

COVER SHEET

for
SEC FORM 17-Q

SEC Registration Number

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COMPANY NAME

N	L	E	X		C	O	R	P	O	R	A	T	I	O	N		(	A		S	U	B	S	I	D	I	A	R	Y
O	F		M	E	T	R	O		P	A	C	I	F	I	C		T	O	L	L	W	A	Y	S					
C	O	R	P	O	R	A	T	I	O	N	)																		

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

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

Form Type

1	7	-	Q
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Department requiring the report

M	S	R	D
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Secondary License Type, If
Applicable

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COMPANY INFORMATION

Company's Email Address

nlexsec@mptc.com.ph

Company's Telephone Number

(02) 8580-8900

Mobile Number

0998-962-0895

No. of Stockholders

16

Annual Meeting (Month / Day)

Any Day in May

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Ms. Maria Theresa O. Wells

Email Address

nlexsec@mptc.com.ph

Telephone Number/s

(02) 8580-8900

Mobile Number

0998-962-0895

CONTACT PERSON'S ADDRESS

NLEX Compound, Balintawak, Caloocan City, Metro Manila

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.

SECURITIES AND EXCHANGE COMMISSION

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

1. For the quarterly period ended: June 30, 2026
2. Commission Identification Number: A1997-01451. 3. BIR Tax Identification No: 004-984-946-000

NLEX CORPORATION

4. Exact name of issuer as specified in its charter

Metro Manila, Philippines

5. Province, country or other jurisdiction of incorporation or organization

6. Industry Classification Code: (SEC Use Only)

NLEX Compound, Balintawak, Caloocan City

1400

7. Address of issuer's principal office Postal Code

+632-8-580-8900

8. Issuer's telephone number, including area code

N/A

9. Former name, former address and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class

Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding

Series B Bonds Due 2028

Php2,000,000,000.00

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

Yes [] No [✓]

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

N/A

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [✓] No []

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [✓] No []

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PART I--FINANCIAL INFORMATION

Item 1. Financial Statements

NLEX CORPORATION
(A Subsidiary of Metro Pacific Tollways Corporation)

Interim Condensed Financial Statements (unaudited)
June 30, 2026 and 2025

NLEX CORPORATION
(A Subsidiary of Metro Pacific Tollways Corporation)
INTERIM CONDENSED BALANCE SHEET AS AT JUNE 30, 2026 (UNAUDITED)
AND CONDENSED BALANCE SHEET AS AT DECEMBER 31, 2025 (AUDITED)

	June 30, 2026	December 31, 2025
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	₱3,958,992,202	₱3,499,024,861
Financial assets at fair value through profit or loss (FVTPL) (Note 5)	13,316,251	13,169,724
Receivables (Notes 6 and 13)	2,643,081,813	2,803,004,718
Inventories:		
At net realizable value	40,616,606	66,406,694
At cost	6,725,338	8,423,894
Other current assets (Note 10)	1,223,551,072	936,419,846
Total Current Assets	7,886,286,282	7,326,449,737
Noncurrent Assets		
Service concession assets (Note 7)	83,930,525,377	82,726,677,155
Property and equipment (Note 8)	370,464,380	385,109,946
Goodwill (Note 26)	6,213,799,383	6,213,799,383
Other intangible assets (Note 9)	83,188,364	121,156,921
Other noncurrent assets	300,912,466	346,168,490
Total Noncurrent Assets	90,898,889,970	89,792,911,895
TOTAL ASSETS	₱98,785,176,252	₱97,119,361,632
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and other current liabilities (Note 11)	₱5,345,425,842	₱5,256,501,009
Dividends payable (Note 13)	—	—
Short-term loans payable	—	—
Income tax payable	799,201,438	874,621,977
Provisions (Note 12)	478,377,024	478,370,265
Current portion of long-term debt (Note 14)	3,140,962,609	4,237,113,096
Total Current Liabilities	9,763,966,913	10,846,606,347
Noncurrent Liabilities		
Long-term debt - net of current portion (Note 14)	40,994,347,175	41,094,975,507
Service concession fees payable (Note 15)	4,162,636,199	4,077,011,803
Provisions (Note 12)	934,556,346	560,058,952
Deferred tax liabilities - net	181,200,789	229,252,518
Long-term incentive plan payable	271,557,744	271,557,744
Pension liability - net	98,369,302	135,794,457
Total Noncurrent Liabilities	46,642,667,555	46,368,650,981
Total Liabilities	₱56,406,634,468	₱57,215,257,328
Equity		
Capital stock (Note 16)	₱1,878,600,000	₱1,878,600,000
Additional paid-in capital	9,965,880,147	9,965,880,147
Retained earnings	30,720,692,951	28,246,255,471
Other comprehensive loss reserve - net	(186,631,314)	(186,631,314)
Total Equity	42,378,541,784	39,904,104,304
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	₱98,785,176,252	₱97,119,361,632

See accompanying notes to Unaudited Interim Condensed Financial Statements and Management Discussion and Analysis.

NLEX CORPORATION
(A Subsidiary of Metro Pacific Tollways Corporation)

INTERIM CONDENSED STATEMENT OF INCOME AS AT JUNE 30, 2026 (UNAUDITED)
AND AS AT JUNE 30, 2025 (UNAUDITED)

	Six Months ended June 30	
	2026	2025
OPERATING REVENUES		
Toll fees - net of discount	₱15,771,516,350	₱14,676,041,473
Sales of magnetic cards	—	893
Toll revenues	15,771,516,350	14,676,042,366
Non-toll revenues (Note 17)	83,189,999	93,437,654
Total revenues	15,854,706,349	14,769,480,020
Cost of services (Note 18)	(5,532,012,494)	(4,845,436,481)
Gross Profit	10,322,693,855	9,924,043,539
Construction revenue (Note 7)	1,422,043,684	1,345,493,801
Construction costs (Note 7)	(1,422,043,684)	(1,345,493,801)
General and administrative expenses (Note 19)	(586,381,448)	(695,746,832)
Interest expense and other finance cost (Note 21)	(861,088,307)	(632,118,430)
Interest income (Note 20)	69,631,337	41,301,133
Foreign exchange gain - Net	15,115,890	(14,784,626)
Other income	80,439,660	211,327,453
Income before income tax	9,040,410,987	8,834,022,237
Provision for (benefit from) income tax		
Current	1,622,204,553	1,538,562,971
Deferred	(48,051,729)	(43,983,496)
	1,574,152,824	1,494,579,475
Net income	₱7,466,258,163	₱7,339,442,762

See accompanying notes to Unaudited Interim Condensed Financial Statements and Management Discussion and Analysis.

NLEX CORPORATION
(A Subsidiary of Metro Pacific Tollways Corporation)

INTERIM CONDENSED STATEMENT OF COMPREHENSIVE INCOME AS AT JUNE 30, 2026
(UNAUDITED) AND AS AT JUNE 30, 2025 (UNAUDITED)

	Six Months Ended June 30	
	2026	2025
NET INCOME	₱7,466,258,163	₱7,339,442,762
OTHER COMPREHENSIVE INCOME		
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>		
Income tax effect	—	—
	—	—
<i>Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:</i>		
Remeasurement gains (losses) on defined benefit Retirement plan (Note 16)	—	—
Income tax effect	—	—
	—	—
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	—	—
TOTAL COMPREHENSIVE INCOME	₱7,466,258,163	₱7,339,442,762

See accompanying notes to Unaudited Interim Condensed Financial Statements and Management Discussion and Analysis.

NLEX CORPORATION

(A Subsidiary of Metro Pacific Tollways Corporation)

INTERIM CONDENSED STATEMENT OF CHANGES IN EQUITY AS AT JUNE 30, 2026 AND 2025 (UNAUDITED)

	Capital Stock	Additional Paid-in Capital	Retained Earnings	Comprehensive Loss Reserve	Other	Total Equity
At January 1, 2026	₱1,878,600,000	₱9,965,880,147	₱28,246,255,471	(₱186,631,314)	—	₱39,904,104,304
Cash Dividends (see Note 16)	—	—	(4,991,820,683)	—	—	(4,991,820,683)
Net Income	—	—	7,466,258,163	—	—	7,466,258,163
Other comprehensive income	—	—	—	—	—	—
Total comprehensive income for the period	—	—	7,466,258,163	—	—	7,466,258,163
At June 30, 2026	₱1,878,600,000	₱9,965,880,147	₱30,720,692,951	(₱186,631,314)	—	₱42,378,541,784
At January 1, 2025	₱1,878,600,000	₱9,965,880,147	₱21,501,299,636	(₱156,424,380)	—	₱33,189,355,403
Cash dividends (Note 16)	—	—	(7,538,694,670)	—	—	(7,538,694,670)
Net income	—	—	7,339,442,762	—	—	7,339,442,762
Other comprehensive income (loss) (Note 16)	—	—	—	—	—	—
Total comprehensive income for the period	—	—	7,339,442,762	—	—	7,339,442,762
At June 30, 2025	₱1,878,600,000	₱9,965,880,147	₱21,302,047,728	(₱156,424,380)	—	₱32,990,103,495

See accompanying notes to Unaudited Interim Condensed Financial Statements and Management Discussion and Analysis.

NLEX CORPORATION
(A Subsidiary of Metro Pacific Tollways Corporation)

INTERIM CONDENSED STATEMENT OF CASH FLOWS AS AT JUNE 30, 2026 (UNAUDITED)
AND INTERIM CONDENSED STATEMENT OF CASH FLOWS AS AT JUNE 30, 2025
(UNAUDITED)

	Six Months Ended June 30	
	2026	2025
OPERATING ACTIVITIES		
Income before income tax	₱9,040,410,986	₱8,834,022,237
Adjustments to reconcile income before income tax to net cash flows:		
Amortization of service concession assets (Note 7)	942,909,070	865,459,272
Interest expense and other finance costs (Note 21)	861,088,307	635,007,565
Depreciation of property and equipment (Note 8, 18, and 19)	42,645,407	55,641,203
Movements in:		
Provisions	346,127,661	203,770,902
Accrued retirement costs / pension costs	(37,425,155)	(5,122,853)
Long-term incentive plan payable	—	52,725,513
Loss (gain) on disposals of property and equipment	(13,046,725)	2,077,478
Interest income (Note 20)	(69,631,337)	(41,301,133)
Amortization of other intangible assets (Note 9)	3,787,074	7,648,531
Allowance for decline in value of inventories	(263,233)	—
Provision for ECL	—	2,102,967
Unrealized foreign exchange gain (loss) - net	10,506,976	118,756
Unrealized gain on investments (FVTPL)	(146,527)	(178,421)
Operating income before working capital changes	11,126,962,504	10,611,972,017
Working capital changes:		
Decrease (increase) in:		
Receivables	197,240,135	256,250,112
Inventories	27,748,876	1,274,311
Other current assets	(313,834,574)	(812,640,261)
Increase (decrease) in:		
Accounts payable and other current liabilities	51,523,364	(396,658,903)
Cash generated from operation	11,089,640,305	9,660,197,276
Income tax paid	(1,697,625,092)	(1,405,981,091)
Net cash flows from operating activities	9,392,015,213	8,254,216,185
INVESTING ACTIVITIES		
Decrease (increase) in advances to contractors and other noncurrent assets	45,255,620	31,102,987
Interest received	59,013,701	40,126,710
Additions to:		
Service concession asset (Note 7)	(2,049,382,823)	(2,347,570,444)
Property and equipment (Note 8)	(27,999,436)	(65,385,594)
Financial assets at FVPL	34,181,483	(18,288,994)
Other intangible assets (Note 9)	—	—
Proceeds from:		
Sale of property and equipment (Note 8)	13,046,725	—
Net cash flows used in investing activities	(1,925,884,730)	(2,360,015,335)

(Forward)

	Six Months Ended June 30	
	2026	2025
FINANCING ACTIVITIES		
Proceeds from availment of:		
Short-term debt (Note 14)	P–	P1,850,000,000
Long-term debt (Note 14)	–	6,000,000,000
Payments of:		
Dividends	(4,991,820,683)	(4,531,960,000)
Long-term and short-term debt	(1,225,000,000)	(2,775,000,000)
Interest expense and other finance cost	(778,835,483)	(518,722,984)
Debt issue costs	–	(50,205,822)
Net cash flows from (used in) financing activities	(6,995,656,166)	(25,888,806)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	470,474,317	5,868,312,044
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(10,506,976)	(118,756)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	3,499,024,861	2,791,466,651
CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 4)	P3,958,992,202	P8,659,659,939

See accompanying notes to Unaudited Interim Condensed Financial Statements and Management Discussion and Analysis.

NLEX CORPORATION
(A Subsidiary of Metro Pacific Tollways Corporation)

NOTES TO UNAUDITED INTERIM CONDENSED FINANCIAL STATEMENTS

1. Corporate Information

General

NLEX Corporation (NLEX Corp. or the Company) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on February 4, 1997. NLEX Corp.'s primary purpose is to engage in, and carry on, a construction and contracting business, involving tollways, its facilities, interchanges and related works, including the operation and maintenance thereof, or otherwise engage in any work upon roads, bridges, buildings, and structures of all kinds.

On October 19 and November 17, 2016, the Company's Board of Directors (BOD) and stockholders, respectively, approved the change in the Company's corporate name from "Manila North Tollways Corporation" to "NLEX Corporation". The SEC approved the change in the Company's corporate name on February 13, 2017.

Prior to November 4, 2022, the Company was 70.78% owned by Metro Pacific Tollways North Corporation (MPTNC), a wholly owned subsidiary of Metro Pacific Tollways Corporation (MPTC). Following the effectivity of the merger between MPTC and MPTNC, with MPTC as the surviving entity, MPTC acquired, by operation of law, all the shares of MPTNC in the Company.

As of date, and subject to the issuance of applicable tax clearances, MPTC, directly and through its wholly-owned subsidiary, MPT North, Inc. (formerly Egis Investment Partners Philippines, Inc.), owns approximately 83.84% of the outstanding capital stock of the Company. MPTC is 99.9% owned by Metro Pacific Investments Corporation (MPIC). 46.28% of the outstanding common shares and 100% of the outstanding Class A Preferred shares of MPIC are owned by Metro Pacific Holdings, Inc. (MPHI).

As sole holder of the voting Class A Preferred Shares, MPHI's combined voting interest as a result of all its shareholdings is estimated at 58.34% of the total outstanding shares of MPIC as at December 31, 2025 and 2024, respectively. MPHI is a Philippine corporation whose major stockholders are Enterprise Investment Holdings, Inc. (EIH) (60.0%), Intalink B.V. (26.7%) and First Pacific International Limited (FPIL) (13.3%). First Pacific Company Limited (FPC), a company incorporated in Bermuda and listed in the Hong Kong Stock Exchange, through its subsidiaries Intalink B.V. and FPIL, holds 40.0% equity interest in EIH. FPC's equity interest in EIH is deemed as investment financing under Hong Kong Generally Accepted Accounting Principles. Thus, FPC is required to account for the results and assets and liabilities of EIH and its subsidiaries as part of FPC group of companies in Hong Kong.

The registered office address of the Company is NLEX Compound, Balintawak, Caloocan City, Metro Manila.

Toll Operations

Manila North Expressway Project (MNEP). In April 1998, NLEX Corp. (formerly MNTC), as concessionaire, entered into a Supplemental Toll Operation Agreement with the Toll Regulatory Board (TRB), as the grantor, and the Philippine National Construction Corporation (PNCC) as the franchisee for the construction, operation, and maintenance of the MNEP, now the North Luzon Expressway (NLEX), and the installation of the appropriate toll collection system.

The MNEP consists of Six phases as follows:

Phase I	Rehabilitation and expansion of approximately 84 kilometers (km) of the existing NLEX and an 8.5-km stretch of a Greenfield expressway that connects Tipo in Hermosa, Bataan to Subic (Segment 7)
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Phase II Construction of the northern parts of the 17-km circumferential road C-5 which connects the current C-5 expressway to the NLEX and the 5.85-km road from McArthur Highway to Letre

Phase III Construction of the 57-km Subic arm of the NLEX to Subic Expressway

The construction of Phase I was substantially completed in January 2005. On January 27, 2005, the Toll Regulatory Board (TRB) issued the Toll Operation Permit (TOP) for the operation and maintenance of Phase I consisting of Segments 1, 2, 3 and including Segment 7 in favor of NLEX Corp. Thereafter, NLEX Corp. took over the NLEX from Philippine National Construction Corporation (PNCC) and commenced its tollway operations on February 10, 2005.

Segment 8.1, a portion of Phase II, which is a 2.7 km-road designed to link Mindanao Avenue to the NLEX, officially commenced tollway operation on June 5, 2010. Segment 9, a portion of Phase II, which is a 2.4 km-road connecting NLEX to the McArthur Highway, officially commenced tollway operation on March 19, 2015. In May 2014, Segment 10, a portion of Phase II, which is a 5.76 km four-lane, elevated expressway that will start from the terminal of Segment 9 in Valenzuela City going to Circumferential Road 3 (C-3 Road) in Caloocan City above the alignment of Philippine National Railway (PNR) tracks. Segment 10 construction was completed on February 28, 2019, and officially opened to the public on March 1, 2019. The remaining portion of Phase II is under pre-construction works, while Phase III of the MNEP has not yet been started as at June 30, 2026.

Segment 8.2 – Section 1A Project. The project entails the design and construction of a new two-km Section 1A of Segment 8.2 from Mindanao Ave to Quirino Highway. The project is expected to be completed in Q3 2026.

Subic-Clark-Tarlac Expressway (SCTEX). Pursuant to the Toll Operation Certificate (TOC) received from the TRB and agreements covering the SCTEX, NLEX Corp. commenced the management, operation and maintenance of the SCTEX on October 27, 2015. The SCTEX is a 94-km four-lane divided highway, traversing the provinces of Bataan, Pampanga and Tarlac.

NLEX-South Luzon Expressway (SLEX) Connector Road Project (NLEX-SLEX Connector Road). On November 23, 2016, NLEX Corp. was awarded the concession for the design, financing, construction, operation and maintenance of the NLEX-SLEX Connector Road. The NLEX-SLEX Connector Road is an elevated four-lane toll expressway structure with a length of 8 kilometers passing through and above the right of way of the PNR starting from NLEX Segment 10 at C-3 Road Caloocan City and seamlessly connecting to SLEX through Metro Manila Skyway Stage 3 Project in Manila.

As at March 30, 2026, the construction of NLEX-SLEX Connector Road Section 1 is 100% complete, with toll collection beginning on August 8, 2023. A portion of Section 2, up to Ramon Magsaysay Boulevard in Manila, was completed last October 28, 2023, with toll collection beginning on October 15, 2024. Full completion of the project is upon completion of the interconnection structure to connect the Section 2 of the NLEX-SLEX Connector Road with the Skyway Stage 3.

2. Basis of Preparation and Changes to the Company's Accounting Policies

Basis of Preparation

The interim condensed financial statements have been prepared on a historical cost basis, except for financial assets at FVTPL which are measured at fair value and prepared in accordance with Philippine Accounting Standard (PAS) 34, "Interim Financial Reporting". The interim condensed financial statements are presented in Philippine peso, which is the Company's functional and presentation currency. All values are rounded to the nearest peso, except when otherwise indicated.

The interim condensed financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's annual financial statements as at and for the year ended December 31, 2025.

New Standards, Interpretations and Amendments

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective in 2025. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Effective beginning on or after January 1, 2025

▪ PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

On December 15, 2021, the FSRSC amended the mandatory effective date of PFRS 17 from January 1, 2024 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two (2) years after its effective date as decided by the IASB.

PFRS 17 is effective for reporting periods beginning on or after January 1, 2025, with comparative figures required. Early application is permitted.

▪ 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.

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*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial and Sustainability Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the IASB completes its broader review of the research project on equity accounting that may result in the

simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

3. Seasonality of Operations

Based on historical traffic in the NLEX and SCTEX, the month of January is slightly below the normal average due to the end of the Christmas holidays. From February to May, traffic is above the normal average due to the summer holiday, which is traditionally a peak season for travel. The months of June to August registered the lowest seasonal traffic due to the rainy season. Traffic is expected to improve from September until November, while the month of December has the highest seasonal traffic mainly due to the Christmas holidays.

4. Cash and Cash Equivalents

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Cash and cash equivalents	₱289,213,556	₱1,850,823,520
Short-term deposits	3,669,778,646	1,648,201,341
	₱3,958,992,202	₱3,499,024,861

For purposes of the interim condensed statements of cash flows for the six months ended June 30, 2026 and 2025, cash and cash equivalents as at June 30 comprise of the following:

	2026 (Unaudited)	2025
Cash on hand and in banks	₱289,213,556	₱6,791,605,436
Short-term deposits	3,669,778,646	1,868,054,503
	₱3,958,992,202	₱8,659,659,939

5. Financial assets at FVTPL

Details of this account are shown below:

	June 30, 2026 (Unaudited)		December 31, 2025 (Audited)	
	Fair Value	Principal Amount	Fair Value	Principal Amount
Financial assets at FVTPL				
Short-term	₱13,316,251	₱11,921,954	₱13,169,724	₱11,921,954

The movements in this account follow:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Balance at beginning of year	₱13,169,724	₱12,612,146
Additions	—	—
Changes in fair value taken to profit or loss	146,527	557,578
Balance at end of year	₱13,316,251	₱13,169,724

6. Receivables

This account consists of:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Trade receivables:		
Related parties (see Note 13)	₱469,206,707	₱847,180,387
Third parties	25,075,832	4,148,771
Advances to DPWH	1,174,073,049	1,098,726,022
Non-trade receivables:		
Related parties (see Note 13)	646,034,123	598,244,038
Third parties	168,254,241	119,233,349
Receivables from motorists	136,547,553	118,889,278
Advances to officers and employees	43,077,186	46,387,387
Due from related parties (see Note 13)	11,915,894	11,915,894
Interest receivables	20,996,812	10,379,176
	2,695,181,397	2,855,104,302
Less allowance for doubtful accounts	(52,099,584)	(52,099,584)
	₱2,643,081,813	₱2,803,004,718

Trade receivables are noninterest-bearing and are generally on terms of 30 to 45 days.

Non-trade receivables are noninterest-bearing and are collectible within a year.

Advances to Department of Public Works and Highways (DPWH) are noninterest bearing used in acquiring the required right-of-way of the projects in accordance with the Reimbursement Agreement between NLEX and DPWH.

Advances to officers and employees are normally collectible or liquidated in the following month.

Interest receivables are collectible within three to six months.

Movements in the allowance for doubtful accounts as at June 30, 2026 and December 31, 2025 are as follows:

	2026		
	Trade Receivables	Other Receivables	Total
Balance at beginning of year	₱6,291,314	₱45,808,270	₱52,099,584
Provision for doubtful accounts	–	–	–
	₱6,291,314	₱45,808,270	₱52,099,584

	2025		
	Trade Receivables	Other Receivables	Total
Balance at beginning of year	₱60,371,165	₱45,808,270	₱106,179,435
Provision for doubtful accounts	2,102,967	–	2,102,967
Write-off	(56,182,818)	–	(56,182,818)
	₱6,291,314	₱45,808,270	₱52,099,584

7. Service Concession Assets

The movements in this account follow:

	MNEP	SCTEX	NLEX-SLEX Connector Road	Total
Cost:				
At January 1, 2025	₱61,588,328,446	₱6,016,242,317	₱28,067,392,129	₱95,671,962,892
Additions	2,455,651,039	103,569,574	1,969,987,336	4,529,207,949
At December 31, 2025	64,043,979,485	6,119,811,891	30,037,379,465	100,201,170,841
Additions	1,162,685,869	68,304,473	915,766,950	2,146,757,292
At June 30, 2026	₱65,206,665,354	₱6,188,116,364	₱30,953,146,415	₱102,347,928,133
Accumulated amortization:				
At January 1, 2025	₱14,916,124,722	₱721,865,251	₱–	₱15,637,989,973
Amortization (see Note 18)	1,761,513,150	74,990,563	–	1,836,503,713
At December 31, 2025	16,677,637,872	796,855,814	–	17,474,493,686
Amortization (see Note 18)	907,247,499	35,661,571	–	942,909,070
At June 30, 2026	₱17,584,885,371	₱832,517,385	₱–	₱ 18,417,402,756
Net book value:				
At June 30, 2026	₱47,621,779,983	₱5,355,598,979	₱30,953,146,415	₱83,930,525,377
At December 31, 2025	47,366,341,613	5,322,956,077	30,037,379,465	82,726,677,155

MNEP

Additions to service concession assets for the six months ended June 30, 2026 pertain primarily to the ongoing construction of Segment 8.2 Section 1A, consultancy services and other technical fees for the Multi Lane and Free Flow (MLFF) Project, additional equipment and enhancements of the Toll Collection System, various road furniture, and enhancements of existing bridges with an aggregate amount of ₱1,162.7 million. Borrowing costs capitalized amounted to ₱85.6 million and ₱191.8 million for the six months ended June 30, 2026, and December 31, 2025, respectively. The interest rate used to determine the amount of borrowing costs eligible for capitalization ranges from 6.11% to 7.15%.

SCTEX

Additions in SCTEX comprise mainly of RFID system enhancements, median post and guardrails and improvement of roadway structures.

NLEX-SLEX Connector Road

Additions in NLEX-SLEX Connector Road are the remaining balance of contracted works and the accretion in the present value of periodic payments to DPWH, as consideration for the acquisition of the right of way. Other additions include consultancy fees, technical services, and general and administrative expenses. Capitalized borrowing costs and accretion amounted to ₱553.5 million and ₱85.6 million and ₱950.2 million and ₱171.6 million for the six months ended June 30, 2026, and December 31, 2025, respectively.

8. Property and Equipment

The movements in this account are as follows:

	Land	Building, Improvements and Leasehold Improvements	Transportation Equipment	Office Equipment and Others	Total
Cost:					
At January 1, 2025	₱—	₱264,448,101	₱282,708,603	₱691,508,985	₱1,238,665,689
Additions	—	37,826,102	47,732,482	54,723,235	140,281,819
Disposals	—	—	(4,718,765)	(8,353,974)	(13,072,739)
At December 31, 2025	—	₱302,274,203	325,722,320	737,878,246	1,365,874,769
Additions	—	37,930,655	25,092,464	9,944,421	72,967,540
Disposals/adjustments	—	(30,846,683)	(11,452,579)	(8,116,713)	(50,415,975)
At June 30, 2026	₱—	₱ 309,358,175	₱ 339,362,205	₱739,705,954	₱1,388,426,334
Accumulated depreciation:					
At January 1, 2025	₱—	₱145,580,471	₱183,613,795	₱552,568,331	₱881,762,597
Depreciation	—	16,613,827	34,234,639	61,226,499	112,074,965
Disposals/adjustments	—	—	(4,718,765)	(8,353,974)	(13,072,739)
At December 31, 2025	—	162,194,298	213,129,669	605,440,856	980,764,823
Depreciation (see Notes 18 and 19)	—	9,030,877	18,651,370	14,963,160	42,645,407
Disposals/adjustments	—	2,084,265	(5,279,704)	(2,252,837)	(5,448,276)
At June 30, 2026	₱—	₱173,309,440	₱226,501,335	₱618,151,179	₱1,017,961,954
Net book value:					
At June 30, 2026	₱—	₱136,048,735	₱112,860,870	₱121,554,775	₱370,464,380
At December 31, 2025	—	140,079,905	112,592,651	132,437,390	385,109,946

Additions to property and equipment as at June 30, 2026 and December 31, 2025 amounted to ₱73.0 million and ₱140.3 million, respectively comprising of acquisition of service vehicles, building improvements, office furniture and equipment.

As at June 30, 2026 and December 31, 2025, there are no items of property and equipment with lien or encumbrances or used as security of any outstanding loan.

9. Other Intangible Assets

Other intangible assets pertain to computer software relating to the Company's accounting, reporting and asset management systems with an estimated useful life of 5 years. The movements in this account follow:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Cost:		
Balance at beginning of year	₱277,969,130	₱245,263,588
Additions	2,382,358	32,705,542
Reclass	(19,988,026)	—
Balance at end of the period	₱260,363,462	₱277,969,130
Accumulated amortization:		
Balance at beginning of year	₱156,812,209	₱141,624,606
Amortization (see Notes 18 and 19)	20,362,889	15,187,603
Balance at end of the period	177,175,098	156,812,209
Net book value	₱83,188,364	₱121,156,921

10. Other Current Assets

Details of other current assets are as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Advances to contractors and consultants	₱680,994,693	₱665,799,484
Input VAT	357,382,891	14,758,174
Prepayments	179,139,884	103,811,934
Creditable withholding tax	31,162,430	66,600,855
Deferred input VAT	16,328,942	126,907,167
	1,265,008,840	977,877,614
Less: Allowance for unclaimable input VAT	(14,758,174)	(14,758,174)
Allowance for non-recoverability of advances	(26,699,594)	(26,699,594)
	₱1,223,551,072	₱936,419,846

11. Accounts Payable and Other Current Liabilities

This account consists of:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Accrued Expenses		
Third parties	₱1,950,734,894	₱2,191,490,840
Related parties (see Note 13)	1,026,121,823	720,395,999
Trade Payables		
Third parties	141,173,018	180,018,232
Related parties (see Note 13)	105,409,596	277,864,576
Retention payable		
Third parties	452,031,327	441,150,891
Related parties (see Note 13)	150,589,405	136,617,656
Output VAT - net	852,012,293	683,807,858
Interest payable	306,167,247	268,762,022
Non-trade Payables		
Third parties	69,578,748	47,265,778
Related parties (see Note 13)	53,045,039	52,870,317
Withholding taxes payable	64,557,954	102,797,148
Deferred output VAT	43,867,972	47,339,933
Unearned revenue		
Third parties	8,586,255	13,736,338
Related parties (see Note 13)	2,502,624	2,502,624
Others	119,047,647	89,880,797
	₱5,345,425,842	₱5,256,501,009

Accrued expenses consist of:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Construction costs	₱1,359,513,896	₱1,224,040,815
Outside services	635,177,757	568,382,883
BCDA Revenue Share	230,798,400	318,055,235
Salaries and employee benefits	109,488,335	244,626,316
PNCC fee	120,142,046	128,015,984
Repairs and maintenance	217,636,038	71,434,624
Project insurance	12,701,221	24,336,828
Professional fees	51,317,525	84,592,885
Transportation and travel	39,395,888	33,320,477
Operating and maintenance costs	40,460,778	21,752,354

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Advertising and marketing expenses	16,584,509	15,553,591
Management fees	14,761,144	31,538,944
Toll collection and medical services	3,134,280	3,134,280
TRB fee	300,000	–
Others	125,444,900	143,101,623
	P2,976,856,717	P2,911,886,839

Trade payables and accrued expenses are noninterest-bearing and are normally settled within 30 to 45 days.

Retention payable is a percentage of the amount certified as due to the contractor on an interim certificate that is deducted from the amount due and retained by the Company. Retention payable is usually released at the end of the warranty period.

Output VAT - net pertains to net amount of VAT payable to taxation authority. Deferred output VAT is reported as output VAT upon collection of related receivables within the next reporting period. Withholding taxes and VAT payable are remitted to the government the following month.

Interest payable is settled within three to six months.

12. Provisions

The movements in this account follow:

	Heavy Maintenance	Others	Total
At January 1, 2025	P749,890,669	P150,725,765	P900,616,434
Additions	248,899,246	22,669,633	271,568,879
Accretion	43,296,383	–	43,296,383
Payments	(159,557,304)	(141,978,519)	(301,535,823)
Reclassifications	–	124,483,344	124,483,344
At December 31, 2025	882,528,994	155,900,223	1,038,429,217
Additions (see Notes 19 and 20)	378,792,979	21,114,954	399,907,933
Accretion (see Note 21)	28,376,491	–	28,376,491
Payments	–	–	–
Reclassifications	(32,672,077)	(21,108,195)	(53,780,272)
At June 30, 2026	P1,257,026,387	P155,906,982	P1,412,933,369

At June 30, 2026:

Current	P412,907,880	P65,469,144	P478,377,024
Noncurrent	844,118,507	90,437,838	934,556,346
	P1,257,026,387	P155,906,982	P1,412,933,370

At December 31, 2025:

Current	P412,907,880	P65,462,385	P478,370,265
Noncurrent	469,621,114	90,437,838	560,058,952
	P882,528,994	P155,900,223	P1,038,429,217

Provision for heavy maintenance pertains to the present value of the estimated contractual obligations of the Company to maintain the service concession asset to a specified level of serviceability during the service concession term and to restore the same assets in good working condition prior to turnover of the assets to the Grantor at the end of the concession period. The amount of provision is reduced by the actual payment during the period.

Other provisions include employee leave entitlements expected to be settled within one year after the reporting date.

13. Related Party Disclosures

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or under common control with the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

The following table provides the total amount of significant transactions with related parties for the relevant period:

Related Party	Relationship	2026 2025	Management Fees (see Note 19)	Professional Fee (see Note 19)	Outside Services (see Notes 18 and 19)	Repairs and Maintenance (see Notes 18 and 19)	Communication, Light and Water (see Notes 18 and 19)	Advertising and Marketing Expenses (see Notes 18 and 19)	Fuel & Oil, Transportation and Travel Expenses, Rental (see note 18)	Income from Utility Facilities (see Note 17)	Other Income
MPTC	Parent Company	2026 2025	P13,530,484 14,069,175	P-	P-	P 2,961,470	P-	P- 8,000,000	P-	P-	P- 14,390,597
MPIC	Parent Company of MPTC	2026 2025	-	-	-	-	-	-	-	-	-
MPTDI (formerly MPTMSI)	Subsidiary of MPTC	2026 2025	-	-	64,849,972 46,828,639	-	-	-	-	-	6,332,145 4,809,875
Easytrip Services Corp. (ESC)	Joint Venture of MPT North	2026 2025	-	-	162,018,426 135,104,318	-	-	10,907,611 20,924,065	-	3,105,652	3,516,133 14,036,210
Smart Communications Inc. (Smart)	Associate of FPC	2026 2025	-	-	-	-	2,840,821 2,691,397	18,750 29,643	-	-	-
Egis Projects Philippines Inc.	Associate of FPC	2026 2025	-	13,057,794 12,922,776	-	18,071,502 13,690,531	-	-	5,329,721	-	-
Indra Philippines Inc.	Associate of FPC	2026 2025	-	-	-	31,741,504 20,833,333	-	-	-	-	-
PLDT	Associate of FPC	2026 2025	-	-	-	-	3,921,331 4,267,116	-	-	3,620,513	-
Cavitex Infrastructure Corp (CIC)	Subsidiary of MPTC	2026 2025	-	-	-	-	-	-	413 727	-	3,395,967 31,612,957
Cebu Cordova Link Expressway (CCLEC)	Subsidiary of MPTC	2026 2025	-	-	-	-	-	-	-	-	4,404,086 5,034,460
Metro Pacific Tollways Vizmin (MPTVizmin)	Subsidiary of MPTC	2026 2025	-	-	-	-	-	-	-	-	-

(Forward)

Related Party	Relationship	Management Fees (see Note 19)	Professional Fee (see Note 19)	Outside Services (see Notes 18 and 19)	Repairs and Maintenance (see Notes 18 and 19)	Communication, Light and Water (see Notes 18 and 19)	Advertising and Marketing Expenses (see Notes 18 and 19)	Fuel & Oil, Transportation and Travel Expenses, Rental (see note 18)	Income from Utility Facilities (see Note 17)	Other Income
SAVVIE Inc. (formerly Southbend Express Services)	Subsidiary of MPTC	2026	P-	P 435,673,535	P 424,614	P-	P-	P-	P-	P 2,803,931
		2025	-	351,847,207	324,820	-	-	741,106	-	650,876
MPT Mobility (formerly NLEX Ventures Corporation)	Subsidiary of MPTC	2026	-	65,893,971	-	-	-	-	-	38,331,484
		2025	-	65,893,971	-	-	-	-	24,060,621	48,932,257
Metro Pacific Tollways South Management Corp (MPTSMC)	Subsidiary of MPTC	2026	-	-	-	-	-	-	-	-
		2025	-	-	-	-	-	-	-	-
MPCALA Holdings Inc	Subsidiary of MPTNC	2026	-	-	-	-	-	-	-	21,930,708
		2025	-	-	-	-	-	146	-	28,078,689
Manila Electric Company (Meralco)	Associate of MPIC	2026	-	-	-	40,572,824	-	-	-	-
		2025	-	-	-	28,564,181	-	-	-	-
Maynilad	Associate of MPIC	2026	-	-	-	11,366,299	-	-	-	-
		2025	-	-	-	749,084	-	-	-	-
Total		2026	P 13,530,484	P 13,057,794	P 728,435,904	P 53,199,090	P 58,701,275	P 5,330,134	P 3,620,513	P 80,714,454
		2025	14,069,175	12,922,776	599,674,135	34,848,684	36,271,778	741,979	27,166,273	147,545,921

Outstanding balances of receivables from/payables to related parties are carried in the statements of financial position under the following accounts:

Related Party	Relationship	Parent	Advances to Suppliers (see Note 6)	Receivables ⁽²⁾ (see Note 6)	Due from Related Parties ⁽¹⁾ (see Note 6)	Due to Affiliate ⁽²⁾ (see Note 12)	Accounts Payable and Other Current Liabilities and Dividends Payable ⁽²⁾ (see Notes 12 and 17)	Terms	Conditions
MPTC	Intermediate Company		P=	P146,571,755	P1,681,966	P=	P21,347,847	(1) On demand; noninterest-bearing	Unsecured; no impairment
		2026		144,986,921	1,681,966		175,452,907	(2) 30-45 days; noninterest-bearing	Unsecured; no impairment
		2025							
Metro Pacific Tollways South Management Corp.	Subsidiary of MPTSC	2026		12,665,415	377,544		16,620,229	On demand; noninterest-bearing	Unsecured; no impairment
		2025		12,665,415	377,544		16,469,665		
MPCALA Holdings, Inc. (MHI)	Subsidiary of MPTNC	2026		16,608,317			1,652,236	On demand; noninterest-bearing	Unsecured; no impairment
		2025		17,345,002			1,652,236		
CIC	Subsidiary of MPTC	2026		25,121,488	233,805		89,033	On demand; noninterest-bearing	Unsecured; no impairment
		2025		29,748,089	233,805		89,033		
ESC	Subsidiary of MPTC	2026		486,790,990	91,350		206,470,398	(1) On demand; noninterest-bearing	Unsecured; no impairment
		2025		864,742,440	91,350		192,434,023	(2) 7 days; noninterest-bearing	Unsecured; no impairment
Indra	Associate of MPIC	2026					83,672,363	Within one year; noninterest-bearing	Unsecured; no impairment
		2025					67,146,778		
Smart	Associate of FPC	2026		1,842,157			2,247,360	30-45 days; noninterest-bearing	Unsecured; no impairment
		2025		1,842,157			2,108,674		
PLDT	Associate of FPC	2026		18,744,357			795,280	30-45 days; noninterest-bearing	Unsecured; no impairment
		2025		18,032,033			2,953,353		
Meralco	Associate of MPIC	2026		1,945,905			23,391,564	Within one year; noninterest-bearing	Unsecured; no impairment
		2025	19,731,424				21,693,830	Within one year; noninterest-bearing	Unsecured; no impairment
Maynilad	Subsidiary of MPIC	2026		335,517	65,237		462,440	On demand; noninterest-bearing	Unsecured; no impairment
		2025		335,517	65,237		38,640		
MPTDI	Subsidiary of MPTC	2026		17,801,002	8,708,393		69,255,234	On demand; noninterest-bearing	Unsecured; no impairment
		2025		16,350,033	8,708,393		82,164,584		
MPT Mobility	Subsidiary of MPTC	2026		341,999,573	752,168		117,170,707	On demand; noninterest-bearing	Unsecured; no impairment
		2025		298,132,317	752,168		84,461,563		
Cebu Cordova Link Expressway Corporation	Subsidiary of MPTC	2026		19,795,475	5,431		544,853	On demand; noninterest-bearing	Unsecured; no impairment
		2025		14,923,082	5,431		564,853		
SAVVICE	Subsidiary of MPTC	2026	40,083,301	27,914,233			378,249,640	On demand; noninterest-bearing	Unsecured; no impairment
		2025	50,984,889	26,238,848			349,352,401		
MPIC	Parent Company of MPTC	2026					1,318,929	On demand; noninterest-bearing	Unsecured; no impairment
		2025					1,318,929		
EPPI	Associate of FPC	2026	507,476,714	82,271			412,363,884	On demand; noninterest-bearing	Unsecured; no impairment
		2025	507,476,714	82,271			191,535,772		
Egis Investment Partners Philippines, Inc. (EIPPI)	Stockholder	2026						On demand; noninterest-bearing	Unsecured
		2025							
Banco de Oro Unibank, Inc. (BDO)	Stockholder	2026		300			73,855,952	On demand; noninterest-bearing	Unsecured
		2025		300			813,931		
Global Fund Holdings, Inc. (Global Fund)	Stockholder	2026						On demand; noninterest-bearing	Unsecured
		2025							
Republic of the Philippines	Stockholder	2026						On demand; noninterest-bearing	Unsecured
		2025							
Total		2026	P567,291,439	P1,118,218,735	P11,915,894	P=	P1,409,507,949		
		2025	578,193,027	1,445,424,425	11,915,894		1,190,251,172		

14. Short-term Loans and Long-term Debt

Short-term Loans Payable

On March 28, 2025, the Company availed of a 31-day short-term loan from Philippine National Bank (PNB) amounting to ₱1,850.0 million, with an annual interest rate of 5.2% and a maturity date of April 28, 2025. The proceeds were used to bridge-finance the Company's capital expenditures.

On April 28, 2025, the Company partially settled the loan in the amount of ₱550.0 million, while the remaining balance of ₱1,300.0 million was rolled over for 150 days at an annual interest rate of 5.2%, with a maturity date of September 25, 2025.

As of June 30, 2026, the Company had no outstanding balance of short-term loans payable.

Long-term Debt

This account consists of:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Peso-denominated Notes and Loans:		
Corporate Notes	₱13,011,000,000	₱13,011,000,000
Term Loan Facilities	29,350,000,000	30,575,000,000
Fixed-rate Bonds	2,000,000,000	2,000,000,000
	44,361,000,000	45,586,000,000
Less: unamortized debt issue costs	225,690,216	253,911,397
	44,135,309,784	45,332,088,603
Less: current portion of long-term debt	3,140,962,609	4,237,113,096
	₱40,994,347,175	₱41,094,975,507

The unamortized debt issue costs incurred in connection with the availment of long-term debt amounting to ₱225.7 million and ₱253.9 million as at June 30, 2026 and December 31, 2025, respectively, were deducted against the long-term debt.

The movements in debt issue costs are as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Balance at beginning of period	₱253,911,397	₱248,116,924
Amortization during the year*(see Note 7 and 21)	(28,221,181)	67,500,000
Debt issue costs incurred during the year	—	(61,705,527)
Balance at end of period	₱225,690,216	₱253,911,397

*Includes amortization of debt issue costs capitalized to service concession assets amounting to ₱11,750,073 in 2026 and ₱27,506,382 in 2025.

2020 Corporate Notes Facility

On November 4, 2020, NLEX Corp. entered into a Corporate Notes Facility Agreement with various financial institutions for an unsecured note amounting to ₱20,000.0 million (₱11,000.0 million for Tranche A Facility and ₱9,000.0 million for Tranche B Facility), with tenors ranging from 7 years (Tranche A) and 10 years (Tranche B). The noteholders for Tranche A are China Banking Corporation (CBC), Development Bank of the Philippines, KEB Hana Bank Manila Branch, Land Bank of the Philippines (LBP), and The Insular Life Assurance Company, Ltd. while the noteholders for Tranche B are CBC, LBP, Sun Life of Canada (Philippines) Inc., and United Coconut Planters Bank. The initial drawdown was made on November 11, 2020 amounting to ₱5,000.0 million, of which, ₱2,750.0 million refers to Tranche A while ₱2,250.0 million refers to Tranche B.

The applicable interest rate for the initial drawdown for Tranche A (7-year tranche) was 4.04% from Issue Date until the day immediately prior to second (2nd) anniversary of the Initial Issue Date while

for Tranche B (10-year tranche) was 4.29% from Issue Date until the day immediately prior to fifth (5th) anniversary of the Initial Issue Date.

From March 26, 2021 until May 2, 2022, NLEX Corp. made subsequent drawdowns amounting to ₱15,000.0 million from the remaining ₱20,000.0 million Corporate Notes Facility which were priced at prevailing market rates prior to drawdown date, ranging from 4.53% to 6.79% for Tranche A and 4.25% to 6.31% for Tranche B.

On November 11, 2025, the interest rate was repriced, ranging from 4.21% to 7.15% for Tranche A and 6.98% for Tranche B.

Term Loan Facilities

BDO Unibank Inc. On September 19, 2019, NLEX Corp. entered into a term loan facility agreement with BDO Unibank Inc. for a 10-year fixed-rate loan amounting to ₱5,000.0 million. The proceeds of the loan will be used to partially finance the Company's capital expenditure projects.

By December 27, 2019, the Company has fully availed of the loan, with interest rates ranging from 4.73% to 5.21% p.a. On September 23, 2024, the interest rate was repriced to 6.60%.

Philippine National Bank (PNB). On December 4, 2015, the Company entered into a 10-year term loan facility agreement with PNB for a facility amount of ₱5,000.0 million to finance capital expenditures such as the NLEX Lane Widening Project, NLEX-SCTEX Integration Project and the upgrade of the SCTEX.

From December 10, 2015 until October 24, 2017, the Company availed of the loan with an interest rate ranging from 5.00% to 5.66%. Debt issue costs incurred amounted to ₱15.0 million on the initial drawdown and ₱14.2 million on the second drawdown, including the commitment fees.

On December 15, 2021, the Company partially prepaid its term loan facility with PNB amounting to ₱1,000.0 million as well as other scheduled principal repayments under the loan agreement.

As of December 10, 2025, the Company made total payments amounting to ₱5,000.0 million and fully paid the term loan with PNB.

Unionbank of the Philippines (Unionbank). On January 29, 2016, NLEX Corp. entered into a new ten-year term loan facility agreement with Unionbank for a facility amount of ₱5,000.0 million to finance capital expenditures which include Segment 10 and its exit ramps and the NLEX-SLEX Connector Road. On February 3 and December 29, 2016, NLEX Corp. made its initial and second drawdown amounting to ₱1,000.0 billion each. The undrawn amount will be available for drawing in one (1) or more availments on any banking day within one (1) year from July 24, 2015 with an extension period up to July 24, 2017, or such longer period as the parties may agree upon in writing. Total debt issue costs incurred on the initial and second drawdown amounted to ₱11.0 million.

On July 24, 2017, the Company opted not to extend the availability period of the undrawn amount of the term loan facility. On August 9, 2017, Unionbank, billed NLEX Corp. for the commitment fee of ₱12.1 million. Interest payment shall be made quarterly until the date of maturity on February 3, 2026.

As of February 3, 2026, the Company made total payments amounting to ₱2,000.0 million and fully paid the term loan with UBP.

Metropolitan Bank and Trust Company (Metrobank). On November 11, 2022, the Company entered a ₱7,000.0 million, 10-year term loan agreement with Metrobank to finance its capital expenditures and other general corporate purposes. The loan is subject to intermediate re-pricing based on pre-agreed pricing options.

On November 16, 2022, the Company made an initial drawdown of ₱4,000.0 million with an annual interest rate of 7.13%. On March 21, 2023, the Company made its second drawdown amounting

to ₱3,000.0 million with an annual interest rate of 7.50%. On November 16, 2025, the interest rate was repriced to 5.91%.

Bank of the Philippine Islands (BPI). On December 18, 2023, the Company entered into a ₱10,000.0 million, 10-year term loan agreement with BPI to finance partially fund its capital expenditures and refinance its maturing debt. The loan is subject to intermediate re-pricing based on pre-agreed pricing options.

On December 28, 2023, the Company made an initial drawdown of ₱2,000.0 million with an annual interest rate of 6.57%. On February 2, 2024 and July 26, 2024, the Company made its second and third drawdown amounting to ₱2,200.0 million and ₱1,000.0 million, respectively, and with an annual interest rate of 6.69%. By September 3, 2024, the Company fully availed the loan, with interest rates ranging from 6.57% to 6.69% p.a. amounting to ₱4,800.0 million.

China Banking Corporation (Chinabank). On October 30, 2024, the Company entered into a ₱10,000.0 million, 10-year term loan agreement with Chinabank to finance its capital expenditures and other general corporate purposes. The loan is subject to intermediate re-pricing based on pre-agreed pricing options.

On December 26, 2024, the Company made an initial drawdown of ₱1,000.0 million with an annual interest rate of 6.56%. On June 30, 2025 and November 10, 2025, the Company made its second and third drawdowns amounting to ₱6,000.0 million and ₱1,000.0 million with an annual interest rate of 6.41% and 6.11%, respectively. By December 22, 2025, the Company has fully availed the remaining ₱2,000.0 million loans at 6.13% interest rate.

China Banking Corporation (Chinabank). On March 30, 2026, the Company entered a ₱3,250.0 million, 5-year term loan agreement with Chinabank to refinance its existing indebtedness and for other general corporate purposes. The loan is not subject to any re-pricing based on the pre-agreed terms.

Fixed-rate Bonds

On July 4, 2018, the Company issued ₱4,000.0 million fixed-rate bonds with term of seven years at 6.64% per annum and ₱2,000.0 million with a term of ten years at 6.90% per annum, for public distribution and sale in the Philippines. Interest payments are payable quarterly in arrears on July 4, October 4, January 4 and April 4, starting on October 4, 2018.

The bonds will be payable at the end of the seven-year and ten-year maturity periods on July 4, 2025 and July 4, 2028, respectively. The proceeds will be used by the Company to partially fund the construction cost of Segment 10: C3-R10 Ramp Project, portion of Phase II of MNEP, which will connect the C-3 Road in Caloocan City to the R-10 in the Port area, and other general corporate purposes.

The bonds issued by the Company in 2018 contain an early redemption option where the Company has the right, but not the obligation, to redeem in whole, and not in part, any series of the bonds before the relevant maturity dates. The early redemption option was assessed by the management as closely and clearly related to the host contract.

On July 4, 2025, the Company fully paid the ₱4,000.0 million fixed-rate bond on its maturity.

15. Service Concession Fees Payable

The movements in the service concession fees payable are as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
At January 1	₱4,077,011,803	₱3,905,451,622
Accretion	85,624,396	171,560,181
Balance at end of period	₱4,162,636,199	₱4,077,011,803

16. Equity

Capital Stock

Details of shares of stock of the Company as at June 30, 2026 and December 31, 2025 follow:

	Number of Shares
Authorized - ₱100 par value	40,000,000
Issued	18,786,000

Cash dividends

The following cash dividends were declared as of June 30, 2026:

Declaration Date	Record Date	Payment Date	Cash Dividend per Share	Total
March 6, 2026	March 21, 2026	March 23, 2026	₱265.72	₱4,991,820,683
June 20, 2025	June 30, 2025	September 1, 2025	266.51	5,006,734,670
March 19, 2025	March 29, 2025	March 30, 2025	134.78	2,531,960,000
December 18, 2024	December 27, 2024	February 13, 2025	106.46	2,000,000,000

Other Comprehensive Loss Reserve

	Re-measurement of Defined Benefit Plan	Income Tax Related to Defined Benefit Plan	Total
Balance at January 1 and June 30, 2026	(₱191,055,469)	₱4,424,155	(₱186,631,314)

	Re-measurement of Defined Benefit Plan	Income Tax Related to Defined Benefit Plan	Total
Balance at January 1, 2025	(₱155,517,899)	(₱906,481)	(₱156,424,380)
Remeasurement loss (see Note 25)	(35,537,570)	5,330,636	(30,206,934)
Balance at December 31, 2025	(₱191,055,469)	₱4,424,155	(₱186,631,314)

17. Non-Toll Revenue

Details of non-toll revenue follow:

	For Six months Ended June 30	
	2026	2025
	(Unaudited)	
Income from toll service and utility facilities	₱83,189,999	₱93,437,654
	₱83,189,999	₱93,437,654

18. Cost of Services

This account consists of:

	Six months Ended June 30	
	2026	2025
	(Unaudited)	
BCDA Revenue Share	₱1,450,616,404	₱1,367,658,926
Amortization of service concession assets (see Note 7)	942,909,070	865,459,272
Outside services (see Note 13)	787,259,101	560,335,036
(Forward)		

	Six months Ended June 30	
	2026	2025
	<i>(Unaudited)</i>	
PNCC fee (see Note 22)	716,868,268	664,154,880
Repairs and maintenance (see Note 13)	503,058,928	224,946,762
Salaries and employee benefits	450,604,028	468,563,065
Provision for heavy maintenance (see Note 12)	378,792,979	342,093,204
Light & water	73,319,755	47,666,294
Insurance	53,469,157	77,993,234
Fuel & Oil (see Note 13)	35,814,504	23,143,318
Professional fees	29,032,608	25,026,262
Depreciation of property and equipment (see Note 8)	27,399,030	38,774,662
Toll collection and medical services	11,443,900	11,090,605
Advertising and promotions	10,967,633	21,036,469
Amortization of other intangible assets (see Note 9)	20,362,889	7,626,652
Others	40,094,240	99,867,840
	P5,532,012,494	P4,845,436,481

19. General and Administrative Expenses

This account consists of:

	Six months Ended June 30	
	2026	2025
	<i>(Unaudited)</i>	
Salaries and employee benefits	P191,363,550	P256,763,858
Taxes and licenses	100,814,799	113,443,713
Professional fees	98,074,128	83,303,069
Outside services (see Note 13)	73,492,367	77,535,310
Depreciation of property and equipment (see Note 8)	15,246,377	16,866,541
Advertising and marketing expenses	45,624,531	34,819,797
Management fees (see Note 13)	13,530,484	14,069,175
Repairs and maintenance (see Note 13)	8,374,025	1,527,753
Office supplies	8,277,683	9,071,714
Provisions (see Note 12)	7,112,403	9,865,938
Representation and travel	8,893,514	44,065,252
Rentals	2,348,479	2,515,100
Training and development costs	1,592,241	3,682,446
Communication, light & water	1,118,362	832,439
Directors' fees	460,000	540,000
Amortization of other intangible assets (see Note 9)	—	21,879
Miscellaneous	10,058,505	26,822,848
	P586,381,448	P695,746,832

20. Interest Income

Sources of interest income follow:

	Six months Ended June 30	
	2026	2025
	<i>(Unaudited)</i>	
Cash and cash equivalents	P69,613,003	P41,301,133
Others	18,334	—
	P69,631,337	P41,301,133

21. Interest Expense and Other Finance Costs

Sources of interest expense and other finance costs follow:

	Six months Ended June 30	
	2026	2025
	<i>(Unaudited)</i>	
Interest expense on:		
Loans (see Note 14)	₱805,541,342	₱567,259,831
Provision for heavy maintenance (see Note 12)	28,376,491	23,548,718
Finance costs:		
Amortization of debt issue costs (see Note 14)	16,471,107	21,035,797
Lenders' fees	10,672,759	20,224,932
Bank charges	26,608	49,152
	₱861,088,307	₱632,118,430

22. Significant Contracts and Commitments

PNCC Fee

In consideration of the assignment by PNCC of its usufructuary rights, interests and privileges under its franchise, PNCC is entitled to receive payment equivalent to 6% and 2% of the toll revenues from the NLEX and Segment 7, respectively. Any unpaid balance carried forward will accrue interest at the rate of the latest Philippine 91-day Treasury bill rate plus 1% per annum. This entitlement, as affirmed in the Amended and Restated Shareholders' Agreement (ARSA) dated September 30, 2004, shall be subordinated to operating expenses and the requirements of the financing agreements and shall be paid out subject to availability of funds. In December 2006, NLEX Corp. entered into a letter agreement with PNCC to set out the detailed procedure for payment.

The PNCC franchise expired in May 2007. However, since payment is a continuing obligation under the ARSA, NLEX Corp. continues to accrue and pay PNCC entitlement.

In accordance with the TRB directive, 90% of the PNCC fee is to be remitted to the National Treasury through the TRB, while the balance of 10% to PNCC.

As of June 30, 2026, and 2025, the Company recorded PNCC fee amounting to ₱716.9 million and ₱321.1 million, respectively (see Note 18).

NLEX-SLEX Connector Road

On November 5, 2019, the Company awarded an ₱8.0 billion contract to DM Consunji Inc. (DMCI) for the construction of the first section of the Connector Road. The contract covers the main civil works for the Caloocan to España Boulevard section.

On December 1, 2021, the Company awarded a ₱4.2 billion contract to China Road and Bridge Corporation for the construction of the second section of the Connector Road. The contract covers the main civil works for the España Boulevard to Sta. Mesa section.

As of June 30, 2026, the construction of NLEX-SLEX Connector Road is 99.62% complete.

Candaba Central Infill (3rd Viaduct)

On February 1, 2023, the Company entered into a ₱6,120.0 million target cost contract with Leighton Contractors (Asia) Limited for the design and construction of the Candaba 3rd Viaduct Project over a period of 23 months. The project includes the design and construction of a new five-km viaduct along the Candaba Viaduct. The Project has been approved by the TRB last June 2022 based on the preliminary cost estimate. In January 2023, after completing the competitive selection of contractor with the most responsive preliminary engineering design (PED) and costing, the Company submitted an updated supplemental project information memorandum to the TRB. This incorporates the actual bid price of the preferred contractor and the corresponding investment recovery scheme in the form of an add-on toll in the closed system of NLEX. As at December 31, 2024, the construction of Candaba Central Infill (3rd Viaduct) is 100% complete. A Certificate of

Substantial Completion dated December 3, 2024 and Toll Operation Permit dated February 14, 2025 were issued by the TRB.

Segment 8.2 Section 1A Project

On February 2025, NLEX Corp. awarded to China Road and Bridge Corporation (CRBC), the construction of a NLEX Segment 8.2 Section 1A. The project entails the design and construction of a new two-kilometer Section 1A of Segment 8.2 from Mindanao Avenue to Quirino Highway. The project is expected to be completed by the third quarter of 2026.

As of June 30, 2026, the construction of Segment 8.2 Section 1A is 87.72% complete.

Toll Collection Interoperability Agreement

On September 15, 2017, NLEX Corp., together with together with San Miguel Holdings Corporation, Private Infra Development Corporation, Citra Metro Manila Tollways Corporation, Skyway O&M Corporation, Citra Central Expressway Corporation, Vertex Tollways Development Incorporation, South Luzon Tollways Corporation, Manila Toll Expressway Systems Incorporated, Star Infrastructure Development Corporation, Star Tollway Corporation, MPTC, CIC, MHI, BCDA, Ayala Corporation, MCX Tollway, Inc., Department of Transportation, DPWH, and Land Transportation Office, has signed the MOA for Toll Collection Interoperability with TRB; whereby the concessionaires or facility operators agreed to timely, smoothly, and fairly implement the interoperability of the electronic toll collection systems and cash payment systems of the covered expressways and of future toll expressways, consistent with and subject to the concessionaires and operators' respective concession agreements, toll operations agreements, and supplemental toll operations agreement, as applicable.

The agreement will be implemented in two phases and to be operationalized within twelve (12) months from signing of the MOA. The first phase covers electronic collection interoperability, while the second phase covers cash collection interoperability. The interoperability of the electronic toll collection systems and cash payments systems was implemented on October 21, 2025.

Multi-Lane Free Flow Master Services Agreement

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

Traffic Management Memoranda of Agreement

On June 29, 2020, NLEX Corp. renewed its memorandum of agreement with the City Government of Meycauayan to address the traffic situation at identified traffic management areas within the territorial jurisdiction of Meycauayan City.

On 14 September 2020, NLEX Corp. renewed its memorandum of agreement with the City Government of San Fernando, Pampanga. Under the agreement, both parties shall adopt and execute the agreed traffic management plan to address the traffic situation at identified areas within the territorial jurisdiction of City of San Fernando, Pampanga.

On November 23, 2020, NLEX Corp. and City Government of Angeles, Pampanga entered into a memorandum of agreement to address the traffic situation within the Angeles Interchange. Under the MOA, both parties shall implement measures around the traffic management zone which include the deployment of traffic personnel, improvement of service time at the toll plaza, clearing of sidewalks, and prohibition of illegal parking, loading/unloading and jaywalking affecting traffic flow in the area.

On January 18, 2006, NLEX Corp., DPWH, and the City Government of Valenzuela entered into a memorandum of agreement to develop a traffic engineering management plan in coordination and cooperation with other government agencies and local government units and to address traffic build-up and congestion at Valenzuela Interchange. Under the MOA, DPWH shall improve pavements and construct road widening while NLEX Corp. and City Government of Valenzuela shall implement

measures such as improvement of pedestrian barriers, crossing markings and road signs, deployment of traffic enforcers, clearing of sidewalks.

23. Financial Assets and Financial Liabilities

Fair values

A comparison of carrying and fair values of all of the Company's financial instruments other than those with carrying amounts that are reasonable approximate of fair values, by category as at June 30, 2026 and December 31, 2025 is as follows:

	June 30, 2026		December 31, 2025	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Asset				
Financial Assets at FVTPL:				
Unit investment trust fund	₱13,316,251	₱13,316,251	₱13,169,724	₱13,169,724
	₱13,316,251	₱13,316,251	₱13,169,724	₱13,169,724
Financial Liability				
Other financial liability:				
Long-term debt	₱44,135,309,784	₱43,308,540,922	₱45,332,088,603	₱45,868,649,636
Service concession fee payable	4,162,636,199	1,313,835,195	4,077,011,803	1,384,378,352
	₱48,297,945,983	₱44,622,376,117	₱49,409,100,406	₱47,253,027,988

The management assessed that the fair values of cash and cash equivalents, receivables, restricted cash, accounts payable and other current liabilities, and dividends payable approximate their carrying amounts largely due to the short-term maturities of these instruments.

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:

Investments in UITFs

Fair value of investments in UITFs is determined based on published net asset value per share (NAVPS). NAVPS is computed as total assets of the fund less total liabilities over the total units outstanding as of the end of the reporting period. The funds are primarily invested in quoted securities in various industries and quoted government securities.

Long-term Debt

For fixed rate peso-denominated notes and loans, except the fixed-rate bonds where the fair value is based on its quoted market price as at June 30, 2026 and December 31, 2025, estimated fair value is based on the discounted value of future cash flows using the prevailing peso interest rates. In 2026 and 2025 the prevailing peso interest rates ranged from 5.83% to 6.44% and 5.52% to 6.96%, respectively.

Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

	June 30, 2026	Level 1	Level 2	Level 3
Assets measured at fair value:				
Financial assets at FVTPL:				
UITF	₱13,316,251	₱—	₱13,316,251	₱—

(Forward)

	June 30, 2026	Level 1	Level 2	Level 3
Liabilities for which Fair Values are Disclosed				
Other financial liabilities:				
Long-term debt				
Fixed-rate bonds	₱2,025,067,599	₱2,025,067,599	₱–	₱–
Peso-denominated notes and loans	41,283,473,323	–	41,283,473,323	–
Service concession fees payable	1,313,835,195	–	–	1,313,835,195
	₱44,622,376,117	₱2,025,067,599	₱41,283,473,323	₱1,313,835,195

	December 31, 2025	Level 1	Level 2	Level 3
Assets Measured at Fair Value				
Financial assets at FVTPL:				
Investments in UITFs	₱13,169,724	₱–	₱13,169,724	₱–

Liabilities for which Fair Values are Disclosed				
Other financial liabilities:				
Long-term debt				
Fixed-rate bonds	₱2,043,885,198	₱2,043,885,198	₱–	₱–
Peso-denominated notes and loans	43,824,764,438	–	43,824,764,438	–
Service concession fees payable	1,384,378,352	–	–	1,384,378,352
	₱47,253,027,988	₱2,043,885,198	₱43,824,764,438	₱1,384,378,352

During the periods ended June 30, 2026 and December 31, 2025, 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.

24. Contingencies and Others

a. VAT

NLEX Corp. received the following VAT assessments from the BIR:

- The BIR issued a Formal Letter of Demand on March 16, 2009 requesting NLEX Corp. to pay deficiency VAT plus penalties amounting to ₱1,010.5 million for taxable year 2006.
- A Final Assessment Notice was received from the BIR dated November 15, 2009 assessing NLEX Corp.'s deficiency VAT plus penalties amounting to ₱584.6 million for taxable year 2007.
- The BIR issued a Notice of Informal Conference dated October 5, 2009 assessing NLEX Corp. for deficiency VAT plus penalties amounting to ₱470.9 million for taxable year 2008. On May 21, 2010, the BIR issued another notice increasing the VAT deficiency for taxable year 2008 to ₱1,209.2 million (including penalties). On June 11, 2010, NLEX Corp. filed its Position Paper with the BIR reiterating its claim that it is not subject to VAT on toll fees.
- The BIR issued a Notice of Informal Conference on May 21, 2010, assessing NLEX Corp. deficiency VAT plus penalties amounting to ₱1,026.6 million for taxable year 2009. On June 11, 2010, NLEX Corp. filed its Position Paper with the BIR reiterating its claim that it is not subject to VAT on toll fees.

On April 3, 2014, the BIR accepted and approved NLEX Corp.'s application for abatement and issued a Certificate of Approval for the cancellation of the basic output tax, interest and compromise penalty amounting to ₱1,010.5 million and ₱584.6 million for taxable years 2006 and 2007, respectively. As at June 30, 2026, the VAT assessments for taxable years 2008 and 2009 remain pending with the BIR and there were no abatements made for these assessments.

Notwithstanding the foregoing, management believes, in consultation with its legal counsel, that in any event, the STOA amongst NLEX Corp., ROP, acting by and through the TRB, and PNCC, provides NLEX Corp. with legal recourse in order to protect its lawful interests in case there is a change in existing laws which makes the performance by NLEX Corp. of its obligations materially more expensive.

b. Real Property Taxes

- In July 2008 and April 2013, NLEX Corp. filed Petitions for Review under Section 226 of the Local Government Code with the Local Board of Assessment Appeals (LBAA) of the Province of Bulacan seeking to declare as null and void tax declarations issued by the Provincial Assessor of the Province of Bulacan. The said tax declarations were issued in the name of NLEX Corp. as owner/administrator/beneficial user of the NLEX and categorized the NLEX as a commercial property subject to real property tax. NLEX Corp. argues that NLEX is property of public dominion and exempt from RPT. The cases are pending as of June 30, 2026.
- In September 2013, NLEX Corp. received notices of realty tax delinquencies for the years 2006 to 2012 and 2013 issued by the Provincial Treasurer of Bulacan stating that if NLEX Corp. fails to pay or remit the alleged delinquent taxes, the remedies provided for under the law for the collection of delinquent taxes shall be applied to enforce collection. On September 27, 2013, the Bureau of Local Government Finance of the Department of Finance wrote a letter to the Province of Bulacan advising it to hold in abeyance any further course of action pertaining to the alleged real property tax delinquency. In January 2017, the Provincial Treasurer of Bulacan issued a notice of realty tax delinquencies of ₱459M for the years 2006 to 2017 stating that it could apply the remedies provided under the law for the collection of delinquent taxes. The matter is pending as of June 30, 2026.
- In December 2023 and January 2024, NLEX Corp. received notices of tax assessment with tax declarations for the year 2023 and 2024 issued by the Municipal Assessor Office of the Municipality of Guiguinto, Bulacan for the properties located in Municipality of Guiguinto Bulacan. On January 31, 2024, NLEX Corp. filed with LBAA, Province of Bulacan a Petition for Annulment of Assessment of Real Properties. On February 12, 2024, the Respondents filed its Opposition to NLEX Corp.'s Petition. The LBAA rules provide for the suppletory application of the Rules of Court. Thus, NLEX Corp. need not to file a reply as Respondent's allegations are deemed controverted. The case is pending as of June 30, 2026.
- In November 2025, NLEX Corp. received assessments and tax declarations covering roads located in the Municipality of Marilao, Province of Bulacan. On the same date, NLEX Corp. also received a copy of the assessments and tax declarations covering certain properties described as light posts or streetlight or the Road Lights, located in several municipalities (i.e. Pulilan, Plaridel, Guiguinto, Balagtas, Bocaue, and Marilao) in the Province of Bulacan, which indicated NLEX Corp. as the supposed owner thereof. On January 27, 2026, NLEX Corp. filed with LBAA, Province of Bulacan a Petition for Annulment of Assessment of Real Properties. The case is pending with LBAA as of June 30, 2026.
- The outcome of the claims on RPT cannot be presently determined. Management believes that these claims will not have a significant impact on NLEX Corp.'s consolidated financial statements. Management and its legal counsel also believe that the STOA also provides NLEX Corp. with legal recourse in order to protect its lawful interests in case there is a change in existing laws which makes the performance by NLEX Corp. of its obligations materially more expensive.

c. Local Business Taxes (LBT)

In March 2019, TMC filed an application for cessation of its business operations in Caloocan City pursuant to its merger with NLEX Corp.. In April 2019, NLEX Corp. received an assessment

for alleged deficiency local business taxes for taxable year 2018 in total amount of ₱13.4 million. In June 2019, NLEX Corp. filed its protest on the assessment. Due to the inaction of the Office of the City Treasurer, in September 2019, NLEX Corp. filed a complaint for annulment of the assessment with the Regional Trial Court of Caloocan City with a claim for refund in the amount of ₱5.4 million, representing excess LBT paid for taxable year 2018. The parties submitted their respective memoranda. On June 7, 2023, the Regional Trial Court of Caloocan City issued a decision dismissing the NLEX Corp. complaint and ruled in favor of the City of Caloocan. On August 2, 2023, NLEX Corp. filed a motion for reconsideration while the City of Caloocan filed its opposition to NLEX Corp.'s motion for reconsideration on September 5, 2023. On September 11, 2023, NLEX Corp. filed a motion to admit with reply with the Regional Trial Court of Caloocan City. On October 31, 2023, the Regional Trial Court of Caloocan City denied the NLEX Corp.'s Motion for Reconsideration. Hence, on December 7, 2023, NLEX Corp. filed a Petition for Review with the Court of Tax Appeals ("CTA"). On March 19, 2024, the CTA issued a Resolution directing the parties to file their respective Memoranda. NLEX Corp. filed its Memorandum on April 18, 2024. On October 8, 2025, CTA issued a Decision granting NLEX Corp.'s Petition and cancelling the assessment against TMC in the amount of Php13.4 million. On October 08, 2025, the City of Caloocan filed a Motion for Reconsideration. On November 20, 2025, the CTA Third Division issued a Resolution declaring that the Motion for Reconsideration was deemed not filed due to the City of Caloocan's failure to comply with the e-filing rules. Consequently, the City of Caloocan filed a Second Motion for Reconsideration on November 27, 2025. On February 5, 2026, the CTA Third Division issued a Resolution directing NLEX Corp. to file its Comment to the City of Caloocan's Motion for Reconsideration dated November 27, 2025. Hence, on March 9, 2026, NLEX Corp. filed its Comment. The case is pending with the CTA.

In September 2019, the Business Permit and Licensing Office ("BPLO") of the City of Valenzuela ("CGV") issued a demand to pay billing statement for alleged deficiency local business tax amounting to ₱47.8 million. Subsequently, the BPLO cancelled the initial billing and issued a revised assessment for alleged deficiency in local business taxes in the reduced amount of ₱26.5 million. In November 2019, NLEX Corp. paid the reduced amount under protest. In January 2020, NLEX Corp. filed its protest with a claim for refund of the revised assessment. Due to the inaction of the Office of the City Treasurer, NLEX Corp. filed a complaint for annulment of the assessment with the Regional Trial Court of the Caloocan City. On March 13, 2023, the RTC of Caloocan issued a Decision granting the refund of the ₱22.8 million representing revenues from toll services. However, the ₱3.0 million pertaining to signage services was denied on the ground of lack of jurisdiction of the trial court. NLEX Corp. and the City of Valenzuela filed their respective partial motion for reconsideration. On May 22, 2023, the Regional Trial Court of Caloocan issued an order denying NLEX Corp.'s and the City of Valenzuela's respective partial motion for reconsideration for lack of merit. In June 2023, the City of Valenzuela filed a petition for review before the Court of Tax Appeals ("CTA"), which was docketed as CTA Case No. 296 while in July 2023, NLEX Corp. filed a petition for review before the CTA which was docketed as CTA Case No. 297. On August 22, 2023, the City of Valenzuela filed its comment/opposition to the petition filed by NLEX Corp.. On August 23, 2023, NLEX Corp. filed with the CTA a motion for consolidation of the CTA Case Nos. 296 and 297. On August 30, 2023, the CTA issued a resolution for CTA Case No. 296 directing NLEX Corp. to file a comment to the petition filed by the City of Valenzuela and a resolution for CTA Case No. 297 directing the parties to submit their respective memoranda. The City of Valenzuela was ordered in the CTA's resolution for CTA Case No. 296 to file its comment to the motion for consolidation of the CTA Case Nos. 296 and 297. On October 9, 2023, NLEX Corp. filed its memorandum in CTA Case No. 297. On October 16, 2023, NLEX Corp. filed its comment to the petition filed by the City of Valenzuela. On November 15, 2023, the CTA issued a Resolution, noting the comment/Opposition filed by the City of Valenzuela to NLEX Corp. Motion to Consolidate. On February 1, 2024, the CTA, issued a Notice of Resolution, denying the NLEX Corp.'s Motion for Consolidation for being moot and academic considering that the CTA Case No. 297 was deemed submitted for decision last November 20, 2023. On November 15, 2024, the CTA issued a decision in the CTA Case No. 296, denying the petition for review filed by the CGV on July 5, 2023, due to lack of merit. Similarly on November 18, 2024, the CTA rendered a decision in CTA Case No. 297, ordering CGV to refund NLEX Corp. in the amount of ₱3.81 million, representing erroneously collected and paid LBT for signage services for taxable years 2012 to 2019. On December 27, 2024, external counsel received the CGV's

Motion for Reconsideration regarding the CTA Case No. 297. NLEX Corp. filed its comment to CGV's Motion for Reconsideration on January 6, 2025. On January 9, 2025, external counsel received the CGV's Motion for Reconsideration for the CTA Case No. 296. Hence, NLEX Corp. filed its comment on January 19, 2025, in CTA Case No. 296. On March 27, 2025, the CTA issued a resolution denying the CGV's Motion for Reconsideration in CTA Case No. 297 for lack of merit. On May 22, 2025, the CGV filed a Petition for Review with the CTA En Banc in relation to the CTA Division's decision and resolution in CTA Case No. 297, docketed as CTA En Banc Case No. 3156. On July 4, 2025, the CGV also filed its Petition for Review with the CTA En Banc in relation to the CTA Division's decision and resolution in CTA Case No. 296, docketed as CTA EB Case No. 3183. NLEX Corp. filed its Comment to CGV's Petition for Review for CTA En Banc Case No. 3183 on October 8, 2025. On October 21, 2025, the CTA En Banc issued a Resolution dated October 10, 2025, for CTA En Banc Case No. 3156 directing CGV to amend the caption of its Petition to reflect CGV as the petitioners and NLEX Corp. as respondents. Thus, on October 27, 2025, CGV filed a Compliance with attached Amended Petition for Review for the CTA En Banc Case No. 3156. On December 26, 2025, the CTA En Banc issued a Resolution admitting the Amended Petition for Review filed by CGV for CTA EB No. 3156 and ordering NLEX Corp. to file within five (5) days or until January 12, 2026, a comment to the Petition for Review. Thus, NLEX Corp. filed its Comment on January 12, 2026. On March 11, 2026, the CTA issued a Notice of Resolution, which noted the NLEX Corp. Comment on the Amended Petition filed by CGV. The case is pending for decision.

In November 2019, the City Treasurer of Valenzuela issued to NLEX Corp. an assessment for alleged deficiency LBT for the years 2013 to 2019 in the amount of ₱9.9 million. The assessment pertains to the imposition of LBT on the VAT component of NLEX Corp.'s gross receipts for the said years. In November 2019, NLEX Corp. timely filed its protest to the assessment. The City Treasurer of Valenzuela failed to act on the protest filed by NLEX Corp. within the period provided in the Local Government Code. Hence, in February 2020, NLEX Corp. filed a complaint for the annulment of the assessment with the Regional Trial Court of Valenzuela City. The Regional Trial Court issued a decision cancelling and setting aside the deficiency assessment. The City of Valenzuela filed a motion for reconsideration, but the trial court issued a resolution denying the motion for reconsideration. In April 2023, the City of Valenzuela filed a petition for review with the CTA, while NLEX Corp. filed its comment to the City of Valenzuela's petition on August 24, 2023. On September 12, 2023, the CTA issued a resolution ordering NLEX Corp. to file a memorandum. On October 12, 2023, NLEX Corp. filed a memorandum. On November 23, 2023, the City of Valenzuela filed its Memorandum with the CTA. On January 25, 2024, the CTA issued a Resolution stating that the case is submitted for decision as both parties have filed their respective Memorandum. On November 25, 2024, the CTA issued a decision denying the CGV's petition for lack of merit. The Decision dated November 25, 2022, and the Resolution dated February 23, 2023, both rendered by the TRC-Branch 283, Valenzuela City, Civil Case No. 27-V-20, are affirmed. NLEX Corp. received on January 3, 2025, the copy of the CGV's Motion for Reconsideration. NLEX Corp. filed its comments to CGV's Motion for Reconsideration on January 13, 2025. On March 27, 2025, the CTA issued a resolution denying the CGV's Motion for Reconsideration. Hence, on May 22, 2025, the CGV filed a Petition for Review with the CTA En Banc. On August 13, 2025 the CTA En Banc issued a Notice, requiring petitioners to transmit via electronic mail, a pdf copy of their petition filed on May 22, 2025, within twenty-four (24) hours from notice. On October 14, 2025, the CTA En Banc issued a Notice of Resolution, acknowledging the electronic transmittal of CGV's Petition and directing NLEX Corp. to file its Comment, within ten (10) days from notice. Accordingly, NLEX Corp. filed its Comment on October 27, 2025. The case is pending with the CTA En Banc.

d. Toll Rate Adjustments

NLEX Toll Rate Petitions

NLEX Corp., as petitioner-applicant, filed petitions for approval of periodic toll rate adjustment with the TRB praying for the adjustment of the toll rates for the NLEX, effective January 1, 2013 and January 1, 2015 (the "2012 and 2014 NLEX Petitions"), January 1, 2017 (the "2016 NLEX Petition"), January 1, 2019, and January 1, 2021 (the "2018 and 2020 NLEX Petitions"), January 1, 2023 (the "2022 NLEX Petition"), and January 1, 2025 (the "2024 NLEX Petition").

Petition	Date Filed	Effectivity
2012 NLEX Petition	June 2012	January 1, 2013
2014 NLEX Petition	September 2014	January 1, 2015
2016 NLEX Petition	September 2016	January 1, 2017
2018 NLEX Petition	September 2018	January 1, 2019
2020 NLEX Petition	September 2020	January 1, 2021
2022 NLEX Petition	September 2022	January 1, 2023
2024 NLEX Petition	September 2024	January 1, 2025

On January 22, 2019, NLEX Corp., as petitioner-applicant, filed a petition for implementation of approved adjustment to authorized toll rates with application for provisional relief with the TRB praying for the adjustment of the toll rate for the NLEX Open System effective February 15, 2019, upon completion of the NLEX Harbor Link Project (NLEX Segments 9 and 10) (the "Segment 10 Add-on Toll Rate Petition").

On June 6, 2020, NLEX Corp., as petitioner-applicant, filed an amended petition for implementation of approved adjustment to authorized toll rates with application for provisional relief with the TRB praying for the adjustment of the toll rate for the substantially completed Segment 10: C3-R10 Section (the "C3-R10 Add-on Toll Rate Petition").

On February 18, 2021, NLEX Corp., as petitioner-applicant, filed a petition for implementation of adjustment to authorized toll rates with application for provisional relief with the TRB praying for the adjustment of the toll rate for the substantially completed expansion of NLEX Segment 7 and San Fernando Interchange (the "NLEX Lane Widening Phase 2 Add-on Toll Rate Petition").

On November 20, 2024, NLEX Corp. as petitioner-applicant, filed a petition for the approval and implementation of add-on for the Candaba Viaduct Renewal, Expansion and Traffic Mobility Program. (the "Candaba 3rd Viaduct Add-on Toll Rate Petition").

2012 and 2014 NLEX Petitions

On February 15, 2019, NLEX Corp. received a Consolidated Resolution dated October 2018 issued by the TRB which approved and allowed NLEX Corp. to implement the toll rate adjustment indicated therein on a staggered basis in 2018, 2020, 2022 and 2024.

On March 20, 2019, the TRB issued a Notice to Start Collection of the first tranche effective March 21, 2019. On October 9, 2020, the TRB issued a Notice to Start Collection of the second tranche effective immediately. On May 6, 2021, the TRB issued a Notice to Start Collection of the third tranche. On February 7, 2023, the TRB issued a Notice to Start Collection of the fourth tranche. On June 15, 2023, NLEX Corp. implemented the fourth and last tranche of the periodic toll rate adjustments.

2016 NLEX Petition

On January 6, 2022, NLEX Corp. received a Resolution dated July 2021 issued by the TRB which approved and allowed NLEX Corp. to implement the toll rate adjustments indicated therein on a date not earlier than January 1, 2022, to protect the general welfare. On March 22, 2022, the TRB issued a Notice to Start Collection. On May 12, 2022, NLEX Corp. implemented the periodic toll rate adjustment.

2018 and 2020 NLEX Petitions

On April 17, 2023, NLEX Corp. received a Consolidated Resolution dated February 16, 2023 issued by the TRB which approved and allowed NLEX Corp. to implement the provisional toll rate adjustments in the said 2018 and 2020 Petitions on a staggered basis, equally distributed in two tranches for the years 2023 and 2024, not earlier than April 1, 2023. On May 25, 2023, the TRB issued a Notice to Start Collection of the first tranche effective immediately. On June 15, 2023, NLEX Corp. implemented the first tranche of the periodic toll rate adjustments. On May 14, 2024, the TRB issued a Notice to Start Collection of the second tranche effective immediately. On June 4, 2024, NLEX Corp. implemented the second and last tranche of the periodic toll rate adjustments.

2022 NLEX Petition

On January 8, 2025, NLEX Corp. received the TRB Order (Resolution) dated January 6, 2025, resolving the NLEX 2022 Petition for Periodic Toll Rate Adjustment. In its Order, TRB approved the implementation of the provisional toll rate adjustments on a staggered basis in two (2) tranches, equally distributed in 2025 and 2026. On January 31, 2025, the TRB issued a Notice to Start Collection of the first tranche effective immediately. On March 2, 2025, NLEX Corp. implemented the first tranche of the periodic toll rate adjustments. On September 2, 2025, the TRB issued a Notice to Start Collection of the second tranche which shall take effect ten (10) days after coordination with TRB on the target implementation date. On January 20, 2026, NLEX Corp. implemented the second and last tranche of the periodic toll rate adjustments.

2024 NLEX Petition

On January 26, 2026, the TRB issued an Order directing NLEX Corp. to publish the provisional adjusted Authorized Toll Rates matrix in a newspaper of general circulation at least once a week for three (3) consecutive weeks and to post a surety bond equivalent to the projected one (1) year revenue collection of the first incremental toll rate adjustment. On February 13, 26, and March 3, 2026, NLEX Corp. filed its Manifestations of Compliance with the said Order. On March 3, 2026, the TRB issued a Notice to Start Collection of the first tranche of the periodic toll rate adjustments effective immediately.

Segment 10 Add-on Toll Rate Petition

On March 5, 2019, the TRB issued a letter to NLEX Corp. stating that the TRB (a) conditionally approved the subject Petition and granted NLEX Corp. provisional authority to collect the add-on tolls for the Open System of the NLEX and (b) allowing the implementation of the new authorized toll price for the NLEX (Integrated Toll Fee Matrix) which is attached to the said letter. The Integrated Toll Fee Matrix includes both: (a) the first tranche of the approved adjusted toll rates in the 2012 and 2014 Petitions stated in the TRB's Consolidated Resolution dated October 2018; and (b) the provisionally approved add-on toll rates in the Segment 10 Add-on Toll Rate Petition. On March 20, 2019, the TRB issued a Notice to Start Collection effective March 21, 2019.

C3-R10 Add-on Toll Rate Petition

On August 5, 2020, the TRB issued a Resolution which provisionally approved and allowed NLEX Corp. to implement the add-on toll for the Open System subject of the Petition. On November 20, 2020, the TRB issued a Notice to Start Collection effective November 23, 2020. On November 25, 2020, NLEX Corp. implemented the add-on toll rate adjustment.

NLEX Lane Widening Phase 2 Add-on Toll Rate Petition

On October 21, 2021, the TRB issued a Notice to Start Collection of the provisional add-on toll for the Closed System. On May 12, 2022, NLEX Corp. implemented the add-on toll rate adjustment.

Candaba 3rd Viaduct Add-on Toll Rate Petition

On February 7, 2025, the TRB issued an Order approving and allowing the provisional add-on toll for the NLEX Closed System to be implemented. On February 27, 2025, the TRB issued a notice to start collection of the provisional add-on toll for the closed system. On March 2, 2025, NLEX Corp. implemented the add-on toll rate adjustment.

SCTEX Toll Rate Petitions

NLEX Corp., as petitioner-applicant, filed petitions for toll rate adjustment effective January 1, 2021, and January 1, 2023 (the "2020 and 2022 SCTEX Petitions"), January 1, 2024, January 1, 2025 (the "2023 and 2024 SCTEX Petitions"), and January 1, 2026 (the "2025 SCTEX Petition").

Petition	Date Filed	Effectivity
2020 SCTEX Petition	September 2020	January 1, 2021
2022 SCTEX Petition	September 2022	January 1, 2023
2023 SCTEX Petition	September 2023	January 1, 2024
2024 SCTEX Petition	September 2024	January 1, 2025

2025 SCTEX Petition	September 2025	January 1, 2026
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2020 and 2022 SCTEX Petitions

On July 5, 2023, NLEX Corp. received a Consolidated Resolution dated April 24, 2023 issued by the TRB which approved and allowed NLEX Corp. to implement the provisional toll rate adjustments in the 2020 and 2022 SCTEX Petitions on a staggered basis, in three (3) tranches, equally distributed for the years 2023, 2024 and 2025, not earlier than 01 July 2023. On August 15, 2023, the TRB issued a Notice to Start Collection of the first tranche effective immediately. On October 17, 2023, NLEX Corp. implemented the first tranche of the periodic toll rate adjustments. On October 2, 2024, the TRB issued a Notice to Start Collection of the second tranche effective immediately. On November 19, 2024, NLEX Corp. implemented the second tranche of the periodic toll rate adjustments. On August 18, 2025, the TRB issued a Notice to Start Collection of the second tranche effective on September 1, 2025. On September 9, 2025, NLEX Corp. implemented the third and last tranche of the periodic toll rate adjustments.

2023 and 2024 SCTEX Petitions

On July 28, 2025, the TRB issued an Order directing NLEX Corp. to publish the provisional adjusted Authorized Toll Rates matrix in a newspaper of general circulation at least once a week for three (3) consecutive weeks and to post a surety bond equivalent to the projected one (1) year revenue collection of the first incremental toll rate adjustment. On August 14 and 27, 2025, NLEX Corp. filed its Manifestations of Compliance with the said Order. On September 2, 2025, the TRB issued a Notice to Start Collection for the first tranche of the provisionally approved consolidated 2023 and 2024 periodic toll rate adjustments for SCTEX, which shall take effect ten (10) days after coordination with TRB on implementation date.

2025 SCTEX Petition

On November 26, 2025, the TRB issued an Order directing NLEX Corp. to publish in full the contents of the Petition, along with the applicable toll fee matrix in accordance with existing laws, rules and regulations. On December 2, 2025, NLEX Corp. filed its Manifestation of Compliance with the said Order. NLEX Corp. has yet to receive regulatory approval for this Petition.

NLEX - SLEX Connector Road Project Toll Rate Petition

On March 9, 2023, NLEX Corp. filed a Petition for the Implementation of the Fractional Initial Base Toll for Section 1 of the NLEX-SLEX Connector Road Project with application for Provisional Relief with the TRB (Connector Section 1 Petition). On July 3, 2023, NLEX Corp. received the TRB Notice to Start Collection for the provisional Fractional Opening Base Toll Rate for Section 1 of the NLEX-SLEX Connector Road Project which shall take effect immediately. On July 20, 2023, the TRB issued an Order directing NLEX Corp. to publish in full the contents of the Connector Section 1 Petition, along with the applicable toll fee matrix, in a newspaper of general circulation at least once a week for three (3) consecutive weeks, within fifteen (15) days from receipt of the Order. NLEX Corp. published on July 25, August 1 & 8, 2023, respectively. On August 8, 2023, NLEX Corp. implemented the provisional Fractional Initial Toll for Section 1 of the NLEX-SLEX Connector Road Project.

On November 6, 2023, NLEX Corp. filed a Supplemental Petition for Implementation of the Updated Fractional Initial Base Toll for Section 1 and the Commercially Operable Portion of Section 2 of the NLEX- SLEX Connector Road Project. On July 26, 2024, the TRB issued a Notice to Start Collection of the updated fractional initial base toll rate. On October 21, 2024, NLEX Corp. implemented the Updated Fractional Initial Base Toll Rate adjustment.

e. Other Matters

- (i.) Garlitos, Jr. vs. Bases Conversion and Development Authority, NLEX Corporation and the Executive Secretary, SC (G.R. No. 217001)

Atty. Onofre G. Garlitos, Jr. filed with the Supreme Court a Petition for Prohibition and Mandamus with Prayer for Issuance of Temporary Restraining Order and/or Writ of

Preliminary Injunction dated March 17, 2015, against the BCDA, NLEX Corp., and the Executive Secretary. The Petition prays that (a) a writ of preliminary mandatory and prohibitory injunction be issued enjoining the BCDA, NLEX Corp., and Executive Secretary from proceeding with the SCTEX project and compelling the BCDA to rebid the SCTEX operation and maintenance project, and (b) an order be issued (i) annulling the bidding procedure, direct negotiations, and the Price Challenge conducted by the BCDA, and the Concession Agreement, Business and Operating Agreement, and all subsequent amendments and modifications thereto and (ii) compelling the BCDA to rebid the operation and maintenance of the SCTEX.

NLEX Corp. filed its comment praying that the Petition be denied. The BCDA, through the Office of the Government Corporate Counsel, and the Executive Secretary, through the OSG, also filed their respective Comment praying that the Petition be denied due course and dismissed for lack of merit. In November and December 2015, the petitioner filed a Manifestation and Motion to Resolve Prayer for TRO and/ or Writ of Preliminary Injunction. On July 4, 2016, the Supreme Court issued a Resolution noting the Manifestations of the petitioner. In February 2020, the Supreme Court issued a Notice that petitioner's counsel had failed to pay the ₱1,000 fine due to his failure to comply with a show cause resolution for non-filing of a consolidated reply to the separate comments of the Executive Secretary and BCDA.

On 16 September 2015, NLEX Corp. filed its Comment requesting the court to deny the Petition for Prohibition and Mandamus dated 13 March 2015. The grounds for the request were:

- (a) The Petitioner failed to show clear legal basis to prevent the award of the SCTEX Project;
- (b) The Petitioner did not prove any right that was being violated;
- (c) The Petitioner did not demonstrate any urgency for issuing a temporary restraining order, and the request was moot since the SCTEX Project has already been awarded to NLEX; and
- (d) The Petitioner did not claim that there were no other ordinary, speedy, and adequate remedies available.

As of date, the Supreme Court has yet to resolve the Motion for Reconsideration dated 13 June 2022 filed by the Petitioner.

(ii.) **Safeway Customs Brokerage, Inc. vs. North Luzon Expressway Corporation**
Civil Case No. R-MNL-25-04198-CV

On October 13, 2024, the trailer truck of Safeway Customs Brokerage, Inc. ("Safeway") hit the Northbound Toll Booth of NLEX Corp. in Paso De Blas, Valenzuela City. A criminal complaint for reckless imprudence resulting in damage to property was filed against the driver of the trailer truck. As a result, the PNP instructed NLEX Corp. to store the trailer truck and its contents while the criminal case filed against the driver is pending.

On August 12, 2025, NLEX Corp. received Complaint filed by Replevin seeking the return of the trailer truck and its contents and payment of damages in the total amount of Php 1.954 million. In response, NLEX Corp. filed on September 11, 2025, its Answer with counterclaims arguing that the truck was stored by virtue of official instructions from the PNP and was in custodia legis in view of the pending case. NLEX Corp. further demanded damages in the total amount of Php7.889 million against Safeway.

On October 8, 2025, NLEX Corp. filed the Pre-Trial Brief. During the Pre-Trial Conference and Court-Annexed Mediation on January 23, 2026, Safeway offered a settlement amount of Php 1.5 million. However, based on the Finance Team's recommendation, NLEX Corp. could not accept any amount lower than Php 4.8 million, which represents the cost of the damaged properties, facilities, and equipment. As no agreement was reached, mediation concluded on January 30, 2026 without settlement, and the case will proceed to trial.

On February 27, 2026, the pre-marking of evidence was attended by counsels for both parties and Safeway's authorized representative, Mr. William Godino, during which the hearings for the presentation of the Plaintiff's evidence were scheduled for April 17 and May 15, 2026.

On 17 April 2026, NLEX Corp. through its counsel, attended the trial hearing which covered the cross-examination, re-direct, and re-cross of Safeway's first witness, Mr. Ronald Zuasola (Mechanical Supervisor). Below are the next hearing dates:

- June 5, 2026, 8:30 AM – Cross-examination of the next witness of Safeway, Mr. William Godino
- July 21, 2026, 2:00 PM
- August 4, 2026, 2:00 PM

(iii.) NLEX Corporation vs. Ariel Garcia Ocampo, and AIR 2100 Incorporated
Civil Case No. C-26694

On September 1, 2025, NLEX Corp. filed a Complaint against Mr. Ariel Garcia Ocampo and AIR 2100 Incorporated (the "defendants"), the owners and operators of the trailer truck involved in the June 18, 2025 Marilao Overpass Bridge hit incident resulting in the fatality of one motorist, and damage to property. In the complaint NLEX Corp. prayed for damages in the total amount of Php23.855 million against said defendants.

On November 7, 2025, NLEX Corp. file a Manifestation and Motion for Leave to Serve Summons through Electronic Mail and Publication. In the meantime, on December 4, 2025, the trial court directed NLEX Corp. to amend its Complaint dated 26 August 2025 to reflect the correct address of defendant Ocampo. In compliance with said directive, NLEX Corp. filed the Amended Complaint on December 16, 2025. The case is pending and NLEX Corp. is awaiting for the trial court's order or resolution in NLEX Corp.'s Manifestation and Motion for Leave to Serve Summons through Electronic Mail and Publication or any developments as to the defendants' receipt of the Summons from the trial court.

On January 16, 2026, NLEX Corp. received the RTC Branch 127 Order dated January 12, 2026 and Summons dated January 13, 2026 which noted NLEX Corp.'s compliance through the filing of an Amended Complaint. The Court directed the issuance of summons to defendants Ariel Garcia Ocampo and Air 2100 Incorporated (AIR21) at their respective addresses and authorized NLEX Corp. to cause the service of summons within twenty (20) days from receipt of the Order and to file a return of summons within ten (10) days from service.

NLEX Corp., through its counsel, filed a Compliance on January 21, 2026 identifying the authorized representatives to serve the summons. Subsequently, NLEX Corp., through counsel, filed an Ex-Parte Compliance and an Ex-Parte Motion for Leave to Serve Summons through Electronic Mail and Publication on February 16, 2026.

On March 04, 2026, Sarangaya Law Offices filed an Entry/Notice of Appearance with Motion for Extension of Time to File Answer on behalf of AIR2100, requesting an additional thirty (30) days from March 04, 2026, or until April 03, 2026, to file its Answer which was subsequently granted by the court.

NLEX Corp. received an Order dated March 10, 2026 noting the Ex-Parte Compliance dated February 16, 2026 along with the returns of summons upon defendants filed by NLEX Corp.. The Court granted the Motion for Leave to Serve Summons through Electronic Mail and Publication dated February 16, 2026 filed by NLEX Corp. and directed NLEX Corp. to cause service through publication once a week for three consecutive weeks. Thus, NLEX Corp. has caused the service of summons through publication with the first and second publication made on April 2 and 9, 2026. The third publication is scheduled on April 16, 2026.

On April 20, 2026, Sheriff Ulibarri filed before the court the Sheriff's Return of Summons (via electronic mail) addressed to defendant Ariel Garcia Ocampo, stating that the original copy of the Summons was returned unserved.

On April 27, 2026, NLEX Corp., through its counsel, filed its Reply [to Defendant AIR 2100, Inc.'s Answer (with Compulsory Counterclaims and Crossclaim) dated March 24, 2026] before the Regional Trial Court, Branch 127.

f. NLEX Corp. is also a party to other cases and claims arising from the ordinary course of business filed by third parties which are either pending decisions by the courts or are subject to settlement agreements. The outcome of these claims cannot be presently determined. In the opinion of management and the Company's legal counsel, the eventual liability from these lawsuits or claims, if any, will not have a material adverse effect on the Company's financial position and financial performance.

25. Operating Segment Information

The Company has only one operating segment, which is the tollways business. The Company's results of operations are reviewed by the chief operating decision maker to make decisions and to assess Company performance, and for which discrete financial information is available.

The Company's performance is evaluated based on net income for the year; earnings before interest, taxes and depreciation and amortization (EBITDA); EBITDA margin; core income; and core income margin. Net income for the year is measured consistently with the net income in the financial statements.

EBITDA is measured as net income excluding amortization of service concession asset and other intangible assets, depreciation of property and equipment, provision for heavy maintenance and other provisions, asset impairment on noncurrent assets, interest expense and other finance costs, interest income, net foreign exchange gain (loss), gain (loss) on derivative financial instruments, provision for (benefit from) income tax and other nonrecurring income and expenses. Nonrecurring items represent income and expenses that, through occurrence or size, are not considered usual operating items. EBITDA margin pertains to EBITDA divided by net toll revenues.

Core income for the year is measured as net income, excluding adjustments on net foreign exchange gain (loss), gain (loss) on derivative financial instruments, gain (loss) on prepayment or extinguishment of debt, asset impairment on noncurrent assets, net of tax effects of aforementioned adjustments and other nonrecurring income and expenses, as defined under the Company's policy.

Core income margin pertains to core income divided by net toll revenues. Net income margin pertains to net income divided by net toll revenues.

The revenues, net income, assets, liabilities, and other information of the Company's operations as at and for the period ended June 30, 2026, and 2025 are as follows:

	2026	2025
Net toll revenues	₱15,771,516,350	₱14,676,041,473
Other income	163,483,132	304,587,578
Total revenues	15,934,999,482	14,980,629,051
Operating and maintenance costs	(4,162,067,514)	(3,591,482,692)
Operating expenses	(571,135,068)	(674,290,845)
EBITDA	11,201,796,900	10,714,855,514
Financing costs	(791,310,443)	(577,559,688)
Core income before depreciation, amortization and provisions	₱10,410,486,457	₱10,137,295,826

	2026	2025
Depreciation, amortization and provisions*	(2,958,863,169)	(2,779,757,914)
Core income	7,451,623,288	7,357,537,912
Nonrecurring items	14,634,875	(18,095,150)
Net income	₱7,466,258,163	₱7,339,442,762
EBITDA margin for the year	70%	72%
Core income margin for the year	47%	49%
Net income margin for the year	47%	49%
Total assets	₱98,785,176,252	₱101,295,695,227
Total liabilities	56,406,634,468	68,305,591,732
Total equity	42,378,541,784	32,990,103,495

	2026	2025
Other disclosures:		
Capital expenditure (consists of additions to service concession asset, property and equipment, investment properties and other intangible assets)	₱2,222,107,190	₱966,933,553

* Includes provision for current and deferred taxes.

The following table shows the reconciliation of EBITDA to net income for the period ended June 30, 2026, and 2025.

	2026	2025
EBITDA	₱11,201,796,900	₱10,714,101,943
Amortization of service concession asset (see Note 7)	(942,909,067)	(865,459,272)
Interest expense and other finance costs	(861,088,307)	(632,118,431)
Provision for heavy maintenance (see Note 18)	(378,792,979)	(342,093,204)
Depreciation and amortization of property and equipment and other intangible assets (see Notes 8 and 9)	(63,008,296)	(63,289,734)
Interest income (see Note 20)	69,631,337	33,344,525
Unrealized Gain on Investments (see Note 5)	146,524	178,421
Nonrecurring items:		
Foreign exchange gain - net	₱15,115,888	(2,293,590)
Provisions (see Note 13)	84,884	(14,784,626)
Other charges - net	(565,896)	(1,016,933)
Income before income tax	9,040,410,988	8,826,569,099
Provision for income tax:		
Current	1,622,204,553	1,531,109,833
Deferred	(48,051,729)	(43,983,496)
	1,574,152,824	1,487,126,337
Net income for the year	₱7,466,258,164	₱7,339,442,762

The following table shows the reconciliation of the core income to the net income for the period ended June 30, 2026, and 2025.

	2026	2025
Core income for the year	₱7,451,623,288	₱7,357,537,911
Foreign exchange gain - net	15,115,888	(2,293,590)

	2026	2025
Provisions (see Note 13)	84,884	(14,784,626)
Other charges - net	(565,897)	(1,016,933)
Net income for the year	₱7,466,258,163	₱7,339,442,762

26. Goodwill

Impairment Testing of Goodwill

In assessing the impairment for goodwill, the Company compares the carrying amounts of the underlying assets against their recoverable amounts (the higher of the assets' fair value less costs of disposal and their value in use (VIU)).

The pre-tax discount rates of 14.1% and 14.2% applied to cash flow projections reflect the weighted average cost of capital as at December 31, 2025, and 2024, respectively. In the assessment of the recoverable amounts, the VIUs were calculated based on cash flow projections as per the most recent financial budgets and forecasts, which represent management's reasonable and best estimates of the ranges of economic conditions that will exist over the forecast period. The average forecast period used in the computation is 12 years and 13 years for 2025 and 2024, respectively. The forecasted period is more than 5 years as management can reliably estimate the cash flows for their entire concession period. The cash flows during the projection periods are derived using estimated average growth rates of traffic volume and toll fees. The average growth rate of traffic volume used in 2025 and 2024 is at 11.8% and 9.2%, respectively, for NLEX open system, and 10.4% and 7.6%, respectively, for NLEX closed system. On the other hand, toll fee growth used in 2025 and 2024 is at 4.4% and 3.9%, respectively, for NLEX open system, and 3.9% and 6.0%, respectively, for NLEX closed system. Management also believes that no reasonably possible change in any of the key assumptions used would cause the carrying value of goodwill to materially exceed its recoverable amount.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying unaudited interim financial statements.

This discussion may contain forward-looking statements that reflect our current views with respect to future events and our future financial performance. These statements involve risks and uncertainties, and our actual results may differ materially from those anticipated in these forward-looking statements.

For the Second Quarter ended June 30, 2026

Financial Highlights and Key Performance Indicators:

Statement of Income Data

In PhP, Millions	30-Jun-26	30-Jun-25	Increase (Decrease)	
	(unaudited)	(unaudited)	Amount	%
Operating revenue	₱15,855	₱14,769	₱1,086	7
Cost of services	(5,532)	(4,845)	(687)	14
General and administrative expenses	(586)	(696)	110	(16)
Interest expense and other financing costs, net of interest income of ₱70 million and ₱41 million in 2026 and 2025, respectively	(791)	(591)	(200)	34
Foreign exchange loss – net	15	(15)	30	(200)
Other income	79	211	(132)	(62)
Provision for income tax	(1,574)	(1,495)	(79)	5
Net income	₱7,466	₱7,338	₱128	2
Net income margin	47%	50%		

Statement of Financial Position

In PhP, Millions	30-Jun-26	31-Dec-25	Increase (Decrease)	
	(unaudited)	(Audited)	Amount	%
Balance Sheet Data:				
Total assets	₱98,785	₱97,119	1,666	2
Total liabilities	56,407	57,215	(808)	(1)
Total equity	42,379	39,904	2,475	6

Result of Operation

The table below shows the consolidated revenues, expenses, and net income of NLEX Corporation for the quarters ended June 30, 2026, and June 30, 2025.

Statement of Income Data

In PhP, Millions	30-Jun-26	30-Jun-25	Increase (Decrease)	
	(unaudited)	(unaudited)	Amount	%
Operating revenue	₱15,855	₱14,769	₱1,086	7
Cost of services	(5,532)	(4,845)	(687)	14
General and administrative expenses	(586)	(696)	110	(16)
Interest expense and other financing costs, net of interest income of ₱70 million and ₱41 million in 2026 and 2025, respectively	(791)	(591)	(200)	34
Foreign exchange loss – net	15	(15)	30	(200)
Other income	79	211	(132)	(62)
Provision for income tax	(1,574)	(1,495)	(79)	5
Net income	₱7,466	₱7,338	₱128	2
Net income margin	47%	50%		

June 30, 2026 Compared to June 30, 2025

Revenues

In PhP, Millions	30-Jun-26		30-Jun-25		Increase (Decrease)	
	(unaudited)		(unaudited)			
	Amount	%	Amount	%	Amount	%
Toll Revenues	₱15,772	99	₱14,676	100	₱1,096	7
Non-toll Revenues	83	1	93	0	(10)	(11)
Total Revenues	₱15,855	100	₱14,769	100	₱1,086	7

The Company's operating revenues were mainly from toll fees at NLEX, SCTEX and NLEX Connector. The Company also generated other income from fees collected from toll service facilities located along NLEX and rental income from advertising structures.

Toll revenues climbed to ₱15,772 million for the first half of 2026, marking a 7% growth compared with the same period last year, primarily driven by toll rate adjustments implemented in January 2026 in NLEX.

As of June 30, 2026, NLEX and SCTEX recorded average daily traffic of 352,067 and 81,111 vehicle entries, respectively, representing year-on-year declines of 1% and 4% compared with the same period in 2025. Meanwhile, average daily traffic on the NLEX Connector increased by 7% to 21,885 vehicle entries. The contraction in travel demand was attributed to the impact of the fuel price crisis during the first half of 2026.

Cost of Services

As of June 30, 2026, major cost items include the concession fees being paid to Government partners and asset amortization costs. The table below shows the details of these accounts for the period ended June 30, 2026, and 2025:

In PhP, Millions	30-Jun-26		30-Jun-25		Increase / (Decrease)	
	Amount	%	Amount	%	Amount	%
BCDA Revenue Share	₱1,451	26	₱1,368	28	₱83	6
Amortization of service concession assets	943	17	865	18	78	9
PNCC fee	717	13	664	14	53	8
Outside services	787	14	560	12	227	41
Provision for heavy maintenance	379	7	342	7	37	11
Repairs and maintenance	503	9	225	5	278	124
Salaries and employee benefits	451	8	469	10	(18)	(4)
Insurance	53	1	78	2	(25)	(32)
Light & Water	73	1	48	1	25	52
Depreciation	27	0	39	1	(12)	(31)
Fuel & Oil	36	1	23	0	13	57
Toll collection and medical services	11	0	11	0	0	0
Others	101	2	153	3	(52)	(34)
Total cost of services	₱5,532	100	₱4,845	100	₱687	14

BCDA revenue share amounted to ₱1,451 million, representing the 50% share of SCTEX toll revenues remitted to BCDA. This was 6% higher than the same period in 2025, due to higher revenues in SCTEX during the period. Meanwhile, the PNCC fee represents the Government's share in NLEX revenues, of which 90% is remitted directly to the National Government and the remaining 10% to PNCC. The PNCC fee increased by 8% to ₱717 million in the first half of 2026 from ₱664 million in the same period last year, mainly driven by toll rate adjustments implemented in January 2026.

Amortization of service concession assets for the first half of the year reached ₱943 million, higher by 9% or ₱78 million from ₱865 million posted last year largely due to the commencement of commercial operations of the Candaba 3rd Viaduct project in March 2025.

Provision for heavy maintenance reached ₱379 million for the first half of 2026, up by 11% or ₱37 million from ₱342 million last year.

Repairs and maintenance expenses increased by ₱278 million or 124% higher than last year. The increase was caused by higher cost of labor and materials on road maintenance charged by the contractors, recurring cost for the maintenance of the toll collection system, computer hardware and software, as well as repairs and maintenance of buildings, transportation equipment, and office equipment.

Total cost of services as of the first half of 2026 amounted to ₱5,532 million, higher by 14% or ₱687 million versus ₱4,845 million recorded during the same period last year. This increase is also attributed to the impact of the fuel price hike which has tempered any efforts to conserve energy consumption.

General and Administrative Expenses

In Php millions	30-Jun-26		30-Jun-25		Increase / (Decrease)	
	Amount	%	Amount	%	Amount	%
Salaries and Employee benefits	₱191	33	₱257	37	(₱660)	(26)
Taxes and Licenses	101	17	113	16	(12)	(11)
Professional fees	98	17	83	12	15	18
Outside services	73	12	78	11	(5)	(6)
Advertising and marketing expenses	46	8	35	5	11	31
Depreciation	15	3	17	3	(2)	(12)
Management fees	14	2	14	2	0	0
Representation and travel	9	2	44	6	3	50
Provisions	7	1	11	2	(4)	(36)
Others	32	5	44	6	(12)	(27)
Total	₱586	100	₱696	100	(110)	(16)

General and administrative expenses decreased by 16% year on year to ₱586 million in the first half of 2026, primarily due to lower personnel-related costs and reduced spending on taxes and licenses and outside services. Expenses such as professional fees and marketing expenses elevated by 18% and 31%, respectively due to road safety communication campaigns.

Interest and Financing Costs

Net financing costs for the six-month ended June 30, 2026, amounted to ₱791 million, higher by 34% or ₱200 million versus last year mainly due to the cessation of capitalization of interest expense for the Candaba 3rd viaduct which began commercial operations in March 2025.

As of June 30, 2026, net capitalized borrowing costs amounted to ₱639 million.

In PhP, Millions	30-Jun-26		30-Jun-25		Increase / (Decrease)	
	Amount	%	Amount	%	Amount	%
Interest and financing costs:						
Interest expense	₱834	97	₱591	94	₱243	41
Amortization of debt issue costs	16	2	21	3	(5)	(24)
Lenders' fees and bank charges	11	1	20	3	(9)	(45)
Total interest & financing costs	861	100	632	100	229	36
Interest Income:						
Cash and cash equivalents	70	100	41	100	29	71
Total interest income	70	100	41	100	29	71

Net financing costs	₱791		₱591		₱200	34
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Net Income

Net Income for the six months of 2026 stood at ₱7,466 billion, 2% higher than last year, driven by higher toll revenues and effective cost savings initiatives.

Balance Sheet

In PhP, Millions	30-Jun-26	31-Dec-25	Increase (Decrease)	
	Unaudited	(Audited)	Amount	%
Balance Sheet Data:				
Total assets	₱98,785	₱97,119	₱1,666	2
Total liabilities	56,407	57,215	(808)	(1)
Total equity	42,378	39,904	2,475	6

June 30, 2026 Compared to December 31, 2025

Assets

Cash and cash equivalents as of June 30, 2026 stood at ₱3,959 million, higher by ₱460 million from ₱3,499 million recorded in December 31, 2025, due to higher toll collections and lower capex spending from the balance of construction works and long-term debts.

Receivables, comprising mainly of advances to the DPWH for the right-of-way acquisition, utility facility fees and receivables from affiliates, reached ₱2,643 million, lower by ₱160 million compared to ₱2,803 million as of December 2025.

Service concession assets reached ₱83,930 million, slightly higher than the ₱82,727 million recorded as of December 31, 2025. The slight increase was mainly attributable to the on-going construction of Segment 8.2 1A, remaining works in Connector Section 2, roadway equipment, strengthening of bridges, and toll collection system enhancements.

As of June 30, 2026, total assets stood at ₱98,785 million, higher by ₱1,666 million versus ₱97,119 million as of December 31, 2025.

Liabilities and Stockholder's Equity

As of June 30, 2026, current liabilities stood at ₱9,764 million.

Long-term debt is slightly lower at ₱44,135 million as of June 30, 2026 versus ₱45,332 million in December 2025 due to scheduled principal payments.

Total liabilities as of June 30, 2026 amounted to ₱56,407 million, decreased by ₱808 million from ₱57,215 million posted in December 2025 driven by lower long-term debt.

Stockholders' equity reached ₱42,378 million, higher by 6% or ₱2,475 million from the ₱39,904 million as of December 2025 as a result of higher earnings.

Key Financial Indicator

The following table shows the Company's relevant financial ratios:

		30-Jun-26	31-Dec-25
Current ratio	Current Assets	0.81	0.68
	Current liabilities		
Debt-to-equity (DE) ratio	Interest bearing liabilities	1.04	1.14
	Stockholders' equity		
Net profit margin	Net Income	47.09%	47.76%
	Revenues		
Return on assets	Net income*	15.24%	14.98%
	Average total assets		
Return on stockholders' equity	Net income*	36.30%	39.08%
	Average stockholders' equity		

**annualized*

Current ratio at 0.81 times for the first half of 2026. The Company has adequate sources of liquidity largely from the daily cashflows from operations and available short-term lines amounting to ₱21,113 million as of June 30, 2026.

Debt-to-equity ratio remained stable at 1.04 times as of the first half of 2026 and December 2025 due to strong earnings and steady debt level.

The net profit margin went slightly lower to 47.09% from 47.76% in December 2025 due to higher operating and maintenance costs during the first half of 2026 driven by wage hikes and higher fuel cost.

Return on assets increased to 15.24% due to improved operating performance and higher profitability during the period. Return on stockholders' equity went down to 36.30% vs 39.08% in December 2025 due to higher dividend distribution.

Cash Flows

The table below summarizes the Company's comparative cash flows as of June 30, 2026, and 2025.

	30-Jun-26	30-Jun-25
Cash Flows		
	<i>(in ₱ Millions)</i>	
Cash and cash equivalents, beginning balance	₱3,499	₱2,791
Net cash provided by operating activities	9,392	8,254
Net cash used in investing activities	(1,925)	(2,360)
Net cash provided by financing activities	(6,996)	(26)
Net increase (decrease) in cash	470	5,868
Effect of exchange rate on cash and cash equivalents	(10)	-
Cash and cash equivalents, ending balance	₱3,959	₱8,660

Cash Flows from Operating Activities

Net cash flows from operating activities during the first half of 2026 reached ₱9,392 million, significantly higher than 2025 figures driven primarily by higher toll revenues and collection.

Cash Flows from Investing Activities

For the first half of 2026, net cash flows used for investing activities amounted to ₱1,925 million, lower compared to same period last year due to moderate CAPEX spending. Key investments during the period include payments to contractors for on-going construction of Segment 8.2 Section 1A, enhancements of the toll collection system, upgrading of toll road assets and remaining works in the Connector Road Section 2 project.

Cash Flows from Financing Activities

Net cash flows used for financing activities amounted ₱6,996 million, higher compared to the same period last year by ₱26 million mainly due to repayment of long-term debt amounting to ₱1,225 million, payment of interest expenses amounting to ₱779 million and payment of dividends amounting to ₱4,992 million. Due to stronger operating cashflows, the financing obligations for the first half of the year were substantially covered with minimal increase in debt level during the period.

Other Financial Information

(i) Any known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

Any future quarantine measures that can be implemented by government that may severely limit the mobility of people, goods and services may have a material impact on the issuer's liquidity. Thus, the Company maintains adequate short-term credit lines to cover any liquidity requirements.

(ii) Any events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

The registrant's concession agreements include standard provisions relating to events of default. Any breach of the loan covenants or material adverse change may result in an event of default.

(iii) All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period.

The Company has no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period.

(iv) Any material commitments for capital expenditures, the general purpose of such commitments, and the expected sources of funds for such expenditures should be described.

The Company has no new material commitments for capital expenditures during the first half of 2026 aside from the construction of the NLEX Segment 8.2 Section 1A Project.

(v) Any known 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 continuing operations.

- a. Tariff Increase – The uncertainty in regulatory approval of petitions for toll rate adjustments could temper the growth in net revenues of the Company moving forward.
- b. Higher Fuel Prices – Vehicle operating costs normally go higher with the increase in fuel prices, thereby decreasing the demand for non-essential transportation. Uncertainties in the movement of crude prices in the world market could affect the expected traffic volume growth in NLEX and SCTEX.

(vi) Any significant elements of income or loss that did not arise from the registrant's continuing operations.

During the period, there were no significant elements of income or loss that arose from transactions outside the registrant's continuing operations.

PART II-- OTHER INFORMATION

List of Disclosures Not Made Under SEC Form 17-C

The Company has disclosed all reportable events under SEC Form 17-C.

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 Caloocan on August 14, 2026.

By:

A handwritten signature in black ink, appearing to read 'Maria Theresa O. Wells', is written over a horizontal line.

Maria Theresa O. Wells
Chief Finance Officer