱496,959</b>   | ₱478,337   |
| more than 1 years to 2 years | <b>520,292</b>    | 496,959    |
| more than 2 years to 3 years | <b>545,138</b>    | 520,292    |
| more than 3 years to 4 years | <b>566,502</b>    | 540,138    |
| more than 5 years            | <b>26,644,369</b> | 27,210,871 |

*Group as lessor*

Future minimum rental receivables under renewable operating leases as of December 31 are as follows:

|   | 2025               | 2024        |
|---|--------------------|-------------|
|   | (In Thousands)     |             |
| Within one year                             | <b>₱4,890,507</b>  | ₱4,220,818  |
| After one year but not more than five years | <b>11,333,082</b>  | 10,500,606  |
| After five years                            | <b>3,323,255</b>   | 5,011,914   |
|   | <b>₱19,546,844</b> | ₱19,733,338 |

The Group entered into lease agreements with third parties covering real estate properties. These leases generally provide for either (a) fixed monthly rent (b) minimum rent or a certain percentage of gross revenue, whichever is higher. Most lease terms on commercial malls are renewable within one year, except for anchor tenants with lease ranging from five (5) to 15 years.

Rental income recognized based on a percentage of the gross revenue of mall tenants included in “Rental and related services” account in the consolidated statement of income amounted to ₱590.62, ₱502.29 million and ₱457.26 million in 2025, 2024 and 2023, respectively.



The Group granted rental concessions to its tenants which were affected by the community quarantine imposed by the government amounting to ₱70.76 million in 2023. These rent concessions did not qualify as a lease modification, thus, were accounted for as negative variable lease payments and reported as reduction of lease income in 2023.

## 16. Build-Transfer-Operate (BTO) Rights

*BTO rights* pertain to the cost related to the BTO agreement with The Province of Cebu (Cebu Province) entered on March 26, 2012. The BTO project relates to the development, construction, and operation of the Business Process Outsourcing (BPO) Complex by the Group at the land properties owned by Cebu Province located at Salinas, Lahug, Cebu City.

The rollforward analysis of BTO rights is as follows:

|                                 | December 31, 2025 |                                     |                   |
|---------------------------------|-------------------|-------------------------------------|-------------------|
|                                 | BTO Rights        | Right-of-Use<br>Assets<br>(Note 15) | Total             |
| (In Thousands)                  |                   |                                     |                   |
| <b>Cost</b>                     |                   |                                     |                   |
| Balance at beginning of year    | ₱6,947,796        | ₱112,424                            | ₱7,060,220        |
| Additions                       | 147,356           | –                                   | 147,356           |
| Balance at end of year          | 7,095,152         | 112,424                             | 7,207,576         |
| <b>Accumulated Amortization</b> |                   |                                     |                   |
| Balance at beginning of year    | 707,556           | 23,502                              | 731,058           |
| Depreciation (Note 22)          | 233,450           | 4,680                               | 238,130           |
| Balance at end of year          | 941,006           | 28,182                              | 969,188           |
| <b>Net Book Value</b>           | <b>₱6,154,146</b> | <b>₱84,242</b>                      | <b>₱6,238,388</b> |

|                                 | December 31, 2024 |                                     |                   |
|---------------------------------|-------------------|-------------------------------------|-------------------|
|                                 | BTO Rights        | Right-of-Use<br>Assets<br>(Note 15) | Total             |
| (In Thousands)                  |                   |                                     |                   |
| <b>Cost</b>                     |                   |                                     |                   |
| Balance at beginning of year    | ₱6,863,079        | ₱112,424                            | ₱6,975,503        |
| Additions                       | 84,717            | –                                   | 84,717            |
| Balance at end of year          | 6,947,796         | 112,424                             | 7,060,220         |
| <b>Accumulated Amortization</b> |                   |                                     |                   |
| Balance at beginning of year    | 566,868           | 21,037                              | 587,905           |
| Depreciation                    | 140,688           | 2,465                               | 143,153           |
| Balance at end of year          | 707,556           | 23,502                              | 731,058           |
| <b>Net Book Value</b>           | <b>₱6,240,240</b> | <b>₱88,922</b>                      | <b>₱6,329,162</b> |

“Right-of-use assets” pertain to the related lease payments required under land lease contracts and the BTO agreement for the land where the buildings were constructed.



Interest incurred and capitalized amounted to ₱142.64 million, ₱64.80 million and ₱90.71 million in 2025, 2024 and 2023, respectively.

In 2025, 2024 and 2023, related amortization recognized as part of “Cost of rental and related services” amounted to ₱233.45 million, ₱140.69 million and ₱70.61 million, respectively. Rental income amounting to ₱594.88 million, ₱466.11 million and ₱455.50 million in 2025, 2024 and 2023, respectively, was recognized as part of “Revenue from rental and related services”.

## 17. Other Noncurrent Assets

This account consists of:

|  | 2025              | 2024       |
|--|-------------------|------------|
|  | (In Thousands)    |            |
| Advances to contractors and suppliers (Note 11)                    | <b>₱1,187,449</b> | ₱2,147,019 |
| Advances to joint venture partners                                 | <b>247,456</b>    | 258,718    |
| Deposits   | <b>238,370</b>    | 223,616    |
| Input taxes - net of current portion                               | <b>230,170</b>    | 230,170    |
| Creditable withholding taxes - net of current portion<br>(Note 11) | <b>178,626</b>    | 239,031    |
| Investment in bonds  | <b>150,000</b>    | 150,000    |
| Financial assets at FVOCI  | <b>15,535</b>     | 15,535     |
| Other assets   | <b>84,228</b>     | 52,239     |
|  | <b>₱2,331,834</b> | ₱3,316,328 |

“Advances to joint venture partners” are advances (e.g., property taxes and permits) which are normally applied against the share of the joint venture partners from sale of the joint venture properties reported under “Other receivables” in consolidated statements of financial position.

“Deposits” includes advances to sellers for the purchase of land prior to issuance of Contract to Sell. These also includes security deposits and rental deposits.

“Investment in bonds” consist of a 5-year, non-interest bearing, Class A Senior Notes with a face amount of ₱150.0 million issued by a third party special purpose trust fund duly registered with the Bangko Sentral ng Pilipinas invested by the Parent Company on December 19, 2022.

“Financial assets at FVOCI” consist of quoted and unquoted shares of stock (see Note 31). Unquoted investments in shares of stock include unlisted preferred shares in a public utility company which the Group will continue to carry as part of the infrastructure that it provides for its real estate development projects. The Group did not receive dividends from unquoted shares in 2025, 2024 and 2023.

“Other assets” includes utility deposits such as electric meter deposit and water meter deposit.



## 18. Accounts Payable and Accrued Expenses

This account consists of:

|   | 2025               |                    |                    | 2024        |             |             |
|---|--------------------|--------------------|--------------------|-------------|-------------|-------------|
|   | Current            | Noncurrent         | Total              | Current     | Noncurrent  | Total       |
|   | (In Thousands)     |                    |                    |             |             |             |
| Accounts payable                                      | <b>₱3,141,229</b>  | <b>₱6,311,549</b>  | <b>₱9,452,778</b>  | ₱2,855,109  | ₱7,094,749  | ₱9,949,858  |
| Deposits from tenants                                 | <b>2,123,712</b>   | <b>1,862,750</b>   | <b>3,986,462</b>   | 1,976,364   | 1,805,810   | 3,782,174   |
| Retention fees payable                                | <b>2,391,828</b>   | <b>1,016,018</b>   | <b>3,407,846</b>   | 2,264,555   | 889,104     | 3,153,659   |
| Deposits for registration                             | <b>264,751</b>     | <b>1,912,476</b>   | <b>2,177,227</b>   | 239,726     | 1,731,707   | 1,971,433   |
| Accrued expenses                                      | <b>2,138,768</b>   | –                  | <b>2,138,768</b>   | 1,964,763   | –           | 1,964,763   |
| Accrued interest on bonds and loans (Notes 19 and 20) | <b>420,313</b>     | –                  | <b>420,313</b>     | 535,049     | –           | 535,049     |
| Other payables (Note 21)                              | <b>955,716</b>     | <b>181,219</b>     | <b>1,136,935</b>   | 1,111,510   | 114,097     | 1,225,607   |
|   | <b>₱11,436,317</b> | <b>₱11,284,012</b> | <b>₱22,720,329</b> | ₱10,947,076 | ₱11,635,467 | ₱22,582,543 |

“Accounts payable” includes the outstanding balance of the costs of land acquired by the Group and is payable on scheduled due dates or upon completion of certain requirements (see Notes 10, 13 and 14). This account also includes dividends payable and amount payable to contractors and suppliers for the construction and development costs and operating expenses incurred by the Group.

“Deposits from tenants” are advance payments received for rentals, utilities and other fees. These are applied against rental obligations of tenants once due.

“Retention fees payable” pertains to the amount withheld from the progress billings of the contractors and is released generally one year from the completion of the construction agreement.

“Deposits for registration” pertain to amounts collected from buyers for payment of registration of real estate properties. This account is charged for costs incurred related to transfer of title to buyers.

“Accrued expenses” pertain to various operating expenses incurred by the Group in the course of business such as salaries and wages, professional fees, unbilled construction cost related to ongoing projects, and utilities expense, among others. These are noninterest-bearing and are normally settled within one year.

Accrued expenses account consists of:

|                           | 2025              | 2024       |
|---------------------------|-------------------|------------|
|                           | (In Thousands)    |            |
| Suppliers and contractors | <b>₱2,064,012</b> | ₱1,907,970 |
| Professional fees         | <b>40,375</b>     | 39,077     |
| Utilities                 | <b>14,381</b>     | 1,860      |
| Payroll                   | <b>12,808</b>     | 10,908     |
| Other accruals            | <b>7,192</b>      | 4,948      |
|                           | <b>₱2,138,768</b> | ₱1,964,763 |

“Other payables” pertain mainly to withholding taxes, output VAT payables and deferred income which are generally settled/earned within 12 months.



## 19. Loans Payable

This account consists of:

|                                       | 2025               | 2024        |
|---------------------------------------|--------------------|-------------|
|                                       | (In Thousands)     |             |
| Short term loans                      | <b>₱6,800,000</b>  | ₱1,200,000  |
| Long-term loans                       | <b>43,298,715</b>  | 41,069,337  |
| Developmental loans from local banks  | <b>50,098,715</b>  | 42,269,337  |
| Less unamortized transaction costs    | <b>261,234</b>     | 236,693     |
|                                       | <b>49,837,481</b>  | 42,032,644  |
| Less current portion of loans payable | <b>15,605,867</b>  | 6,876,639   |
| Long-term portion of loans payable    | <b>₱34,231,614</b> | ₱35,156,005 |

Developmental loans from local banks will mature on various dates up to 2031. These Peso-denominated loans bear either fixed rates, which are priced using the Bloomberg Valuation (BVAL) plus margin, or floating interest rates, which are repriced quarterly, semi-annually or annually based on either 3-month, 6-month or 1-year BVAL or Target Reverse Repurchase Rate (TRRP), plus margin, per annum.

The Group availed additional loans amounting to ₱16.70 billion, ₱38.10 billion and ₱24.66 billion in 2025, 2024, and 2023, respectively. These include availment of short-term loans payable amounting to ₱8.65 billion, ₱11.52 billion and ₱16.51 billion in 2025, 2024 and 2023, respectively.

Principal payments made amounted to ₱8.87 billion, ₱32.91 billion and ₱20.53 billion in 2025, 2024 and 2023, respectively.

As of December 31, 2025 and 2024, short term loans payable, presented under current portion of loans payable amounted to ₱6.8 billion and ₱1.2 billion, respectively.

Total interest incurred on these loans (gross of related capitalized borrowing costs) amounted to ₱3.51 billion, ₱3.06 billion and ₱2.20 billion for the years ended December 31, 2025, 2024, and 2023, respectively.

Transactions costs capitalized amounted to ₱105.22 million and ₱242.36 million in 2025 and 2024, respectively. Amortization of transaction costs amounted to ₱80.68 million, ₱102.79 million and ₱109.55 million in 2025, 2024 and 2023, respectively, and included under “Interest and other finance charges” (see Note 24).

The Group’s loans payable is unsecured and no assets are held as collateral for these debts. The agreements covering the abovementioned loans require maintaining certain financial ratios including debt-to-equity ratio ranging from 2.0x to 3.0x and interest coverage ratio ranging from 1.0x to 1.5x.

The agreements also provide for restrictions and requirements with respect to, among others, making distribution on its share capital; purchase, redemption or acquisition of any share of stock if it would materially and adversely affect the Group’s ability to perform its obligations; sale or transfer and disposal of all or a substantial part of its capital assets other than in the ordinary course of business; restrictions on use of funds other than the purpose it was approved for; and entering into any partnership, merger, consolidation or reorganization except in the ordinary course of business and except when the Group maintains controlling interest. As of December 31, 2025 and 2024, the Group has not been cited in default on any of its outstanding obligations.



## 20. Bonds Payable

This account consists of:

|                                       | 2025               | 2024        |
|---------------------------------------|--------------------|-------------|
|                                       | (In Thousands)     |             |
| Bonds payable                         | <b>₱33,170,400</b> | ₱36,095,400 |
| Less unamortized transaction costs    | <b>253,071</b>     | 238,812     |
|                                       | <b>32,917,329</b>  | 35,856,588  |
| Less current portion of bonds payable | <b>1,752,262</b>   | 14,815,944  |
| Long-term portion of bonds payable    | <b>₱31,165,067</b> | ₱21,040,644 |

- a. On December 4, 2014, the Parent Company issued to the public unsecured fixed rate bonds with an aggregate principal amount of ₱7.00 billion comprising of ₱5.30 billion, 7-year fixed rate bonds with interest of 5.40% per annum due in 2021, and ₱1.70 billion, 10-year fixed rate bonds with interest of 5.64% per annum due in 2024. The Parent Company paid the remaining outstanding bonds payable amounting to ₱1.70 billion on December 4, 2024.
- b. On August 20, 2015, the Parent Company issued to the public unsecured fixed rate bonds with an aggregate principal amount of ₱8.00 billion comprising of ₱7.00 billion, 7-year fixed rate bonds with interest of 5.36% per annum due in 2022, and ₱1.00 billion, 10-year fixed rate bonds with interest of 5.71% per annum due in 2025. The Parent Company paid the remaining balance amounting to ₱1.00 billion on August 20, 2025. As of December 31, 2024, ₱1.00 billion of the related bonds payable remain outstanding (nil as of December 31, 2025).
- c. On November 18, 2020, the Parent Company issued to the public unsecured fixed rate bonds with an aggregate principal amount of ₱8.10 billion comprising of ₱6.34 billion, 3-year fixed rate bonds with interest of 3.34% per annum due in 2023, and ₱1.76 billion, 5.5-year fixed rate bonds with interest of 4.18% per annum due in 2026. As of December 31, 2025 and 2024, ₱1.76 billion of the related bonds payable remain outstanding.
- d. On December 21, 2021, the Parent Company issued to the public unsecured fixed rate bonds with an aggregate principal amount of ₱10.00 billion comprising of ₱5.00 billion, 4-year fixed rate bonds with interest of 4.5300% due in 2025, and ₱5.00 billion, 6-year fixed rate bonds with interest of 5.2579% per annum due in 2027. The Parent Company paid the ₱5.00 billion bonds in December 2025. Outstanding balance of the related bonds payable as of December 31, 2025 and 2024 amounted to ₱5.00 billion and ₱10.00 billion, respectively.
- e. On June 23, 2022, the Parent Company issued to the public unsecured fixed rate bonds with an aggregate principal amount of ₱11.90 billion, comprising of ₱8.925 billion, 3-year fixed rate bonds with interest of 5.3455% per annum due in 2025, and ₱2.975 billion, 5-year fixed rate bonds with interest of 6.4146% per annum due in 2027. The Parent Company paid the ₱8.925 billion bonds payable on June 23, 2025. Outstanding balance of the related bonds payable as of December 31, 2025 and 2024 amounted to ₱2.98 billion and ₱11.90 billion, respectively.
- f. On December 1, 2023, the Parent Company issued to the public unsecured 3.5-year fixed rate bonds with an interest rate of 6.9829% per annum and aggregate principal amount of ₱11.43 billion due in 2027. As of December 31, 2025 and 2024, outstanding balance from the related bonds payable amounted to ₱11.43 billion.



- g. On March 12, 2025, the Parent Company issued to the public unsecured fixed rate bonds with an aggregated principal amount of ₱12.00 billion, comprising of ₱6.785 billion, 5-year fixed rate bonds with interest of 6.2916% per annum due in 2030, ₱2.661 billion, 7-year fixed rate bonds with interest of 6.6550% per annum due in 2032, and ₱2.553 billion, 10-year fixed rate bonds with interest of 6.8312% due in 2035. As of December 31, 2025, outstanding balance of the related bonds payable amounted to ₱12.00 billion.

Interest incurred on these bonds (gross of related capitalized borrowing costs) amounted to ₱2.44 billion, ₱2.11 billion and ₱1.77 billion for the years ended December 31, 2025, 2024 and 2023, respectively. Payments made on these bonds amounted to ₱14.93 billion, ₱1.70 billion and ₱15.04 billion in 2025, 2024 and 2023, respectively.

Transactions costs capitalized amounted to ₱151.22 million in 2025 (nil in 2024). Accretion in 2025, 2024 and 2023 included as part of “Interest and other finance charges” amounted to ₱136.96 million, ₱88.08 million and ₱83.78 million, respectively (see Note 24).

The Group’s bonds payable are unsecured and no assets are held as collateral for these debts. These bonds require the Group to maintain certain financial ratios which include maximum debt-to-equity ratio ranging from 2.0x to 2.5x; minimum current ratio ranging from 1.0x to 2.0x ; and minimum debt service coverage ratio (DSCR) of 1.0x. As of December 31, 2025 and 2024, the Group has not been cited in default on any of its outstanding obligations.

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## 21. Related Party Transactions

Parties are related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control of the Group’s ultimate parent company (referred herein as “Affiliates”). Related parties may be individuals or corporate entities.

All material Related Party Transactions (“RPT”) with a transaction value that reaches ten percent (10%) of the Group’s total consolidated assets shall be subject to the review by the RPT Committee.

Transactions that were entered into with an unrelated party that subsequently becomes a related party shall be excluded from the limits and approval of the Policy on Related Party Transactions (“Policy”). However, any renewal, change in the terms and conditions or increase in exposure level, related to these transactions after a non-related party becomes a related party, shall be subjected to the provisions of the Policy.

In the event wherein there are changes in the RPT classification from non-material to material, the material RPT shall be subject to the provisions of the Policy.

Outstanding balances at year-end are unsecured, interest free and require settlement in cash, unless otherwise stated. The transactions are made on terms and prices agreed upon by the parties. As of December 31, 2025, and 2024, the Group has not made any provision for impairment loss relating to amounts owed by related parties. This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.



Significant related party transactions are as follows. Outstanding balances are unsecured and no impairment loss was recognized on any of the assets.

|  | 2025              |                        |  |                          |      |
|--|-------------------|------------------------|--|--------------------------|------|
|  | Amount/<br>Volume | Due from /<br>(Due to) | Terms                                      | Conditions               | Note |
|  | (In Thousands)    |                        |  |                          |      |
| Bank under common control of the ultimate parent |                   |                        |  |                          |      |
| Cash and cash equivalents                        | P3,923,819        | P3,923,819             | 0.50% to 4.50%                             | No impairment            | (a)  |
| Interest income                                  | 98,756            | -                      |  |                          |      |
|  | <b>P4,022,575</b> | <b>P3,923,819</b>      |  |                          |      |
| Ultimate Parent                                  | P309              | P1,175                 | Noninterest-bearing, collectible on demand | Unsecured, no impairment | (b)  |
| Associate – Pro-Excel                            |                   |                        |  |                          |      |
| Rent income                                      | 1,872             | -                      | Noninterest-bearing, payable on demand     | Unsecured                | (g)  |
| Share in other expenses                          | (389)             | 14,707                 | Due within 30 days                         | Unsecured, no impairment | (d)  |
| Associate – FBSC                                 |                   |                        |  |                          |      |
| Rent Income                                      | 44,080            | 44,080                 | Noninterest-bearing, payable on demand     | Unsecured                | (g)  |
| Associate – DPI                                  |                   |                        |  |                          |      |
| Rent Income                                      | 9,720             | -                      | Noninterest-bearing, payable on demand     | Unsecured                | (g)  |
| Other income                                     | 18,314            | 332,266                | Due within 30 days                         | Unsecured, no impairment | (d)  |
| Associate – FMI                                  |                   |                        |  |                          |      |
| Other income                                     | 1,419             | 1,882                  | Due within 30 days                         | Unsecured, no impairment | (d)  |
| Associate – FAI                                  |                   |                        |  |                          |      |
| Rent income                                      | -                 | 99                     | Noninterest-bearing, collectible on demand | Unsecured, no impairment | (g)  |
| Share in other expenses                          | 141               | 30,553                 | Noninterest-bearing, collectible on demand | Unsecured, no impairment | (d)  |
| Affiliates                                       |                   |                        |  |                          |      |
| Rental income                                    | 95,938            | -                      | Noninterest bearing                        | Unsecured, no impairment | (g)  |
| Share in common expenses                         | (28,767)          | 102,795                | Noninterest-bearing, collectible on demand | Unsecured, no impairment | (e)  |
| <b>Due from related parties (Note 9)</b>         |                   | <b>P527,557</b>        |  |                          |      |
| Parent   |                   |                        |  |                          |      |
| Share in Group expenses                          | (P17,131)         | (P20,963)              | Noninterest-bearing, payable on demand     | Unsecured                | (c)  |
| Rent Income                                      | 1,319             |                        | Non-interest bearing                       | Unsecured                | (c)  |
| Associate – FBSC                                 |                   |                        |  |                          |      |
| Share in other expenses                          | (39,788)          | -                      | Due within 30 days                         | Unsecured, no impairment | (d)  |
| Associate – FAI                                  |                   |                        |  |                          |      |
| Share in other expenses                          | 9                 | (9)                    | Noninterest-bearing, payable on demand     | Unsecured                | (d)  |
| Associate – SPI                                  |                   |                        |  |                          |      |
| Share in other expenses                          | (90,861)          | (48,726)               | Noninterest-bearing, payable on demand     | Unsecured                | (d)  |
| Associate – ProActive                            |                   |                        |  |                          |      |
| Share in other expenses                          | -                 | (10,000)               | Noninterest-bearing, payable on demand     | Unsecured                | (d)  |
| Affiliates                                       | (41,574)          | (16,205)               | Noninterest-bearing, payable on demand     | Unsecured                | (e)  |
| <b>Due to related parties</b>                    |                   | <b>(P95,903)</b>       |  |                          |      |



|  | 2024              |                        |  |                          |      |
|--|-------------------|------------------------|--|--------------------------|------|
|  | Amount/<br>Volume | Due from /<br>(Due to) | Terms  | Conditions               | Note |
|  | (In Thousands)    |                        |  |                          |      |
| Bank under common control of the ultimate parent |                   |                        |  |                          |      |
| Cash and cash equivalents                        | ₱3,533,791        | ₱3,533,791             | 0.50% to 4.50%   | No impairment            | (a)  |
| Interest income                                  | 40,964            | –                      |  |                          |      |
|  | ₱3,574,755        | ₱3,533,791             |  |                          |      |
| Ultimate Parent                                  | ₱268              | ₱866                   | Noninterest-bearing, collectible on demand                     | Unsecured, no impairment | (b)  |
| Parent   | (3,123)           | –                      | Noninterest-bearing, payable on demand                         | Unsecured, no impairment | (c)  |
| Associate – CTI                                  |                   |                        |  |                          |      |
| Share in other expenses                          | 5,200             | 19,388                 | Due within 30 days   | Unsecured, no impairment | (d)  |
| Associate - Pro-Excel                            |                   |                        |  |                          |      |
| Share in other expenses                          | (1,347)           | 15,096                 | Due within 30 days   | Unsecured, no impairment | (d)  |
| Associate – DPI                                  |                   |                        |  |                          |      |
| Other Income                                     | (235,770)         | 236,542                | Due within 30 days   | Unsecured, no impairment | (d)  |
| Associate – FMI                                  |                   |                        |  |                          |      |
| Other income                                     | (645)             | 463                    | Due within 30 days   | Unsecured, no impairment | (d)  |
| Associate – FAI                                  |                   |                        |  |                          |      |
| Rent Income                                      | –                 | 99                     | Noninterest-bearing, collectible on demand                     | Unsecured, no impairment | (g)  |
| Share in other expenses                          | 22,838            | 30,412                 | Noninterest-bearing, collectible on demand                     | Unsecured, no impairment | (d)  |
| Affiliates                                       |                   |                        |  |                          |      |
| Rental income                                    | 7,191             | –                      | Noninterest bearing  | Unsecured, no impairment | (g)  |
| Share in common expenses                         | (48,337)          | 131,562                | Noninterest-bearing, collectible on demand                     | Unsecured, no impairment | (e)  |
| Due from related parties (Note 9)                |                   | ₱434,428               |  |                          |      |
| Parent   |                   |                        |  |                          |      |
| Share in Group expenses                          | (₱20,067)         | (₱36,775)              | Noninterest-bearing, payable on demand                         | Unsecured                | (c)  |
| Asset acquisition                                | 346,414           | –                      | Noninterest-bearing, collectible quarterly up to December 2024 | Unsecured                | (c)  |
| Associate – SPI                                  |                   |                        |  |                          |      |
| Share in other expenses                          | 120,716           | (139,587)              | Noninterest-bearing, payable on demand                         | Unsecured                | (d)  |
| Associate – ProActive                            |                   |                        |  |                          |      |
| Share in other expenses                          | –                 | (10,000)               | Noninterest-bearing, payable on demand                         | Unsecured                | (d)  |
| Affiliates                                       |                   |                        |  |                          |      |
| Share in other expenses                          | (5,033)           | (57,779)               | Noninterest-bearing, payable on demand                         | Unsecured                | (e)  |
| Due to related parties                           |                   | (₱244,141)             |  |                          |      |

a. *Transactions with bank under common control of the ultimate parent (EW)*

On January 3, 2012, the Group entered into a Receivable Purchase Agreement with East West Banking Corporation (EW), an entity under common control of the Group's parent company. The Group agreed to sell, assign, transfer and convey to EW all its rights, titles and interest in certain contracts receivable. The contracts receivable to EW will be serviced by the Group under an Accounts Servicing Agreement.

Under this agreement, the Group shall be responsible for the monitoring and collection of contracts receivable sold to EW, including safekeeping of the collections in trust until these are remitted to EW, 10 days after the beginning of each month.



For the performance of the said services, the Group charges EW a service fee equivalent to a certain percentage of the amounts actually received and collected. Although the Group retains the contractual rights to receive cash flows from contracts receivable sold to EW, the same will be subsequently distributed to EW under a “pass-through arrangement”.

In this transaction, the risk of default and non-payment of buyers of contracts receivable is assumed by EW and the Group has no liability to EW for such events. Due to this, the Group derecognized the contracts receivable sold and did not recognize any liability in its consolidated financial statements.

The Group’s plan assets in the form of cash equivalents amounting to ₱122.22 million and ₱196.60 million as of December 31, 2025, and 2024, respectively, are maintained with EW (see Note 26). The Group also maintains cash and cash equivalents with EW.

*b. Transactions with Ultimate Parent (ALG)*

Transactions with the Group’s ultimate parent company relates to sharing of common expenses.

*c. Transactions with the Group’s parent company (FDC)*

The Parent Company charged FDC certain common expenses paid by the Parent Company on its behalf.

On December 12, 2022, FILRT entered a Deed of Sale for the purchase of three (3) parcels of land with a total area of 29,086 sqm. owned by FDC, located in Boracay, Aklan for a total consideration of ₱732.90 million payable on installment basis. In 2024, FILRT paid the remaining balance amounting to ₱346.41 million.

In 2009, Promax was appointed by FDC as the marketing agent to act for and on behalf of FDC in promoting the marketing and sale of the Beaufort project. Accordingly, FDC pays Promax a marketing fee equivalent to a certain percentage of the net selling price (see Note 23).

*d. Transactions with Associates*

*FAI*

‘Due from Associate’ include noninterest-bearing cash advances and various charges for management fees, marketing fees, share of expenses and commission charges. FAI is also the provider of water services within Filinvest City where majority of the office buildings of the Parent Company are located

*FMI*

Transactions with FMI relates to sharing of common expenses.

*FBSC*

Transactions with Financial Business Services, Corp. relate to sharing of common expenses and service fee for the business process outsourcing services for the Group.

On January 1, 2025, certain employees from finance, corporate and administration and human resources services of the Group were transferred to FBSC. FBSC then entered into a service partnership agreement, whereby the Group shall engage and pay the services rendered by the latter. This also includes retirement benefits of certain employees of FLI that were transferred to FBSC and the corresponding payable to FBSC was reported under “Accounts payable and accrued expenses” (see Note 18).



*Pro-Excel*

Transactions from Pro-Excel relates to sharing of common expenses and management fee for managing the buildings of FLI.

*DPI*

Transactions from DPI relates to sharing of common expenses, claims and noninterest-bearing cash advances.

*SPI*

Transactions with SPI relates to sharing of common expenses and service fees for technical, project management and procurement. This also includes retirement benefits of certain employees of FLI that were transferred to SPI and the corresponding payable to SPI was reported under “Accounts payable and accrued expenses” (see Note 18).

Pro-Excel and DPI rents its office space from FLI while SPI rents its office space from FILRT. Revenue earned is recorded as part of Rental Revenues in the Statements of Comprehensive Income in 2025, 2024 and 2023 (see Note 6). Outstanding receivables are recorded as part of Other Receivables in the Statements of Financial position as of December 31, 2025 and 2024 (see Note 9).

*ProActive*

Transactions relates to subscription of ProActive’s capital stock amounting to ₱10.00 million on August 9, 2023.

*e. Transactions with Affiliates*

Transactions with affiliates relates to sharing of common expenses paid by the Parent Company on their behalf.

FILRT entered into a service agreement with FDC Retail Electricity Sales whereby FILRT shall engage and pay for the services rendered by the latter to provide the electricity requirements of its facilities.

FILRT also entered into a service agreement with Professional Operations Maintenance Experts Incorporated whereby FILRT shall pay for the services rendered by the latter to operate and maintain its equipment and premises.

FILRT and FLI also entered into a service agreement with its affiliate, Parking Pro, Inc., to operate and maintain FILRT’s and FLI’s parking facilities.

- f.* The compensation of key management personnel consists of short-term employee salaries and benefits amounting to ₱85.92 million, ₱63.37 million and ₱48.74 million in 2025, 2024 and 2023, respectively. Post-employment benefits of key management personnel amounted to ₱21.24 million, ₱11.70 million and ₱8.26 million in 2025, 2024 and 2023, respectively.

*g. Lease with related parties - Group as lessor*

Chroma Hospitality, Inc., Filinvest Hospitality Corp., Boracay Seascapes, Inc., Hospitality Enterprise Resources, FDC, FBSC, SPI, and FAI lease its office spaces from FILRT. Pro-Excel and DPI lease their office spaces from FLI. The lease term is 10 years, renewable by another five (5) years upon mutual agreement by the parties. Revenue from rental and related services amounted to ₱1.13 billion and ₱303.49 million in 2025 and 2024, respectively (see Note 6). The related outstanding receivables amounting to ₱18.85 million and ₱9.52 million as of December 31, 2025, and 2024, respectively, are presented as part of ‘Receivable from tenants’ under ‘Other receivables’ line item in the statement of financial position (see Note 9).



*h. Leases with related parties - Group as lessee*

The Group has several land lease transactions with related parties:

1. **Mall lease with FAI**  
The Parent Company, as lessee, entered into a lease agreement with FAI on a portion of the land area occupied by the Festival Supermall and its Expansion. On July 7, 2025, the Parent Company and FILRT entered into a Deed of Partial Assignment of Contract of Lease for the Festival Supermall Main Building (see Note 32). The lease term will expire on September 30, 2056.
2. **Land lease with FAI**  
The Parent Company, as lessee, entered into a lease agreement with FAI for a portion of land area occupied by a third-party lessee. The lease term will expire on December 31, 2034.
3. **FCMI lease with FMI**  
FCMI, a wholly owned subsidiary of the Parent Company, subleases the Mimosa Leisure Estate from FMI, an associate of the Parent Company. The original lessor is CDC. The lease term is 50 years, renewable by another 25 years upon mutual agreement by parties.
4. **PDDC lease with FAI**  
PDDC, a 60% owned subsidiary of the Parent Company, leases Block 50 Lot 3-B-2, Northgate District from FAI. The lease term is 20 years from the date on which the Chilled Water production plants start supplying chilled water.

As of December 31, 2025, and 2024, the amount included in lease liabilities payable to related parties amounted to ₱6,403.01 million and ₱6,260.0 million, respectively (see Note 15).

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**22. General and Administrative Expenses**

The account consists of:

|  | 2025            | 2024     | 2023     |
|--|-----------------|----------|----------|
|  | (In Thousands)  |          |          |
| Salaries, wages and employee benefits                      | <b>₱998,927</b> | ₱973,947 | ₱787,916 |
| Taxes and licenses   | <b>650,305</b>  | 457,298  | 438,209  |
| Outside services   | <b>371,008</b>  | 200,485  | 153,558  |
| Depreciation and amortization<br>(Notes 13, 14, 15 and 16) | <b>302,591</b>  | 272,172  | 264,988  |
| Repairs and maintenance                                    | <b>261,804</b>  | 238,525  | 401,137  |
| Electronic data processing charges                         | <b>108,001</b>  | 72,673   | 106,848  |
| Retirement costs (Note 26)                                 | <b>93,866</b>   | 36,761   | 33,542   |
| Transportation and travel                                  | <b>87,352</b>   | 85,561   | 81,650   |
| Entertainment, amusement and recreation                    | <b>82,659</b>   | 79,101   | 82,684   |

*(Forward)*



|                                 | 2025              | 2024       | 2023       |
|---------------------------------|-------------------|------------|------------|
|                                 | (In Thousands)    |            |            |
| Communications, light and water | <b>₱53,287</b>    | ₱48,532    | ₱54,357    |
| Insurance                       | <b>44,062</b>     | 39,779     | 38,675     |
| Office supplies                 | <b>24,748</b>     | 18,166     | 16,757     |
| Rent (Notes 15 and 21)          | <b>21,877</b>     | 16,019     | 10,464     |
| Others                          | <b>97,062</b>     | 84,334     | 113,811    |
|                                 | <b>₱3,197,549</b> | ₱2,623,353 | ₱2,584,596 |

“Others” mainly consists of postage and dues and subscription, parking operations, freight charges, provision for ECLs and other miscellaneous expenses.

### 23. Selling and Marketing Expenses

The account consists of:

|                                     | 2025              | 2024       | 2023       |
|-------------------------------------|-------------------|------------|------------|
|                                     | (In Thousands)    |            |            |
| Brokers’ commissions (Note 6)       | <b>₱628,751</b>   | ₱822,537   | ₱745,289   |
| Selling, advertising and promotions | <b>290,404</b>    | 285,388    | 263,845    |
| Service fees                        | <b>204,826</b>    | 239,895    | 180,031    |
| Salaries and wages                  | <b>151,112</b>    | 144,696    | 116,533    |
| Sales office direct costs           | <b>58,856</b>     | 61,455     | 59,496     |
| Others                              | <b>8,378</b>      | 4,188      | 4,941      |
|                                     | <b>₱1,342,327</b> | ₱1,558,159 | ₱1,370,135 |

### 24. Interest and Other Finance Charges

The following table shows the component of interest income, interest expense and other financing charges recognized in the consolidated statements of income:

|  | 2025            | 2024     | 2023     |
|--|-----------------|----------|----------|
|  | (In Thousands)  |          |          |
| Interest income on:                        |                 |          |          |
| Contracts receivable (Note 8)              | <b>₱170,248</b> | ₱199,507 | ₱174,029 |
| Cash and cash equivalents (Notes 7 and 21) | <b>150,581</b>  | 98,695   | 80,387   |
| Others (Note 26)                           | <b>36,179</b>   | 20,886   | 29,562   |
|  | <b>₱357,008</b> | ₱319,088 | ₱283,978 |



|  | 2025              | 2024       | 2023       |
|--|-------------------|------------|------------|
|  | (In Thousands)    |            |            |
| Interest and other finance charges:                                    |                   |            |            |
| Loans and bonds payable, net of interest capitalized (Notes 19 and 20) | <b>₱3,262,748</b> | ₱2,886,610 | ₱1,613,633 |
| Lease liabilities, net of interest capitalized (Note 15)               | <b>558,882</b>    | 520,667    | 487,174    |
| Amortization of transaction costs of loans and bonds (Notes 19 and 20) | <b>217,635</b>    | 190,861    | 193,341    |
| Other finance charges (Note 26)  | <b>38,320</b>     | 87,609     | 140,245    |
|  | <b>₱4,077,585</b> | ₱3,685,747 | ₱2,434,393 |

Other finance charges include bank charges, debt issue costs for short-term loans, and other miscellaneous bank fees.

## 25. Other Income

The account consists of:

|  | 2025            | 2024     | 2023     |
|--|-----------------|----------|----------|
|  | (In Thousands)  |          |          |
| Forfeited reservation and collections        | <b>₱269,732</b> | ₱206,591 | ₱92,854  |
| Service fees (Note 21)                       | <b>109,618</b>  | 114,506  | 155,339  |
| Processing fees                              | <b>77,365</b>   | 166,844  | 94,748   |
| Management, leasing and other fees (Note 21) | <b>20,660</b>   | 32,945   | 1,588    |
| Foreign currency exchange gain (loss)        | <b>1,507</b>    | 1,053    | (6,909)  |
| Others                                       | <b>12,355</b>   | 4,981    | 3,273    |
|  | <b>₱491,237</b> | ₱526,920 | ₱340,893 |

## 26. Retirement Costs

The Group has a funded, non-contributory defined benefit retirement plan (the “Plan”) covering substantially all of its officers and regular employees. Under the Plan, all covered officers and employees are entitled to cash benefits after satisfying certain age and service requirements.

The retirement plan provides retirement benefits equivalent to 70% to 100% of the final monthly salary for every year of service. The funds are administered by the Group’s Treasurer under the supervision of the Board of Trustees of the Plan and are responsible for investment strategy of the Plan.



The following tables summarize the components of retirement expense recognized in the consolidated statements of income and pension liability recognized in the consolidated statements of financial position for the existing retirement plan.

|  | 2025  |                             |                                    |
|--|---|-----------------------------|------------------------------------|
|  | Present value of<br>defined benefit<br>obligation | Fair value of<br>plan asset | Net defined<br>benefit liabilities |
|  | (In Thousands)                                    |                             |                                    |
| Balance as at beginning of year  | <b>₱595,336</b>                                   | <b>₱196,600</b>             | <b>₱398,736</b>                    |
| Net benefit costs in profit or loss  |   |                             |                                    |
| Current service cost (Note 22)   | <b>93,866</b>                                     | -                           | <b>93,866</b>                      |
| Net interest (Note 24)   | <b>35,755</b>                                     | <b>8,197</b>                | <b>27,558</b>                      |
|  | <b>129,621</b>                                    | <b>8,197</b>                | <b>121,424</b>                     |
| Benefits paid  | <b>(25,262)</b>                                   | <b>(25,262)</b>             | -                                  |
| Contribution   | -   | <b>4,300</b>                | <b>(4,300)</b>                     |
| Net transfer (Note 18)   | <b>(103,455)</b>                                  | <b>(45,818)</b>             | <b>(57,637)</b>                    |
| Remeasurement loss (gain) in other<br>comprehensive income                 |   |                             |                                    |
| Changes in financial<br>assumptions  | <b>39,399</b>                                     | -                           | <b>39,399</b>                      |
| Experience adjustments   | <b>(15,551)</b>                                   | -                           | <b>(15,551)</b>                    |
| Return on plan assets, excluding<br>amounts included in interest<br>income | -   | <b>(15,796)</b>             | <b>15,796</b>                      |
|  | <b>23,848</b>                                     | <b>(15,796)</b>             | <b>39,644</b>                      |
| Balance as at end of year  | <b>₱620,088</b>                                   | <b>₱122,221</b>             | <b>₱497,867</b>                    |
|  | 2024  |                             |                                    |
|  | Present value of<br>defined benefit<br>Obligation | Fair value of<br>plan asset | Net defined<br>benefit liabilities |
|  | (In Thousands)                                    |                             |                                    |
| Balance as at beginning of year  | ₱533,793  | ₱96,600                     | ₱437,193                           |
| Net benefit costs in profit or loss  |   |                             |                                    |
| Current service cost (Note 22)   | 36,761  | -                           | 36,761                             |
| Net interest (Note 24)   | 24,782  | -                           | 24,782                             |
|  | 61,543  | -                           | 61,543                             |
| Contribution   | -   | 100,000                     | (100,000)                          |
| Balance as at end of year  | ₱595,336  | ₱196,600                    | ₱398,736                           |

The Group's plan assets comprise of cash equivalents with original maturities of three months or less from dates of placements and are subject to insignificant risk of changes in value. As of December 31, 2025 and 2024, these placements are with EW (see Note 21). As of December 31, 2025 and 2024, the Group's plan assets are carried at fair value.

In 2025, certain employees of FLI were transferred to FBSC. The related retirement benefits of these employees were also transferred with a corresponding payable to FBSC. As of December 31, 2025, the outstanding balance of the transferred retirement benefits amounted to ₱46.58 million. (see Note 21).

The costs of defined benefit pension plan as well as the present value of the pension obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions.



The discount rate used in determining pension obligation for the defined benefit plan were 6.20 % to 6.44% and 5.10% to 6.20% in 2025 and 2024, respectively. The future salary increases rate used is 6.00% in 2025 and 2024, respectively.

The sensitivity analysis that follows has been determined based on reasonably possible changes of the assumption occurring as of the end of the reporting period, assuming if all other assumptions were held constant. Management believes that as of the reporting date, it is only the decline in discount rate that could significantly affect the pension obligation.

Management believes that pension obligation will not be sensitive to the salary rate increases because it is expected to be at the same level throughout the remaining life of the obligation.

The sensitivity analyses below have been determined based on reasonably possible changes of the significant assumption on the DBO as of the end of the financial reporting period, assuming all other assumptions were held constant.

| Assumption    | Increase (Decrease) | Increase (decrease) on DBO |          |
|---------------|---------------------|----------------------------|----------|
|               |                     | 2025                       | 2024     |
| Salary rate   | +1%                 | <b>₱93,141</b>             | ₱61,234  |
|               | -1%                 | <b>(22,426)</b>            | (54,332) |
| Discount rate | +1%                 | <b>(21,850)</b>            | (53,757) |
|               | -1%                 | <b>93,574</b>              | 61,668   |

Shown below is the maturity analysis of the undiscounted benefit payments of the Group:

|   | 2025           | 2024    |
|---|----------------|---------|
|   | (In Thousands) |         |
| Less than one year                      | <b>₱70,512</b> | ₱97,060 |
| More than one year and up to five years | <b>159,041</b> | 177,794 |
| More than five years and up to 10 years | <b>418,212</b> | 350,342 |

The Group expects to contribute ₱4.30 million to its plan assets in the next 12 months.

The management does not perform a formal Asset-Liability Matching (ALM) Study. The overall investment policy and ALM strategy of the retirement plan is based on the client sustainability assessment, as provided by its trustee bank in compliance with the Bangko Sentral ng Pilipinas requirements.

## 27. Equity

The details of the Parent Company's common and preferred shares as of December 31, 2025 and 2024 follow:

|                               | Common                                      | Preferred  |
|-------------------------------|---|------------|
|                               | (In Thousands,<br>Except Par Value figures) |            |
| Authorized shares             | ₱33,000,000                                 | ₱8,000,000 |
| Par value per share           | 1.00  | 0.01       |
| Issued and outstanding shares | 24,470,708                                  | 8,000,000  |
| Treasury shares               | 2,086,949                                   | —          |



In 2025 and 2024, there was no issuance of additional common shares.

The movement in the Parent Company's treasury shares follows:

|                              | 2025           |            | 2024      |            |
|------------------------------|----------------|------------|-----------|------------|
|                              | Shares         | Amount     | Shares    | Amount     |
|                              | (In Thousands) |            |           |            |
| <i>Common</i>                |                |            |           |            |
| Balance at beginning of year | 2,086,949      | ₱2,078,084 | 220,949   | ₱221,041   |
| Additions                    | –              | –          | 1,866,000 | 1,857,043  |
| Balance at end of year       | 2,086,949      | ₱2,078,084 | 2,086,949 | ₱2,078,084 |

#### Preferred Shares

As stated in the Parent Company's Amended Articles of Incorporation, the preferred shares may be issued from time to time in one or more series as the BOD may determine, and authority is expressly granted to the BOD to establish and designate each particular series of preferred shares, to fix the number of shares to be included in each of such series, and to determine the dividend rate and the issue price and other terms and conditions for each such shares. Dividends shall be cumulative from and after the date of issue of the preferred shares. Preferred shares of each and any sub-series shall not be entitled to any participation or share in the retained earnings remaining after dividend payments shall have been made on the preferred shares. To the extent not set forth in the Articles of Incorporation, the specific terms and restrictions of each series of preferred shares shall be specified in such resolutions as may be adopted by the BOD prior to the issuance of each of such series (the "Enabling Resolutions"), which resolutions shall thereupon be deemed a part of the Amended Articles of Incorporation.

In an Enabling Resolution approved and adopted by the BOD on October 6, 2006, it was clarified that the preferred shares are not convertible to common shares. In another Enabling Resolution approved and adopted by the BOD on January 5, 2007, the Board approved that preferred shares are entitled to cash dividend equal to one percent (1%) of the cash dividend declared and payable to common shares.

Thus, in a disclosure made by the Parent Company to the relevant government agency and regulatory body on January 18, 2007, it was clarified that the features of the issued and subscribed preferred shares, in addition to the features indicated in the Parent Company's Amended Articles of Incorporation so long as these features are not inconsistent with the Enabling Resolutions, are as follows: (i) voting, cumulative, and non-redeemable, (ii) par value is one centavo (₱0.01), (iii) entitled to cash dividend equal to one percent (1%) of the cash dividend declared and payable to common shares, and (iv) not convertible to common shares.

#### Treasury Shares

On December 20, 2007, the Parent Company's BOD approved the buy-back of some of the issued shares of stock of the Parent Company over a period of 12 months up to an aggregate amount of ₱1.50 billion, in view of the strong financial performance of the Parent Company and the very large discrepancy that existed between the current share price and the net asset value of the Parent Company.



The Parent Company had acquired 220.95 million shares at total cost of ₱221.04 million in 2008. On December 11, 2024, the Parent Company settled its Capped Voluntary Tender Offer, which was filed on October 2, 2024. The Parent Company has reacquired a total of 1,866,000,000 common shares in exchange for 597,120,000 FILRT common shares. The shareholders were offered 0.32 FILRT shares for every 1.00 FLI shares tendered. As a result of the voluntary tender offer, the Parent Company's interest in FILRT decreased to 51.10% and the costs of treasury shares amounted to ₱1.86 billion (Note 32). There were no additional acquisitions in 2025 and 2023. The retained earnings is restricted from dividend distribution to the extent of the cost of treasury shares.

#### Dividend Declarations

On April 24, 2025, the BOD of FLI approved the declaration and payment of cash dividends of ₱0.05 per share or a total of ₱1.12 billion for all common stockholders and ₱0.0005 per share or a total of ₱4.00 million for all preferred stockholders of record as of May 14, 2025 payable on May 23, 2025.

On April 19, 2024, the BOD of FLI approved the declaration and payment of cash dividends of ₱0.05 per share or a total of ₱1.22 billion for all common stockholders and ₱0.0005 per share or a total of ₱4.00 million for all preferred stockholders of record as of May 13, 2024 payable on June 5, 2024.

On April 24, 2023, the BOD of FLI approved the declaration and payment of cash dividends of ₱0.03600 per share or a total of ₱872.99 million for all common stockholders of record as of May 12, 2023 payable on June 6, 2023.

On April 24, 2023, the BOD of FLI approved the declaration and payment of cash dividends of ₱0.00036 per share or a total of ₱2.88 million for all preferred stockholders of record as of May 12, 2023 payable on June 6, 2023.

As of December 31, 2025 and 2024, the Group's total dividends payable amounted to ₱21.41 million.

#### Retained Earnings

Retained earnings include undistributed earnings amounting to ₱1.08 billion and ₱1.31 billion as of December 31, 2025 and 2024, respectively, representing accumulated equity in net earnings of subsidiaries, which are not available for dividend declaration until declared as dividends by the subsidiaries.

Retained earnings are further restricted for the payment of dividends to the extent of the cost of the shares held in treasury and deferred tax asset recognized in profit or loss as of December 31, 2025 and 2024.

Retained earnings is being utilized to cover part of the annual expenditure requirements of the Parent Company for its expansion projects in the real estate and leasing segments. Furthermore, the retained earnings was also restricted for dividend declaration considering special circumstances as approved by the BOD.



On November 11, 2025, FLI's BOD approved the reversal of the retained earnings appropriation amounting to ₱1.87 billion and appropriation of retained earnings amounting to ₱11.09 billion out of its unrestricted retained earnings as of December 31, 2024. The appropriations will cover the following:

(a) Appropriation for future capital expenditures:

| Project                    | Phase/Building | Amount<br>(In Thousands) | Estimated<br>Completion Date |
|----------------------------|----------------|--------------------------|------------------------------|
| The Glens                  | Phase 3        | ₱100,000                 | 2027                         |
| Futura Rise – Mactan       | Bldg. 1-8      | 340,000                  | 2028                         |
| Maldives                   | Bldg. G        | 656,000                  | 2029                         |
| Sorrento                   | Bldg. I        | 485,000                  | 2029                         |
| Futura Mira                | Phase 1        | 321,000                  | 2029                         |
| Centro Spatial             | Bldg. D        | 577,750                  | 2030                         |
| Sandia Homes               | Phase 2        | 433,350                  | 2030                         |
| Futura East                | Bldg. C        | 384,000                  | 2030                         |
| Futura Rise – San Rafael   | Bldg. 1-26     | 980,000                  | 2032                         |
| Futura Rise – Wood Estates | Bldg. 1-19     | 570,000                  | 2032                         |
| One Oasis Cebu             | Bldg. 6        | 2,257,000                | 2031                         |
|                            |                | <b>₱7,104,100</b>        |                              |

(b) Appropriation under special circumstances amounting to ₱3,983.13 million arising from gain on exchange of Festival Supermall Main Building on property for share swap transaction with FILRT (see Note 32).

On November 6, 2024, FLI's BOD approved appropriation of retained earnings amounting to ₱24.81 billion out of its unrestricted retained earnings as of December 31, 2023. The appropriations will cover the following:

(a) Appropriation for future capital expenditures:

| Project                   | Phase/Building  | Amount<br>(In Thousands) | Estimated<br>Completion Date |
|---------------------------|-----------------|--------------------------|------------------------------|
| Filinvest Innovation Park | Industrial      | ₱2,894,000               | 2029                         |
| Celestia                  | Phase 1         | 2,042,500                | 2029                         |
| Panglao Oasis             | Bldg. 2 - Elena | 800,000                  | 2029                         |
| Futura Rise Iloilo        | Bldgs. A – E    | 223,300                  | 2029                         |
| The Levels                | Catalina        | 2,560,300                | 2030                         |
| Cebu Ciudad               | Hotel           | 1,969,300                | 2030                         |
| Cebu Ciudad               | Office          | 1,523,600                | 2030                         |
| Belize Oasis              | Bella           | 821,700                  | 2030                         |
| Sydney Oasis              | Bldg. A         | 786,400                  | 2030                         |
| Futura Shores             | Bldg. A         | 625,000                  | 2030                         |
| Futura Monte              | Bldg. B         | 399,300                  | 2030                         |
|                           |                 | <b>₱14,645,400</b>       |                              |



(b) Appropriation under special circumstances:

| Project                              |  | Amount<br>(In Thousands) |
|--------------------------------------|--|--------------------------|
| Under the required Reinvestment Plan | Various FLI Projects as to be contained in the Reinvestment Plan   | ₱1,866,000               |
| Non-Distributable Capital Asset      | Cebu SRP Lot, Filinvest Axis Towers 2, 3, and 4, Filinvest EDSA, IT School, Convergys and Filinvest Cebu Tower 2 | 8,302,300                |
|                                      |  | <b>₱10,168,300</b>       |

On November 6, 2024, the BOD approved the reversal of the 2020 appropriated retained earnings amounting to ₱5.00 billion considering completion of related capital expenditures

Capital Management

The Group monitors its capital and cash positions and manages its expenditures and disbursements. Furthermore, the Group may also, from time to time seek other sources of funding, which may include debt or equity issues depending on its financing needs and market conditions.

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

No changes were made in capital management objectives, policies or processes for the years ended December 31, 2025, 2024 and 2023.

The Group monitors capital using interest-bearing debt-to-equity ratio, which is the long-term debt (loans payable, bonds payable) divided by total equity. The Group's policy is to keep the debt-to-equity ratio not to exceed 2:1. The following table shows how the Group computes for its interest-bearing debt-to-equity ratio:

|                                       | 2025               | 2024        |
|---------------------------------------|--------------------|-------------|
| (In Thousands)                        |                    |             |
| Loans payable (Note 19)               | <b>₱49,837,481</b> | ₱42,032,644 |
| Bonds payable (Note 20)               | <b>32,917,329</b>  | 35,856,588  |
| Long-term debt                        | <b>82,754,810</b>  | 77,889,232  |
| Total equity                          | <b>96,348,585</b>  | 93,335,512  |
| Interest-bearing debt-to-equity ratio | <b>0.86: 1.00</b>  | 0.83:1.00   |

The Group is subject to externally imposed capital requirements due to loan covenants (see Notes 19 and 20).

On August 12, 1993, SEC approved the registration of ₱2.0 billion common shares with issue price of ₱5.25 per share.

On December 15, 2006, SEC approved the registration of ₱3.7 billion common shares with issue price of ₱1.60 per share.



Below is the summary of the outstanding number of common shares and holders of security:

| Year                     | Number of<br>Shares<br>Registered<br>(In Thousands) | Number of<br>Holders of<br>Securities |
|--------------------------|---|---------------------------------------|
| January 1, 2024          | 24,249,759  | 5,606                                 |
| Add/(deduct) movement    | (1,866,000)   | (50)                                  |
| December 31, 2024        | 22,383,759  | 5,556                                 |
| Add/(deduct) movement    | –   | (6)                                   |
| <b>December 31, 2025</b> | <b>22,383,759</b>                                   | <b>5,550</b>                          |

\*Exclusive of 2,086,949 treasury shares as of December 31, 2025, and 2024.

## 28. Earnings Per Share

|   | 2025                               | 2024       | 2023       |
|---|------------------------------------|------------|------------|
|   | (In Thousands, Except EPS Figures) |            |            |
| a. Net income attributable to the equity holder of the parent*                              | <b>₱4,167,699</b>                  | ₱4,164,468 | ₱3,762,508 |
| b. Weighted average number of outstanding common shares (after considering treasury shares) | <b>22,383,759</b>                  | 24,094,259 | 24,249,759 |
| Basic/Diluted EPS (a/b)   | <b>₱0.19</b>                       | ₱0.17      | ₱0.16      |

\*After deducting the dividends for preferred shareholders (see Note 27) – 2025: ₱4.00 million, 2024: ₱4.00 million, 2023: ₱2.90 million.

There were no potential dilutive shares in 2025, 2024 and 2023.

## 29. Income Tax

Provision for (benefit from) income tax consists of:

|          | 2025              | 2024       | 2023     |
|----------|-------------------|------------|----------|
|          | (In Thousands)    |            |          |
| Current  | <b>₱1,867,942</b> | ₱72,663    | ₱578,496 |
| Deferred | <b>(988,846)</b>  | 931,972    | 66,843   |
|          | <b>₱879,096</b>   | ₱1,004,635 | ₱645,339 |

The components of the Group's deferred income tax assets follow:

|                             | 2025            | 2024    |
|-----------------------------|-----------------|---------|
|                             | (In Thousands)  |         |
| Advance rentals             | <b>₱94,709</b>  | ₱49,359 |
| Accrued retirement benefits | <b>51,126</b>   | 45,032  |
| NOLCO                       | <b>1,641</b>    | 1,641   |
|                             | <b>₱147,476</b> | ₱96,032 |



The components of the Group's net deferred income tax liabilities follow:

|  | 2025               | 2024        |
|--|--------------------|-------------|
|  | (In Thousands)     |             |
| Deferred income tax liabilities on:  |                    |             |
| Capitalized borrowing costs (Note 2)   | <b>₱3,680,750</b>  | ₱3,120,527  |
| Excess of real estate revenue based on financial accounting policy over real estate revenue based on tax rules | <b>1,168,382</b>   | 2,739,695   |
| Right-of-use-assets  | <b>901,514</b>     | 933,007     |
|  | <b>5,750,646</b>   | 6,793,229   |
| Deferred income tax assets on:   |                    |             |
| Lease liabilities  | <b>(1,140,502)</b> | (1,094,074) |
| NOLCO  | <b>(308,497)</b>   | (523,985)   |
| MCIT   | -                  | (152,573)   |
| Accrued retirement benefits charged to profit or loss  | <b>(145,860)</b>   | (114,863)   |
| Remeasurement losses on retirement plan  | <b>(18,235)</b>    | (25,287)    |
| Advance rentals  | <b>(40,581)</b>    | (23,923)    |
| Allowance for expected credit losses   | <b>(12,799)</b>    | (10,243)    |
| Others   | <b>(44,945)</b>    | (31,277)    |
|  | <b>(1,711,419)</b> | (1,976,225) |
|  | <b>₱4,039,227</b>  | ₱4,817,004  |

Provision for deferred income tax charged directly to other comprehensive income in 2025 and 2023 relating to remeasurement gain (loss) on defined benefit obligation amounted to ₱7.05 million and (₱6.89) million, respectively (nil in 2024).

The Group did not recognize deferred income tax assets on NOLCO of certain subsidiaries amounting to ₱758.49 million and ₱877.15 million as of December 31, 2025 and 2024, respectively, since management believes that their carryforward benefits may not be realized before they expire.

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(bbbb) of the Bayanihan 2 Act which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss. NOLCO incurred before taxable year 2020 can be claimed as deduction from the regular taxable income for the next three (3) years immediately following the year of such loss.

The MCIT recognized as of December 31, 2024 amounting to ₱152.57 million was claimed as deduction from income tax due in 2025.



The carryforward benefits of the NOLCO, which can be claimed by the Group as credits against the RCIT, are as follows (amounts in thousands):

| Year Incurred | Amount          | Expiry Date       |
|---------------|-----------------|-------------------|
| 2025          | ₱70,908         | December 31, 2028 |
| 2024          | 89,038          | December 31, 2027 |
| 2023          | 451,559         | December 31, 2026 |
| 2021          | 301,509         | December 31, 2026 |
|               | <b>₱913,014</b> |                   |

The following are the movements in NOLCO:

|                                 | 2025               | 2024       |
|---------------------------------|--------------------|------------|
|                                 | (In Thousands)     |            |
| Balance as at beginning of year | <b>₱2,973,090</b>  | ₱1,978,515 |
| Addition                        | <b>70,908</b>      | 1,021,900  |
| Applied/expired                 | <b>(2,130,984)</b> | (27,325)   |
| Balance as at end of year       | <b>₱913,014</b>    | ₱2,973,090 |

The reconciliation of the provision for income tax at statutory tax rate to the actual provision for income tax follows:

|  | 2025              | 2024       | 2023       |
|--|-------------------|------------|------------|
|  | (In Thousands)    |            |            |
| Income tax at statutory tax rate   | <b>₱1,421,732</b> | ₱1,410,093 | ₱1,235,346 |
| Adjustments for:   |                   |            |            |
| Nondeductible interest expense   | <b>7,666</b>      | 7,219      | 5,024      |
| Deductible expense - Optional Standard Deduction                           | <b>(20,498)</b>   | (44,674)   | (168,833)  |
| Equity in net earnings of associates                                       | <b>(132,268)</b>  | (89,579)   | (60,502)   |
| Income covered by PEZA (Note 34)   | <b>(355,241)</b>  | (228,851)  | (287,678)  |
| Income subjected to final tax  | <b>(9,365)</b>    | (19,739)   | (16,054)   |
| Interest on HGC-enrolled contracts receivables                             | <b>(3,265)</b>    | (19,274)   | (8,986)    |
| Change in unrecognized deferred tax  | <b>(29,665)</b>   | (2,679)    | 21,771     |
| Tax-exempt net income on socialized housing units                          | —                 | —          | 9,344      |
| Income tax holiday incentive on sales of BOI-registered projects (Note 34) | —                 | —          | (84,093)   |
| Others – net   | —                 | (7,881)    | —          |
|  | <b>₱879,096</b>   | ₱1,004,635 | ₱645,339   |



### 30. Fair Value Measurement

The following table sets forth the fair value hierarchy of the Group's assets and liabilities measured at fair value and those for which fair values are required to be disclosed:

|  | 2025                |                    |  |   |   |
|--|---------------------|--------------------|--|---|---|
|  | Carrying Value      | Fair Value         |  |   |   |
|  |                     | Total              | Quoted Prices in active market (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| (In Thousands)   |                     |                    |  |   |   |
| <b>Assets measured at fair value</b>                   |                     |                    |  |   |   |
| <b>Financial assets at FVOCI (Note 17)</b>             |                     |                    |  |   |   |
| Quoted   | P6,458              | P6,458             | P6,458                                   | P-                                      | P-  |
| Unquoted   | 9,077               | 9,077              | -  | -                                       | 9,077                                     |
|  | <b>P15,535</b>      | <b>P15,535</b>     | <b>P6,458</b>                            | <b>P-</b>                               | <b>P9,077</b>                             |
| <b>Liabilities for which fair values are disclosed</b> |                     |                    |  |   |   |
| <b>Financial liabilities at amortized cost</b>         |                     |                    |  |   |   |
| Accounts payable and accrued expenses (Note 18)        |                     |                    |  |   |   |
| Accounts payable                                       | P9,452,778          | P8,915,000         | P-                                       | P-                                      | P8,915,000                                |
| Retention fees payable                                 | 3,407,846           | 3,213,970          | -  | -                                       | 3,213,970                                 |
| Deposits for registration                              | 2,177,227           | 2,053,362          | -  | -                                       | 2,053,362                                 |
|  | <b>15,037,851</b>   | <b>14,182,332</b>  | <b>-</b>                                 | <b>-</b>                                | <b>14,182,332</b>                         |
| Lease liabilities (Note 15)                            | 7,116,050           | 10,089,449         | -  | -                                       | 10,089,449                                |
| Loans payable (Note 19)                                | 49,837,481          | 48,131,974         | -  | -                                       | 48,131,974                                |
| Bonds payable (Note 20)                                | 32,917,329          | 17,712,975         | -  | -                                       | 17,712,975                                |
|  | <b>P104,908,711</b> | <b>P90,116,730</b> | <b>P-</b>                                | <b>P-</b>                               | <b>P90,116,730</b>                        |
| (In Thousands)   |                     |                    |  |   |   |
|  | 2024                |                    |  |   |   |
|  | Carrying Value      | Fair Value         |  |   |   |
|  |                     | Total              | Quoted Prices in active market (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| (In Thousands)   |                     |                    |  |   |   |
| <b>Assets measured at fair value</b>                   |                     |                    |  |   |   |
| <b>Financial assets at FVOCI (Note 17)</b>             |                     |                    |  |   |   |
| Quoted   | P6,458              | P6,458             | P6,458                                   | P-                                      | P-  |
| Unquoted   | 9,077               | 9,077              | -  | -                                       | 9,077                                     |
|  | <b>P15,535</b>      | <b>P15,535</b>     | <b>P6,458</b>                            | <b>P-</b>                               | <b>P9,077</b>                             |
| <b>Liabilities for which fair values are disclosed</b> |                     |                    |  |   |   |
| <b>Financial liabilities at amortized cost</b>         |                     |                    |  |   |   |
| Accounts payable and accrued expenses (Note 18)        |                     |                    |  |   |   |
| Accounts payable                                       | P9,949,858          | P9,250,532         | P-                                       | P-                                      | P9,250,532                                |
| Retention fees payable                                 | 3,153,659           | 2,983,339          | -  | -                                       | 2,983,339                                 |
| Deposits for registration                              | 1,971,433           | 1,836,831          | -  | -                                       | 1,836,831                                 |
|  | <b>15,074,950</b>   | <b>14,070,702</b>  | <b>-</b>                                 | <b>-</b>                                | <b>14,070,702</b>                         |
| Lease liabilities (Note 15)                            | 6,930,338           | 9,826,141          | -  | -                                       | 9,826,141                                 |
| Loans payable (Note 19)                                | 42,032,644          | 40,328,382         | -  | -                                       | 40,328,382                                |
| Bonds payable (Note 20)                                | 35,856,588          | 34,125,491         | -  | -                                       | 34,125,491                                |
|  | <b>P99,894,520</b>  | <b>P98,350,716</b> | <b>P-</b>                                | <b>P-</b>                               | <b>P98,350,716</b>                        |

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

- *Cash and cash equivalents, due from and to related parties, other receivables and other current assets:* Due to the short-term nature of these accounts, their fair values approximate their carrying amounts.



- *Contracts receivables*: Estimated fair value of contracts receivables is based on the discounted value of future cash flows using the prevailing interest rates for similar types of receivables as of the reporting date. Interest rates used was 11.5% - 19.0% in 2025 and 2024.

Due to the short-term nature of receivables from government and financial institutions, carrying amounts approximate fair values.

- *Financial assets at FVOCI*: Fair values were determined using quoted market prices at reporting date. Fair value of unquoted equity securities are based on the latest selling price available.
- *Accounts payable and accrued expenses*: On accounts due within one year, the fair value of accounts payable and accrued expenses approximates the carrying amounts. On accounts due for more than a year, estimated fair value is based on the discounted value of future cash flows using the prevailing interest rates on loans and similar types of payables as of the reporting date. Interest rate used was 5.69% and 6.83% in 2025 and 2024, respectively.
- *Long-term debt (lease liabilities, loans payable and bonds payable)*: Estimated fair value on debts with fixed interest and not subjected to quarterly repricing is based on the discounted value of future cash flows using the applicable interest rates for similar types of loans as of reporting date.

Long term debt subjected to quarterly repricing is not discounted since it approximates fair value. The discount rates used range from 4.18% to 6.98% as of December 31, 2025 and 2024.

During the years ended December 31, 2025, 2024 and 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

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### 31. Financial Risk Management Objectives and Policies

The Group's principal financial instruments are composed of cash and cash equivalents, contracts and other receivables, due from related parties, financial assets at FVOCI, accounts payable and accrued expenses, due to related parties and long-term debt (loans payable and bonds payable). The main purpose of these financial instruments is to raise financing for the Group's operations.

The main objectives of the Group's financial risk management are as follows:

- To identify and monitor such risks on an ongoing basis;
- To minimize and mitigate such risks; and
- To provide a degree of certainty about costs.

The Group's finance and treasury functions operate as a centralized service for managing financial risks and activities, as well as providing optimum investment yield and cost-efficient funding for the Group. The Group's BOD reviews and approves the policies for managing each of these risks. The policies are not intended to eliminate risk but to manage it in such a way that opportunities to create value for the stakeholders are achieved. The Group's risk management takes place in the context of the normal business processes such as strategic planning, business planning, operational and support processes.



The main risks arising from the Group's financial instruments are liquidity risk, credit risk and interest rate risk.

*Liquidity Risk*

Liquidity risk is defined as the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

The Group seeks to manage its liquidity profile to be able to finance capital expenditures and service maturing debts. In order to cover its financing requirements, the Group uses both internally generated funds and available long-term and short-term credit facilities.

As of December 31, 2025 and 2024, the Group has undrawn short-term credit lines amounting ₱25.80 billion and ₱28.17 billion, respectively, and undrawn long-term credit facilities amounting ₱28.50 billion and ₱35.34 billion, respectively.

As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund raising activities, in case any requirements arise. Fund raising activities may include bank loans and capital market issues.

The tables below summarize the maturity profile of the Group's financial liabilities as of December 31, 2025 and 2024 based on contractual undiscounted payments.

|  | 2025       |                    |                    |                        |                    |              | Total        |
|--|------------|--------------------|--------------------|------------------------|--------------------|--------------|--------------|
|  | On demand  | Less than 3 months | 3 months to 1 year | > 1 year but < 3 years | 3 years to 5 years | Over 5 years |              |
| (In Thousands)                                 |            |                    |                    |                        |                    |              |              |
| <b>Financial liabilities at amortized cost</b> |            |                    |                    |                        |                    |              |              |
| Accounts payable and accrued expenses          |            |                    |                    |                        |                    |              |              |
| Accounts payable                               | ₱1,986,508 | ₱746,309           | ₱408,412           | ₱3,140,231             | ₱3,171,318         | ₱-           | ₱9,452,778   |
| Retention fees payable                         | 1,080,125  | 1,079,507          | 232,196            | 13,991                 | 638,641            | 363,386      | 3,407,846    |
| Deposits for registration                      | -          | 641                | 264,110            | 969,767                | 381,972            | 560,737      | 2,177,227    |
| Accrued expenses                               | 2,138,768  | -                  | -                  | -                      | -                  | -            | 2,138,768    |
| Accrued interest on bonds and loans            | 420,313    | -                  | -                  | -                      | -                  | -            | 420,313      |
|  | 5,625,714  | 1,826,457          | 904,718            | 4,123,989              | 4,191,931          | 924,123      | 17,596,932   |
| Other payables                                 | 955,716    | -                  | -                  | 181,219                | -                  | -            | 1,136,935    |
| Due to related parties                         | 95,903     | -                  | -                  | -                      | -                  | -            | 95,903       |
| Loans payable                                  | -          | 4,663,199          | 13,989,598         | 16,120,401             | 15,426,289         | 10,147,005   | 60,346,492   |
| Bonds payable                                  | -          | 983,576            | 2,950,728          | 21,971,542             | 8,033,487          | -            | 33,939,333   |
| Lease liabilities                              | -          | 124,240            | 372,719            | 1,065,430              | 566,502            | 26,644,369   | 28,773,260   |
|  | ₱6,677,333 | ₱7,597,472         | ₱18,217,763        | ₱43,462,581            | ₱28,218,209        | ₱37,715,497  | ₱141,888,855 |

|  | 2024      |                    |                    |                        |                    |              | Total       |
|--|-----------|--------------------|--------------------|------------------------|--------------------|--------------|-------------|
|  | On demand | Less than 3 months | 3 months to 1 year | > 1 year but < 3 years | 3 years to 5 years | Over 5 years |             |
| (In Thousands)                                 |           |                    |                    |                        |                    |              |             |
| <b>Financial liabilities at amortized cost</b> |           |                    |                    |                        |                    |              |             |
| Accounts payable and accrued expenses          |           |                    |                    |                        |                    |              |             |
| Accounts payable                               | 1,805,567 | 678,331            | 371,211            | 3,529,903              | 3,564,846          | -            | 9,949,858   |
| Retention fees payable                         | 1,022,650 | 1,022,064          | 219,841            | 12,243                 | 558,867            | 317,994      | 3,153,659   |
| Deposits for registration                      | -         | 581                | 239,145            | 878,104                | 345,867            | 507,736      | 1,971,433   |
| Accrued expenses                               | 1,964,763 | -                  | -                  | -                      | -                  | -            | 1,964,763   |
| Accrued interest on bonds and loans            | 535,049   | -                  | -                  | -                      | -                  | -            | 535,049     |
|  | 5,328,029 | 1,700,976          | 830,197            | 4,420,250              | 4,469,580          | 825,730      | 17,574,762  |
| Other payables                                 | 1,111,510 | -                  | -                  | 114,097                | -                  | -            | 1,225,607   |
| Due to related parties                         | 244,141   | -                  | -                  | -                      | -                  | -            | 244,141     |
| Loans payable                                  | -         | 2,292,934          | 6,878,801          | 16,115,255             | 15,444,491         | 12,397,500   | 53,128,981  |
| Bonds payable                                  | -         | 4,190,002          | 12,570,006         | 23,156,497             | -                  | -            | 39,916,505  |
| Lease liabilities                              | -         | 119,584            | 358,753            | 1,017,251              | 540,138            | 27,210,871   | 29,246,597  |
|  | 6,683,680 | 8,303,496          | 20,637,757         | 44,823,350             | 20,454,209         | 40,434,101   | 141,336,593 |



The tables below summarize the maturity profile of the Group's financial assets and contract assets held to manage liquidity as of December 31:

|  | 2025              |                    |                    |                        |                    |                   | Total              |
|--|-------------------|--------------------|--------------------|------------------------|--------------------|-------------------|--------------------|
|  | On demand         | Less than 3 months | 3 months to 1 year | > 1 year but < 3 years | 3 years to 5 years | Over 5 years      |                    |
| (In Thousands)   |                   |                    |                    |                        |                    |                   |                    |
| <b>Financial assets at amortized cost</b>              |                   |                    |                    |                        |                    |                   |                    |
| Cash and cash equivalents                              |                   |                    |                    |                        |                    |                   |                    |
| Cash on hand and in banks                              | ₱3,694,158        | ₱-                 | ₱-                 | ₱-                     | ₱-                 | ₱-                | ₱3,694,158         |
| Cash equivalents                                       | -                 | 1,487,244          | -                  | -                      | -                  | -                 | 1,487,244          |
| Contracts receivable                                   |                   |                    |                    |                        |                    |                   |                    |
| Contracts receivable                                   | 1,456,250         | -                  | -                  | -                      | -                  | -                 | 1,456,250          |
| Receivables from government and financial institutions | 247,095           | -                  | -                  | -                      | -                  | -                 | 247,095            |
| Other receivables                                      |                   |                    |                    |                        |                    |                   |                    |
| Receivable from tenants - net                          | 2,087,855         | -                  | -                  | -                      | -                  | -                 | 2,087,855          |
| Due from related parties                               | 527,557           | -                  | -                  | -                      | -                  | -                 | 527,557            |
| Investment in bonds                                    | -                 | -                  | -                  | -                      | 150,000            | -                 | 150,000            |
| Receivable from homeowners' associations - net         | 267,340           | -                  | -                  | -                      | -                  | -                 | 267,340            |
| Others   | 283,487           | -                  | -                  | -                      | -                  | -                 | 283,487            |
| Short-term deposits                                    | -                 | -                  | 53,299             | -                      | -                  | -                 | 53,299             |
|  | 8,563,742         | 1,487,244          | 53,299             | -                      | 150,000            | -                 | 10,254,285         |
| <b>Financial assets at FVOCI</b>                       |                   |                    |                    |                        |                    |                   |                    |
| Investments in shares of stocks:                       |                   |                    |                    |                        |                    |                   |                    |
| Quoted   | -                 | -                  | -                  | 6,458                  | -                  | -                 | 6,458              |
| Unquoted   | -                 | -                  | -                  | 9,077                  | -                  | -                 | 9,077              |
|  | -                 | -                  | -                  | 15,535                 | -                  | -                 | 15,535             |
| <b>Total financial assets</b>                          | <b>8,563,742</b>  | <b>1,487,244</b>   | <b>53,299</b>      | <b>15,535</b>          | <b>150,000</b>     | <b>-</b>          | <b>10,269,820</b>  |
| <b>Contract assets</b>                                 | <b>-</b>          | <b>1,605,560</b>   | <b>4,816,678</b>   | <b>822,758</b>         | <b>286,137</b>     | <b>2,706,105</b>  | <b>10,237,238</b>  |
|  | <b>₱8,563,742</b> | <b>₱3,092,804</b>  | <b>₱4,869,977</b>  | <b>₱838,293</b>        | <b>₱436,137</b>    | <b>₱2,706,105</b> | <b>₱20,507,058</b> |

|  | 2024       |                    |                    |                        |                    |              | Total      |
|--|------------|--------------------|--------------------|------------------------|--------------------|--------------|------------|
|  | On demand  | Less than 3 months | 3 months to 1 year | > 1 year but < 3 years | 3 years to 5 years | Over 5 years |            |
| (In Thousands)   |            |                    |                    |                        |                    |              |            |
| <b>Financial assets at amortized cost</b>              |            |                    |                    |                        |                    |              |            |
| Cash and cash equivalents                              |            |                    |                    |                        |                    |              |            |
| Cash on hand and in banks                              | ₱3,011,408 | ₱-                 | ₱-                 | ₱-                     | ₱-                 | ₱-           | ₱3,011,408 |
| Cash equivalents                                       | -          | 972,783            | -                  | -                      | -                  | -            | 972,783    |
| Contracts receivable                                   |            |                    |                    |                        |                    |              |            |
| Contracts receivable                                   | 1,932,985  | -                  | -                  | -                      | -                  | -            | 1,932,985  |
| Receivables from government and financial institutions | 245,297    | -                  | -                  | -                      | -                  | -            | 245,297    |
| Other receivables                                      |            |                    |                    |                        |                    |              |            |
| Receivable from tenants - net                          | 2,302,942  | -                  | -                  | -                      | -                  | -            | 2,302,942  |
| Due from related parties                               | 434,428    | -                  | -                  | -                      | -                  | -            | 434,428    |
| Investment in bonds                                    | -          | -                  | -                  | -                      | 150,000            | -            | 150,000    |
| Receivable from homeowners' associations - net         | 174,596    | -                  | -                  | -                      | -                  | -            | 174,596    |
| Others   | 292,037    | -                  | -                  | -                      | -                  | -            | 292,037    |
| Short-term deposits                                    | -          | -                  | 179,750            | -                      | -                  | -            | 179,750    |
|  | 8,393,693  | 972,783            | 179,750            | -                      | 150,000            | -            | 9,696,226  |



|                                  | 2024              |                    |                    |                        |                    |                 | Total              |
|----------------------------------|-------------------|--------------------|--------------------|------------------------|--------------------|-----------------|--------------------|
|                                  | On demand         | Less than 3 months | 3 months to 1 year | > 1 year but < 3 years | 3 years to 5 years | Over 5 years    |                    |
|                                  | (In Thousands)    |                    |                    |                        |                    |                 |                    |
| Financial assets at FVOCI        |                   |                    |                    |                        |                    |                 |                    |
| Investments in shares of stocks: |                   |                    |                    |                        |                    |                 |                    |
| Quoted                           | P-                | P-                 | P-                 | P6,458                 | P-                 | P-              | P6,458             |
| Unquoted                         | -                 | -                  | -                  | 9,077                  | -                  | -               | 9,077              |
|                                  | -                 | -                  | -                  | 15,535                 | -                  | -               | 15,535             |
| Total financial assets           | 8,393,693         | 972,783            | 179,750            | 15,535                 | 150,000            | -               | 9,711,761          |
| Contract assets                  | -                 | 1,446,495          | 4,339,484          | 1,846,887              | 463,962            | 342,265         | 8,439,093          |
|                                  | <b>P8,393,693</b> | <b>P2,419,278</b>  | <b>P4,519,234</b>  | <b>P1,862,422</b>      | <b>P613,962</b>    | <b>P342,265</b> | <b>P18,150,854</b> |

### *Credit Risk*

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities, primarily for its contracts receivables and other receivables.

It is the Group's policy that buyers who wish to avail the in-house financing scheme be subjected to credit verification procedures. Receivable balances are being monitored on a regular basis and subjected to appropriate actions to manage credit risk. Moreover, as discussed in Note 8, the Group has a mortgage insurance contract with Philippine Guarantee Corporation for a retail guaranty line.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. Title of the real estate property is only transferred to the customer if the consideration had been fully paid. In case of default, after enforcement activities, the Group has the right to cancel the sale and enter into another contract to sell to another customer after certain proceedings (e.g. grace period, referral to legal, cancellation process, reimbursement of previous payments) had been completed. Given this, based on the experience of the Group, the maximum exposure to credit risk at the reporting date is nil considering that fair value less cost to repossess of the real estate projects is higher than the exposure at default. The Group evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based groupings of various customer segments with similar loss patterns (i.e., by market segment and collateral type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's contracts receivables and contract assets using a provision matrix:

|   | 2025               |                   |                 |                   |                   |                 |
|---|--------------------|-------------------|-----------------|-------------------|-------------------|-----------------|
|   | Total              | Socialized        | Low Affordable  | Middle Affordable | Middle Income     | High-end        |
|   | (In Thousands)     |                   |                 |                   |                   |                 |
| <b>Expected credit loss rate</b>                        | 0%                 | 0%                | 0%              | 0%                | 0%                | 0%              |
| <b>Estimated total gross carrying amount at default</b> | <b>P11,940,583</b> | <b>P1,156,664</b> | <b>P423,632</b> | <b>P4,474,610</b> | <b>P5,294,467</b> | <b>P591,210</b> |



|  | 2024        |            |                |            |               |          |
|--|-------------|------------|----------------|------------|---------------|----------|
|  | Total       | Socialized | Low Affordable | Affordable | Middle Income | High-end |
| Expected credit loss rate                        | 0%          | 0%         | 0%             | 0%         | 0%            | 0%       |
| Estimated total gross carrying amount at default | ₱10,617,375 | ₱998,096   | ₱927,492       | ₱3,333,568 | ₱4,364,922    | ₱993,297 |

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents and financial assets at FVOCI, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

Based on the Group's experience, the said assets are highly collectible or collectible on demand. The Group holds as collaterals the corresponding properties which the third parties had bought on credit. In few cases of buyer defaults, the Group can repossess the collateralized properties and resell them at the prevailing market price.

As at December 31, 2025 and 2024, the analysis of contracts receivable that were past due is as follows:

|             | Past due          |                 |                    |                     |                 | Total             |
|-------------|-------------------|-----------------|--------------------|---------------------|-----------------|-------------------|
|             | Less than 30 days | 30 to 60 days   | 61 days to 90 days | 91 days to 120 days | Over 120 days   |                   |
|             | (In Thousands)    |                 |                    |                     |                 |                   |
| <b>2025</b> | <b>₱160,005</b>   | <b>₱177,854</b> | <b>₱73,484</b>     | <b>₱74,910</b>      | <b>₱969,997</b> | <b>₱1,456,250</b> |
| 2024        | 1,096,522         | 277,554         | 211,176            | 99,212              | 248,521         | 1,932,985         |

*No individually impaired and expected credit loss have been recognized for contracts receivables.*

There is no concentration risk on the Group's financial assets as of December 31, 2025 and 2024.

#### *Interest Rate Risk*

The Group's exposure to interest rate risk for changes in interest rates relates primarily to the Group's loans from various financial institutions. To manage interest rate risk, the Group renegotiates the interest rates for certain long term debts to convert them from fixed-rate debt to floating-rate debt as the Group believes that the current interest rate environment makes it more favorable to carry floating-rate debt.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings). There is no other impact on the Group's other comprehensive income other than those already affecting the profit and loss.

|             | Increase (decrease) in basis points | Effect on income before income tax (In Thousands) |
|-------------|-------------------------------------|---|
| <b>2025</b> | <b>+200</b>                         | <b>₱362,831</b>                                   |
|             | <b>-200</b>                         | <b>(362,831)</b>                                  |
| 2024        | +200                                | 200,968   |
|             | -200                                | (200,968)   |



The assumed change in rate is based on the currently observable market environment. Effect on the Group's income before tax is computed on the carrying amount of the Group's floating rate loans payable as of December 31, 2025 and 2024.

The following tables set out the carrying amount, by maturity, of the Group's loans payable that are exposed to interest rate risk (amounts in thousands):

| Variable interest rate         | 91-day Treasury bill plus 1% to 2% margin |                   |                       |                    |                   | Total              |
|--------------------------------|---|-------------------|-----------------------|--------------------|-------------------|--------------------|
|                                | Below 1 Year                              | 1-2 Years         | >2 years but <3 years | 3 years to 4 years | Over 4 years      |                    |
| <b>As of December 31, 2025</b> | <b>₱3,600,000</b>                         | <b>₱1,160,000</b> | <b>₱3,716,767</b>     | <b>₱8,875,000</b>  | <b>₱1,051,000</b> | <b>₱18,402,767</b> |
| As of December 31, 2024        | 200,000                                   | –                 | 1,160,000             | 50,100             | 8,875,000         | 10,285,100         |

### 32. Subsidiary with Material Noncontrolling Interest

The noncontrolling interest of FLI in its partially-owned subsidiaries as of December 31 follows:

|             | 2025  | 2024  |
|-------------|-------|-------|
| FBCI        | 45.0% | 45.0% |
| FAC         | 40.0% | 40.0% |
| PDDC        | 40.0% | 40.0% |
| FSM Cinemas | 40.0% | 40.0% |
| FILRT       | 36.7% | 48.9% |
| NSI         | 25.0% | 25.0% |
| TSNC        | 2.0%  | 2.0%  |

On January 24, 2025, FLI's and FILRT's BOD approved the sale of FLI real property to FILRT under a tax-free property-for-share swap transaction. FLI will transfer its ownership over Festival Supermall Main Mall in favor of FILRT, in exchange for 1,626,003,316 primary common shares of FILRT at an issue price of ₱3.85 per share, with a total value of ₱6.26 billion. On March 5, 2025, the Parent Company and FILRT executed the Memorandum of Agreement and the Deed of Exchange. On May 27, 2025, the SEC issued the Certificate of Approval of Valuation for the Transaction and the related shares were issued on May 29, 2025. This transaction reduced noncontrolling interest in FILRT from 48.9% to 36.7%.

On December 11, 2024, the Parent Company settled its Capped Voluntary Tender Offer, wherein the Parent Company reacquired a total of 1,866,000,000 common shares in exchange for 597,120,000 FILRT common shares (see Note 27). This increased noncontrolling interest from 36.7% as of December 31, 2023 to 48.9% as of December 31, 2024.

Total dividends declared and paid to noncontrolling interest follows:

|              | Total Dividends Declared | Share of Noncontrolling Interest |
|--------------|--------------------------|----------------------------------|
|              | (In Thousands)           |                                  |
| <b>FILRT</b> |                          |                                  |
| <b>2025</b>  | <b>₱1,483,252</b>        | <b>₱581,839</b>                  |
| 2024         | 1,237,873                | 454,671                          |
| 2023         | 1,389,549                | 510,381                          |

(Forward)



|             | Total<br>Dividends<br>Declared | Share of<br>Noncontrolling<br>Interest |
|-------------|--------------------------------|--|
|             | (In Thousands)                 |  |
| FAC         |                                |  |
| <b>2025</b> | <b>₱150,000</b>                | <b>₱60,000</b>                         |
| 2024        | 350,000                        | 140,000                                |
| 2023        | 375,000                        | 150,000                                |
| PDDC        |                                |  |
| 2024        | <b>₱100,000</b>                | <b>₱40,000</b>                         |

The summarized financial information of FILRT as of and for the year December 31, 2025 and 2024 is provided below. This information is based on amounts consolidated to the Group under the same accounting policy (i.e., cost accounting for investment properties and intangible assets) before intercompany eliminations.

*Summarized Statement of Financial Position:*

|                        | 2025              | 2024       |
|------------------------|-------------------|------------|
|                        | (In Thousands)    |            |
| Current assets         | <b>₱1,827,572</b> | ₱1,660,729 |
| Noncurrent assets      | <b>12,967,358</b> | 10,886,899 |
| Total assets           | <b>14,794,930</b> | 12,547,628 |
| Current liabilities    | <b>1,384,325</b>  | 1,568,972  |
| Noncurrent liabilities | <b>6,748,446</b>  | 6,514,655  |
| Total liabilities      | <b>8,132,771</b>  | 8,083,627  |
| Equity                 | <b>₱6,662,159</b> | ₱4,464,001 |

*Statement of Comprehensive Income*

|  | 2025               | 2024       |
|--|--------------------|------------|
|  | (In Thousands)     |            |
| Revenues   | <b>₱3,582,964</b>  | ₱2,843,627 |
| Cost and other expenses                            | <b>1,790,605</b>   | 1,605,208  |
| Other charges                                      | <b>4,359,708</b>   | 384,371    |
| Income before income tax                           | <b>(2,567,349)</b> | 854,048    |
| Net income for the year                            | <b>(2,567,349)</b> | 854,048    |
| Net income attributable to noncontrolling interest | <b>₱522,503</b>    | ₱319,195   |

*Statement of Cash Flows*

|   | 2025               | 2024        |
|---|--------------------|-------------|
|   | (In Thousands)     |             |
| Cash flows from (used in)                 |                    |             |
| Operating activities                      | <b>₱1,856,538</b>  | ₱1,145,565  |
| Investing activities                      | <b>(204,736)</b>   | (112,913)   |
| Financing activities                      | <b>(1,872,818)</b> | (1,689,835) |
| Net increase in cash and cash equivalents | <b>(₱221,016)</b>  | (₱657,183)  |



The entire proceeds from FILRT's listing and any subsequent sale thereafter, shall be used in accordance with its reinvestment plan. As a REIT entity, FILRT is subject to externally imposed capital requirements from its debt covenants and based on the requirements of the Aggregate Leverage Limit under the REIT Implementing Rules and Regulations. Per Section 8 of the REIT Implementing Rules and Regulations issued by the SEC, the total borrowings and deferred payments of a REIT should not exceed thirty-five percent (35%) of its Deposited Property; provided, however, that the total borrowings and deferred payments of a REIT that has a publicly disclosed investment grade credit rating by a duly accredited or internationally recognized rating agency may exceed thirty-five percent (35%) but not more than seventy percent (70%) of its Deposited Property. Provided, further, that in no case shall a Fund Manager, borrow for the REIT from any of the funds under its management.

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### 33. Contingencies and Commitments

#### *Contingencies*

The Group is involved in various legal actions, claims, assessments and other contingencies incidental to its ordinary course of business. Management believes that any amount the Group may have to pay in connection with any of these matters would not have a material adverse effect on the consolidated financial position or operating results. The other information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed as they may prejudice the outcome of the ongoing proceedings.

#### *BTO Agreement with Cebu Province*

In connection with the BTO Agreement with the Cebu Province, the Group is committed to develop and construct a BPO Complex on the properties owned by Cebu Province located at Salinas, Lahug, Cebu City and transfer the ownership of the BPO Complex to the Cebu Province upon completion in exchange for the right to operate and manage the BPO Complex for the entire term of the agreement and its renewal (see Note 16).

#### *Capital Commitments and Obligations*

The Group has contractual commitments and obligations for the construction and development costs to be incurred for investment properties and property and equipment items aggregating ₱6.33 billion and ₱6.30 billion as of December 31, 2025 and 2024, respectively. These will be recognized as liabilities in the Group's consolidated financial statements when the related services are received.

#### *Assignment of Development Rights under a BTO Agreement*

On June 26, 2015, the Parent Company and a third party entered into an agreement whereby the latter agreed to assign its project development rights and benefits under its BTO Agreement with Cebu Province to the Parent Company. In consideration of this assignment, the Parent Company paid upfront fee amounting to ₱50.0 million and ₱150.0 million in 2016 and 2015, respectively. On January 30, 2024, the Parent Company and the Province of Cebu entered into an Amendment Agreement to the BTO Agreement, recognizing the full assignment not only of the rights and benefits but also the obligations under the BTO Agreement in favor of the Parent Company as the successor proponent to the contemplated project development. As of December 31, 2025, project construction has not started due to pending approval from Cebu Province on the cleared site. Thus, the upfront fee is recorded as part of 'Other noncurrent assets' in the consolidated statement of financial position (see Note 17).



*Development Agreement with Bases Conversion Development Authority (BCDA)*

In 2015, the Parent Company won the contract to develop a 288-hectare area in Clark Green City in Tarlac and paid 10% of the bid premium as bid security amounted to ₱16.0 million. On January 8, 2016, the Joint Venture Agreement with BCDA was signed and pursuant to the terms of the development of the project, the Parent Company paid the ₱160.0 million bid premium representing the right to own 55% of the equity on the joint venture company to be formed with BCDA.

On February 11, 2016, the Parent Company incorporated FCGC Corporation, the entity that will handle the development of the New Clark City (NCC) Project, formerly Clark Green City Project. The bid premium is presented as part of investment properties in the consolidated financial statements (see Note 13). On March 16, 2016, FCGC and BCDA incorporated Filinvest BCDA Clark Inc. (FBCI). FCGC subscribed 282,880,000 shares at par value amounting to ₱282,880,000.

On the other hand, BCDA subscribed 231,000,000 shares amounting ₱231,000,000 and paid its subscription thru the assignment of a 50-year Development and Usufructuary Rights (DUR) over the parcel of land where the NCC project will be developed. FBCI is 55%-owned by FCGCC and 45%-owned by BCDA.

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**34. Registration with PEZA**

On February 13, 2002, the Parent Company, FAC and FILRT were registered with Philippine Economic Zone Authority (PEZA) pursuant to the provisions of RA No. 7916 as the Ecozone Developer/Operator to lease, sell, assign, mortgage, transfer or otherwise encumber the area designated as a Special Economic Zone (Ecozone). The same shall be known as Filinvest Technology Park-Calamba.

Under the registration, the Parent Company shall enjoy 5% preferential tax privilege on income generated from the Ecozone in lieu of the regular income tax rate.

On June 11, 2001, FAC was registered with PEZA as the developer/operator of PBCom Tower not entitled to any incentives. However, IT enterprises which shall locate in PBCom Tower shall be entitled to tax incentives pursuant to RA No. 7916.

On June 6, 2000, FILRT was registered with PEZA as an ECOZONE Facilities Enterprise. As a registered enterprise, it is also entitled to certain tax and non-tax benefits such as exemption from payment of national and local taxes and instead a special tax rate of five percent (5%) of gross income.

On December 15, 2015, PDDC was registered with PEZA as an ECOZONE Facilities Enterprise. As a registered enterprise, PDDC is entitled to certain tax and non-tax benefits such as exemption from payment of national and local taxes and instead a special tax rate of five percent (5%) of gross income.

On July 3, 2019, FBCI was registered with PEZA as an ECOZONE developer/operator enterprise of New Clark City Phase I. As a registered enterprise, FBCI is entitled to certain tax and non-tax benefits such as exemption from payment of national and local taxes and instead a special tax rate of five percent (5%) of gross income.

The Group is also entitled to zero percent (0%) value-added tax for sales made to ECOZONE enterprises.



### 35. Notes to Statements of Cash Flows

The Group's noncash activities are as follows:

- a) Land and land developments previously presented under real estate inventories were reclassified to investment properties amounting to ₱33.71 million and ₱1,589.80 million in 2025 and 2024, respectively. (see Notes 10 and 13).
- b) Investment properties were reclassified to real estate inventories amounting to ₱42.95 million in 2024 (nil in 2025; see Notes 10 and 13).
- c) Investment properties and property and equipment which remain unpaid amounted to ₱2,721.37 million and ₱21.92 million as of December 31, 2025, respectively; and ₱3,082.14 million and ₱93.01 million as of December 31, 2024, respectively (see Notes 13 and 14).
- d) The Group has remaining unpaid cash dividend amounting to ₱21.41 million out of the dividends declared as of December 31, 2025 and 2024 (see Note 27).
- e) Total accretion of interest on loans and bonds payable amounted to ₱80.68 million and ₱136.95 million, respectively, in 2025; and ₱102.79 million and ₱88.08 million, respectively, in 2024 (see Notes 19 and 20).
- f) In 2024, the Group paid the outstanding balance amounting ₱346.41 million, pertaining to the acquisition of parcels of land (nil in 2025; see Note 21).

Changes in liabilities arising from financing activities for the years ended December 31 follows:

|                        | 2025               |                     |                     |                      |
|------------------------|--------------------|---------------------|---------------------|----------------------|
|                        | January 1,<br>2025 | Cash flows          | Noncash<br>movement | December 31,<br>2025 |
|                        | (In Thousands)     |                     |                     |                      |
| Loans payable          | ₱42,032,644        | ₱7,829,378          | (₱24,541)           | ₱49,837,481          |
| Bonds payable          | 35,856,588         | (2,925,000)         | (14,259)            | 32,917,329           |
| Accrued interest       | 535,049            | (6,111,517)         | 5,996,781           | 420,313              |
| Dividends payable      | 21,413             | (1,123,188)         | 1,123,188           | 21,413               |
| Lease liabilities      | 6,930,338          | (463,346)           | 649,058             | 7,116,050            |
| Due to related parties | 244,141            | (148,238)           | -                   | 95,903               |
|                        | <b>₱85,620,173</b> | <b>(₱2,941,911)</b> | <b>₱7,730,227</b>   | <b>₱90,408,489</b>   |

|                        | 2024               |                     |                     |                      |
|------------------------|--------------------|---------------------|---------------------|----------------------|
|                        | January 1,<br>2024 | Cash flows          | Noncash<br>Movement | December 31,<br>2024 |
|                        | (In Thousands)     |                     |                     |                      |
| Loans payable          | ₱36,987,927        | ₱5,184,288          | (₱139,571)          | ₱42,032,644          |
| Bonds payable          | 37,468,512         | (1,699,995)         | 88,071              | 35,856,588           |
| Accrued interest       | 674,345            | (5,300,228)         | 5,160,932           | 535,049              |
| Dividends payable      | 21,413             | (1,851,159)         | 1,851,159           | 21,413               |
| Lease liabilities      | 6,719,861          | (408,907)           | 619,384             | 6,930,338            |
| Due to related parties | 488,486            | 102,069             | (346,414)           | 244,141              |
|                        | <b>₱82,360,544</b> | <b>(₱3,973,932)</b> | <b>₱7,233,561</b>   | <b>₱85,620,173</b>   |



|                        | 2023               |                     |                     | December 31,<br>2023 |
|------------------------|--------------------|---------------------|---------------------|----------------------|
|                        | January 1,<br>2023 | Cash flows          | Noncash<br>movement |                      |
|                        | (In Thousands)     |                     |                     |                      |
| Loans payable          | ₱32,849,484        | ₱4,131,388          | ₱7,055              | ₱36,987,927          |
| Bonds payable          | 41,132,786         | (3,604,600)         | (59,674)            | 37,468,512           |
| Accrued interest       | 830,908            | (4,118,521)         | 3,961,958           | 674,345              |
| Dividends payable      | 21,413             | (1,536,252)         | 1,536,252           | 21,413               |
| Lease liabilities      | 6,508,490          | (372,444)           | 583,815             | 6,719,861            |
| Due to related parties | 754,264            | (265,778)           | –                   | 488,486              |
|                        | <b>₱82,097,345</b> | <b>(₱5,766,207)</b> | <b>₱6,029,406</b>   | <b>₱82,360,544</b>   |

‘Noncash movement’ column includes amortization of debt issuance costs and interest expense for loans payable and bonds payable, dividend declaration and share in the net income of noncontrolling interest.

### 36. Subsequent Events

On February 16, 2026, the BOD approved the issuance of the third tranche of the Parent Company’s shelf registration with the SEC under MSRD Order No. 64, Series of 2023, of up to ₱11.57 billion worth of fixed-rate peso denominated bonds with a maturity period of up to ten (10) years.



## **INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors  
Filinvest Land, Inc.  
Filinvest Building, 79 EDSA,  
Brgy. Highway Hills, Mandaluyong City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Filinvest Land, Inc. (the Parent Company) and its subsidiaries (collectively referred to as "the Group") as at December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated February 16, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

*Wanessa G. Salvador*

Wanessa G. Salvador

Partner

CPA Certificate No. 0118546

Tax Identification No. 248-679-852

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 118546-SEC (Group A)

Valid to cover audit of 2019 to 2023 financial statements,  
with extension up to audit of 2025 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-137-2026, January 23, 2026, valid until January 22, 2029

PTR No. 10765124, January 2, 2026, Makati City

February 16, 2026



**FILINVEST LAND, INC. AND SUBSIDIARIES**  
**INDEX TO THE SUPPLEMENTARY SCHEDULES**

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Annex A: Reconciliation of Retained Earnings Available for Dividend Declaration

Annex B: Map Showing the Relationships Between and Among the Company and its Ultimate Parent Company, Middle Parent, Subsidiaries or Co-subsidiaries, Associates, Wherever Located or Registered

Annex C: Supplementary Schedules Required by Annex 68-J

- Schedule A. Financial Assets
- Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)
- Schedule C. Amounts Receivable from Related Parties which are Eliminated During the Consolidation of Financial Statements
- Schedule D. Long-term Debt
- Schedule E. Indebtedness to Related Parties
- Schedule F. Guarantees of Securities of Other Issuers
- Schedule G. Capital Stock

**FILINVEST LAND, INC.****SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS****AVAILABLE FOR DIVIDEND DECLARATION****DECEMBER 31, 2025**

(Amounts in Thousands of Pesos)

|   |            |                   |
|---|------------|-------------------|
| <b>Unappropriated Retained Earnings, beginning of reporting period</b>  |            | ₱30,018,518       |
| <b>Add: Items that are directly credited to Unappropriated Retained Earnings</b>  |            |                   |
| Reversal of retained earnings appropriation   | 1,866,000  |                   |
| Effect of restatements  | –          |                   |
| Others  | –          | 1,866,000         |
| <b>Less: Items that are directly debited to Unappropriated Retained Earnings</b>  |            |                   |
| Dividend declaration during the reporting period  | 1,123,188  |                   |
| Retained earnings appropriated during the reporting period  | 11,087,230 |                   |
| Effect of restatements  | –          |                   |
| Others – treasury shares  | 2,078,084  | (14,288,502)      |
| <b>Unappropriated Retained Earnings, as adjusted</b>  |            | <b>17,596,016</b> |
| <b>Add/Less: Net income (loss) for the current year</b>   |            | <b>8,222,345</b>  |
| <b>Less: Unrealized income recognized in the profit or loss during the reporting period (net of tax)</b>  |            |                   |
| Equity in net income of associate/joint venture, net of dividends declared  | –          |                   |
| Unrealized foreign exchange gain, except those attributable to cash and equivalents   | –          |                   |
| Unrealized fair value adjustment (marked-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)                     | –          |                   |
| Unrealized fair value gain of investment property   | –          |                   |
| Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS                         | –          |                   |
| Sub-total   |            | –                 |
| <b>Add: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)</b> |            |                   |
| Realized foreign exchange gain, except those attributable to Cash and cash equivalents  | –          |                   |
| Realized fair value adjustment (market-to-market gains) of financial instruments at fair value through profit or loss FVTPL)                        | –          |                   |
| Realized fair value gain of Investment Property   | –          |                   |
| Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS                       | –          |                   |
| Sub-total   |            | –                 |

*(Forward)*

**Add: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)**

|  |  |    |
|--|--|----|
| Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents  |  | ₱- |
| Reversal of previously recorded fair value adjustment (market-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)             |  | -  |
| Reversal of previously recorded fair value gain of Investment Property   |  | -  |
| Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded |  | -  |
| Sub-total  |  | -  |

---

**Adjusted Net Income/Loss** 8,222,345

**Add: Non-actual losses recognized in profit or loss during the reporting period (net of tax)**

|   |  |   |
|---|--|---|
| Depreciation on revaluation increment (after tax) |  | - |
| Sub-total   |  | - |

**Add/Less: Adjustments related to relief granted by the SEC and BSP**

|  |  |   |
|--|--|---|
| Amortization of the effect of reporting relief           |  | - |
| Total amount of reporting relief granted during the year |  | - |
| Others   |  | - |
| Sub-total  |  | - |

**Add/Less: Other items that should be excluded from the determination of the amount of available for dividends distribution**

|   |           |         |
|---|-----------|---------|
| Net movement of treasury shares (except for reacquisition of redeemable shares)   |           | -       |
| Net movement of deferred tax asset not considered in the reconciling items under the previous categories  | 377,313   |         |
| Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable | (161,990) |         |
| Adjustment due to deviation from PFRS/GAAP - gain (loss)  |           | -       |
| Others  |           | -       |
| Sub-total   | 215,323   | 215,323 |

---

**Total Retained Earnings, end of reporting period available for dividend** **₱26,033,684**

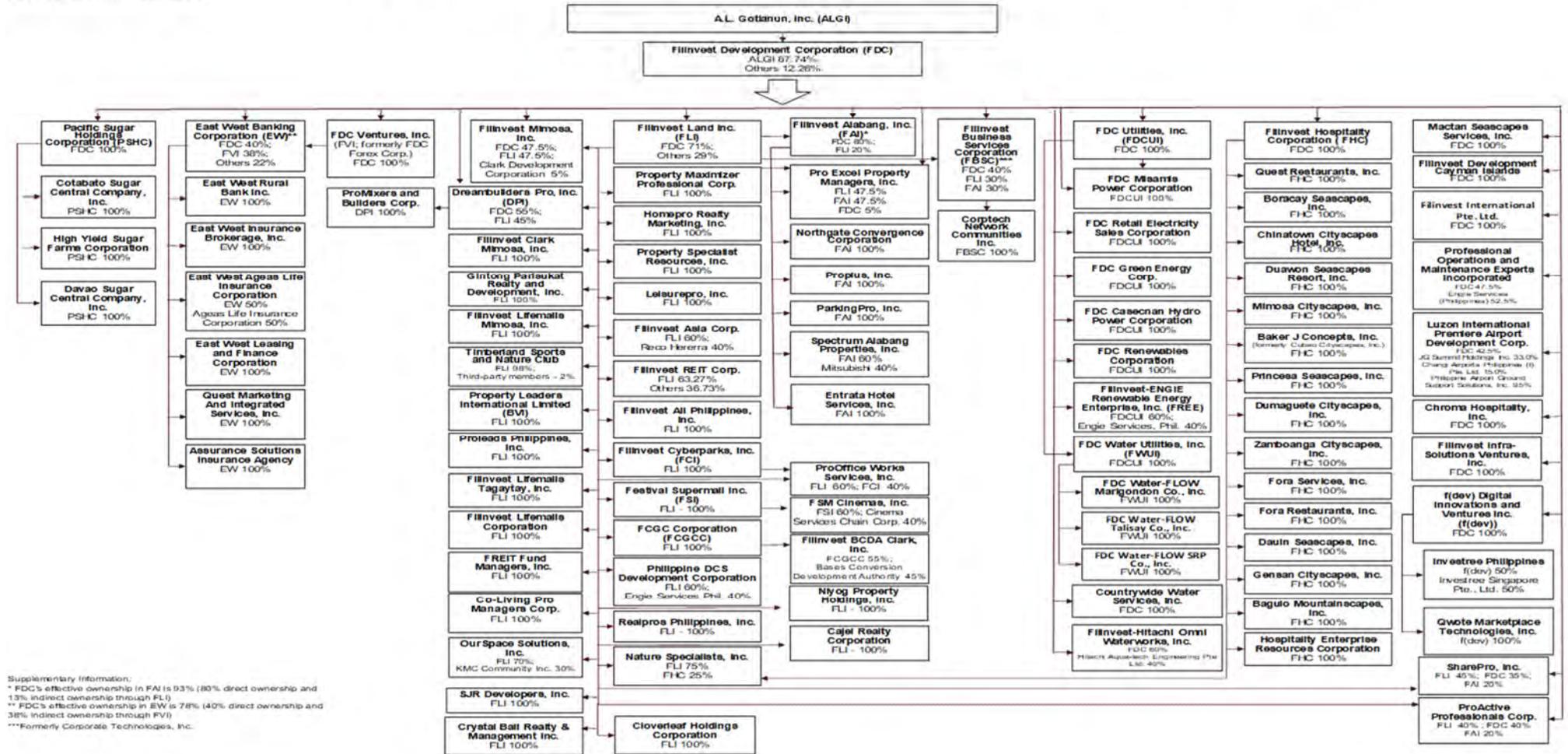
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**FILINVEST LAND, INC. AND SUBSIDIARIES**

**MAP SHOWING THE RELATIONSHIPS BETWEEN AND AMONG THE COMPANIES IN THE GROUP, ITS ULTIMATE PARENT COMPANY AND CO-SUBSIDIARIES  
DECEMBER 31, 2025**

A.L. GOTIANUN, INC.

MAP SHOWING THE RELATIONSHIP BETWEEN AND AMONG THE COMPANIES IN THE GROUP, ITS ULTIMATE PARENT, CO-SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES  
(As of December 31, 2025)



Supplementary Information:  
 \* FDC's effective ownership in FAI is 93% (80% direct ownership and 13% indirect ownership through FLI)  
 \*\* FDC's effective ownership in EWB is 78% (40% direct ownership and 38% indirect ownership through FVI)  
 \*\*\* Formerly Corporate Technologies, Inc.

## SCHEDULE A

### **FILINVEST LAND, INC. AND SUBSIDIARIES**

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### **SUPPLEMENTARY SCHEDULE OF FINANCIAL ASSETS**

### **DECEMBER 31, 2025**

Below is the detailed schedule of the Group's financial assets in equity securities as of December 31, 2025:

| Name of Issuing entity and association of each issue | Number of Shares | Amount Shown in the Statement of Financial Position | Value Based on Market Quotation at end of year | Income Received and Accrued |
|--|------------------|---|--|-----------------------------|
| (In Thousands Except Number of Shares)               |                  |   |  |                             |
| <b>Financial assets at FVOCI</b>                     |                  |   |  |                             |
| Quoted:  |                  |   |  |                             |
| Philippine Long Distance Telephone Company           | 26,100           | ₱261  | ₱261   | ₱-                          |
| Manila Electric Company (MERALCO)                    | 1,153,694        | 6,197   | 6,197  | -                           |
|  |                  | 6,458   | 6,458  | -                           |
| Unquoted:  |                  |   |  |                             |
| The Palms Country Club, Inc.                         | 1,000            | ₱3,060  | ₱3,060   | ₱-                          |
| Cebu Country Club                                    | 1                | 6,017   | 6,017  | -                           |
|  |                  | 9,077   | 9,077  | -                           |
|  |                  | ₱15,535   | ₱15,535  | ₱-                          |

The Group's investment in MERALCO is an unlisted preferred shares acquired in connection with the infrastructure that it provides for the Group's real estate development projects. These are carried at cost less impairment, if any.

## SCHEDULE B

### **FILINVEST LAND, INC. AND SUBSIDIARIES**

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#### **SUPPLEMENTARY SCHEDULE OF AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES, AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES) DECEMBER 31, 2025**

As of December 31, 2025, there were no advances to employees of the Group with balances above ₱1.0 million.

All amounts receivable from related parties pertained to items arising in the ordinary course of business.

## SCHEDULE C

### FILINVEST LAND, INC. AND SUBSIDIARIES

#### SUPPLEMENTARY SCHEDULE OF AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS DECEMBER 31, 2025

Below is the schedule of receivables with related parties which are eliminated in the consolidated financial statements as of December 31, 2025 (amounts in thousands):

|   |                        | Volume of Transactions | Receivable         |
|---|------------------------|------------------------|--------------------|
| Filinvest Cyberzone Mimosa, Inc. (FCMI)               | Share in Expenses      | P726,283               | P4,659,292         |
| Filinvest Cyberparks, Inc. (FCI)                      | Share in expenses      | 87,761                 | 3,050,736          |
| Filinvest Lifemalls Tagaytay, Inc. (FLTI)             | Share in expenses      | 779                    | 1,647,436          |
| Homepro Realty Marketing, Inc. (Homepro)              | Share in expenses      | 17,300                 | 746,890            |
| FCGC Corporation (FCGCC)                              | Share in expenses      | 164,967                | 197,395            |
| Property Maximizer Professional Corp. (Promax)        | Marketing Fee Expenses | 54,006                 | 152,959            |
| Property Maximizer Professional Corp. (Promax)        | Share in Expenses      | (24,079)               | -                  |
| Nature Specialists, Inc. (NSI)                        | Share in expense       | 22,547                 | 132,550            |
| Filinvest REIT Corp (FILRT)                           | Share in expenses      | (39,172)               | 102,576            |
| Filinvest REIT Corp (FILRT)                           | Rent income            | (202)                  | -                  |
| Filinvest BCDA Clark, Inc. (FBCI)                     | Share in expenses      | 4,296                  | 99,198             |
| Filinvest AII Philippines, Inc. (FAPI)                | Share in expenses      | 63,803                 | 80,346             |
| SJR Developers  | Share in expenses      | 267                    | 45,690             |
| Festival Supermall, Inc. (FSI)                        | Share in expenses      | 30,822                 | 30,822             |
| Proleads Philippines, Inc. (PPI)                      | Share in expenses      | 62                     | 28,267             |
| Timberland Sports and Nature Club, Inc. (TSNC)        | Share in expenses      | 742                    | 20,653             |
| Realpros Philippines, Inc. (RPI)                      | Share in expenses      | (92)                   | 15,323             |
| Gintong Parisukat Realty and Development Inc. (GPRDI) | Share in expenses      | (15,095)               | 14,845             |
| Niyog Property Holdings Inc                           | Share in expenses      | 5,416                  | 11,109             |
| Property Specialist Resources, Inc. (Prosper)         | Share in expenses      | (655)                  | 7,652              |
| Leisurepro, Inc. (Leisurepro)                         | Share in expenses      | (45)                   | 6,787              |
| Cajel Realty Corporation                              | Share in Expenses      | 1,761                  | 2,465              |
| Filinvest Lifemalls Corporation (FLC)                 | Share in expenses      | (1,338)                | 1,056              |
| Co-Living Pro Managers Corp.                          | Share in expenses      | (11,453)               | 751                |
| Filinvest Lifemalls Mimosa, Inc. (FLMI)               | Share in expenses      | -                      | 214                |
| Property Leaders International Limited (PLIL)         | Share in expenses      | (178)                  | 111                |
| Philippine DCS Development Corporation (PDDC)         | Share in expenses      | (121)                  | 106                |
| ProOffice Works Services, Inc. (ProOffice)            | Share in expenses      | (278)                  | 41                 |
| FREIT Fund Managers, Inc. (FFMI)                      | Share in expenses      | (844)                  | 9                  |
| OurSpace Solutions, Inc.                              | Share in expenses      | (850)                  | 5                  |
| FSM Cinemas, Inc.                                     | Share in expenses      | (139)                  | 1                  |
| Filinvest Asia Corporation (FAC)                      | Share in expenses      | (340)                  | -                  |
|   |                        | <b>P1,085,931</b>      | <b>P11,055,285</b> |

The table below shows the movement of the receivables from related parties:

|   | Balance<br>Beginning<br>of Year | Additions         | Collections      | Balance<br>at End of<br>Year |
|---|---------------------------------|-------------------|------------------|------------------------------|
| Filinvest Cyberzone Mimosa, Inc. (FCMI)               | P3,933,009                      | P726,283          | P-               | P4,659,292                   |
| Filinvest Cyberparks, Inc. (FCI)                      | 2,962,975                       | 101,458           | (13,697)         | 3,050,736                    |
| Filinvest Lifemalls Tagaytay, Inc. (FLTI)             | 1,646,657                       | 779               | -                | 1,647,436                    |
| Homepro Realty Marketing, Inc. (Homepro)              | 729,590                         | 17,300            | -                | 746,890                      |
| FCGC Corporation (FCGCC)                              | 32,428                          | 164,967           | -                | 197,395                      |
| Property Maximizer Professional Corp. (Promax)        | 123,032                         | 49,084            | (19,157)         | 152,959                      |
| Nature Specialists, Inc. (NSI)                        | 110,003                         | 22,547            | -                | 132,550                      |
| Filinvest REIT Corp (FILRT)                           | 141,950                         | (39,367)          | (7)              | 102,576                      |
| Filinvest BCDA Clark, Inc. (FBCI)                     | 94,902                          | 4,334             | (38)             | 99,198                       |
| Filinvest AII Philippines, Inc. (FAPI)                | 16,543                          | 63,803            | -                | 80,346                       |
| SJR Developers  | 45,423                          | 267               | -                | 45,690                       |
| Festival Supermall, Inc. (FSI)                        | -                               | 30,822            | -                | 30,822                       |
| Proleads Philippines, Inc. (PPI)                      | 28,205                          | 62                | -                | 28,267                       |
| Timberland Sports and Nature Club, Inc. (TSNC)        | 19,911                          | 742               | -                | 20,653                       |
| Realpros Philippines, Inc. (RPI)                      | 15,415                          | (46)              | (46)             | 15,323                       |
| Gintong Parisukat Realty and Development Inc. (GPRDI) | 29,940                          | (15,095)          | -                | 14,845                       |
| Niyog Property Holdings Inc                           | 5,693                           | 5,416             | -                | 11,109                       |
| Property Specialist Resources, Inc. (Prosper)         | 8,307                           | (608)             | (47)             | 7,652                        |
| Leisurepro, Inc. (Leisurepro)                         | 6,832                           | (45)              | -                | 6,787                        |
| Cajel Realty Corporation                              | 704                             | 1,761             | -                | 2,465                        |
| Filinvest Lifemalls Corporation (FLC)                 | 2,394                           | (292)             | (1,046)          | 1,056                        |
| Co-Living Pro Managers Corp. (CPMC)                   | 12,204                          | (109)             | (11,344)         | 751                          |
| Filinvest Lifemalls Mimosa, Inc. (FLMI)               | 214                             | -                 | -                | 214                          |
| Property Leaders International Limited (PLIL)         | 289                             | (178)             | -                | 111                          |
| Philippine DCS Development Corporation (PDDC)         | 227                             | (112)             | (9)              | 106                          |
| ProOffice Works Services, Inc. (ProOffice)            | 319                             | (278)             | -                | 41                           |
| FREIT Fund Managers, Inc. (FFMI)                      | 853                             | (394)             | (450)            | 9                            |
| OurSpace Solutions, Inc.                              | 855                             | (390)             | (460)            | 5                            |
| FSM Cinemas, Inc. (FSM Cinemas)                       | 140                             | (139)             | -                | 1                            |
| Filinvest Asia Corporation (FAC)                      | 340                             | (340)             | -                | -                            |
|   | <b>P9,969,354</b>               | <b>P1,132,232</b> | <b>(P46,301)</b> | <b>P11,055,285</b>           |

The intercompany transactions between FLI and the subsidiaries pertain to share in common expenses, rental charges, marketing fee and management fee. There were no amounts written off during the year and all amounts are expected to be settled within the year.

**SCHEDULE D**

**FILINVEST LAND, INC. AND SUBSIDIARIES**

**SUPPLEMENTARY SCHEDULE OF LONG-TERM DEBT**

**DECEMBER 31, 2025**

Below is the schedule of long-term debt of the Group:

| <b>Title of Issue &amp; Type of Obligation</b> | <b>Amount Authorized by Indenture/Facility Agreement</b> | <b>Current Portion of Long-term Debt (In Thousands)</b> | <b>Long-term Debt (net of Current Portion) (In Thousands)</b> | <b>Interest Rate</b>           | <b>No. of Periodic Installment</b> | <b>Maturity Date</b>      |
|--|--|---|---|--------------------------------|------------------------------------|---------------------------|
| <b>Filinvest Land Inc.</b>                     |  |   |   |                                |                                    |                           |
| <b>Bonds</b>                                   |  |   |   |                                |                                    |                           |
| Philippine Peso                                | ₱1,764,600   | ₱1,752,262  | ₱–  | 4.1800%                        | N/A, Bullet                        | May 18, 2026              |
| Philippine Peso                                | 11,430,800   | –   | 11,363,759  | 6.9829%                        | N/A, Bullet                        | June 1, 2027              |
| Philippine Peso                                | 2,975,000  | –   | 2,958,434   | 6.4100%                        | N/A, Bullet                        | June 23, 2027             |
| Philippine Peso                                | 5,000,000  | –   | 4,970,300   | 5.2600%                        | N/A, Bullet                        | December 21, 2027         |
| Philippine Peso                                | 2,553,200  | –   | 2,524,509   | 6.8312%                        | N/A, Bullet                        | March 12, 2035            |
| Philippine Peso                                | 2,661,260  | –   | 2,632,418   | 6.6550%                        | N/A, Bullet                        | March 12, 2032            |
| Philippine Peso                                | 6,785,540  | –   | 6,715,647   | 6.2916%                        | N/A, Bullet                        | March 12, 2030            |
| <b>Bank Loan- Peso</b>                         |  |   |   |                                |                                    |                           |
| Local Bank                                     | 8,805,000  | 2,989,544   | 5,778,972   | Various fixed / floating rates | Various                            | Various from 2026 to 2031 |
| Local Bank                                     | 9,911,000  | 3,223,521   | 6,629,076   | Various fixed rates            | Various                            | Various from 2026 to 2031 |
| Local Bank                                     | 3,000,000  | –   | 2,981,881   | Various fixed / floating rates | Various                            | Various within 2031       |
| Local Bank                                     | 2,000,000  | 1,984,851   | –   | Various fixed rates            | Various                            | September 27, 2026        |
| Local Bank                                     | 5,500,000  | 496,124   | 4,982,707   | Various fixed / floating rates | Various                            | Various from 2026 to 2029 |
| Local Bank                                     | 6,700,000  | 2,876,445   | 3,795,703   | Various fixed / floating rates | Various                            | Various from 202 to 2029  |
| Local Bank                                     | 5,495,833  | 2,917,642   | 2,544,074   | Various fixed / floating rates | Various                            | Various from 2026 to 2028 |
| Local Bank                                     | 700,000  | 199,084   | 496,277   | Various fixed / floating rates | Various                            | Various from 2026 to 2032 |
| <b>Sub-total</b>                               | <b>75,282,233</b>  | <b>16,439,473</b>                                       | <b>58,373,757</b>   |                                |                                    |                           |

| <b>Title of Issue &amp; Type of Obligation</b> | <b>Amount Authorized by Indenture/Facility Agreement</b> | <b>Current Portion of Long-term Debt (In Thousands)</b> | <b>Long-term Debt (net of Current Portion) (In Thousands)</b> | <b>Interest Rate</b>           | <b>No. of Periodic Installment</b> | <b>Maturity Date</b>      |
|--|--|---|---|--------------------------------|------------------------------------|---------------------------|
| <b>Subsidiaries</b>                            |  |   |   |                                |                                    |                           |
| <b>Bank Loan- Peso</b>                         |  |   |   |                                |                                    |                           |
| Local Bank                                     | ₱4,201,682   | ₱894,726  | ₱3,283,574  | Various fixed / floating rates | Various                            | Various from 2026 to 2031 |
| Local Bank                                     | 3,000,000  | –   | 2,982,037   | Various fixed rates            | Various                            | December 27, 2029         |
| Local Bank                                     | 785,200  | 23,930  | 757,313   | Various fixed / floating rates | Various                            | Various from 2026 to 2029 |
|  | ₱83,269,115  | ₱17,358,129   | ₱65,396,681   |                                |                                    |                           |

Each loan balance is presented net of unamortized deferred costs. The agreements covering the abovementioned loans require maintaining certain financial ratios including debt-to-equity ratio ranging from 2.0x to 3.0x and minimum interest coverage ratio of 1.0x. These Peso-denominated loans bear floating interest rates, which are repriced quarterly, semi-annually or annually based on either 3-month or 1-year Bloomberg Valuation (BVAL), or Reverse Repurchase Rate (RRP), plus margin, per annum.

Each bond balance is presented net of unamortized deferred costs. The agreements covering the abovementioned bonds require maintaining certain financial ratios including maximum debt-to-equity ratio ranging from 2.0x to 2.5x ; minimum current ratio ranging from 1.0x to 2.0x; and minimum debt service coverage ratio (DSCR) of 1.0x (except for FILRT bonds which requires maximum debt-to-equity ratio of 2.33x and DSCR of 1.1x).

The agreements also provide for restrictions and requirements with respect to, among others, making distribution on its share capital; purchase, redemption or acquisition of any share of stock; sale or transfer and disposal of all or a substantial part of its capital assets; restrictions on use of funds; and entering into any partnership, merger, consolidation or reorganization.

The Group has complied with these contractual agreements. There was neither default nor breach noted for the year ended December 31, 2025.

## **SCHEDULE E**

### **FILINVEST LAND, INC. AND SUBSIDIARIES**

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### **SUPPLEMENTARY SCHEDULE OF INDEBTEDNESS TO RELATED PARTIES**

**DECEMBER 31, 2025**

This schedule is not applicable as there are no non-current indebtedness which exceed 5% of total assets as of December 31, 2025.

## **SCHEDULE F**

### **FILINVEST LAND, INC. AND SUBSIDIARIES**

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### **SUPPLEMENTARY SCHEDULE OF GUARANTEES OF SECURITIES OF OTHER ISSUERS**

**DECEMBER 31, 2025**

The Group does not have guarantees of securities of other issuers as of December 31, 2025.

**SCHEDULE G**

**FILINVEST LAND, INC. AND SUBSIDIARIES**

**SUPPLEMENTARY SCHEDULE OF CAPITAL STOCK**

**DECEMBER 31, 2025**

| Title of issue   | Number of shares authorized | As shown under related Statement of Financial Position caption |                           | Number of shares reserved for options, warrants, conversion and other rights | Number of shares held by related parties | Directors, Officers and Employees | Others    |
|------------------|-----------------------------|--|---------------------------|--|--|-----------------------------------|-----------|
|                  |                             | Number of shares issued and subscribed                         | Number of Treasury Shares |  |  |                                   |           |
| (In Thousands)   |                             |  |                           |  |  |                                   |           |
| Common Shares    | 33,000,000                  | 24,470,708   | 2,086,949                 | –  | 16,407,414                               | 58,687                            | 5,917,658 |
| Preferred Shares | 8,000,000                   | 8,000,000  | –                         | –  | 8,000,000                                | –                                 | –         |



**FILINVEST LAND, INC. AND SUBSIDIARIES**  
**SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR**  
**FEE-RELATED INFORMATION**  
**DECEMBER 31, 2025**

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|                                       | <b>2025</b>       | <b>2024</b>       |
|---------------------------------------|-------------------|-------------------|
| <b>Total Audit Fees</b>               | <b>₱5,299,944</b> | <b>₱4,883,078</b> |
| Non-audit services fees:              |                   |                   |
| Other assurance services              | <b>3,502,878</b>  | 2,356,798         |
| Tax services                          | –                 | –                 |
| All other services                    | –                 | –                 |
| <b>Total Non-audit Fees</b>           | <b>3,502,878</b>  | <b>2,356,798</b>  |
| <b>Total Audit and Non-audit Fees</b> | <b>₱8,802,822</b> | <b>₱7,239,876</b> |

## INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors  
Filinvest Land, Inc.  
Filinvest Building, 79 EDSA,  
Brgy. Highway Hills, Mandaluyong City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Filinvest Land, Inc. (the Parent Company) and its subsidiaries (collectively referred to as "the Group") as at December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated February 16, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

*Wanessa G. Salvador*

Wanessa G. Salvador

Partner

CPA Certificate No. 0118546

Tax Identification No. 248-679-852

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

SEC Partner Accreditation No. 118546-SEC (Group A)

Valid to cover audit of 2019 to 2023 financial statements,  
with extension up to audit of 2025 financial statements

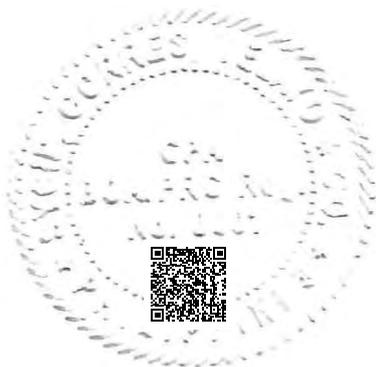
SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-137-2026, January 23, 2026, valid until January 22, 2029

PTR No. 10765124, January 2, 2026, Makati City

February 16, 2026



## FILINVEST LAND, INC. AND SUBSIDIARIES

### COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

DECEMBER 31, 2025

(Amounts in Thousands of Pesos)

| <b>Ratio</b>                          | <b>Formula</b>  | <b>2025</b> | <b>2024</b> |
|---------------------------------------|---|-------------|-------------|
| Current Ratio <sup>(1)</sup>          | Total Current Assets divided by Total Current Liabilities<br><br><div style="display: flex; justify-content: space-between;"> <div>Total Current Assets</div> <div>97,643,018</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by: Total Current Liabilities</div> <div>29,621,975</div> </div> <hr style="width: 100%;"/> <div style="display: flex; justify-content: space-between;"> <div>Current Ratio</div> <div>3.30</div> </div>  | <b>3.30</b> | 2.78        |
| Interest-bearing Debt-to-Equity ratio | Interest-bearing Debt ( <i>Sum of Consolidated Loans Payable and Consolidated Bonds Payable</i> ) divided by Total Equity<br><br><div style="display: flex; justify-content: space-between;"> <div>Interest-bearing Debt</div> <div>82,754,810</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by: Equity</div> <div>96,348,585</div> </div> <hr style="width: 100%;"/> <div style="display: flex; justify-content: space-between;"> <div>Long-term Debt-to-Equity Ratio</div> <div>0.86</div> </div>   | <b>0.86</b> | 0.83        |
| Debt Ratio                            | Total Liabilities divided by Total Assets<br><br><div style="display: flex; justify-content: space-between;"> <div>Total Liabilities</div> <div>117,831,707</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by: Total Assets</div> <div>214,180,292</div> </div> <hr style="width: 100%;"/> <div style="display: flex; justify-content: space-between;"> <div>Debt Ratio</div> <div>0.55</div> </div>   | <b>0.55</b> | 0.55        |
| EBITDA to Total Interest Paid         | Earnings before Interests and Other Charges, Income Tax, Depreciation and Amortization - EBITDA ( <i>net income plus interest and other finance charges (including interest expense on financial liability on lease contract), provision for income tax, depreciation and amortization</i> ) divided by Total Interest Paid<br><br><div style="display: flex; justify-content: space-between;"> <div>EBITDA</div> <div>11,845,935</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by: Total Interest Paid</div> <div>6,111,517</div> </div> <hr style="width: 100%;"/> <div style="display: flex; justify-content: space-between;"> <div>EBITDA to Total Interest Paid</div> <div>1.94</div> </div>   | <b>1.94</b> | 2.16        |
| Price Earnings Ratio                  | Closing price divided by Earnings per share<br><br><div style="display: flex; justify-content: space-between;"> <div>Closing price <sup>(2)</sup></div> <div>0.77</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by: Earnings per share</div> <div>0.19</div> </div> <hr style="width: 100%;"/> <div style="display: flex; justify-content: space-between;"> <div>Price Earnings Ratio</div> <div>4.05</div> </div>  | <b>4.05</b> | 4.29        |
| Quick Asset Ratio                     | Quick Assets ( <i>total current assets less real estate inventories</i> ) divided by Current Liabilities<br><br><div style="display: flex; justify-content: space-between;"> <div>Total Current Assets</div> <div>97,643,018</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Less: Inventories</div> <div>74,020,754</div> </div> <hr style="width: 100%;"/> <div style="display: flex; justify-content: space-between;"> <div>Quick Assets</div> <div>23,622,264</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by: Total Current Liabilities</div> <div>29,621,975</div> </div> <hr style="width: 100%;"/> <div style="display: flex; justify-content: space-between;"> <div>Quick Asset Ratio</div> <div>0.80</div> </div> | <b>0.80</b> | 0.71        |
| <i>(Forward)</i>                      |   |             |             |

| <b>Ratio</b>            | <b>Formula</b>  | <b>2025</b> | <b>2024</b> |             |
|-------------------------|---|-------------|-------------|-------------|
| Solvency Ratio          | Net Income before Depreciation and Amortization ( <i>net income plus depreciation and amortization</i> ) divided by Total Liabilities | <b>0.06</b> | 0.06        |             |
|                         | Net Income  |             |             | 4,807,833   |
|                         | Add: Depreciation and Amortization  |             |             | 2,081,421   |
|                         | Net Income before Depreciation and Amortization   |             |             | 6,889,254   |
|                         | Divide by: Total Liabilities  |             |             | 117,831,707 |
|                         | Solvency Ratio  | 0.06        |             |             |
| Interest Coverage Ratio | Earnings before Interest and Other Finance Charges and Income Tax (EBIT) divided by Interest and Other Finance Charges                | <b>2.39</b> | 2.53        |             |
|                         | EBIT  |             |             | 9,764,514   |
|                         | Divide by: Interest and Other Finance Charges   |             |             | 4,077,585   |
|                         | Interest Coverage Ratio   |             |             | 2.39        |
| Net Profit Margin       | Net Income divided by Revenue   | <b>0.19</b> | 0.19        |             |
|                         | Net Income  |             |             | 4,807,833   |
|                         | Divide by: Revenue  |             |             | 25,898,351  |
|                         | Net Profit Margin   | 0.19        |             |             |
| Return on Equity        | Net Income divided by Total Equity  | <b>0.05</b> | 0.05        |             |
|                         | Net Income  |             |             | 4,807,833   |
|                         | Divide by: Total Equity   |             |             | 96,348,585  |
|                         | Return on Equity  |             |             | 0.05        |
| Asset-to-Equity Ratio   | Total Assets divided by Total Equity  | <b>2.22</b> | 2.22        |             |
|                         | Total Assets  |             |             | 214,180,292 |
|                         | Divide by: Total Equity   |             |             | 96,348,585  |
|                         | Return on Equity  |             |             | 2.22        |

(1) In computing for the Group's current ratio, current assets include cash and cash equivalents, contracts receivables, contract assets, other receivables, real estate inventories and other current assets and current liabilities include accounts payable and accrued expenses, due to related parties, income tax payable and current portion of loans payable. Determination of current accounts is based on their maturity profile of relevant assets and liabilities.

(2) Closing price at December 31, 2025 and December 31, 2024 is ₱0.77 and ₱0.73, respectively.

## ANNEX “D”

## MANAGEMENT DISCUSSION AND ANALYSIS AND PLAN OF OPERATION

**Plan of Operations for 2026**

In terms of real property trading business segment, FLI’s business strategy has placed emphasis on the development and sale of residential lots and housing units mainly to lower and middle-income markets which accounts for approximately 50% of total demand throughout the Philippines as its core. This business segment includes landed housing, medium-rise buildings (MRB) and high-rise condominium projects, residential farm estates, entrepreneurial communities, and leisure developments in response to the demands of the Philippine market.

For 2026, FLI intends to launch P9.3 billion worth of projects and to focus on selling RFO inventory. FLI projects are geographically diversified and can be found in 22 provinces across the country. FLI also focuses on projects that have short construction periods to minimize construction risks. Home buyers are typically first-time homeowners and ultimate end-users.

As far as the leasing business is concerned, the Parent Company will continue to lease out office and retail spaces. The Company will also focus on leasing out its industrial park in New Clark City.

**Results of operations for the year ended December 31, 2025 compared to year ended December 31, 2024**

|   | 2025              | 2024       | Change<br>Increase (Decrease) |          |
|---|-------------------|------------|-------------------------------|----------|
| <b>REVENUE</b>                              |                   |            |                               |          |
| Real Estate Sales                           | <b>₱16,274.02</b> | ₱15,392.76 | ₱881.26                       | 5.73%    |
| Rental and related services                 | <b>8,247.02</b>   | 7,848.09   | 398.93                        | 5.08%    |
| Total revenue                               | <b>24,521.04</b>  | 23,240.85  | 1,280.19                      | 5.51%    |
| <b>EQUITY IN NET EARNINGS OF ASSOCIATES</b> | <b>529.07</b>     | 359.04     | 170.03                        | 47.36%   |
| <b>OTHER INCOME</b>                         |                   |            |                               |          |
| Interest Income                             | <b>357.01</b>     | 319.09     | 37.92                         | 11.88%   |
| Others                                      | <b>491.24</b>     | 526.92     | (35.68)                       | (6.77%)  |
|   | <b>25,898.36</b>  | 24,445.90  | 1,452.46                      | 5.94%    |
| <b>COSTS</b>                                |                   |            |                               |          |
| Real Estate Sales                           | <b>7,687.90</b>   | 7,354.90   | 333.00                        | 4.53%    |
| Rental Services                             | <b>3,906.06</b>   | 3,583.37   | 322.69                        | 9.01%    |
| <b>OPERATING EXPENSES</b>                   |                   |            |                               |          |
| General And Administrative Expenses         | <b>3,197.55</b>   | 2,623.35   | 574.20                        | 21.89%   |
| Selling And Marketing Expenses              | <b>1,342.33</b>   | 1,558.16   | (215.83)                      | (13.85%) |
| <b>INTEREST AND OTHER FINANCE CHARGES</b>   | <b>4,077.59</b>   | 3,685.75   | 391.84                        | 10.63%   |
|   | <b>20,211.43</b>  | 18,805.53  | 1,405.90                      | 7.48%    |

|                                    | 2025              | 2024      | Change<br>Increase (Decrease) |           |
|------------------------------------|-------------------|-----------|-------------------------------|-----------|
| <i>Forward</i>                     |                   |           |                               |           |
| <b>INCOME BEFORE INCOME TAX</b>    | <b>5,686.93</b>   | 5,640.37  | 46.56                         | 0.83%     |
| <b>PROVISION FOR INCOME TAX</b>    |                   |           |                               |           |
| Current                            | <b>2,143.36</b>   | 72.66     | 2,070.70                      | 2,849.76% |
| Deferred                           | <b>(1,264.26)</b> | 931.97    | (2,196.23)                    | (235.65%) |
|                                    | <b>879.10</b>     | 1,004.63  | (125.53)                      | (12.50%)  |
| <b>NET INCOME</b>                  | <b>₱4,807.83</b>  | ₱4,635.74 | ₱172.09                       | 3.71%     |
| <b>NET INCOME ATTRIBUTABLE TO:</b> |                   |           |                               |           |
| Equity holders of the parent       | <b>₱4,171.70</b>  | ₱4,168.47 | ₱3.23                         | 0.08%     |
| Noncontrolling interest            | <b>636.13</b>     | 467.27    | 168.86                        | 36.14%    |
|                                    | <b>₱4,807.83</b>  | ₱4,635.74 | ₱172.09                       | 3.71%     |

For the year ended December 31, 2025, FLI's net income from its business segments increased by ₱172.09 million or 3.71%, from ₱4,635.74 million in 2024 to ₱4,807.83 million in 2025 primarily due to the growth of the real estate and leasing business segments.

### Revenues and other income

Total consolidated revenues and other income increased by ₱1.45 billion or 5.94% year-on-year from ₱24.45 billion in 2024 to ₱25.90 billion in 2025 due to higher revenues generated from residential, retail and office leasing businesses.

Real estate sales grew by ₱881.26 million or 5.73% compared to prior year, from ₱15.39 billion in 2024 to ₱16.27 billion in 2025 primarily attributed to higher construction percentage of completion achieved during the year. Real estate sales booked during the year broken down by product type are as follows: Medium Income 69.7% (inclusive of MRB and HRB); Affordable and low affordable 17.0%; High-End and others 9.2%; Socialized 4.1%.

Rental and other services improved by ₱398.93 million or 5.08% vs. last year, from ₱7,848.09 million in 2024 to ₱8,247.02 million in 2025. Mall rentals revenue grew by ₱245.37 million or 9.68% driven by increased occupancy levels and escalation rate. On the other hand, the office sector remained stable with an increase of ₱34.89 million or 0.73% despite continuing challenges on account of flexible work arrangements and slow return-to-office set-up. FLI's operations on its co-living or dormitel business in Filinvest Mimosa+ Leisure City contributed ₱259.26 million in revenues with an increase of ₱27.03 million or 11.64% from ₱232.23Mn in 2024. In addition, rental revenue from industrial park in New Clark City, increased by ₱31.84 million or 134.74% from ₱23.63 million in 2024 to ₱55.45 million in 2025.

Equity in net earnings of associates increased by ₱170.03 million or 47.36% year-on-year from ₱359.04 million in 2024 to ₱529.07 million in 2025 due to higher net income reported by FAI and the improvement in operations of Filinvest Mimosa, Pro-Excel and DPI.

Interest income improved by ₱37.92 million or 11.88% compared to prior year, from ₱319.09 million in 2024 to ₱357.01 million in 2025 largely due to interest income derived from short-term investments.

Other income decreased by ₱35.68 million or 6.77 % against last year, from ₱526.92 million in 2024 to ₱491.24 million in 2025 from lower late payment charges, reduced forfeitures of security deposits and decline in management fee.

### Costs and Expenses

Cost of real estate sales increased by ₱333 million or 4.53%, year-on-year from ₱7,354.90 million in 2024 to ₱7,687.90 million in 2025, in line with the higher real estate sales during the year.

Cost of rental services went up by ₱322.69 million or 9.01% compared to prior year, from ₱3,583.37 million in 2024 to ₱3,906.06 million in 2025, mainly due to depreciation of new buildings that opened during the year and from higher direct operating expenses on account of improvements in business activities of the leasing segment.

General and administrative expenses increased by ₱574.20 million or 21.89% against last year from ₱2,623.35 million in 2024 to ₱3,197.55 million in 2025 primarily due to higher manpower costs from salary increase and new hires, taxes and licenses, depreciation and amortization, electronic data processing charges and retirement costs.

Selling & marketing expenses decreased by ₱215.83 million or 13.85% year-on-year from ₱1,558.16 million in 2024 to ₱1,342.33 million in 2025 on account of lower commissions and service fees.

### Interest and other finance charges

Interest and other finance charges increased by ₱391.84 million or 10.63% compared to prior year from ₱3,685.75 million in 2024 to ₱4,077.59 million in 2025 mainly due to non-capitalization of borrowing costs on completed projects, increase in the debt stock and higher average interest rates in 2025.

### Provision for Income Tax

Total provision for income tax decreased by ₱125.53 million or 12.50% year-on-year from ₱1,004.63 million in 2024 to ₱879.10 million in 2025, as the taxable income decreased during the year.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

### Financial Condition as of December 31, 2025 compared to as of December 31, 2024

|                           | 2025             | 2024      | Change<br>Increase (Decrease) |          |
|---------------------------|------------------|-----------|-------------------------------|----------|
| <b>ASSETS</b>             |                  |           |                               |          |
| <b>Current Assets</b>     |                  |           |                               |          |
| Cash and cash equivalents | <b>₱5,181.40</b> | ₱3,984.19 | ₱1,197.21                     | 30.05%   |
| Contracts receivable      | <b>1,703.34</b>  | 2,178.28  | (474.94)                      | (21.80%) |
| Contract assets           | <b>6,422.24</b>  | 5,785.98  | 636.26                        | 11.00%   |
| Other receivables         | <b>3,636.49</b>  | 3,563.39  | 73.10                         | 2.05%    |
| Real estate inventories   | <b>74,020.76</b> | 69,967.12 | 4,053.64                      | 5.79%    |
| Other current assets      | <b>6,678.79</b>  | 8,263.85  | (1,585.06)                    | (19.18%) |
| Total current assets      | <b>97,643.02</b> | 93,742.81 | 3,900.21                      | 4.16%    |

|  | 2025               | 2024               | Change<br>Increase (Decrease) |              |
|--|--------------------|--------------------|-------------------------------|--------------|
| <b>Noncurrent Assets</b>   |                    |                    |                               |              |
| Contract asset - net of current portion  | ₱3,815.00          | ₱2,653.11          | ₱1,161.89                     | 43.79%       |
| Investment in associates   | 5,460.88           | 5,321.21           | 139.67                        | 2.62%        |
| Investment properties  | 88,160.76          | 85,041.04          | 3,119.72                      | 3.67%        |
| Property and equipment   | 5,815.69           | 5,812.72           | 2.97                          | 0.05%        |
| Goodwill   | 4,567.24           | 4,567.24           | –                             | 0.00%        |
| Build-transfer-operate (BTO) rights  | 6,238.39           | 6,329.16           | (90.77)                       | (1.43%)      |
| Deferred income tax assets   | 147.48             | 96.03              | 51.45                         | 53.57%       |
| Other noncurrent assets  | 2,331.83           | 3,316.33           | (984.50)                      | (29.69%)     |
| Total Noncurrent Assets  | 116,537.27         | 113,136.84         | 3,400.43                      | 3.01%        |
| <b>TOTAL ASSETS</b>  | <b>₱214,180.29</b> | <b>₱206,879.65</b> | <b>₱7,300.64</b>              | <b>3.53%</b> |
| <b>LIABILITIES AND EQUITY</b>  |                    |                    |                               |              |
| <b>Current Liabilities</b>   |                    |                    |                               |              |
| Accounts payable and accrued expenses  | ₱11,436.32         | ₱10,947.08         | ₱489.24                       | 4.47%        |
| Contract liabilities   | 477.24             | 586.26             | (109.02)                      | (18.60%)     |
| Current portion of lease liabilities   | 188.77             | 155.89             | 32.88                         | 21.09%       |
| Due to related parties   | 95.90              | 244.14             | (148.24)                      | (60.72%)     |
| Income tax payable   | 65.61              | 71.73              | (6.12)                        | (8.53%)      |
| Current portion of loans payable   | 15,605.87          | 6,876.64           | 8,729.23                      | 126.94%      |
| Current portion of bonds payable   | 1,752.26           | 14,815.94          | (13,063.68)                   | (88.17%)     |
| Total Current Liabilities  | 29,621.97          | 33,697.68          | (4,075.71)                    | (12.09%)     |
| <b>Noncurrent Liabilities</b>  |                    |                    |                               |              |
| Loans payable - net of current portion   | 34,231.61          | 35,156.01          | (924.40)                      | (2.63%)      |
| Bonds payable - net of current portion   | 31,165.07          | 21,040.64          | 10,124.43                     | 48.12%       |
| Contract liabilities - net of current portion  | 64.67              | 24.16              | 40.51                         | 167.70%      |
| Lease liabilities - net of current portion   | 6,927.28           | 6,774.45           | 152.83                        | 2.26%        |
| Net retirement liabilities   | 497.87             | 398.74             | 99.13                         | 24.86%       |
| Deferred income tax liabilities - net  | 4,039.23           | 4,817.00           | (777.77)                      | (16.15%)     |
| Accounts payable and accrued expenses - net of current portion                           | 11,284.00          | 11,635.46          | (351.46)                      | (3.02%)      |
| Total Noncurrent Liabilities   | 88,209.73          | 79,846.46          | 8,363.27                      | 10.47%       |
| Total Liabilities  | 117,831.70         | 113,544.14         | 4,287.56                      | 3.78%        |
| <b>Equity</b>  |                    |                    |                               |              |
| Common stock   | 24,470.71          | 24,470.71          | –                             | 0.00%        |
| Preferred stock  | 80.00              | 80.00              | –                             | 0.00%        |
| Additional paid-in capital   | 5,612.32           | 5,612.32           | –                             | 0.00%        |
| Treasury stock   | (2,078.08)         | (2,078.08)         | –                             | 0.00%        |
| Retained earnings  | 63,415.77          | 62,116.01          | 1,299.76                      | 2.09%        |
| Revaluation reserve on financial assets at fair value through other comprehensive income | (2.62)             | (2.62)             | –                             | 0.00%        |
| Remeasurement losses on retirement plan  | 17.79              | 47.52              | (29.73)                       | (62.57%)     |
| Share in other components of equity of an associate                                      | 372.45             | 372.45             | –                             | 0.00%        |
| Equity Attributable to Equity Holders of the Parent                                      | 91,888.34          | 90,618.31          | 1,270.03                      | 1.40%        |
| Noncontrolling Interest  | 4,460.25           | 2,717.20           | 1,743.05                      | 64.15%       |
| Total Equity   | 96,348.59          | 93,335.51          | 3,013.08                      | 3.23%        |
| <b>TOTAL LIABILITIES AND EQUITY</b>  | <b>₱214,180.29</b> | <b>₱206,879.65</b> | <b>₱7,300.64</b>              | <b>3.53%</b> |

As of December 31, 2025, FLI's total consolidated assets stood at ₱214.18 billion from ₱206.88 billion as of December 31, 2024, an increase of ₱7.30 billion or 3.53%. The following are the material changes in account balances:

**30.05% Increase in Cash and Cash Equivalents**

Mainly from ₱7.88 billion cashflows from operations, offset by cash used in investing activities amounting to ₱3.25 billion and financing activities of ₱3.44 billion.

**12.46% Overall Increase in Contract Receivables and Contract Assets**

21.80% decrease in contract receivables; 21.31% increase in contract assets (11.00% increase in contract assets – current portion; 43.79% increase in contract assets – net of current portion)

Increases are mainly due to new sales recognized during the year and longer payment terms.

**22.19% Decrease in Other Assets**

19.18% Decrease in Other Current Assets; 29.69% decrease in Other Noncurrent Assets

Primarily due to lower creditable withholding taxes, input taxes, advances to contractors and short-term deposits.

**53.58% Increase in Deferred Income Tax Assets**

Largely from the deferred taxes attributable on advance rentals.

**11.22% Overall Decrease in Contract Liabilities**

18.60% decrease in contract liabilities – current portion; 167.70% increase in contract liabilities – net of current portion

Driven by the construction progress for the accounts already qualified for revenue recognition.

**60.72% Decrease in Due to Related Parties**

Mainly from reduced payables to affiliates.

**8.53% Decrease in Income Tax Payable**

Attributable to lower taxable income and payment dues of subsidiaries.

**18.57% Increase in Loans Payable**

126.94% increase in Loans Payable – current portion; 2.63% decrease in Loans Payable – net of current portion

Attributable to newly availed loans of ₱16.70 billion offset by ₱8.87 billion repayments.

**8.20% Decrease in Bonds payable**

88.17% decrease in Bonds Payable – current portion; 48.12% increase in Bonds Payable – net of current portion

Primarily due to the settlement of FLI's bonds of ₱14.93 billion in 2025 offset by the ₱12.00 billion bond issuance in March 2025.

**2.68% Increase in Lease Liabilities**

21.09% increase in Lease Liabilities – current portion; 2.26% increase in Lease Liabilities – net of current portion

Attributable to higher interest expense, offset by lease payments during the year.

**24.86% Increase in Retirement Liabilities**

Arising from actuarial adjustments of the present value of the defined benefit obligation.

**16.15% Decrease in Deferred Tax Liabilities – Net**

Largely from the decrease in unrealized gross profit.

**64.15% Increase in Non-controlling Interests**

As a result of the Voluntary Tender Offer in December 2024 as the percentage ownership of non-controlling interest increased resulting to higher net income share, partially offset by the decrease in percentage of non-controlling interest in May 2025 from the infusion of Festival Main Mall to FILRT that then decreased the percentage ownership, net of dividends declared.

| <b>Performance Indicators</b>                      | <b>2025</b> | <b>2024</b> |
|--|-------------|-------------|
| Earnings per Share - Basic <sup>1</sup>            | 0.19        | 0.17        |
| Earnings per Share - Diluted <sup>2</sup>          | 0.19        | 0.17        |
| Price Earnings Ratio <sup>3</sup>                  | 4.05        | 4.29        |
| Interest-bearing Debt to Equity Ratio <sup>4</sup> | 0.86        | 0.83        |
| Debt Ratio <sup>5</sup>                            | 0.55        | 0.55        |
| EBITDA to Total Interest Paid <sup>6</sup>         | 1.94        | 2.16        |

<sup>1</sup> Basic earnings per share amounts are calculated by dividing net income for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period.

<sup>2</sup> Diluted earnings per share amounts are calculated by dividing the net income attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

<sup>3</sup> Price Earnings Ratio is computed as closing price of the Parent Company's shares of stock divided by actual earnings per share for the years ended December 31, 2025 and 2024

<sup>4</sup> Interest-bearing debt-to-Equity Ratio is computed as the sum of consolidated loans payable and consolidated bonds payable divided by total equity.

<sup>5</sup> Debt Ratio is computed as total liabilities divided by total assets

<sup>6</sup> EBITDA to Total Interest Paid is computed as EBITDA (net income plus interest and other finance charges (including interest expense on financial liability on lease contract), provision for income tax, depreciation and amortization) divided by total interest paid.

**Results of operations for the year ended December 31, 2024 compared to year ended December 31, 2023**

|   | 2024              | 2023       | Change<br>Increase (Decrease) |          |
|---|-------------------|------------|-------------------------------|----------|
| <b>REVENUE</b>                              |                   |            |                               |          |
| Real Estate Sales                           | <b>₱15,392.76</b> | ₱14,486.51 | ₱906.26                       | 6.26%    |
| Rental and related services                 | <b>7,848.09</b>   | 7,200.95   | 647.14                        | 8.99%    |
| Total revenue                               | <b>23,240.85</b>  | 21,687.46  | 1,553.40                      | 7.16%    |
| <b>EQUITY IN NET EARNINGS OF ASSOCIATES</b> | <b>359.04</b>     | 242.01     | 117.03                        | 48.36%   |
| <b>OTHER INCOME</b>                         |                   |            |                               |          |
| Interest Income                             | <b>319.09</b>     | 283.98     | 35.11                         | 12.36%   |
| Others                                      | <b>526.92</b>     | 340.88     | 186.03                        | 54.57%   |
|   | <b>24,445.90</b>  | 22,554.33  | 1,891.56                      | 8.39%    |
| <b>COSTS</b>                                |                   |            |                               |          |
| Real Estate Sales                           | <b>7,354.90</b>   | 8,101.49   | (746.59)                      | (9.22%)  |
| Rental Services                             | <b>3,583.37</b>   | 3,122.34   | 461.03                        | 14.77%   |
| <b>OPERATING EXPENSES</b>                   |                   |            |                               |          |
| General And Administrative Expenses         | <b>2,623.35</b>   | 2,584.60   | 38.76                         | 1.50%    |
| Selling And Marketing Expenses              | <b>1,558.16</b>   | 1,370.13   | 188.02                        | 13.72%   |
| <b>INTEREST AND OTHER FINANCE CHARGES</b>   |                   |            |                               |          |
|   | <b>3,685.75</b>   | 2,434.39   | 1,251.35                      | 51.40%   |
|   | <b>18,805.53</b>  | 17,612.95  | 1,192.58                      | 6.77%    |
| <b>INCOME BEFORE INCOME TAX</b>             | <b>5,640.37</b>   | 4,941.38   | 698.99                        | 14.15%   |
| <b>PROVISION FOR INCOME TAX</b>             |                   |            |                               |          |
| Current                                     | <b>222.12</b>     | 578.50     | (356.38)                      | (61.60%) |
| Deferred                                    | <b>782.51</b>     | 66.84      | 715.67                        | 1070.67% |
|   | <b>1,004.63</b>   | 645.34     | 359.30                        | 55.68%   |
| <b>NET INCOME</b>                           | <b>₱4,635.74</b>  | ₱4,296.04  | ₱339.69                       | 7.91%    |
| <b>NET INCOME ATTRIBUTABLE TO:</b>          |                   |            |                               |          |
| Equity holders of the parent                | <b>₱4,168.47</b>  | ₱3,765.39  | ₱403.08                       | 10.70%   |
| Noncontrolling interest                     | <b>467.27</b>     | 530.65     | (63.41)                       | (11.95%) |
|   | <b>₱4,635.74</b>  | ₱4,296.04  | ₱339.69                       | 7.91%    |

For the year ended December 31, 2024, FLI's net income from its business segments increased by ₱339.69 million or 7.91%, from ₱4,296.04 million in 2023 to ₱4,635.74 million in 2024 primarily due to the growth of the residential and leasing business segments.

**Revenues and other income**

Total consolidated revenues and other income increased by ₱1.89 billion or 8.39% year-on-year from ₱22.55 billion in 2023 to ₱24.45 billion in 2024 due to higher revenues generated from residential, retail and office leasing businesses.

Real estate sales grew by ₱0.91 billion or 6.26% compared to prior year, from ₱14.49 billion in 2023 to ₱15.39 billion in 2024 primarily attributed to higher construction percentage of completion achieved during the year. Real estate sales booked during the year broken down by product type are as follows: Medium Income 73.6% (inclusive of MRB and HRB); Affordable and low affordable 12.1%; High-End and others 9.9%; Socialized 4.4%.

Rental and other services improved by ₱647.14 million or 8.99% vs. last year, from ₱7,200.95 million in 2023 to ₱7,848.09 million in 2024. Mall rentals revenue grew by ₱179.28 million or 8.17% driven by gradual reduction of rental concessions, reinstatement of escalation rates and increased occupancy levels. On the other hand, the office sector remained stable with an increase of ₱149.29 million or 3.20% despite continuing challenges on account of flexible work arrangements and slow return-to-office set-up and pre-termination of leases from POGO tenants. In 2023, FLI started operations on its co-living or dormitel business in Filinvest Mimosa+ Leisure City which contributed ₱180.86 million in revenues which increased by ₱71.04 million or 38.44% to ₱255.85Mn in 2024.

Equity in net earnings of associates increased by ₱117.03 million or 48.36% year-on-year from ₱242.01 million in 2023 to ₱359.04 million in 2024 due to higher net income reported by FAI and the improvement in operations of Filinvest Mimosa, Pro-Excel, DPI and SPI.

Interest income improved by ₱35.11 million or 12.36% compared to prior year, from ₱283.98 million in 2023 to ₱319.09 million in 2024 due to interest income derived from installment contract receivables.

Other income increased by ₱186.03 million or 54.57% against last year, from ₱340.88 million in 2023 to ₱526.92 million in 2024 due to higher income generated from processing fees and management fees.

### **Costs and Expenses**

Cost of real estate sales decreased by ₱746.59 million or 9.22%, year-on-year from ₱8,101.49 million in 2023 to ₱7,354.90 million in 2024 due to higher gross profit rate of 44% in 2023 to 52% in 2024.

Cost of rental services went up by ₱461.03 million or 14.77% compared to prior year from ₱3,122.34 million in 2023 to ₱3,583.37 million in 2024 due to higher direct operating expenses during the year on account of improving business activities in the leasing segment.

General and administrative expenses increased by ₱38.76 million or 1.50% against last year from ₱2,584.60 million in 2023 to ₱2,623.35 million in 2024 primarily due to lower property and maintenance costs, information technology expenses, outside services and recovery of prior year provision for bad debts from increased efforts on collection of past due accounts.

Selling & marketing expenses increased by ₱188.02 million or 13.72% year-on-year from ₱1,370.13 million in 2023 to ₱1,558.16 million in 2024 on account of higher commissions, sales generation activities such as exhibits and open houses, and salaries and wages and service fees to sellers to boost our sales force.

### **Interest and other finance charges**

Interest and other finance charges increased by ₱1,251.35 million or 51.40% compared to prior year from ₱2,434.39 million in 2023 to ₱3,685.75 million in 2024 mainly from non-capitalization of borrowing costs due to the first time adoption of IFRIC Agenda Decision on Over Time Transfer of Constructed Goods, increase in the debt stock and average interest rates in 2024.

## Provision for Income Tax

Total provision for income tax increase by ₱359.30 million or 55.68% against last year from ₱654.34 million in 2023 to ₱1,004.63 million in 2024, as the taxable income increased from the residential and office leasing segments.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

## Financial Condition as of December 31, 2024 compared to as of December 31, 2023

|   | 2024               | 2023        | Change<br>Increase (Decrease) |          |
|---|--------------------|-------------|-------------------------------|----------|
| <b>ASSETS</b>                                 |                    |             |                               |          |
| <b>Current Assets</b>                         |                    |             |                               |          |
| Cash And Cash Equivalents                     | <b>₱3,984.19</b>   | ₱5,732.01   | (₱1,747.82)                   | (30.49%) |
| Contracts Receivable                          | <b>2,178.28</b>    | 1,837.83    | 340.45                        | 18.52%   |
| Contract Assets                               | <b>5,785.98</b>    | 4,745.83    | 1,040.15                      | 21.92%   |
| Other Receivables                             | <b>3,563.39</b>    | 3,465.06    | 98.34                         | 2.84%    |
| Real Estate Inventories                       | <b>69,967.12</b>   | 72,634.83   | (2,667.72)                    | (3.67%)  |
| Other Current Assets                          | <b>8,263.85</b>    | 7,192.43    | 1,071.42                      | 14.90%   |
| <b>Total Current Assets</b>                   | <b>93,742.81</b>   | 95,607.99   | (1,865.18)                    | (1.95%)  |
| <b>Noncurrent Assets</b>                      |                    |             |                               |          |
| Contract Asset - Net of Current Portion       | <b>2,653.11</b>    | 5,037.94    | (2,384.83)                    | (47.34%) |
| Investment In Associates                      | <b>5,321.21</b>    | 5,219.90    | 101.31                        | 1.94%    |
| Investment Properties                         | <b>85,041.04</b>   | 79,659.34   | 5,381.70                      | 6.76%    |
| Property And Equipment                        | <b>5,812.72</b>    | 5,673.01    | 139.71                        | 2.46%    |
| Deferred Income Tax Assets                    | <b>96.03</b>       | 48.48       | 47.55                         | 98.07%   |
| Goodwill                                      | <b>4,567.24</b>    | 4,567.24    | -                             | 0.00%    |
| BTO Rights                                    | <b>6,329.16</b>    | 6,387.60    | (58.44)                       | (0.91%)  |
| Other Noncurrent Assets                       | <b>3,316.33</b>    | 2,274.58    | 1,041.75                      | 45.80%   |
| <b>Total Noncurrent Assets</b>                | <b>113,136.84</b>  | 108,868.09  | 4,268.75                      | 3.92%    |
| <b>TOTAL ASSETS</b>                           | <b>₱206,879.65</b> | ₱204,476.08 | ₱2,403.57                     | 1.18%    |
| <b>LIABILITIES AND EQUITY</b>                 |                    |             |                               |          |
| <b>Current Liabilities</b>                    |                    |             |                               |          |
| Accounts Payable and Accrued Expenses         | <b>₱10,947.08</b>  | ₱12,551.16  | (₱1,604.08)                   | (12.78%) |
| Contract Liabilities                          | <b>586.26</b>      | 792.40      | (206.14)                      | (26.02%) |
| Lease Liabilities - Current Portion           | <b>155.89</b>      | 175.46      | (19.57)                       | (11.15%) |
| Due To Related Parties                        | <b>244.14</b>      | 488.49      | (244.35)                      | (50.02%) |
| Income Tax Payable                            | <b>71.73</b>       | 21.56       | 50.18                         | 232.77%  |
| Loans Payable - Current Portion               | <b>6,876.64</b>    | 16,480.44   | (9,603.80)                    | (58.27%) |
| Bonds Payable - Current Portion               | <b>14,815.94</b>   | 1,697.35    | 13,118.60                     | 772.89%  |
| <b>Total Current Liabilities</b>              | <b>33,697.68</b>   | 32,206.86   | 1,490.83                      | 4.63%    |
| <b>Noncurrent Liabilities</b>                 |                    |             |                               |          |
| Loans Payable - Net of Current Portion        | <b>₱35,156.01</b>  | ₱20,507.49  | ₱14,648.52                    | 71.43%   |
| Bonds Payable - Net of Current Portion        | <b>21,040.64</b>   | 35,771.17   | (14,730.52)                   | (41.18%) |
| Contract Liabilities - Net of Current Portion | <b>24.16</b>       | 149.95      | (125.79)                      | (83.89%) |
| Lease Liabilities - Net of Current Portion    | <b>6,774.45</b>    | 6,544.40    | 230.05                        | 3.52%    |

|  |                    |             |            |          |
|--|--------------------|-------------|------------|----------|
| Net Retirement Liabilities   | <b>398.74</b>      | 437.19      | (38.46)    | (8.80%)  |
| Deferred Income Tax Liabilities - Net  | <b>4,817.00</b>    | 5,649.15    | (832.15)   | (14.73%) |
| Accounts Payable and Accrued Expenses - Net of Current Portion                           | <b>11,635.46</b>   | 8,938.00    | 2,697.46   | 30.18%   |
| <b>Total Noncurrent Liabilities</b>  | <b>79,846.46</b>   | 77,997.35   | 1,849.11   | 2.37%    |
| <b>Total Liabilities</b>   | <b>113,544.14</b>  | 110,204.21  | 3,339.93   | 3.03%    |
| <b>Equity</b>  |                    |             |            |          |
| Common Stock   | <b>24,470.71</b>   | 24,470.71   | 0.00       | 0.00%    |
| Preferred Stock  | <b>80.00</b>       | 80.00       | 0.00       | 0.00%    |
| Additional Paid-In Capital   | <b>5,612.32</b>    | 5,612.32    | 0.00       | 0.00%    |
| Treasury Stock   | <b>(2,078.08)</b>  | (221.04)    | (1,857.04) | 840.14%  |
| Retained Earnings  | <b>62,116.01</b>   | 62,061.53   | 54.49      | 0.09%    |
| Revaluation Reserve on Financial Assets at Fair Value Through Other Comprehensive Income | <b>(2.62)</b>      | (2.62)      | -          | 0.00%    |
| Remeasurement Losses on Retirement Plan  | <b>47.52</b>       | 47.52       | -          | 0.00%    |
| Share In Other Components of Equity of an Associate                                      | <b>372.45</b>      | 372.45      | -          | 0.00%    |
| <b>Equity Attributable to Equity Holders of the Parent</b>                               | <b>90,618.31</b>   | 92,420.87   | (1,802.55) | (1.95%)  |
| <b>Noncontrolling Interest</b>   | <b>2,717.20</b>    | 1,851.01    | 866.20     | 46.80%   |
| <b>Total Equity</b>  | <b>93,335.51</b>   | 94,271.87   | (936.35)   | (0.99%)  |
| <b>TOTAL LIABILITIES AND EQUITY</b>  | <b>₱206,879.65</b> | ₱204,476.08 | ₱2,403.58  | 1.18%    |

As of December 31, 2024, FLI's total consolidated assets stood at ₱206.88 billion from ₱204.48 billion as of December 31, 2023, an increase of ₱2.40 billion or 1.18%. The following are the material changes in account balances:

#### ***30.49% Decrease in Cash and Cash Equivalents***

Mainly from capital expenditures on residential projects, investment properties, property, and equipment, and BTO rights and payment of interest and cash dividends. This was partially offset by cash generated from the Group's operations.

#### ***8.64% Overall Decrease in Contract Receivables and Contract Assets***

*18.52% increase in contract receivables; 13.74% decrease in contract assets (21.92% increase in contract assets – current portion; 47.34% decrease in contract assets – net of current portion)*

Decreases are mainly due to increased collections including receipt of bank takeouts while increases are primarily due to longer payment terms and new sales recognized during the year.

#### ***14.90% Increase in Other Current Assets***

Primarily due to additional input taxes, creditable withholding taxes, and advances to contractors.

#### ***6.76% Increase in Investment Properties***

Rise in investment properties is mainly due to construction of new buildings and transfers from real estate inventories, net of depreciation.

#### ***98.07% Increase in Deferred Income Tax Assets***

Mainly from the deferred taxes attributable to net operating loss carry-over.

#### ***45.80% Increase in Other Noncurrent Assets***

Significantly due to increase in advances to contractors and suppliers.

#### ***5.09% Overall Increase in Accounts Payable and Accrued Expenses***

*12.78% decrease in accounts payable and accrued expenses – current portion; 30.18 increase in accounts payable and accrued expenses – net of current portion*

Primarily from unpaid capital expenditures to contractors and suppliers and advances and deposits from customers.

***35.22% Overall Decrease in Contract Liabilities***

*26.02% decrease in contract liabilities – current portion; 83.89% decrease in contract liabilities – net of current portion*

Mainly because of the construction progress for the accounts already qualified for revenue recognition.

***50.02% Decrease in Due to Related Parties***

Pertains to FILRT's continuing quarterly payments to FDC for the purchase of land In Boracay, Aklan, as part of its asset infusion program and other shared expenses.

***232.77% Increase in Income Tax Payable***

Primarily due to higher 4<sup>th</sup> quarter income tax.

***13.64% Increase in Loans Payable***

*58.27% decrease in Loans Payable – current portion; 71.43% increase in Loans Payable – net of current portion*

Attributable to newly availed loans of ₱36.73 billion offset by ₱31.69 billion repayments.

***4.30% Decrease in Bonds payable***

*772.89% increase in Bonds Payable – current portion; 41.18% decrease in Bonds Payable – net of current portion*

Primarily due to the settlement of FLI's bonds of ₱1.60 billion in 2024.

***3.13% Increase in Lease Liabilities***

*11.15% decrease in Lease Liabilities – current portion; 3.52% increase in Lease Liabilities – net of current portion*

Primarily due to new leases during the year, net of accretion.

***8.80% Decrease in Retirement Liabilities***

Mainly from plan asset contribution and payments, offset by net benefit costs for the year.

***14.73% Decrease in Deferred Tax Liabilities – Net***

Attributable to the reversal of capitalized borrowing costs on real estates inventories upon implementation of IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23, *Borrowing Cost*).

***840.14% Increase in Treasury Stock***

As a result of the Capped Voluntary Tender Offer (VTO) to all shareholders of the Company to acquire up to P1.866 billion of its own shares. The consideration was paid in shares of the Company in FILRT.

***46.80% Increase in Non-controlling Interests***

As a result of the VTO transaction resulting to a decrease in ownership of the Company in FILRT and share in net income, net of dividends declared.

| <b>Performance Indicators</b>             | <b>2024</b> | <b>2023</b> |
|---|-------------|-------------|
| Earnings per Share - Basic <sup>1</sup>   | 0.17        | 0.16        |
| Earnings per Share - Diluted <sup>2</sup> | 0.17        | 0.16        |

|  |      |      |
|--|------|------|
| Price Earnings Ratio <sup>3</sup>                  | 4.29 | 3.69 |
| Interest-bearing Debt to Equity Ratio <sup>4</sup> | 0.83 | 0.79 |
| Debt Ratio <sup>5</sup>                            | 0.55 | 0.54 |
| EBITDA to Total Interest Paid <sup>6</sup>         | 2.16 | 2.18 |

<sup>1</sup> Basic earnings per share amounts are calculated by dividing net income for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period.

<sup>2</sup> Diluted earnings per share amounts are calculated by dividing the net income attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

<sup>3</sup> Price Earnings Ratio is computed as closing price of the Parent Company's shares of stock divided by actual earnings per share for the years ended December 31, 2024 and 2023

<sup>4</sup> Interest-bearing debt-to-Equity Ratio is computed as the sum of consolidated loans payable and consolidated bonds payable divided by total equity.

<sup>5</sup> Debt Ratio is computed as total liabilities divided by total assets

<sup>6</sup> EBITDA to Total Interest Paid is computed as EBITDA (net income plus interest and other finance charges (including interest expense on financial liability on lease contract), provision for income tax, depreciation and amortization) divided by total interest paid.

**Results of operations for the year ended December 31, 2023 compared to year ended December 31, 2022**

|   | 2023              | 2022       | Change<br>Increase (Decrease) |          |
|---|-------------------|------------|-------------------------------|----------|
| <b>REVENUE</b>                              |                   |            |                               |          |
| Real Estate Sales                           | <b>₱14,486.51</b> | ₱12,836.06 | ₱1,650.45                     | 12.86%   |
| Rental and related services                 | <b>7,200.95</b>   | 6,350.41   | 850.54                        | 13.39%   |
| <b>Total revenue</b>                        | <b>21,687.46</b>  | 19,186.46  | 2,500.99                      | 13.04%   |
| <b>EQUITY IN NET EARNINGS OF ASSOCIATES</b> | <b>242.01</b>     | 78.96      | 163.05                        | 206.50%  |
| <b>OTHER INCOME</b>                         |                   |            |                               |          |
| Interest Income                             | <b>283.98</b>     | 367.05     | (83.07)                       | (22.63%) |
| Others                                      | <b>340.88</b>     | 311.87     | 29.01                         | 9.30%    |
|   | <b>22,554.33</b>  | 19,944.34  | 2,609.97                      | 13.09%   |
| <b>COSTS</b>                                |                   |            |                               |          |
| Real Estate Sales                           | <b>8,101.49</b>   | 7,354.69   | 746.79                        | 10.15%   |
| Rental and related services                 | <b>3,122.34</b>   | 2,583.49   | 538.85                        | 20.86%   |
| <b>OPERATING EXPENSES</b>                   |                   |            |                               |          |
| General And Administrative Expenses         | <b>2,584.60</b>   | 2,313.06   | 271.54                        | 11.74%   |
| Selling And Marketing Expenses              | <b>1,370.13</b>   | 1,150.64   | 219.49                        | 19.08%   |
| <b>INTEREST AND OTHER FINANCE CHARGES</b>   | <b>2,434.39</b>   | 2,294.24   | 140.15                        | 6.11%    |
|   | <b>17,612.95</b>  | 15,696.12  | 1,916.82                      | 12.21%   |
| <b>INCOME BEFORE INCOME TAX</b>             | <b>4,941.38</b>   | 4,248.21   | 693.17                        | 16.32%   |
| <b>PROVISION FOR INCOME TAX</b>             |                   |            |                               |          |
| Current                                     | <b>578.50</b>     | 420.35     | 158.14                        | 37.62%   |
| Deferred                                    | <b>66.84</b>      | 306.73     | (239.88)                      | (78.21%) |
|   | <b>645.34</b>     | 727.08     | (81.74)                       | (11.24%) |
| <b>NET INCOME</b>                           | <b>₱4,296.04</b>  | ₱3,521.14  | ₱ 774.91                      | 22.01%   |
| <b>NET INCOME ATTRIBUTABLE TO:</b>          |                   |            |                               |          |
| Equity holders of the parent                | <b>₱3,765.39</b>  | ₱2,889.91  | ₱875.47                       | 30.29%   |
| Noncontrolling interest                     | <b>530.65</b>     | 631.22     | (100.57)                      | (15.93%) |
|   | <b>₱4,296.04</b>  | ₱3,521.14  | ₱774.91                       | 22.01%   |

For the year ended December 31, 2023, FLI's net income from its business segments increased by ₱774.91 million or 22.01%, from ₱3,521.14 million in 2022 to ₱4,296.04 million in 2023 primarily due to the growth of the residential and leasing business segments.

**Revenues and other income**

Total consolidated revenues and other income increased by ₱2.61 billion or 13.09% year-on-year from ₱19.94 billion in 2022 to ₱22.55 billion in 2023 due to higher revenues generated from residential, retail and office leasing businesses.

Real estate sales grew by ₱1.65 billion or 12.86% compared to prior year, from ₱12.84 billion in 2022 to ₱14.49 billion in 2023 primarily attributed to higher construction percentage of completion achieved during the year. Real estate sales booked during the year broken down by product type are as follows: Medium Income 67.89% (inclusive of MRB and HRB); Affordable and low affordable 23.25%; High-End 5.9%; Socialized 2.96%.

Rental and other services improved by ₱850.54 million or 13.39% vs. last year, from ₱6,350.41 million in 2022 to ₱7,200.95 million in 2023. Mall rentals revenue grew by ₱534.44 million or 32% driven by gradual reduction of rental concessions, reinstatement of escalation rates and increased occupancy levels. On the other hand, the office sector remained stable with an increase of ₱76.74 million or 2% despite continuing challenges on account of flexible work arrangements and slow return-to-office set-up and pre-termination of leases from POGO tenants. During the year, FLI started operations on its co-living or dormitel business in Filinvest Mimosa+ Leisure City which contributed to ₱180.86 million in revenues.

Equity in net earnings of associates increased by ₱163.05 million or 206.50% year-on-year from ₱78.96 million in 2022 to ₱242.01 million in 2023 due to higher net income reported by FAI and the improvement in operations of SPI, Pro-Excel and CTI.

Interest income declined by ₱83.07 million or 22.63% compared to prior year, from ₱367.05 million in 2022 to ₱283.98 million in 2023 due to lower interest income derived from installment contract receivables for in-house financing scheme as we are prioritizing bank financed loans.

Other income increased by ₱29.01 million or 9.30% against last year, from ₱311.87 million in 2022 to ₱340.88 million in 2023 due to higher income generated from processing fees.

### **Costs and Expenses**

Cost of real estate sales increased by ₱746.79 million or 10.15%, year-on-year from ₱7,354.69 million in 2022 to ₱8,101.49 million in 2023 due to higher real estate revenues realized during the year.

Cost of rental services went up by ₱538.85 million or 20.86% compared to prior year from ₱2,583.49 million in 2022 to ₱3,122.34 million in 2023 due to higher direct operating expenses during the year on account of improving business activities in the leasing segment.

General and administrative expenses increased by ₱271.54 million or 11.74% against last year from ₱2,313.06 million in 2022 to ₱2,584.60 million in 2023 primarily due to higher manpower costs, taxes and licenses and increased repairs and maintenance expenses for the managed projects.

Selling & marketing expenses increased by ₱219.49 million or 19.08% year-on-year from ₱1,150.64 million in 2022 to ₱1,370.13 million in 2023 on account of higher commissions, local and international branch sale offices and sales and marketing activities designed to generate sales.

### **Interest and other finance charges**

Interest and other finance charges increased by ₱140.15 million or 6.11 % compared to prior year from ₱2,294.24 million in 2022 to ₱2,434.39 million in 2023 mainly from higher average interest rates.

## Provision for Income Tax

Total provision for income tax decreased by ₱81.74 million or 11.24% against last year from ₱727.08 million in 2022 to ₱645.34 million in 2023, as the taxable income decreased due mainly to more projects enjoying special tax rates such as PEZA and BOI.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

## Financial Condition as of December 31, 2023 compared to as of December 31, 2022

|   | 2023               | 2022               | Change              |                 |
|---|--------------------|--------------------|---------------------|-----------------|
|   |                    |                    | Increase (Decrease) |                 |
| <b>ASSETS</b>                           |                    |                    |                     |                 |
| <b>Current Assets</b>                   |                    |                    |                     |                 |
| Cash And Cash Equivalents               | ₱5,732.01          | ₱6,619.13          | ₱(887.13)           | (13.40%)        |
| Contracts Receivable                    | 1,837.83           | 2,128.88           | (291.05)            | (13.67%)        |
| Contract Assets                         | 4,745.83           | 5,399.79           | (653.96)            | (12.11%)        |
| Other Receivables                       | 3,465.06           | 2,902.01           | 563.05              | 19.40%          |
| Real Estate Inventories                 | 72,634.83          | 71,326.49          | 1,308.34            | 1.83%           |
| Other Current Assets                    | 7,192.43           | 6,380.77           | 811.67              | 12.72%          |
| <b>Total Current Assets</b>             | <b>95,607.99</b>   | <b>94,757.07</b>   | <b>850.92</b>       | <b>0.90%</b>    |
| <b>Noncurrent Assets</b>                |                    |                    |                     |                 |
| Contract Asset - Net of Current Portion | 5,037.94           | 5,083.16           | (45.22)             | (0.89%)         |
| Investment In Associates                | 5,219.90           | 5,135.02           | 84.88               | 1.65%           |
| Investment Properties                   | 79,659.34          | 77,021.40          | 2,637.94            | 3.42%           |
| Property And Equipment                  | 5,673.01           | 5,485.28           | 187.73              | 3.42%           |
| Deferred Income Tax Assets              | 48.48              | 91.38              | (42.90)             | (46.95%)        |
| Goodwill                                | 4,567.24           | 4,567.24           | -                   | 0.00%           |
| Other Noncurrent Assets                 | 8,662.18           | 7,974.63           | 687.55              | 8.62%           |
| <b>Total Noncurrent Assets</b>          | <b>108,868.09</b>  | <b>105,358.11</b>  | <b>3,509.98</b>     | <b>3.33%</b>    |
| <b>TOTAL ASSETS</b>                     | <b>₱204,476.08</b> | <b>₱200,115.18</b> | <b>₱ 4,360.90</b>   | <b>2.18%</b>    |
| <b>LIABILITIES AND EQUITY</b>           |                    |                    |                     |                 |
| <b>Current Liabilities</b>              |                    |                    |                     |                 |
| Accounts Payable and Accrued Expenses   | ₱12,551.16         | ₱11,948.85         | ₱540.60             | 5.04%           |
| Contract Liabilities                    | 792.40             | 1,012.29           | (219.89)            | (21.72%)        |
| Lease Liabilities - Current Portion     | 175.46             | 246.05             | (70.59)             | (28.69%)        |
| Due To Related Parties                  | 488.49             | 754.26             | (265.78)            | (35.24%)        |
| Income Tax Payable                      | 21.56              | 19.55              | 63.71               | 10.25%          |
| Loans Payable - Current Portion         | 16,480.44          | 8,446.97           | 8,033.46            | 95.10%          |
| Bonds Payable - Current Portion         | 1,697.35           | 15,017.44          | (13,320.09)         | (88.70%)        |
| <b>Total Current Liabilities</b>        | <b>32,206.86</b>   | <b>37,445.43</b>   | <b>(5,238.58)</b>   | <b>(13.99%)</b> |
| <b>Noncurrent Liabilities</b>           |                    |                    |                     |                 |
| Loans Payable - Net of Current Portion  | ₱20,507.49         | ₱24,402.51         | ₱(3,895.02)         | (15.96%)        |
| Bonds Payable - Net of Current Portion  | 35,771.17          | 26,115.35          | 9,655.82            | 36.97%          |

|  | 2023               | 2022        | Change              |          |
|--|--------------------|-------------|---------------------|----------|
|  |                    |             | Increase (Decrease) |          |
| Contract Liabilities - Net of Current Portion  | <b>149.95</b>      | 283.07      | (133.12)            | (47.03%) |
| Lease Liabilities - Net of Current Portion   | <b>6,544.40</b>    | 6,262.44    | 281.96              | 4.50%    |
| Net Retirement Liabilities   | <b>437.19</b>      | 431.31      | 5.89                | 1.36%    |
| Deferred Income Tax Liabilities - Net  | <b>5,649.15</b>    | 5,625.21    | 23.94               | 0.43%    |
| Accounts Payable and Accrued Expenses - Net of Current Portion                           | <b>8,938.00</b>    | 8,047.13    | 890.87              | 11.07%   |
| <b>Total Noncurrent Liabilities</b>  | <b>77,997.35</b>   | 71,167.01   | 6,830.35            | 9.60%    |
| <b>Total Liabilities</b>   | <b>110,204.21</b>  | 108,612.44  | 1,591.77            | 1.47%    |
| <b>Equity</b>  |                    |             |                     |          |
| Common Stock   | <b>24,470.71</b>   | 24,470.71   | (0.00)              | (0.00%)  |
| Preferred Stock  | <b>80.00</b>       | 80.00       | (0.00)              | (0.00%)  |
| Additional Paid-In Capital   | <b>5,612.32</b>    | 5,612.32    | 0.00                | 0.00%    |
| Treasury Stock   | <b>(221.04)</b>    | (221.04)    | -                   | 0.00%    |
| Retained Earnings  | <b>62,061.53</b>   | 59,172.01   | 2,889.52            | 4.88%    |
| Revaluation Reserve on Financial Assets at Fair Value Through Other Comprehensive Income | <b>(2.62)</b>      | (2.62)      | -                   | 0.00%    |
| Remeasurement Losses on Retirement Plan  | <b>47.52</b>       | 68.19       | (20.66)             | (30.31%) |
| Share In Other Components of Equity of an Associate                                      | <b>372.45</b>      | 372.45      | -                   | 0.00%    |
| <b>Equity Attributable to Equity Holders of the Parent</b>                               | <b>92,420.87</b>   | 89,552.01   | 2,868.85            | 3.20%    |
| Noncontrolling Interest  | <b>1,851.01</b>    | 1,950.73    | (99.73)             | (5.11%)  |
| <b>Total Equity</b>  | <b>94,271.87</b>   | 91,502.74   | 2,769.13            | 3.03%    |
| <b>TOTAL LIABILITIES AND EQUITY</b>  | <b>₱204,476.08</b> | ₱200,115.18 | ₱4,360.90           | 2.18%    |

As of December 31, 2023, FLI's total consolidated assets stood at ₱204.48 billion from ₱200.12 billion as of December 31, 2022, an increase by ₱4.36 billion or 2.18%. The following are the material changes in account balances:

***13.40% Decrease in Cash and Cash Equivalents***

Mainly from capital expenditures on investment properties, property, and equipment, and BTO rights and payment of interest and cash dividends. This was partially offset by cash generated from the Group's operations.

***7.85% Overall Decrease in Contract Receivables and Contract Assets***

*13.67% decrease in contract receivables; 6.67% decrease in contract assets (12.11% decrease in contract assets – current portion; 0.89% decrease in contract assets – net of current portion)*

Decreases are mainly due to increased collections including receipt of bank takeouts while increases are primarily due to longer payment terms and new sales recognized during the year.

***19.40% Increase in Other Receivables***

Mainly due to increase in receivables from leasing tenants.

***12.72% Overall Increase in Other Current Assets***

Primarily due to additional input taxes, creditable withholding taxes, and advances to contractors.

***46.95% Decrease in Deferred Income Tax Assets***

Mainly from the decrease in deferred taxes attributable to advance rentals.

**8.62% Increase in Other Noncurrent Assets**

Increase was largely due to additional construction costs of Filinvest Cebu Cyberzone (known as “BTO rights”) covered by the BTO agreement with the Provincial Government of Cebu and an investment in a 5-year, non-interest bearing, Class A Senior Notes issued by a third-party special purpose trust fund.

**7.47% Overall Increase in Accounts Payable and Accrued Expenses**

*5.04% increase in Accounts Payable and Accrued Expenses – current portion; 11.07% increase in Accounts Payable and Accrued Expenses – net of current portion*

Mainly from the unpaid balance of Niyog and Cajel acquisition, increase in deposit from tenants, and other operating payables of the Group.

**27.25% Overall Decrease in Contract Liabilities**

*21.72% decrease in contract liabilities – current portion; 47.03% decrease in contract liabilities – net of current portion*

Mainly because of the construction progress for the accounts already qualified for revenue recognition.

**35.24% Decrease in Due to Related Parties**

Pertains to FILRT’s continuing quarterly payments to FDC for the purchase of land in Boracay, Aklan, as part of its asset infusion program.

**10.25% Increase in Income Tax Payable**

Primarily due to higher 4<sup>th</sup> quarter income tax

**12.60% Increase in Loans Payable**

*95.10% increase in Loans Payable – current portion; 15.96% decrease in Loans Payable – net of current portion*

Attributable to newly availed loans of ₱24.66 billion offset by ₱20.53 billion repayments.

**8.91% Decrease in Bonds payable**

*88.70% decrease in Bonds Payable – current portion; 36.97% increase in Bonds Payable – net of current portion*

Primarily due to the settlement of FILRT’s bonds of ₱6.00 billion in January 2023 and FLI’s bonds of ₱9.04 billion in November 2023, partially offset by FLI’s bond issuance amounting to ₱11.43 billion in December 2023.

**1.36% Increase in Retirement Liabilities**

Mainly from plan asset contribution and payments, offset by net benefit costs for the year.

**30.31% Decrease on Remeasurement Losses on Retirement Plan**

Mainly due to actuarial adjustments during the year.

**5.74% Decrease in Non-controlling Interests**

Mainly due to dividend distributions higher than the income share of NCI

| <b>Performance Indicators</b>                      | <b>2023</b> | <b>2022</b> |
|--|-------------|-------------|
| Earnings per Share - Basic <sup>1</sup>            | 0.16        | 0.12        |
| Earnings per Share - Diluted <sup>2</sup>          | 0.16        | 0.12        |
| Price Earnings Ratio <sup>3</sup>                  | 3.69        | 7.50        |
| Interest-bearing Debt to Equity Ratio <sup>4</sup> | 0.79        | 0.81        |
| Debt Ratio <sup>5</sup>                            | 0.54        | 0.54        |
| EBITDA to Total Interest Paid <sup>6</sup>         | 2.18        | 2.27        |

<sup>1</sup> Basic earnings per share amounts are calculated by dividing net income for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period.

<sup>2</sup> Diluted earnings per share amounts are calculated by dividing the net income attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

<sup>3</sup> Price Earnings Ratio is computed as closing price of the Parent Company's shares of stock divided by actual earnings per share for the years ended December 31, 2023 and 2022

<sup>4</sup> Interest-bearing debt-to-Equity Ratio is computed as the sum of consolidated loans payable and consolidated bonds payable divided by total equity.

<sup>5</sup> Debt Ratio is computed as total liabilities divided by total assets

<sup>6</sup> EBITDA to Total Interest Paid is computed as EBITDA (net income plus interest and other finance charges (including interest expense on financial liability on lease contract), provision for income tax, depreciation and amortization) divided by total interest paid.

### **Seasonality**

Except for the significant impact of COVID-19 pandemic to the Company's operations starting March 2020, there were no other trends, events or uncertainties that have had or that are reasonably expected to have a material impact on net sales or revenues or income from operations.

## Significant Subsidiary

Filinvest REIT Corp. (FILRT) (formerly Cyberzone Properties, Inc. – CPI)

The table below presents FILRT’s information (at cost) on revenues, net income and financial soundness indicators, all before elimination of intercompany transactions, as of and for the years ended December 31, 2025, 2024, and 2023:

|                                     | FILRT                            |          |                        |
|-------------------------------------|----------------------------------|----------|------------------------|
|                                     | For the years ended December 31, |          |                        |
|                                     | 2023                             | 2024     | 2025                   |
|                                     | (millions)                       |          |                        |
| Gross Revenues                      | ₱2,989.7                         | ₱2,843.6 | ₱3,583.0               |
| Net Income                          | 925.2                            | 854.1    | (2,567.4) <sup>1</sup> |
| <b><i>As a % of FLI Group's</i></b> |                                  |          |                        |
| Gross Revenues and Other Income     | 13.40%                           | 11.63%   | 13.83%                 |
| Net Income                          | 21.54%                           | 18.42%   | (53.40%)               |

<sup>1</sup> FLI transferred its ownership of Festival Supermall Main Mall to FILRT in exchange for 1,626,003,316 primary common shares of FILRT at an issue price of ₱3.85 per share, for a total value of ₱6.26 billion under a tax-free property-for-share swap transaction. Net loss at cost before elimination of intercompany transactions included the loss amounting to ₱3.98 billion from the transaction. This loss from the transaction is eliminated in the consolidated financial statements of FLI and subsidiaries. FILRT’s net income on its stand-alone financial statements at fair value amounted to ₱1.28 billion.

|                                    | For the years ended December 31, |      |        |
|------------------------------------|----------------------------------|------|--------|
|                                    | 2023                             | 2024 | 2025   |
| Current Ratio <sup>1</sup>         | 1.28                             | 1.06 | 1.32   |
| Debt Ratio <sup>2</sup>            | 0.64                             | 0.64 | 0.55   |
| Net Profit Margin <sup>3</sup>     | 0.31                             | 0.30 | (0.72) |
| Return on Equity <sup>4</sup>      | 0.19                             | 0.19 | (0.39) |
| Asset-to-Equity Ratio <sup>5</sup> | 2.78                             | 2.81 | 2.22   |

1. Current Ratio = Current Assets divided by Current Liabilities
2. Debt Ratio = Total Liabilities divided by Total Assets
3. Net Profit Margin = Net Income divided by Revenue
4. Return on Equity = Annualized Net Income divided by Total Equity.
5. Asset-to-Equity Ratio = Total Assets divided by Total Equity

All other subsidiaries do not have significant contributions to the Group.

**Other Disclosures**

Aside from the possible material increase in interest rates of the outstanding long-term debts with floating rates, there are no known trends, events or uncertainties or any material commitments that may result to any cash flow or liquidity problems of FLI within the next 12 months. The Parent Company is not in default or breach of any note, loan, lease or other indebtedness or financing arrangements requiring it to make payments, or any significant amount in its accounts payable that have not been paid within the stated terms.

There are no known trends, events or uncertainties that have had or are reasonably expected to have favorable or unfavorable impact on net sales or revenues or income from continuing operations of FLI.

Except for income generated from retail leasing, there are no seasonal aspects that have a material effect on FLI's financial conditions or results of operations.

The operating activities of FLI are carried uniformly over the calendar year; there are no significant elements of income or loss that did not arise from its continuing operations.

There are no known events that will trigger the settlement of a direct or contingent financial obligation that is material to the Parent Company.

There are no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships to the Parent Company with unconsolidated entities or other persons created during the reporting period, except those discussed.

The Group does not have any contingent liability or borrowings wherein financial assets were pledged to secure payment nor does it have borrowings wherein properties were mortgaged to secure a loan.

*For Approval by the Stockholders at the 2026 Annual Stockholders' Meeting***FILINVEST LAND, INC.****MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING**

Held on 24 April 2025 at 3:00 p.m.  
 Conducted virtually *via* Microsoft Teams  
*from The Beaufort, 5<sup>th</sup> Avenue corner 23<sup>rd</sup> Street*  
*Bonifacio Global City, Taguig*

**I. ATTENDANCE****STOCKHOLDERS PRESENT/REPRESENTED<sup>1</sup>:**

|   |                       |                 |
|---|-----------------------|-----------------|
| Number of Outstanding Common Shares                   | 22,383,759,506        |                 |
| Number of Outstanding Preferred Shares                | 8,000,000,000         |                 |
| Total Number of Outstanding Shares                    | 30,383,759,506        |                 |
| <b>Total Number of Shares Present and Represented</b> | <b>25,779,091,319</b> | <b>84.8450%</b> |

**ALSO PRESENT:****Board of Directors ("Board"):**

| <b>Name</b>                        | <b>Position/Board Committees</b>  |
|------------------------------------|---|
| Mr. Jonathan T. Gotianun           | Chairman<br>Member – Executive Committee<br>Member – Corporate Governance Committee   |
| Ms. Lourdes Josephine Gotianun Yap | Vice-Chairperson<br>Chairperson – Executive Committee<br>Member – Audit and Risk Management Oversight Committee<br>Member – Compensation Committee            |
| Mr. Tristaneil D. Las Marias       | President and Chief Executive Officer ("CEO")<br>Member – Executive Committee   |
| Mr. Michael Edward T. Gotianun     | Director<br>Member – Executive Committee  |
| Ms. Rhoda A. Huang                 | Director  |
| Atty. Ephyro Luis A. Amatong       | Lead Independent Director<br>Chairman – Compensation Committee<br>Chairman – Corporate Governance Committee<br>Chairman – Related-Party Transaction Committee |

<sup>1</sup> Annex "A" hereof provides for the list of Stockholders and their mode of attendance.

| <b>Name</b>              | <b>Position/Board Committees</b>  |
|--------------------------|---|
|                          | Member – Audit and Risk Management Oversight Committee  |
| Dr. Ernesto S. De Castro | Independent Director<br>Member – Corporate Governance Committee<br>Member – Compensation Committee<br>Member – Related-Party Transaction Committee  |
| Mr. Gemilo J. San Pedro  | Independent Director<br>Chairperson – Audit and Risk Management Oversight Committee<br>Member – Corporate Governance Committee<br>Member – Related-Party Transaction Committee<br>Member – Compensation Committee |

**Officers:**

| <b>Name</b>                        | <b>Position</b>   |
|------------------------------------|---|
| Ms. Ana Venus A. Mejia             | Treasurer and Chief Finance Officer (“CFO”), Executive Vice President                                       |
| Atty. Maria Victoria Reyes Beltran | Compliance Officer, Senior Vice President and General Counsel   |
| Mr. Edward Thomas V. Bernas        | Senior Vice President – Assistant Residential Head  |
| Mr. Wilbert B. Serrano             | First Vice President and Sales and Marketing Head   |
| Mr. Luis L. Fernandez              | First Vice President and HOA & Water Systems Head   |
| Ms. Harriett Joan C. Ducepec       | First Vice President – Corporate Planning and Market Research   |
| Ms. Mary Averose D. Valderama      | First Vice President and Brand/Product and Regional Projects Head – MRB and MM/Luzon MRB                    |
| Mr. Sean Philip R. Imperial        | First Vice President, Land Acquisition and Disposition  |
| Mr. Gerard C. Marcelo              | First Vice President and Regional General Manager – North, Central and South Luzon and Estate Business Head |
| Atty. Katrina O. Clemente-Lua      | Corporate Secretary and Corporate Information Officer   |
| Atty. Jennifer C. Lee              | Assistant Corporate Secretary   |
| Mr. Michael R. Roxas               | Chief Audit Executive   |
| Mr. Raymond Wilfred L. Castaneda   | Data Privacy Officer  |
| Ms. Melissa Regina C. Ortiz        | Investor Relations Officer  |

**Representatives of the Independent External Auditor – SyCip Gorres Velayo & Co. (“SGV & Co.”):**

| Name                   |
|------------------------|
| Mr. Martin C. Guantes  |
| Ms. Wanessa Salvador   |
| Mr. Marlon Quero       |
| Ms. Vanessa L. Guittap |

**Representative of the Stock Transfer Agent – Stock Transfer Service, Inc. (“STSI”):**

| Name                            | Position  |
|---------------------------------|-----------|
| John Kristofer Paulo L. Herrera | Processor |

**Others:**

| Name                        | Position  |
|-----------------------------|---|
| Ysmael V. Baysa             | Filinvest Development Corporation (“FDC”) – Chief Operating Officer |
| Ven Christian S. Guce       | FDC – Treasurer and Chief Finance Officer                           |
| Isabelle Therese G. Yap     | East West Banking Corporation – Director                            |
| Carolyn Cherie B. Fernandez | Sharepro, Inc. and Dreambuilders Pro, Inc. - President              |

**II. CALL TO ORDER**

The Chairman of the Board of Filinvest Land, Inc. (the “Company”, the “Corporation” or “FLI”), Mr. Jonathan T. Gotianun, presided over the meeting, while the Corporate Secretary, Atty. Katrina O. Clemente-Lua, recorded the minutes thereof.

After the national anthem, the Chairman called the meeting to order and welcomed the stockholders. He also acknowledged the presence of the Company’s senior management officers, representatives of its external auditor, Sycip Gorres Velayo & Co., and representatives of its stock transfer agent, Stock Transfer Service, Inc. (“STSI”), who joined the meeting through the live webcast.

**III. CERTIFICATION OF SERVICE OF NOTICE AND QUORUM**

The Chairman then requested the Corporate Secretary to report on the service of notice of the meeting, and whether there was a quorum at the meeting. The Corporate Secretary confirmed that, in accordance with the Securities and Exchange Commission (“SEC”) Notice dated 12 March 2025, the notice of the meeting, together with a copy of the Information Statement and the Audited Financial Statements, was posted on the Company’s website and disclosed through PSE EDGE. The Notice of Meeting was also published in the business sections of The Philippine Daily Inquirer and Business Mirror on 26 March 2025, and 27 March 2025, respectively, both in print and online.

Based on the online registration and proxies received by the Office of the Corporate Secretary, which was tabulated with the assistance of the Company's stock transfer agent, STSI, the Corporate Secretary certified that out of the 22,383,759,506 outstanding common shares and 8,000,000,000 outstanding preferred shares of stock or a total of 30,383,759,506 outstanding shares of the Company as of the record date or 28 February 2025, 25,779,091,319 shares representing 84.8450% of the total issued and outstanding shares of the Company were present at the meeting. The breakdown of the stockholders present in terms of mode of attendance are set forth below:

| Mode of Attendance   | Number of Shares      | Percentage of Shares as to the Outstanding Capital Stock |
|--|-----------------------|--|
| Present by proxy   | 25,767,677,523        | 84.8074%   |
| Voting <i>in absentia</i>                                    | 82,000                | 0.0003%  |
| Remote Communication   | 11,331,796            | 0.0373%  |
| Total Number of Shares Present or Represented in the Meeting | <b>25,779,091,319</b> | <b>84.8450%</b>  |

There being a quorum, the Chairman declared the meeting duly convened and open for business.

#### IV. INSTRUCTIONS ON THE RULES AND CONDUCT OF VOTING PROCEDURES

The Chairman noted that while the Company is holding the meeting in a virtual format, the Company endeavored to provide the stockholders the opportunity to participate in the meeting to the same extent possible as in an in-person meeting. He then asked the Corporate Secretary to share the rules of conduct and voting procedures for the meeting.

The Corporate Secretary explained that the rules of conduct and voting procedures were set forth in the Definitive Information Statement and in the Explanation of Agenda Items which forms part of the Notice of the Annual Stockholders' Meeting. She highlighted the following points:

1. Stockholders who successfully registered under the shareholders' registration system were provided the instructions to access the digital voting ballot as well as the virtual meeting;
2. The deadline for voting *in absentia* and through proxy was on 14 April 2025;
3. After the voting, the Office of the Corporate Secretary, together with the Company's stock transfer agent, tabulated all the votes cast *in absentia* as well as *via* proxy;
4. The results of the voting will be reported after each item is taken up during the meeting; and
5. The stockholders were also given up to 14 April 2025 to submit any questions or comments they may have.

She further informed all the participants of the meeting that there would be a visual and audio recording of the entire proceedings.

**V. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 19 APRIL 2024**

The Chairman inquired if copies of the minutes of the Annual Stockholders' Meeting held on 19 April 2024 were furnished to the stockholders.

The Corporate Secretary certified that electronic copies of the minutes was made available on the Company's website within five (5) business days from last year's Annual Stockholders' Meeting and included in the Information Statement.. She reported that the resolution below was approved by at least a majority of the stockholders present or represented in the meeting, viz:

***“RESOLVED, That the Minutes of the Annual Meeting of the Stockholders of the Company held on April 19, 2024 is hereby approved.”***

The votes received for the adoption of the foregoing resolution are as follows:

|   | For            | Against | Abstain |
|---|----------------|---------|---------|
| Number of Shares Voted  | 25,767,759,523 | -       | -       |
| Percentage of Shares as to the Total Number of Shares Present in this Meeting | 99.9560%       | -       | -       |

**V. PRESENTATION OF THE MANAGEMENT'S REPORT**

The pre-recorded report of the Company's President and CEO, Mr. Tristaneil D. Las Marias, on the Company's operations for the year ended 31 December 2024 and outlook for the year 2025, was then presented.

Thereafter, the President and CEO announced to the stockholders that, during the special meeting of the Board of Directors held immediately preceding the Annual Stockholders' Meeting, the Board of Directors approved the declaration of cash dividends from the unrestricted retained earnings of the Company as of 31 December 2024: (i) for common shares, regular cash dividends of Php0.05 per share representing a dividend payout ratio of 27%; and (ii) for preferred shares, cash dividends of Php0.0005 per share. Dividends are payable on 23 May 2025 for stockholders of record as of 14 May 2025.

The Chairman thanked the President for his report.

**VI. RATIFICATION OF THE AUDITED FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2024**

The Chairman then proceeded to the next item in the agenda which was the ratification of the 2024 Audited Financial Statements. The Chairman asked the

Corporate Secretary if the stockholders were furnished a copy of the 2024 Audited Financial Statements.

The Corporate Secretary responded that an electronic copy of the 2024 Audited Financial Statements was made available on the Company’s website as well as attached to the Information Statement. She reported that the resolution below was approved by at least a majority of the stockholders present or represented in the meeting, viz:

*“RESOLVED, That the Company’s Audited Financial Statements for the year ended December 31, 2024 is hereby approved, confirmed and ratified.”*

The votes received for the adoption of the foregoing resolution are as follows:

|   | For            | Against | Abstain |
|---|----------------|---------|---------|
| Number of Shares Voted  | 25,767,759,523 | -       | -       |
| Percentage of Shares as to the Total Number of Shares Present in this Meeting | 99.9560%       | -       | -       |

**VII. GENERAL RATIFICATION OF ALL THE ACTS, RESOLUTIONS AND PROCEEDINGS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES AND MANAGEMENT UP TO 24 APRIL 2025**

The next item in the agenda was the ratification of all the acts, resolutions and proceedings of the Board of Directors, Board Committees and Management from the date of the last annual stockholders’ meeting until 24 April 2025, a summary of which was included in the Information Statement which was made available to the stockholders. These acts and resolutions are duly recorded in the corporate books and include among others, the approval of contracts, application for government permits and licenses, sale or lease of properties, and other transactions in the general conduct of business.

The Corporate Secretary reported that the resolution below was approved by at least a majority of the stockholders present or represented in the meeting, viz:

*“RESOLVED, That all the acts, resolutions and proceedings of the Board of Directors, Board Committees and Management from the date of the last annual stockholders’ meeting until April 24, 2025 are hereby approved, confirmed and ratified.”*

The votes received for the adoption of the foregoing resolution are as follows:

|                        | For            | Against | Abstain |
|------------------------|----------------|---------|---------|
| Number of Shares Voted | 25,767,759,523 | -       | -       |

|   |          |   |   |
|---|----------|---|---|
| Percentage of Shares as to the Total Number of Shares Present in this Meeting | 99.9560% | - | - |
|---|----------|---|---|

## VIII. ELECTION OF DIRECTORS

The Chairman announced that the next item in the Agenda was the election of nine (9) directors, including three (3) independent directors of the Company for the year 2025 to 2026.

As requested by the Chairman, the Corporate Secretary announced the names of the persons nominated for election as directors and independent directors of the Company and who were pre-screened by the Corporate Governance Committee, which convened as the Nominations Committee, in accordance with the Company's Revised Manual on Corporate Governance and Amended By-Laws, viz:

Directors:

1. Mr. Jonathan T. Gotianun
2. Ms. Lourdes Josephine Gotianun Yap
3. Mr. Francis Nathaniel C. Gotianun
4. Mr. Michael Edward T. Gotianun
5. Ms. Rhoda A. Huang
6. Mr. Tristaneil D. Las Marias

Independent Directors:

7. Atty. Ephyro Luis B. Amatong
8. Dr. Ernesto S. De Castro
9. Mr. Gemilo J. San Pedro

The Corporate Secretary reported that the resolution below was approved by at least a majority of the stockholders present or represented in the meeting, viz:

***“RESOLVED***, That the following persons are hereby declared as duly-elected directors of the Company, to serve for a term of one (1) year or until their successors shall have been elected and qualified in accordance with the By-Laws of the Company:

1. *Jonathan T. Gotianun*
2. *Lourdes Josephine Gotianun Yap*
3. *Francis Nathaniel C. Gotianun*
4. *Michael Edward T. Gotianun*
5. *Rhoda A. Huang*
6. *Tristaneil D. Las Marias*

*Independent Directors:*

7. *Ephyro Luis B. Amatong*

8. *Ernesto S. De Castro*
9. *Gemilo J. San Pedro*”

The votes received by each of the nominees are presented below:

| Nominee                                       | For            | Against    | Abstain       | Percentage of Favorable Votes |
|---|----------------|------------|---------------|-------------------------------|
| Jonathan T. Gotianun                          | 25,767,759,523 | -          | -             | 99.9560%                      |
| Lourdes Josephine Gotianun Yap                | 25,744,447,525 | 21,383,998 | 1,928,000     | 99.8656%                      |
| Francis Nathaniel C. Gotianun                 | 23,987,692,981 | 21,383,998 | 1,758,682,544 | 93.0510%                      |
| Michael Edward T. Gotianun                    | 25,767,759,523 |            |               | 99.9560%                      |
| Rhoda A. Huang                                | 25,767,759,523 | -          | -             | 99.9560%                      |
| Tristaneil D. Las Marias                      | 25,767,759,523 | -          | -             | 99.9560%                      |
| Ephyro Luis B. Amatong (Independent Director) | 25,766,907,523 | -          | 852,000       | 99.9527%                      |
| Ernesto S. De Castro (Independent Director)   | 25,767,759,523 | -          | -             | 99.9560%                      |
| Gemilo J. San Pedro (Independent Director)    | 25,767,759,523 | -          | -             | 99.9560%                      |

## IX. APPOINTMENT OF INDEPENDENT EXTERNAL AUDITOR

The Chairman announced the next item in the Agenda which was the appointment of an independent external auditor. He stated that the Company’s Audit and Risk Management Oversight Committee and the Board have endorsed the re-appointment of the auditing firm of SyCip Gorres Velayo & Company as the Company’s external auditor for the year 2025.

The Corporate Secretary reported that the resolution below was approved by at least a majority of the stockholders present or represented in the meeting, viz:

*“**RESOLVED**, That the accounting firm of SyCip Gorres Velayo and Co. (SGV & Co.) be approved for re-appointment as the Company’s external auditor for the year 2025.”*

The votes received for the adoption of the foregoing resolution are as follows:

|   | For            | Against | Abstain |
|---|----------------|---------|---------|
| Number of Shares Voted  | 25,766,789,023 | 970,500 | -       |
| Percentage of Shares as to the Total Number of Shares Present in this Meeting | 99.9523%       | 0.0038% | -       |

## **X. OTHER MATTERS**

After confirming with the Corporate Secretary that there were no other matters that require consideration by the stockholders, the Chairman inquired whether there were questions or comments raised by the stockholders, and requested the Corporate Secretary to read aloud the questions and comments, if any. The President and CEO was then requested by the Chairman to respond to such questions or comments.

The Corporate Secretary stated that stockholders were given up to 14 April 2025 to submit any questions or comments they may have on the materials distributed to all stockholders of record for this year's Annual Stockholders' Meeting. The following are the questions that were raised:

### **1. The real estate sector plays an important role in ensuring sustainability. Can you tell us how the company is implementing sustainability practices?**

In response, Mr. Las Marias stated that FLI continues to lead in sustainable workspaces with its increased use of renewable energy, the use of the distilled cooling system and implementing LEED and EDGE standards which led to certifications for its office buildings. Mr. Las Marias likewise emphasized that Festival Mall in Alabang has been utilizing solar energy for several years now.

Mr. Las Marias likewise mentioned that the Company's residential developments feature green and open spaces that enhance the communities, and which developments also ensure adequate natural lighting and ventilation that minimizes energy consumption.

### **2. What can we look forward to for FLI in 2025?**

Mr. Las Marias replied that for 2025, FLI will continue to push existing residential offerings which are mostly outside of Metro Manila, expecting demand to increase for 2025 due to the recent reduction in interest rates and expected further reductions in interest rates. He added that FLI is also looking forward to the opening of the Filinvest Mall in Clark Mimoso in the 4th quarter of this year. Further, the Company's industrial business will likewise be recognizing additional revenues with the new locator sign-ups and expect new locators in the next few months. Lastly, Mr. Las Marias stated that FLI is expecting to have a stable office business in 2025.

The Corporate Secretary thanked Mr. Las Marias for his responses. She then reported to the Chairman that other than the two (2) questions, there were no other questions or comments submitted.

## **VII. ADJOURNMENT**

Prior to the adjournment, a video presentation was shown on the activities undertaken by the Company as regards its efforts on sustainability and corporate social responsibility.

There being no further business to transact, the Chairman declared the meeting adjourned. He conveyed his gratitude to the stockholders for attending the meeting and for their continued trust and confidence in the Company and the Management.

CERTIFIED CORRECT:

  
**KATRINA O. CLEMENTE-LUA**  
Corporate Secretary

ATTESTED BY:

**JONATHAN T. GOTIANUN**  
Chairman

**ANNEX “A”**

**LIST OF STOCKHOLDERS AND THEIR MODE OF ATTENDANCE**

**Annual Stockholders’ Meeting held on 24 April 2025**

| <b>Stockholder</b>  | <b>No. of Shares</b>  | <b>Appointee/Beneficial Owner</b> |
|---|-----------------------|-----------------------------------|
| <b><u>Proxies</u></b>   |                       |                                   |
| Filinvest Development Corporation                                   | 23,987,610,981        | Chairman of the Meeting           |
| Citibank N.A. Philippine Branch                                     | 137,884,044           | Chairman of the Meeting           |
| Standard Chartered Bank (various non-resident foreign corporations) | 19,007,337            | Chairman of the Meeting           |
| The Hongkong and Shanghai Banking Corp. Ltd.                        | 1,623,175,161         | Chairman of the Meeting           |
| <b>Sub-total (Proxies)</b>  | <b>25,767,677,523</b> |                                   |
| <b><u>Voting in Absentia</u></b>                                    |                       |                                   |
| BDO Securities Corporation  | 82,000                | Hassan N. Decampong               |
| <b>Sub-total (Voting in Absentia)</b>                               | <b>82,000</b>         |                                   |
| <b><u>Remote Communication</u></b>                                  |                       |                                   |
| Jonathan T. Gotianun  | 61                    |                                   |
| Lourdes Josephine Gotianun Yap                                      | 91                    |                                   |
| Tristaneil D. Las Marias  | 1                     |                                   |
| Michael Edward T. Gotianun  | 11,235,928            |                                   |
| Rhoda A. Huang  | 95,712                |                                   |
| Ephyro Luis B. Amatong  | 1                     |                                   |
| Ernesto S. De Castro  | 1                     |                                   |
| Gemilo J. San Pedro   | 1                     |                                   |
| <b>Sub-total (Remote Communication)</b>                             | <b>11,331,796</b>     |                                   |
| <b>TOTAL</b>  | <b>25,779,091,319</b> |                                   |

## ANNEX “F”

### 2026 ANNUAL STOCKHOLDERS MEETING

#### FILINVEST LAND, INC.

#### REQUIREMENTS AND PROCEDURE FOR ELECTRONIC VOTING *IN ABSENTIA* AND PARTICIPATION BY REMOTE COMMUNICATION

##### I. REGISTRATION

Filinvest Land, Inc. (the “Company”) established a designated website in order to facilitate the registration of and voting *in absentia* by the stockholders at the annual meeting, as provided under Sections 23 and 57 of the Revised Corporation Code.

- a. Stockholders as of 04 March 2026 may access the stockholder registration system at the web address: [https://shareholders.filinvest.com.ph/FIL\\_SHAREHOLDERSYSTEM](https://shareholders.filinvest.com.ph/FIL_SHAREHOLDERSYSTEM). The deadline for registration is 10 April 2026.
- b. To register, the stockholders are required to provide the following supporting documents:
  - i. For Individual Stockholders:
    1. A scanned copy of the stockholder’s valid government-issued ID showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
    2. A valid and active e-mail address; and
    3. A valid and active contact number.
  - ii. For Individual Stockholders with Joint Accounts:
    1. A scanned copy of an authorization letter signed by all stockholders, identifying who among them is authorized to cast the vote for the account;
    2. A scanned copy of the authorized stockholder’s valid government-issued ID showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
    3. A valid and active e-mail address; and
    4. A valid and active contact number.
  - iii. For Individual Stockholders under Broker Accounts:
    1. A broker’s certification on the stockholder’s number of shareholdings;
    2. A scanned copy of the stockholder’s valid government-issued ID showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
    3. A valid and active e-mail address; and
    4. A valid and active contact number.
  - iv. For Corporate Stockholders:

- a. A secretary's certificate attesting to the authority of the representative to vote for, and on behalf of the corporation;
- b. A scanned copy of a valid government-issued ID of the stockholder's representative showing photo, signature and personal details, preferably with residential address (in JPG format). The file size should be no larger than 2MB;
- c. A valid and active e-mail address of the stockholder's representative; and
- d. A valid and active contact number of the stockholder's representative.

*Important Note: Incomplete or inconsistent information may result in unsuccessful registration. As a result, stockholders will not be able to access to vote electronically in absentia, but may still vote through a proxy, by submitting a duly accomplished proxy form on or before 10 April 2026.*

- c. After registration, the Company, together with its stock transfer agent, Stock Transfer Service, Inc. ("STSI") will conduct the validation process. Upon validation, the Company will send an email to the stockholder, which shall be sent to the email address of the stockholder indicated in the registration form, containing instructions for voting *in absentia* and remote attendance for the meeting.

## **II. ELECTRONIC VOTING IN ABSENTIA**

- a. Registered stockholders have until 10 April 2026, 11:59 PM (Philippine time) to cast their votes *in absentia*.
- b. All agenda items indicated in the Notice of Meeting will be set out in the digital absentee ballot and the registered stockholder may vote as follows:
  - i. For items other than the election of directors, the registered stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the stockholder's shares.
  - ii. For the election of directors, the registered stockholder has the option to:
    - a. Distribute his votes equally among all the candidates;
    - b. Abstain;
    - c. Cast such number of votes for each nominee as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. Should the votes cast by the stockholder exceed the number of votes he is entitled to, the votes for each nominee shall be reduced in equal proportion, rounded down to the nearest whole number. Any balance shall be considered abstained.

Once voting on the agenda items is finished, the registered stockholder can proceed to submit the accomplished ballot by clicking the "Submit" button.

The Office of the Corporate Secretary, with the assistance of representatives of the Company's stock transfer agent, STSI, will count and tabulate the votes cast *in absentia* together with the votes cast by proxy.

During the meeting, the Corporate Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes cast for each item for approval and/or ratification under the agenda will be shown on the screen.

### III. PARTICIPATION BY REMOTE COMMUNICATION

- a. Prior to the meeting, the Company will send email instructions to those stockholders who have successfully registered, which shall be sent to the email address of the stockholder indicated in the registration form, on how they can attend the meeting through remote communication and have access to the livestream of the meeting.
- b. Only those stockholders who successfully registered in the stockholder registration system, together with the stockholders who voted *in absentia* or by proxy, will be included in determining the existence of a quorum.
- c. Stockholders may send any questions and/or comments relating to the agenda on or before 10 April 2026 to [FLIASM@filinvestland.com](mailto:FLIASM@filinvestland.com). Questions or comments received on or before 10 April 2026 may be responded to during the meeting. Any questions not answered during the meeting may be answered via email.
- d. Stockholders who register, and vote on the website for voting in absentia are hereby deemed to have given their consent to the collection, use, storing, disclosure, transfer, sharing and general processing of their personal data by the Company and by any other relevant third party for the purpose of electronic voting *in absentia* for the Annual Stockholders' Meeting and for all other purposes for which the stockholder can cast his/her/its vote as a stockholder of the Company.

For any clarifications, please contact us through [FLIASM@filinvestland.com](mailto:FLIASM@filinvestland.com).