METRO PACIFIC TOLLWAYS CORPORATION
NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Please be advised that the Annual Meeting of the shareholders of METRO PACIFIC TOLLWAYS CORPORATION (the "**Company**") will be held on Friday, November 27, 2026 at 10:00 a.m.

The Company will dispense with the physical attendance of Shareholders at the meeting, and will allow attendance only by remote communication and by voting in absentia or by proxy through the Chairman of the Meeting.

Shareholders who wish to attend and participate in the meeting must inform the Company's corporate secretary by (a) registering through 2026 ANNUAL SHAREHOLDERS' MEETING OF MPTC – Fill out form[1] (the "**Registration Platform**") and (b) submitting the required documents (as specified in the Registration Platform) via email to corporateaffairs@mptc.com.ph on or before November 11, 2026, 5:00 p.m.

The Agenda for the meeting is as follows:

1. Call to Order

2. Certification of Notice and Quorum

3. Approval of the Minutes of the Annual Meeting of Shareholders held on September 26, 2025

4. Reports of Management
   a. Report of the President
   b. Report on Financials

5. Approval of the 2025 Audited Financial Statements

6. Ratification of all Acts of the Board of Directors and Management since the last Annual Shareholders' Meeting

7. Election of Directors

8. Appointment of the External Auditor of the Company for the year 2026

9. Other Matters

10. Adjournment

The Board of Directors has fixed the close of business on October 31, 2026, as the record date for the determination of Shareholders entitled to notice of and to vote at the Annual Shareholders' Meeting.

The Company is not soliciting proxies. However, should you be unable to attend the Annual Shareholders' Meeting, you may nevertheless be represented and voted by submitting a proxy to the office of the Corporate Secretary by email to corporateaffairs@mptc.com.ph. Duly accomplished proxies shall be submitted on or before November 11, 2026. The form of the Proxy is attached to this Notice of Annual Shareholders' Meeting as Annex "A".

Validation of proxies and registration made through the Registration Platform is set on November 12, 2026 at 3:00 p.m. Shareholders may vote electronically, subject to validation procedures. The rules and procedures for participating in the meeting through remote communication and for casting their votes in absentia are set forth in the Requirements and Procedures for Electronic Registration and Voting, attached hereto.

[redacted]
JAN DAVID I. GARCIA
Corporate Secretary

[1] https://forms.cloud.microsoft/Pages/ResponsePage.aspx?id=_NUi6BDGCECmN6wUKBS2LyyYe8F-vnZMjvLNaTSmhq1UNUI5U05SNks2NjRXV0RDS0Y1SDMyTjNYRy4u

AGENDA DETAILS AND RATIONALE

1. Call to Order

The Chairman of the Board of Directors, Mr. Manuel V. Pangilinan, will call the meeting to order. In the absence of the Chairman, the meeting will be presided over by the President and Chief Executive Officer (Mr. Gilbert Gabriel F. Santa Maria), or in the absence of both the Chairman and the President and Chief Executive Officer, by the Chief Finance Officer and Treasurer (Ms. Marisa V. Conde), or if none of the foregoing is present, by the Corporate Secretary (Mr. Jan David I. Garcia).

2. Certification of Notice and Quorum

The Corporate Secretary, Mr. Jan David I. Garcia (or, in his absence, the Assistant Corporate Secretary, Ms. Frances Joanne M. Riturban), will certify that copies of the Notice of Meeting were sent to the shareholders of the Corporation and will certify the number of shares represented in the meeting for the purpose of determining the existence of a quorum to validly transact business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, the Corporation has set up a designated web address which may be accessed by the shareholders to participate and vote in absentia on the agenda items presented for resolution at the meeting. A shareholder who votes in absentia as well as a shareholder participating by remote communication shall be deemed present for purposes of quorum.

The following are the rules and procedures for the conduct of the meeting:

Registration Period

Registration to attend by remote communication and vote in absentia or via an absentee ballot may be made through 2026 ANNUAL SHAREHOLDERS' MEETING OF MPTC – Fill out form (the "**Registration Platform**") from **9:00 a.m. of November 6, 2026 until 5:00 p.m. of November 11, 2026** (the "**Registration Period**"). Beyond this time and date, a shareholder may no longer be allowed to participate in the Annual Meeting of the shareholders.

Registration Requirements

The following are needed for the online registration:

For individual Shareholders:

1. Full name;
2. Valid and current email address;
3. Valid and current contact number, including the area code (landline or mobile number);
4. Citizenship/Nationality; and
5. Digital copy of the shareholder's valid government-issued ID (in JPG format).

For corporate Shareholders:

1. Secretary's certificate or equivalent document (in case of a non-resident Shareholder) attesting to the authority of the representative to vote for and on behalf of the corporation;
2. Full name of the shareholder's Authorized Representative;
3. Valid and current email address of the shareholder's Authorized Representative;
4. Valid and current contact number, including the area code (landline or mobile number) of the shareholder's Authorized Representative;
5. Citizenship/Nationality of the Authorized Representative; and
6. Digital copy of the valid and unexpired government-issued ID of the Authorized Representative (in JPG format).

Online Registration Procedure

1. Log in to the Registration Platform by clicking "2026 ANNUAL SHAREHOLDERS' MEETING OF MPTC – Fill out form"[2] or scan through the QR Code below. Please ensure that you have prepared the necessary information and requirements.



2. Enter the information required in the respective fields.

3. Read the Agreement and Data Privacy Consent in the Website. If you agree to its terms, please check the box signifying your consent to the processing of your personal information which shall be used only for purposes of the Annual Shareholders' Meeting.

4. When all information has been provided, please click the "Next" button.

5. Upon verifying your submitted information, click the "Submit" button.

6. Send the required supporting documents through corporateaffairs@mptc.com.ph, such as the following:

    a. For Individual shareholder:
    1. Digital copy of the shareholder's valid government-issued ID (in JPG format) and

    b. For Corporate shareholder:
    1. PDF copy of Secretary's certificate or equivalent document (in case of a non-resident Shareholder) attesting to the authority of the representative to vote for and on behalf of the corporation and
    2. Digital copy of the valid and unexpired government-issued ID of the Authorized Representative (in JPG format)

Verification of Shareholder Registrations and Voting Instructions

1. Registration shall be validated by the Corporate Secretary in coordination with the Stock Transfer Agent of the Company. After passing the validation process, the Shareholder will receive an email confirmation on or before **November 13, 2026** on their successful and validated registration and shall receive: *[i]* a link to participate in the Annual Shareholders' Meeting through remote communication (the "**ASM Link**")**;** and *[ii]* a link for the online voting for the Annual Shareholders' Meeting ("**ASM Voting Link**").

2. Registered Shareholders may then proceed logging in to the ASM Voting Link and casting their votes. The instructions on the manner of voting for matters requiring the approval by the Shareholders shall be indicated in the ASM Voting Link.

3. Only Shareholders who have completed the registration process and whose registration has been validated by the Company may use the ASM Voting Link and the ASM Link to participate in the Annual Shareholders' Meeting.

4. The deadline for casting of votes by the Shareholder on the ASM Voting Link is on **November 20, 2026, at 3:00 p.m**.

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[2] https://forms.cloud.microsoft/Pages/ResponsePage.aspx?id=_NUi6BDGCECmN6wUKBS2LyyYe8F-vnZMjvLNaTSmhq1UNUI5U05SNks2NjRXV0RDS0Y1SDMyTjNYRy4u

Please send an email to corporateaffairs@mptc.com.ph by **November 13, 2026**, in case you have not received any notification on the ASM Link and the ASM Voting Link on your registered e-mail.

Conduct of the Annual Meeting

The Annual Shareholders' Meeting shall be accessible only to Shareholders who have successfully registered on or before the Registration Period through the Registration Platform.

Data Privacy

Each individual Shareholder's (or that of the corporate Shareholder's Authorized representative) data will be collected, stored, processed and used exclusively for the purposes of the Annual Shareholders' Meeting. Personal information will be processed in accordance with the Philippine Data Privacy Act of 2012 and applicable regulations.

The Annual Shareholders' Meeting shall be recorded in compliance with the applicable rules of the Securities and Exchange Commission. By attending the meeting, the Shareholder concerned, accepts and consents to the recording of the Annual Shareholders' Meeting.

Vote Required

1. With respect to the election of directors, candidates who received the highest number of votes shall be declared elected.

2. With respect to the adoption of the Audited Financial Statements for the year ended 31 December 2025, as well as the approval or ratification of the other actions set forth above, the vote of majority of the outstanding capital stock entitled to vote and represented in the meeting is required to approve such matters.

Method of counting votes

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Annual Meeting of the stockholders.

Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands.

3. Other Matters

Shareholders may be requested to consider such other issues/matters as may be raised throughout the course of the meeting which are relevant to the agenda brought before the shareholders. The Company will entertain and endeavor to answer questions received from the shareholders on any matter brought up during the Annual Shareholders' Meeting during this portion of the meeting.

4. Adjournment

After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

ANNEX "A"
FORM OF PROXY

WE ARE NOT SOLICITING YOUR PROXY.

The undersigned Shareholder of **METRO PACIFIC TOLLWAYS CORPORATION** (the "**Company**") hereby appoints _____ or in his absence, the Chairman of the meeting, as attorney-in-fact or proxy, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned Shareholder, at the Annual Shareholders' Meeting of the Company to be held online via remote communication on **Friday, November 27, 2026 at 10:00 a.m.**, and at any adjournment thereof, for the purpose of acting on the following matters:

1. Approval of the Minutes of the Annual Meeting of Shareholders held on September 26, 2025

   _____ YES _____ NO _____ ABSTAIN

2. Approval of the 2025 Audited Financial Statements

   _____ YES _____ NO _____ ABSTAIN

3. Ratification of all Acts of the Board of Directors and Management since the last Annual Shareholders' Meeting

   _____ YES _____ NO _____ ABSTAIN

4. Election of Directors for the year 2026 including Independent Directors

Name	No. of Votes
Manuel V. Pangilinan	
Gilbert Gabriel F. Santa Maria	
Jose Ma. K. Lim	
June Cheryl A. Cabal-Revilla	
Brian Matthew P. Cu	
Victorico P. Vargas	
Alex Erlito S. Fider	
Yoshitoshi Iwami	
Marisa V. Conde	
Artemio V. Panganiban	
Arlyn S. Villanueva (Independent)	
Mark Dennis Y.C. Joven (Independent)	
[Vacant]	

5. Appointment of SyCip Gorres Velayo & Co. as external auditor of the Company for the year 2026

   _____ YES _____ NO _____ ABSTAIN

_____
[Shareholder Name and Signature]
[Date]

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20 OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

   [ ] Preliminary Information Statement
   [✓] Definitive Information Statement

2.	Name of Registrant as specified in its charter	:	**METRO PACIFIC TOLLWAYS CORPORATION**
3.	Province, country or other jurisdiction of incorporation or organization	:	**Philippines**
4.	SEC Identification Number	:	**40590**
5.	BIR Tax Identification Number	:	**000-217-282-000**
6.	Address of Principal Office	:	**5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City, Philippines**
	Postal Code	:	**1604**
7.	Registrant's telephone number, including area code	:	**(632) 8894 8700**
8.	Date, time and place of the meeting of security holders	:	**Date: November 27, 2026, Friday** **Time: 10:00 a.m.** **Place: through videoconferencing** **The Chairman (or in his absence, the President and Chief Executive Officer, or in the absence of both the Chairman and the President and Chief Executive Officer, the Chief Finance Officer and Treasurer, or if none of the foregoing is present, the Corporate Secretary) will conduct the online meeting from the principal place of business of the Company at 5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City, Philippines.**
9.	Approximate date on which the Information Statement is first to be sent or given to security holders	:	**November 6, 2026**
10.	*In case of Proxy Solicitations:*		
	Name of Person Filing the Statement/Solicitor:	:	**N/A**
	Address and Telephone No.	:	**N/A**

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

Title of each class	Number of Common Stock Outstanding or Amount of Debt Outstanding[3]

[3] Amount of debt outstanding as of September 30, 2026.

Common Shares	**22,527,001**
Series A Bonds Due 2028	**₱6,667,300,000.00**
Series B Bonds Due 2030	**₱6,667,310,000.00**
Series C Bonds Due 2035	**₱6,665,390,000.00**

12. Are any or all of registrant's securities listed on a Stock Exchange?

Yes [ ] No [✓]

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

PART I.
INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders

The Annual Meeting of the shareholders of METRO PACIFIC TOLLWAYS CORPORATION (the "**Company**") will be held on Friday, November 27, 2026 at 10:00 a.m. (the "**Meeting**").

The Company will dispense with the physical attendance of Shareholders at the Meeting, and will allow attendance only by remote communication and by voting in absentia or by proxy through the Chairman of the Meeting.

The Chairman (or in his absence, the President and Chief Executive Officer, or in the absence of both the Chairman and the President and Chief Executive Officer, the Chief Finance Officer and Treasurer, or if none of the foregoing is present, the Corporate Secretary) will conduct the online meeting from the principal place of business of the Company at 5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City, Philippines.

Shareholders who wish to attend and participate in the Meeting must inform the Company's corporate secretary by (a) registering through 2026 ANNUAL SHAREHOLDERS' MEETING OF MPTC – Fill out form (the "**Registration Platform**") and (b) submitting the required documents (as specified in the Registration Platform) via email to corporateaffairs@mptc.com.ph on or before November 11, 2026, 5:00 p.m.

The mailing address of the Company is at the 5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City, Philippines.

This Information Statement will be first sent or given to security holders on or around November 6, 2026.

Item 2. Dissenters' Right of Appraisal

Under Section 41 and Section 80 of the Revised Corporation Code of the Philippines, the following are the instances when a stockholder may exercise his appraisal right:

1. In case an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;

2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the Company property and assets as provided in the Code;

3. In case of merger or consolidation; and

4. In case of investment of corporate funds for any purpose other than the primary purpose of the Company.

In order that a dissenting stockholder may exercise his appraisal right, such dissenting stockholder must have voted against the proposed corporate action at the annual meeting. Within thirty (30) days after the date of the meeting at which such stockholder voted against the corporate action, the dissenting stockholder shall make a written demand on the Company for the fair value of his shares. Note that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the Company shall pay the dissenting stockholder upon surrendering the certificates of stock representing his shares, the fair value of said shares on the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action. If the dissenting stockholder and the Company cannot agree on the fair value of the shares within sixty (60) days from the date of stockholders' approval of the corporate action, then

the determination of the fair value of the shares shall be determined by three (3) disinterested persons, one (1) of whom shall be named by the dissenting stockholder, one (1) by the Company and a third to be named by the two (2) already chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. However, no payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment. Further, upon payment by the Company of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the Company. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 80 to 85 of the Code.

The agenda items that will be taken up during the meeting of the stockholders do not entitle a dissenting shareholder to a right of appraisal.

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

None of the current officers or directors of the Company and/or nominees for election as director of the Company, or any of their associates has any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the stockholders' meeting, other than (i) in the election to the Company's Board of Directors (the "**Board**" or the "**Board of Directors**").

None of the directors of the Company has informed the Company that he intends to oppose any action to be taken by the Company at the Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of September 30, 2026, the following shares of stock of the Company were outstanding:

Class	Number of Outstanding Shares
Common	22,527,001

Each common share of stock of the Company is entitled to one (1) vote as described below.

All stockholders of record at the close of business hours on October 31, 2026 (the "**Record Date**") are entitled to notice and to vote at the Meeting.

A stockholder entitled to vote at the Meeting shall have the right to vote in person or by proxy, or by remote communication or *in absentia,* electronically, the number of shares registered in his/her name in the stock books of the Company as of the Record Date. The requirements and procedure for participation through remote communication, electronic voting, and voting *in absentia*, and voting by proxy are set out in the Notice of Annual Shareholders' Meeting.

With respect to the election of directors, a stockholder may vote such number of shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his/her/its shares shall equal, or he/she/it may distribute them on the same principle among as many candidates as he/she/it shall see fit, provided, that the total number of votes that he/she/it casts shall not exceed the number of shares that he/she/it owns, multiplied by the whole number of directors to be elected.

As of September 30, 2026, MPTC has 247 registered holders of common shares. The following are the Company's common stockholders and shareholdings as of September 30, 2026:

Rank	Name of stockholder	Nature of shares	Number of shares	Percentage to Total Outstanding Common Shares
1	Metro Pacific Investments Corporation	Common	22,506,684	99.90%

2	Ateneo Scholarship Foundation, Inc.	Common	3,049	0.01%
3	First Omega Property, Inc.	Common	2,987	0.01%
4	G.D. Tan & Company, Inc	Common	750	0.00%
5	Venture Securities, Inc.	Common	570	0.00%
6	UBP Securities, Inc.	Common	518	0.00%
7	James Uy, Inc.	Common	481	0.00%
8	Jose Sangalang	Common	451	0.00%
9	Benjamin Co Ca & Company, Inc.	Common	432	0.00%
10	Uy-Tioco & Co., Inc.	Common	431	0.00%
11	Vicente Goquiolay & Co., Inc.	Common	406	0.00%
12	R. Coyuito Securities, Inc	Common	356	0.00%
13	E. Santamaria & Co., Inc.	Common	355	0.00%
14	Squire Securities, Inc.	Common	326	0.00%
15	L.M. Garcia & Associates, Inc.	Common	286	0.00%
16	Tiong Securities Corporation	Common	270	0.00%
17	Fortune Securities, Inc.	Common	246	0.00%
18	Island Securities, Inc.	Common	246	0.00%
19	R.C. Lee Securities, Inc.	Common	243	0.00%
20	J.T. Flores Jr. & Co., Inc.	Common	203	0.00%
21	Manuel V. Pangilinan	Common	1	0.00%
22	Jose Ma. K. Lim	Common	1	0.00%
23	Arlyn S. Villanueva	Common	1	0.00%
24	Artemio V. Panganiban	Common	1	0.00%
25	Gilbert Gabriel F. Santa Maria	Common	1	0.00%
26	Brian Matthew P. Cu	Common	1	0.00%
27	June Cheryl A. Cabal-Revilla	Common	1	0.00%
28	Victorico P. Vargas	Common	1	0.00%
29	Alex Erlito S. Fider	Common	1	0.00%
30	Yoshitoshi Iwami	Common	1	0.00%
31	Marisa V. Conde	Common	1	0.00%
32	Others (Filipino)	Common	7,651	0.03%
33	Others (Foreign)	Common	49	0.00%
TOTAL ISSUED AND OUTSTANDING			22,527,001	100.00%

Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Corporation's Securities

The following table shows the record and beneficial owners of at least 5% of the Company's shares as of September 30, 2026:

Title of Class of Securities	Name	Address of Record Owner and Relationship with Corporation	Name of Beneficial Owner/ Relationship with Record Owner	Citizenship	No. of Shares Held	% of Ownership
Common Shares	Metro Pacific Investments Corporation ("**MPIC**")	9/F, Rockwell Business Center Tower One, 1604 Ortigas Ave, Ugong, Ortigas Center, Pasig, Metro Manila	Metro Pacific Investments Corporation is both record and beneficial owner. Mr. Manuel V. Pangilinan, Chairman of the Board of Directors of both MPIC and the Company, is	Filipino	22,506,684	99.90%

		anticipated to be designated as MPIC's representative, with authority to vote its shares, at the meeting of shareholders.			

Security Ownership of Directors and Management

The following table shows the shareholdings of the directors and corporate officers of the Company as of September 30, 2026.

Name of Owners	Position	Nature of Shares Owned		Citizenship	Percentage of Ownership
		Classification	No. of Shares Owned		
Manuel V. Pangilinan	Director / Chairman	Common	1	Filipino	0.00%
Gilbert Gabriel F. Santa Maria	Director / President / Chief Executive Officer	Common	1	Filipino	0.00%
Jose Ma. K. Lim	Director	Common	1	Filipino	0.00%
Arlyn S. Villanueva	Independent Director	Common	1	Filipino	0.00%
Artemio V. Panganiban	Independent Director	Common	1	Filipino	0.00%
Brian Matthew P. Cu	Director	Common	1	Filipino	0.00%
June Cheryl A. Cabal-Revilla	Director	Common	1	Filipino	0.00%
Victorico P. Vargas	Director	Common	1	Filipino	0.00%
Alex Erlito S. Fider	Director	Common	1	Filipino	0.00%
Yoshitoshi Iwami	Director	Common	1	Japanese	0.00%
Marisa V. Conde	Director / Chief Finance Officer and Treasurer	Common	1	Filipino	0.00%
Jan David I. Garcia	Corporate Secretary	-	-	Filipino	-
Frances Joanne M. Riturban	Assistant Corporate Secretary	-	-	Filipino	-

None of the directors and executive officers own equity securities of MPTC or its parent or subsidiary, other than their qualifying shares.

Voting Trust Holders of 5% or More

No person holds, under a voting trust or similar agreement, more than five percent (5%) of MPTC's voting securities.

Change in Control

The Company is not aware of any arrangements which may result in a change of control of the Company.

Item 5. Directors and Executive Officers

The Board of Directors is responsible for overall management and direction. The Board of Directors meets on a quarterly basis, or more frequently as required, to review and monitor the Group's financial position and operations. The Articles of Incorporation provide that the Board of Directors will consist of thirteen (13) Directors. The Company currently has two (2) independent directors. The registered address for each of the Directors is 5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City, Metro Manila, Philippines.

Directors

The following are the names, position, ages, citizenship, and periods of service of the incumbent and nominee directors/independent directors of the Company:

Name	Current Position	Age	Citizenship	Years in Position
Manuel V. Pangilinan	Director / Chairman	80	Filipino	2008 – Present
Gilbert Gabriel F. Santa Maria	Director / President / Chief Executive Officer	60	Filipino	2025 - Present
Jose Ma. K. Lim	Director	74	Filipino	2024 - Present
Victorico P. Vargas	Director	74	Filipino	2024 - Present
Brian Matthew P. Cu	Director	44	Filipino	2021 - Present
June Cheryl A. Cabal-Revilla	Director	53	Filipino	2020 - Present
Yoshitoshi Iwami	Director	51	Japanese	2025 - Present
Marisa V. Conde	Director / Chief Finance Officer and Treasurer	55	Filipino	2025 - Present
Artemio V. Panganiban	Director	89	Filipino	2011 - Present
Alex Erlito S. Fider	Director	73	Filipino	2024 - Present
Arlyn S. Villanueva	Director (Independent)	70	Filipino	2009 - Present
Mark Dennis Y.C. Joven	Director (Independent)	48	Filipino	-

The business experience of each of the foregoing nominated individuals is set forth below:

Manuel V. Pangilinan*, age 80, Filipino*

Mr. Pangilinan assumed chairmanship of the Company on 12 November 2008. He is also the President and CEO of Metro Pacific Investments Corp. (MPIC), PLDT Inc., and Smart Communications, and continues to serve as their Chairman concurrently. He also serves as Chairman, Vice Chairman, or Director of Manila Electric Company (Meralco), MPIC, Mediaquest Inc., Associated Broadcasting Corp. (TV5), Philex Mining Corp., Metro Pacific Holdings, Inc., Philex Petroleum Corp., NLEX Corporation (formerly Manila North Tollways Corp.), Maynilad Water Services, Inc., Landco Pacific Corp., Metro Vantage Properties, Inc., Medical Doctors, Inc. (owner and operator of Makati Medical Center), Manila Medical Services, Inc., and Colinas Verdes Hospital Managers Corp. (operator of Cardinal Santos Medical Center). In 2012, he was appointed as Vice Chairman of Roxas Holdings Inc., which owns and operates the largest sugar milling operations in the Philippines.

Mr. Pangilinan founded First Pacific in 1981 and serves as its Managing Director and CEO. Within the First Pacific Group, he holds the position of President Commissioner of P.T. Indofood Sukses Makmur, the largest food company in Indonesia.

For civic duties, Mr. Pangilinan sits as Chairman of the Philippine Business for Social Progress, PLDT-Smart Foundation Inc., One Meralco Foundation Inc., and Co-Chairman of the Philippine Disaster Resilience Foundation, and is a Director of the Philippine Business for Education. He is Chairman of the Board of Trustees of San Beda College and Co-Chairperson of the Board of Trustees of Stratbase Albert del Rosario Institute and the U.S. – Philippine Society.

In sports, Mr. Pangilinan is Chairman of the MVP Sports Foundation, Inc. and Chairman Emeritus of

the Samahang Basketbol ng Pilipinas.

Gilbert Gabriel F. Santa Maria, *age 60, Filipino*

Mr. Santa Maria has been a Director of the Company since 01 September 2025. Mr. Santa Maria has been a Partner at LSM Ventures LLC since 2018. Previously, he was the President and Chief Operating Officer at Philippine Airlines, where he helped the company navigate the Chapter 11 process from 2019 until 2022. Before this, Mr. Santa Maria was COO at IBEX Limited and held senior leadership roles at IQ BackOffice, Stream Global Services, and eTelecare Global Solutions. Earlier in his career, Mr. Santa Maria was an Associate at Booz Allen & Hamilton and later held management roles at PepsiCo. In 1987, Mr. Santa Maria earned a BS in Electrical Engineering from the University of the Philippines and in 1991, an MBA in Operations and Finance from the Yale School of Management. Mr. Santa Maria also has a Master's in Public and Private Management from Yale University School of Management, Yale University.

Mr. Santa Maria is currently a trustee in the UP Engineering and Development Foundation Inc. and a member of the board of advisers of the Yale School of Management Alumni.

Jose Ma. K. Lim*, age 74, Filipino*

Mr. Lim has been a Director of the Company since 12 November 2008, and appointed as the President and Chief Executive Officer on 01 March 2025. He joined the MPIC Group (which was then called Metro Pacific Corporation or MPC) in 1995 as Treasury Vice President of the Fort Bonifacio Development Corporation (then a subsidiary of MPC). He was later appointed as its Chief Finance Officer in 2000. In 2001, he assumed more responsibility for the Company as he concurrently served as Vice President and Chief Finance Officer of MPC.

Mr. Lim currently acts as a Director in the following MPIC subsidiary and affiliate companies: Beacon Electric Asset Holdings Incorporated, Meralco, Metro Pacific Tollways Corporation, Light Rail Manila Corporation, AF Payments Inc., Indra Philippines, Medical Doctors Incorporated, and Colinas Verdes Hospital Managers Corporation.

He is a founding member of the Shareholders Association of the Philippines and serves as the Chairman of MetPower Ventures Partners Holdings, Inc. Mr. Lim is also a Strategic Adviser and a member of the Board of Directors of Metro Pacific Investments Corporation. He is also an active member of the Management Association of the Philippines where he served as Vice-Chair of the Good Governance Committee from 2007 to 2009.

Prior to joining the MPIC Group, he built himself a solid reputation in foreign banking institutions as Vice President of the Equitable Banking Corporation and Director for Investment Banking of the First National Bank of Boston.

For five consecutive years from 2012-2016, he was conferred the Best CEO for Investor Relations by Corporate Governance Asia.

Mr. Lim earned his Bachelor of Arts degree in Philosophy from Ateneo de Manila University and his Master of Business Administration degree from the Asian Institute of Management.

Victorico P. Vargas*, age 74, Filipino*

Mr. Vargas has been a Director of the Company since 27 November 2024. Mr. Vargas holds chairmanship or directorship in Metro Pacific Investments Corporation, Metro Pacific Tollways Corporation, PLDT Global Corp., TV5 Network, Inc., Hastings Holdings, Inc., Cignal TV, Inc., Philstar Daily, Inc., Meralco, Smart Communications, Inc., Beacon Electric Asset Holdings, Inc., Media5 Marketing Corporation, and MQuest Ventures, Inc.

He also serves as the President of Talas Data Intelligence Inc. and a Trustee in First Pacific Leadership Academy, MVP Sports Foundation, Inc., and PLDT Smart Foundation.

Mr. Vargas is involved in the sports industry, acting as a Director in World Boxing Council, Philippine

Basketball Association, and Association of Boxing Alliances in the Philippines.

Mr. Vargas joined the MPIC Group in 2003 as an Asset Protection and Management Group Head in PLDT, Inc. and was involved in the Human Resources and Transformation offices throughout his stay. In 2010, he became part Maynilad Water Services, Inc. and was appointed as the President and Chief Executive Officer. Concurrent to this position in the same year, Mr. Vargas was also nominated as a Director of MPIC. He also held the position of President of the Philippine Olympic Committee from 2018 to 2019 and Association of Boxing Alliances in the Philippines from 2009 to 2021. Prior to joining the MPIC Group, Mr. Vargas started as a Human Resources Manager in Colgate Palmolive Philippines in 1983.

Mr. Vargas graduated with a Bachelor of Science degree in Psychology from the University of Santo Tomas.

***Brian Matthew P. Cu**, age 44, Filipino*

Mr. Cu has been a Director of the Company since 28 July 2021. He is the Chief Executive Officer and Co-Founder of Sarisuki, founded in 2020. Mr. Cu is a Board Member in Metro Pacific Tollways Corporation, W Fund Management Inc., and Cebu Air Inc.

Mr. Cu founded and co-founded several companies such as MyTaxi.PH, Inc (Grab Philippines), Yescredit, BF Jade E-Services Philippines, Inc., and Zalora. He was also Chief Finance Officer, Chief Technology Officer, and Founder of the PT GoTo Gojek Tokopedia Tbk, the ride-hailing company in Indonesia considered as a tech-giant.

Mr. Cu earned his Bachelor's degree in Business Administration, Major in Finance, from National University of Singapore. He also took up a Minor degree in Techno-Entrepreneurship from the University of Pennsylvania in the United States.

***June Cheryl A. Cabal-Revilla**, age 53, Filipino*

Ms. Cabal-Revilla has been a Director of the Company since 01 December 2020. She is an Executive Director and the Chief Finance, Risk and Sustainability Officer of MPIC. Apart from Maynilad, she is concurrently a member of the Board of Directors of all MPIC subsidiaries – Meralco, Metro Pacific Tollways Corporation, Light Rail Manila Corporation, Landco Pacific Corporation, among others. She is also the President and Chief Executive Officer of mWell, MPIC's digital healthcare arm.

Prior to joining MPIC, she held various executive leadership positions at the PLDT Group, the Philippines' largest fully integrated telco company. She was the former Senior Vice President and Group Controller, and Chief Sustainability Officer of the PLDT Group and the Chief Finance Officer of Smart, Cignal, and in a number of subsidiaries and affiliates of PLDT, Smart & ePLDT.

She is an Appointed Member of the Financial Reporting and Sustainability Standards Council of the Philippines, the accounting and sustainability standards-setters in the country, since 2010 for FRSC. She was conferred the Accountancy Centenary Award of Excellence (One of the 100 Notable CPAs) in early 2023 by the Philippine Board of Accountancy. She was also hailed as Asian Institute Management Triple A Awardee in 2020 – 145 awardees out of 45,000 graduates. Ms. Cabal-Revilla has received several Best CFO, Best CSO and Top CEO awards by reputable institutions from Singapore, Hong Kong, Malaysia and the Philippines. She was an awardee of the Ten Outstanding Young Men in 2013 and the incumbent President of TOYM Foundation. In 2023, she was conferred the Most Influential Filipina Woman in the World at the Filipina Leadership Global Summit in Prague, Czech Republic.

She is the Founding Chair of Gabay Guro, the Philippines' biggest and longest-running education advocacy program for teachers.

Prior to joining PLDT as Executive Trainee in the Finance Group in 2000, she was a Senior Associate in the Business Audit and Advisory Group of SGV & Co. She received her Bachelor of Science degree in Accountancy from De La Salle University and Master's Degree in Business Management, Major in Finance, from Asian Institute of Management. She also finished her Executive Program in the Stanford Graduate School of Business in 2018. In 2022, she also took the Swedish Institute Management

Program and the Innovative Dynamic Education and Action for Sustainability, a transformational leadership program of the MIT Sloan School of Management.

***Alex Erlito S. Fider**, age 73, Filipino*

Mr. Fider has been a Director of the Company since 21 November 2024 and was its Corporate Secretary from 12 November 2008 to April 2026. Mr. Fider is a founding partner of and a special counsel of Picazo Buyco Tan Fider Santos & Dee Law Offices. Mr. Fider is elected as a corporate secretary of the Company's subsidiaries, namely, NLEX Corporation, Cavitex Infrastructure Corporation, MPCALA Holdings Inc., and Metro Pacific Tollways South Management Corporation.

Mr. Fider likewise holds directorships in Cignal Cable Corporation, Cignal TV, Inc., Media5 Marketing Corporation, Mediaquest Holdings, Inc., Medvision Resources Inc., MQ Play, Inc., MQuest Ventures, Inc. (formerly Studio5, Inc.), Nation Broadcasting Corporation of the Philippines, Newport Structures Philippine Holdings, Inc., Maynilad Water Holding Company, Inc., Outperform Holdings, Inc., Pacific Aurora Plantation Corporation, Perihelion, Inc., Roxas Holdings, Inc., Telemedia Business Ventures Inc., Upbeam Investments Inc., Valhala Investments Holdings, Inc., First Agri Holdings Corporation, First Coconut Manufacturing Inc., BTF Holdings, Inc., Businessworld Publishing Corporation, and CABP Holding, Inc.

Mr. Fider also acts as corporate secretary to the following companies: Smart Communications, Inc., CABP Holding, Inc., Canon Business Process Services, Inc., Digital Telecommunication Phils., Inc, Digitel Mobile Phils., Inc., First Agri Holdings Corporation, First Coconut Manufacturing Inc., Great Discovery Holdings, Inc. Maya Bank, Inc., Maya Philippines, Inc. (formerly PayMaya Philippines, Inc.), Maynilad Water Holding Company, Inc., Maynilad Water Services, Inc., Greater Pampanga Power Corporation, Leechiu Holdings, Inc., Leechiu Property Consultants, Inc., Manila Metropolitan Cathedral-Basilica Foundation, Inc., Multipay Corporation, Multisys Technologies Corporation, Outperform Holdings, Inc., Ovialand, Inc., Pacific Aurora Plantation Corporation, PayMaya Finserve Corporation, Voyager FinServe Corporation, Pilipinas Enterprise Management Holdings, Inc. (PEMHI), Rufino Pacific Tower Condominium, and Voyager Innovations, Inc.

Mr. Fider is a trustee of Alagang Kapatid Foundation, Board of Trustees for the Account of the Beneficial Trust Fund Created Pursuant to the Benefit of PLDT Co., and Manila Metropolitan Cathedral-Basilica Foundation, Inc.

Mr. Fider received his Bachelor of Laws degree from the University of the Philippines in 1984 and was admitted to the bar in 1985. He is a Fellow of the Australian Institute of Company Directors. He obtained his degree in A.B. Economics in 1975 from the University of the Philippines.

***Yoshitoshi Iwami**, age 51, Japanese*

Mr. Iwami has been a Director of the Company since 28 January 2025. Mr. Iwami is an officer and businessman and is the Chairman of the Board, President, and Chief Executive Officer of Mit-Pacific Infrastructure Holdings Corporation.

Mr. Iwami also holds directorships in Mit-Pacific Infrastructure Capital Corporation and Metro Pacific Investments Corporation. Mr. Iwami was previously employed by and held various positions in Mitsui & Co., Ltd., Tokyo Headquarters Office, Mitsui & Co., Ltd., Mitsiam International, Limited, MIT Power Canada Investment Inc., Mit-Power Capitals (Thailand) Limited, and Mitsui & Co. (Asia Pacific) Pte. Ltd. Manila branch.

Mr. Iwami obtained his Bachelor Degree of Law from Keio University in Japan.

***Marisa V. Conde**, age 55, Filipino*

Ms. Conde has been a Director of the Company since 26 September 2025 and the Officer-in-Charge Chief Finance Officer and Treasurer of the Company since 1 September 2025.

Ms. Conde is a senior finance executive and Certified Public Accountant (Philippines and U.S.) with extensive leadership experience in comptrollership, treasury, audit, taxation, and corporate finance.

She is the Interim Group Chief Financial Officer of Metro Pacific Tollways Corporation (MPTC) and Vice President for Technical Finance at Metro Pacific Investments Corporation (MPIC). She is also a member of the Board of Directors of MPTC and NLEX Corporation. Previously, she served as Group Controller and Data Privacy Officer at MPIC, while also acting as CFO/Treasurer for MPIC subsidiaries, including Metropac Water Investments Corp, Metro Pacific Health Tech (mWell), METPower Venture Partners, and Surallah Biogas Ventures.

Prior to joining MPTC and MPIC, her career background spans finance leadership roles in Philippine corporations, such as PLDT Inc., Smart Communications, Inc., and Cignal TV, as well as international practice at Deloitte & Touche LLP and Ernst & Young LLP in the U.S., following early training at SGV/Ernst & Young Philippines.

Ms. Conde earned a Master's in Business Management from the Asian Institute of Management (AIM) as a full-time SGV scholar, and a Bachelor of Science in Business Administration with a major in Accounting from the Pamantasan ng Lungsod ng Maynila. For further education, she completed the Accounting for Sustainability program at the Accounting for Sustainability (A4S) Academy. Ms. Conde is recognized for disciplined financial stewardship, strong governance, sound knowledge of the business and collaborative leadership—anchored by a strategic, innovation-driven mindset.

***Artemio V. Panganiban**, age 89, Filipino*

Mr. Panganiban was an Independent Director of the Company from 19 January 2011 until 2025, and is nominated as a Director of the Company. Mr. Artemio Panganiban serves as an Independent Director to multiple listed and non-listed companies, such as Metro Pacific Investments Corporation, Metro Pacific Investments Corporation, Meralco, JG Summit Holdings, Inc., Asian Hospital Inc., GMA Network, Inc., among others. He is the Chairman to the Board of Directors of Arpan Investment and Management Inc. and Pan Philippine Resources Corp., and Chairman of the Board of Trustees of Foundation for Liberty and Prosperity Philippine Judges Foundation.

Mr. Panganiban also serves as the Adviser to the Board of Double Dragon Properties Corporation, Metropolitan Bank and Trust Company, and Metrobank Foundation.

In other organizations, he is the Chairman Emeritus of the Philippine National Committee of the Asean Law Association. Mr. Panganiban is also the Chairman of the Philippine Center for Diabetes Education Foundation, Inc., Chairman of the Board of Trustees of Foundation for Liberty and Prosperity, and the President of the Association of Retired Justices of the Supreme Court of the Philippines.

Mr. Panganiban was the Chief Justice of the Philippines from 2005 to 2006. Prior to this, he also served as an Associate Justice in the Supreme Court in 1995.

Mr. Panganiban finished his Associate degree in Arts from Far Eastern University in 1956, obtaining a mark of *Highest Honors*. In 1960, he earned his Bachelor of Laws from the same university, graduating exemplary with *cum laude*. He was also a awarded the title *Honoris Causa* by multiple universities, such as the University of Cebu, Angeles University, Bulacan State University, Far Eastern University, and University of Iloilo.

***Arlyn S. Villanueva**, age 70, Filipino (Independent)*

Ms. Villanueva has been an Independent Director of the Company since 31 July 2009. She is currently a Partner of the accounting firm, Sicangco Menor Villanueva & Co., CPAs.

Ms. Villanueva is a Director in Metro Pacific Tollways Corporation, NLEX Corporation, and Roxas Holdings, Inc. She also holds membership in organizations such as the Institute of Corporate Directors and the Philippine Institute of Certified Public Accountants.

Ms. Villanueva previously worked as an Examiner for the Professional Regulatory Board of Accountancy of the Professional Regulation Commission.

In her education, Ms. Villanueva earned her Bachelor of Science degree in Accounting from Holy Angel University. She also took up a Master's Degree in Business Management from Ateneo Graduate School

of Business and a Doctorate Degree in Business Administration from De La Salle Graduate School of Business. She finished her Executive Management Program from the Harvard Business School. She also attended the INSEAD Business School to complete the Challenges of Leadership Programme.

***Mark Dennis Y. C. Joven**, age 48, Filipino (Independent)*

Mr. Joven is nominated as an Independent Director of the Company. He is an independent director of Security Bank Corporation, Security Bank Capital Investment Corporation, Palawan Pawnshop, Inc., Eight Under Par (Pawnshop Operator), Inc., Paragua Pawnshop and Financial Services Inc., VG Star Pawnshop and Jewelry Corporation, PPS-PEPP Money Shop Services Corporation, PPS-PEPP Financial Services Corporation, and Ryse, Inc. (a subsidiary of Mynt Inc.).

From 2001 to 2003, Mr. Joven worked as a Tax Accounting Associate in Ernst & Young Philippines. Thereafter, Mr. Joven worked as a lecturer in the University of the Philippines College of Business Administration where he taught taxation, financial accounting, management accounting and business law. He was an associate in ACCRALAW from 2007 to 2008 where he handled high-stakes commercial litigation cases. Prior to his appointment in 2016 as Assistant Secretary / Deputy Vice Minister for Revenue Operations in the Department of Finance, Mr. Joven practiced tax and corporate law specializing in corporate structuring and tax advocacy work. He was the Executive Director (Constituency 3) of the Asian Infrastructure Investment Bank from 2018 to 2020 and the Alternate Director (Constituency 3) of the same bank in 2018 and from 2020 to 2022 where he chaired the Policy and Strategy Committee of the Board. Mr. Joven was the Undersecretary / Vice Minister for International Finance of the Department of Finance from 2018 to 2023 and a member of the Governing Board, Loss and Damage Fund, of the United Nations Framework Convention on Climate Change from 2023 to 2026.

Mr. Joven graduated *cum laude* from the University of the Philippines College of Business Administration with a double major in Business Administration and Accountancy in 2000 and ranked first in the 2001 National Certified Public Accountant Exam. He obtained his Bachelor of Laws degree, *cum laude,* from the University of the Philippines College of Law in 2006. In 2009, he obtained his Master of Laws from Harvard Law School where he was a Harvard University Scholarship Grantee. He attended the Senior Fellow in Public Service program in the Lee Kuan Yew School in the National University of Singapore in 2022 and secured a Master of Public Administration from the Harvard Kennedy School in 2025.

Mr. Joven is a certified public accountant and a licensed attorney in the Philippines and the State of New York. He is a member of the American Bar Association, International Fiscal Association, and the Harvard Law School Alumni Association.

Board Committees

The Company is firmly committed to upholding the highest standards of corporate governance, as reflected in its foundational documents and governance frameworks. These include the Amended By-Laws, Articles of Incorporation, Codes of Commitment, the Revised Manual on Corporate Governance (the "**Revised CG Manual**"), and the Board of Directors Charter (the "**Board Charter**"), among others. These instruments collectively serve as the cornerstone of the Company's governance practices and compliance with applicable laws, regulations, and ethical standards. It subscribes to the core values of fairness, integrity, transparency, and accountability in its manner of doing business, dealing fairly with its clients, investors, stockholders, customers, and communities affected by its activities and its various business ventures.

The Company's operations are governed by a well-defined organizational structure supported by comprehensive policies and procedures documented in manuals approved by Management, Board Committees, and the Board. On 11 February 2021, the Company adopted its Revised CG Manual to align with certain provisions of SEC's Memorandum Circular No. 19, Series of 2016, and in a supplementary manner, certain provisions of SEC's Memorandum Circular No. 24, Series of 2019. In line with its commitment to uphold and comply with corporate governance standards, the Governance and Risk Committee and the Board of Directors of the Company approved on 22 July and 28 July, 2026, respectively, the Board Charter of the Company which aims to guide the Board of Directors and each

Director in the discharge of their fiduciary duties, further reinforcing its dedication to governance best practices.

The Company has institutionalized key governance policies over the years to reinforce its core values and ethical conduct. These include the Code of Business Conduct and Ethics, Conflict of Interest Policy, Whistleblowing Policy, Supplier/Contractor Relations Policy, Gifts, Entertainment and Sponsored Travel Policy, Insider Trading Policy, Gift Giving Policy, Related Party Transactions Policy, Performance Assessment Policy for the Board, Board Committees, and Selected Officers, the Anti-Bribery and Anti-Corruption Policy, and the Policy on the Respect for and Protection of the Rights of People.

Management, together with the following Board Committees, supports the Board in discharging its responsibilities. The Company has created the Audit Committee, Nomination, Compensation and Remuneration Committee, Governance and Risk Committee, and Finance Committee.

Audit Committee

The Audit Committee is established to provide independent oversight of the Company's governance, risk management, and internal control practices. This oversight mechanism also serves to provide confidence in the integrity of these practices. The Audit Committee performs its role by providing independent oversight to the governing body, including the Board of Directors.

The Audit Committee shall consist of four (4) members, three of whom, including the chairman, should be independent directors and one (1) non-voting member who shall be a non-executive director. The Audit Committee is composed of Arlyn S. Villanueva as Chairman, Artemio V. Panganiban, and June Cheryl A. Cabal-Revilla.

Nomination, Compensation and Remuneration Committee

The Nomination, Compensation and Remuneration Committee was established to perform functions on: (1) Nomination, which includes the formulation and implementation of a transparent and inclusive Directors' nomination and election policy for the Board's consideration, review and evaluation of the qualifications of all persons nominated by the shareholders to the Board and other appointments that require Board approval, assessing the effectiveness of the Board's processes and procedures in the election or replacement of Directors, assessing the Board's effectiveness in the process of replacing or appointing new Directors and/or members of the Board Committee and implementing the approved nomination procedure; and (2) Compensation and Remuneration, which includes assisting and advising the Board of Directors with respect to the establishment of a formal and transparent procedure for developing a policy on remuneration of Directors and officers to ensure that their compensation and other emoluments and benefits, if any are consistent with the Company's values, culture, strategy, and the business environment in which it operates.

The Nomination, Compensation and Remuneration Committee shall be composed of at least three (3) voting members, one (1) of whom must be an Independent Director, and one (1) non-voting member in the person of the President or Chief Executive Officer. It is composed of Manuel V. Pangilinan as Chairman, Jose Ma. K. Lim, and Artemio V. Panganiban.

Governance and Risk Committee

The Governance and Risk Committee as a Board-level committee was established to ensure compliance with the MPTC Revised Manual on Corporate Governance, the Revised Corporation Code and other relevant and related laws, issuances, rules and regulations. More importantly, the Committee is established to ensure that the Board is able to practice sound Corporate Governance, as an ever evolving concept and discipline that includes Enterprise Risk Management and Sustainability.

The Governance and Risk Committee shall be composed of three (3) members of the Board, including the Chairman, majority of whom shall be independent directors of the Company. It is composed of Artemio V. Panganiban as Chairman, Arlyn S. Villanueva, and June Cheryl A. Cabal-Revilla.

Finance Committee

The Finance Committee of the Company is established to safeguard the financial stability and integrity of the Company and its subsidiaries, joint ventures and associates by providing oversight to and strategic guidance on the Company's financial policies and strategies, including capital structure, dividend policy, acquisitions and divestments, treasury management, tax strategy and compliance, financing proposals and material procurement, among others. The Committee shall report directly to the Company's Board of Directors.

The Finance Committee shall be composed of seven (7) Members, majority of whom shall be non-executive directors. The Finance Committee is composed of Manuel V. Pangilinan, Jose Ma. K. Lim, June Cheryl A. Cabal-Revilla, Artemio V. Panganiban, Arlyn S. Villanueva, and Yoshitoshi Iwami.

Programs and Achievements

The Company is committed to ongoing corporate governance training for its directors and senior management. The Company, in coordination with other affiliates organizes annual corporate governance enhancement sessions, inviting both internationally renowned and local experts to share their insights and engage with the Board and senior management.

In addition to setting the right "tone at the top," the Company actively works to "shape the middle" by providing corporate governance training to middle management. This includes the Professional Responsibility and Ethical Decision-Making Workshop, designed to reinforce key governance principles. Furthermore, all employees undergo a corporate governance orientation at the start of their employment to ensure a consistent understanding of the Company's values and ethical standards.

To further strengthen its governance culture, the Company produces and distributes relevant communication materials. Focus Group Discussions and Perception Surveys are held to gather employees' perceptions on the state of corporate governance efforts, assess the effectiveness of the programs, and collect feedback on past and current governance themes. These discussions also help identify future themes and appropriate communication methods.

The Company has received the 3G Best Corporate Social Responsibility Award 2025, an international recognition presented by the London-based Cambridge International Finance Advisory (IFA) at the 10th Annual Global Good Governance (3G). The recognition highlights MPTC's commitment to corporate governance and its pioneering support of the Child Road Traffic Injury Prevention (**CRTIP**) Program.

In addition, the Company was also honored with the 3G Excellence Award for Advocacy and Commitment to Corporate Governance 2025, as well as the 2023 ESG Business Awards' Good Governance Award, for its innovative My CG App. This web-based platform enhances employee access to governance resources and streamlines disclosures. The My CG App is currently undergoing updates to further improve its functionality and effectiveness in supporting the Company's commitment to transparent and responsible governance practices.

Enterprise Risk Management

The Company recognizes that effective risk management is integral to sustaining growth, protecting stakeholder value, and supporting long-term business objectives. The Company adopts an Enterprise Risk Management ("**ERM**") framework that aligns with international standards such as ISO 31000, while also being responsive to the unique operational, regulatory, and market context in which the Group operates.

The Company's ERM process begins with a clear establishment of context—defining strategic objectives, operating environments, and stakeholder expectations. Risks are identified across all business units, considering both internal and external factors, including political, regulatory, financial, technological, environmental, and operational dimensions.

These risks are assessed using a consistent methodology that considers both likelihood and impact, resulting in inherent and residual risk ratings. Material risks are consolidated at the group level to ensure a comprehensive view of exposures that may affect revenue, profitability, and growth. Risk treatment strategies are then formulated and embedded into business processes.

These may take the form of mitigation measures, control enhancements, or strategic initiatives designed to mitigate vulnerabilities and capitalize on opportunities. The ERM framework also emphasizes continuous monitoring and reporting, ensuring that emerging risks—such as those arising from climate change, technological disruptions, or geopolitical shifts—are proactively addressed.

Recently, the ERM department of MPTC incorporated the identification, assessment, evaluation and consequent mitigation of climate related risks in the overall ERM process. The inclusion of climate related risks is in line with the TCFD (**Task Force on Climate Related Financial Disclosures**) guidelines and requirements for Risk Management.

Governance plays a central role in our ERM approach. Risk management is overseen by the Board of Directors through its designated committees, with regular reporting from management. Risk owners are clearly assigned across the MPTC group.

Through this disciplined and integrated ERM framework, the Corporation aims to build resilience, enable informed decision-making, and reinforce stakeholder confidence in its ability to navigate uncertainties while pursuing sustainable growth.

Information Required of Directors and Executive Officers

Directors and Executive Officers

As of the date of this Information Statement, the following persons have been nominated to the Board for election at the Meeting and have accepted their nomination:

1. Manuel V. Pangilinan
2. Gilbert Gabriel F. Santa Maria
3. Jose Ma. K. Lim
4. Artemio V. Panganiban
5. Brian Matthew P. Cu
6. June Cheryl A. Cabal-Revilla
7. Victorico P. Vargas
8. Alex Erlito S. Fider
9. Yoshitoshi Iwami
10. Marisa V. Conde
11. Arlyn S. Villanueva
12. Mark Dennis Y. C. Joven

The nominees to the Board of Directors were formally nominated to the Nomination, Compensation and Remuneration Committee of the Board by a stockholder of the Company. Ms. Arlyn S. Villanueva and Mr. Mark Dennis Y. C. Joven are being nominated as independent directors.

The Company complied with the guidelines on the nomination and election of independent directors set forth in Section 38 of the Securities Regulation Code and Rule 38.1 of the Amended Implementing Rules and Regulations of the Securities Regulation Code. Article II, Section 1 of the Company's By-Laws also provides that independent directors shall, in addition, have the following qualifications: (i) he shall have at least one share of stock of the corporation; (ii) he shall be at least a college graduate or he shall have been engaged or exposed to the business of the corporation for at least five years; (iii) he shall possess integrity and probity; and (iv) he shall be assiduous.

The independent directors, Ms. Arlyn S. Villanueva and Mr. Mark Dennis Y. C. Joven, were nominated by a registered shareholder of the Company who is not a director, officer or substantial shareholder of the Company and who is not related to either of Ms. Villanueva or Mr. Joven. Ms. Arlyn S. Villanueva, and Mr. Mark Dennis Y. C. Joven accepted their nominations. The Nomination, Compensation and Remuneration Committee pre-screened the qualifications of the nominated independent directors and the names of Ms. Arlyn S. Villanueva and Mr. Mark Dennis Y.C. Joven have been included in the Final List of candidates for the Board of Directors. Only the nominees whose names appear on the Final List of Candidates were eligible for election as independent directors. No other nominations shall be entertained or allowed during the annual stockholders' meeting.

Directors elected during the annual meeting of stockholders will hold office for one year until their successors are duly elected and qualified. A Director who was elected to fill any vacancy holds office only for the unexpired term of his predecessor.

No Director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' meeting due to disagreement with the Company on any matter relating to the Company's operations, policies or practices.

The Certifications of Independent Directors will be attached to the Definitive Information Statement.

The Secretary's Certificate attesting to the fact that none of the directors and corporate officers of the Company holds any position in any capacity in any government agency or instrumentality will be attached to the Definitive Information Statement.

Attendance of Directors

Below is the record of attendance of the Company's Board of Directors during the Board and committee meetings held in 2025:

Name	Designation	No. of Meetings Held During the Year	No. of Meetings Attended	Percentage of Attendance
Manuel V. Pangilinan	Director / Chairman	16	16	100%
Gilbert Gabriel F. Santa Maria[4]	Director / President / Chief Executive Officer	16	5	31.25%
Jose Ma. K. Lim	Director	16	16	100%
Arlyn S. Villanueva	Independent Director	16	16	100%
Artemio V. Panganiban	Independent Director	16	16	100%
Brian Matthew P. Cu	Director	16	15	93.75%
June Cheryl A. Cabal-Revilla	Director	16	16	100%
Victorico P. Vargas	Director	16	16	100%
Alex Erlito S. Fider	Director	16	16	100%
Yoshitoshi Iwami[5]	Director	16	15	93.75%
Marisa V. Conde[6]	Director / Chief Finance Officer and Treasurer	16	4	25%

Name	Designation	No. of Meetings Held During the Year	No. of Meetings Attended	Percentage of Attendance
Nomination, Compensation and Remuneration Committee				
Manuel V. Pangilinan	Chairman	3	3	100%
Jose Ma. K. Lim	Member	3	3	100%
Artemio V. Panganiban	Member	3	3	100%
Audit Committee				

[4] Appointed as Director, President and CEO of MPTC on 01 September 2025, effective 01 September 2025.
[5] Appointed as Director of MPTC on 28 January 2025.
[6] Elected as Director of MPTC on 26 September 2025.

Arlyn S. Villanueva	Chairman	3	3	100%
Artemio V. Panganiban	Member	3	3	100%
June Cheryl A. Cabal-Revilla	Member	3	3	100%
Corporate Governance and Risk Committee				
Artemio V. Panganiban	Chairman	3	3	100%
Arlyn S. Villanueva	Member	3	3	100%
June Cheryl A. Cabal-Revilla	Member	3	3	100%
Finance Committee				
Arlyn S. Villanueva	Chairman	3	3	100%
Manuel V. Pangilinan	Member	3	3	100%
Artemio V. Panganiban	Member	3	3	100%
Jose Ma. K. Lim	Member	3	3	100%
June Cheryl A. Cabal-Revilla	Member	3	3	100%
Yoshitoshi Iwami[7]	Member	3	0	0%

Officers

The following serve as corporate officers of the Company:

Name	Position	Age	Citizenship	Years in Position
Manuel V. Pangilinan	Chairman	80	Filipino	2008 – Present
Gilbert Gabriel F. Santa Maria	President and Chief Executive Officer	60	Filipino	2025 – Present
Francis Emmanuel D. Rojas	Chief Business Development Officer	54	Filipino	2013 – Present
Wilson H. Go	Chief Digital and Information Officer	63	Filipino	2025 - Present
Maria Anthonette V. Allones	Chief Human Resources Officer	57	Filipino	2024 - Present
Jan David I. Garcia	Corporate Secretary / Chief Legal Officer	40	Filipino	2025 - Present
Marisa V. Conde	Chief Finance Officer and Treasurer	55	Filipino	2025 - Present
Maria Northwesterly D. Dionisio	Chief / Head Central Operations and Maintenance	48	Filipino	2025 - Present
Donna Kristine Faylona-Marcelo	Chief Corporate Affairs Officer	55	Filipino	2025 - Present
Gil F. Amilbangsa	Chief Tollways Development and Engineering Officer	60	Filipino	2026 - Present
Frances Joanne M. Riturban	Assistant Corporate Secretary	45	Filipino	2016 – Present

The backgrounds of Manuel V. Pangilinan, Gilbert Gabriel F. Santa Maria, and Marisa V. Conde are described under **Directors** above.

[7] Elected as a member of the Finance Committee on 26 September 2025.

***Francis Emmanuel D. Rojas**, age 54, Filipino*

Mr. Rojas has been the Chief Business Development Officer of the Company since 2013. He holds directorships in the following domestic and foreign subsidiaries of the Company: Metro Strategic Infrastructure Holdings, Inc, MPT Mobility Corporation, Cebu Cordova Link Expressway Corporation, Metro Pacific Tollways Vizmin Corporation, MPT Asia, MPT Indonesia Services, PT Nusantara Infrastructure TBK, PT Margautama Nusantara and MPT Vietnam Company Limited.

Prior to joining the senior leadership of the Company, Mr. Rojas was employed as an Account Administrator in Citibank N.A., Philippines, an Investment Analyst for Far East Bank and Trust Company, an Associate Director and Senior Director in Ernst & Young Transaction Advisory Services, a Director at Energy Finance Advisors, and a Consultant for Metro Pacific Investments Corporation.

Mr. Rojas obtained his Bachelor of Science in Business Management from Ateneo de Manila University and a Masters in Business Management from the Asian Institute of Management.

***Wilson H. Go**, age 63, Filipino*

Mr. Go has been the Chief Information Officer of the Company since December 2025. Mr. Go holds directorships in SecureLink Networks, Inc., The Alexandra Condominium Corporation, Blue Genes, LearningLitz, Inc., Asia Pacific College, and Manila Merchant, Inc. He is also a council member of the Rizal Chapter, Pasig Pateros Branch of the Philippine National Red Cross and the Country Head of Bankware Asia Pte Ltd.

Prior to joining the Company, Mr. Go worked as an external auditor for SGV & Co. He then worked for IBM Philippines, Inc. for several years under various capacities beginning with Asia Pacific Financial Analyst in Tokyo, Japan, Chief Financial Officer in the Philippines, ASEAN International Sales Operations and Asia Pacific Channels Program Manager in Singapore, all the way to Country Manager – Global Technology Services. Mr. Go also worked at SM Investments Corporation as Senior Vice President – Information Technology Shared Services before joining Philippine Airlines as its Senior Vice President – Chief Information Officer. Thereafter, Mr. Go joined Kyndryl Philippines Incorporated as Managing Director where he was responsible for around 1,000 employees servicing both domestic and global customers.

Mr. Go obtained his Bachelor of Science in Commerce, major in Accounting, from the De La Salle University where he was a consistent Dean's Honor Lister. Subsequently, he placed 11th in the 1983 Board Examination for Certified Public Accountants and received the SGV Gold Medal for highest score in Audit. Mr. Go also holds a Masters in Business Economics from the University of Asia & the Pacific.

***Maria Anthonette V. Allones**, age 57, Filipino*

Ms. Allones has been the Chief Human Resources Officer of the Company since December 2024. She holds directorships in Metro Pacific Tollways Digital, Inc. and The Outstanding Young Men of the Philippines Foundation, and is a trustee for the Universidad de Sta. Isabel, Naga City.

Prior to joining the senior leadership of the Company, Ms. Allones was an Assistant Secretary for Personnel in the Department of National Defense from 2000 to 2001, an Assistant Secretary for the Department of Labor and Employment from 2001 to 2007, an Executive Director – Office of the President in the Career Executive Service Board (CESB) from 2007 to 2020, the Chief Operating Officer of the Tourism Promotions Board from 2020 to 2022, and an Undersecretary of the Department of Migrant Workers from 2022 to 2024.

Ms. Allones is a member of the following organizations: Ateneo De Manila University School of Government, Commission on Higher Education – Technical Panel for Political Science, Career Executive Service Board – Leadership and Management Proficiency Program, Multisectoral Advisory Council – Civil Service Commission, and Multisectoral Advisory Council – Philippine Children's Medical Center.

Ms. Allones obtained her Bachelor of Arts in Political Science and Bachelor of Laws degrees from the University of the Philippines Diliman. She also secured her Masters in National Security Administration

from the National Defense College of the Philippines. She attended the Lee Kuan Yew Fellows Program from the John F. Kennedy School of Government of Harvard University and was the Commencement Valedictorian in the Lee Kuan Yew School of Public Policy of the National University of Singapore where she obtained her Masters in Public Management. She also attended the Strategic HR Transformation and Organizational Development course in Pennsylvania State University.

***Jan David I. Garcia**, age 40, Filipino*

Mr. Garcia has been the Chief Legal Officer of the Company since March 2025 and was appointed as the Corporate Secretary in April 2026. Mr. Garcia is elected as a corporate secretary of the Company's subsidiaries, namely, MPT North, Inc., Metro Pacific Tollways Digital, Inc., Metro Strategic Infrastructure Holdings, Inc., Metro Pacific Tollways Philippines Corporation (formerly, Metro Pacific Tollways South Corporation), Metro Pacific Tollways Vizmin Corporation, Cebu Cordova Link Expressway Corporation, LLEX Corp., MPT Mobility Corporation, Assist and Assistance Concept, Inc., Savvice Corporation, Dibztech, Inc., and Easytrip Services Corporation.

Mr. Garcia also holds directorships in the following subsidiaries of the Company: MPT North, Inc., Metro Pacific Tollways Digital, Inc., Metro Strategic Infrastructure Holdings, Inc., Metro Pacific Tollways South Management Corporation, MPCALA Holdings, Inc., and Cavitex Infrastructure Corporation.

Mr. Garcia was an Associate Lawyer in Picazo Buyco Tan Fider Santos & Dee Law Offices from 2012 to 2016, an Associate General Counsel – Energy in Aboitiz Power Corporation from 2016 to 2017, a Senior Manager and Assistant Vice President for Legal of the Company from 2018 to 2024, and a Senior Legal Counsel – Philippine Legal Counsel for Huawei Technologies Phils. Inc. from 2024 to 2025.

Mr. Garcia received his Juris Doctor degree from Ateneo de Manila University - School of Law, graduating Second Honor, and was admitted to the bar in 2013. He is a member of the Philippine Bar Association.

***Maria Northwesterly D. Dionisio,** age 48, Filipino*

Ms. Dionisio was appointed as the Chief / Head Central Operations and Maintenance of the Company in October 2025.

Prior to joining the senior leadership team of the Company, Ms. Dionisio worked as a Quality Control Analyst for Universal Robina Corporation from 1999 to 2001. Ms. Dionisio subsequently worked as a Supervisor for the SM Group of Companies from 2003 to 2004 before joining NLEX Corporation as a Supervisor for Customer Service. From 2004 to 2025, Ms. Dionisio rose through the ranks occupying various positions as Assistant Manager for Customer Service, Assistant Manager for SCTEx, Manager for SCTEx, Senior Manager for Toll Operations, Assistant Vice President for Operations, and finally as Vice President for Operations.

Ms. Dionisio obtained her Bachelor of Science in Chemistry from the University of Santo Tomas. She also obtained a Diploma in Leadership and Management Development Program from the Ateneo de Manila University – Center for Continuing Education and her Master in Business Administration from the Ateneo Graduate School of Business.

***Donna Kristine Faylona-Marcelo,** age 55, Filipino*

Ms. Faylona-Marcelo was appointed as the Chief Corporate Affairs Officer of the Company in October 2025.

Prior to joining the senior leadership of the Company, Ms. Faylona-Marcelo worked as the Vice President – Corporate Communications and Marketing Services of RCBC Savings Bank from 2007 to 2015. She then worked as Vice President – Corporate Communications and Media Relations of Citibank, N.A. in 2015, and as Director – Brand Marketing and Corporate Communications for AXA Philippines from 2017 to 2020. Subsequently, Ms. Faylona-Marcelo was employed as Vice President – Communication and Stakeholder Management for NLEX Corporation from 2020 to 2025.

Ms. Faylona-Marcelo obtained her Bachelor of Arts in Interdisciplinary Studies from the Ateneo de Manila University and her Master's Degree in Entrepreneurship from the Asian Institute of Management.

Gil F. Amilbangsa, *age 60, Filipino*

Mr. Amilbangsa was appointed as the Chief Tollways Development and Engineering Officer of the Company in February 2026.

Prior to joining the senior leadership of the Company, Mr. Amilbangsa was the Chief Operating Officer of Union Glavasteel Corporation, a leading manufacturer of prepainted and galvanized steel building products. He began his professional career as a Steel Fabricator in Ikeda Kogyo, Japan from 1991 to 1992. He also worked as a Production Engineer in BF Corporation, Philippines from 1991 to 1993 then transferred to Zamil Steel Bldgs. Pre-Engineered Buildings Division in Saudi Arabia from September 1993 to December 1997 where he led the PEB Division manufacturing during its period of tremendous growth. In 2000, he worked as a Production Supervisor in Hayman Industries Pty. Ltd. In Padstow NSW and then as a Works Manager for Eilbeck Cranes from December 2000 to June 2001. Subsequently, he worked as a Site Facilitator – Links Rd for Wyn Products Pty Ltd in St. Mary's NSW from June 2001 to March 2002 before transferring to Australian Healthcare Equipment as a Logistics Manager from April 2002 to September 2004.

Mr. Amilbangsa worked as a Project Manufacturing Manager – PEB in TBSL India Bluescope Steel Building Solutions in Pune, India from October 2004 to October 2006, then as a Project Manufacturing Manager for Kirby Building Systems in the U.A.E. from February to August 2007. Since then, he has taken various roles in different jurisdictions such as Operations Manager, Project Operations Manager, Project Manager – Building Solutions, Process and Manufacturing Improvements, Acting President, Chief Representative & Country President – Myanmar, Downstream Market Development and Innovation Manager – ASEAN, and Project Director / General Manager.

Mr. Amilbangsa graduated with a Bachelor of Science degree in Industrial Engineering from the University of the Philippines and holds a Certificate in Production & Inventory Management from APICS Australia.

Frances Joanne M. Riturban*, age 45, Filipino*

Ms. Riturban has been the Assistant Corporate Secretary of the Company since 2016. Ms. Riturban is a partner of Picazo Buyco Tan Fider Santos & Dee Law Offices. Currently, Ms. Riturban is elected as an assistant corporate secretary of the Company and its subsidiaries, namely, Metro Pacific Tollways Digital Inc. and Metro Strategic Infrastructure Holdings.

Ms. Riturban also holds directorships and is corporate secretary of Central Motorpool Support Inc., Interpacific Highway Transport Corporation, Logistics and Transport Research Academic Center Inc., and Pacific Roadlink Logistics Inc. She acts as corporate secretary to the following companies: Comet Partners Holdings Inc., Fatima Philippine Consulting and Holdings Corporation, JBA Primera Corporation, MAP Active Philippines Inc., Mapple Philippines Inc., Raco Commodities Philippines, Inc., Raco Trading (Asia) Development Corporation, Raco Trading Phils., Inc., St. Scho Manila HS Class 97, Inc., and Universal Fashion Philippines Inc.

Ms. Riturban received her Juris Doctor degree from Ateneo de Manila University – School of Law in 2005, graduating with honors, and was admitted to the bar in 2006. In 2009, she obtained her Master of Laws in Law and the Global Economy - U.S. and Asian Business Trade Law from the New York University School of Law and her Master of Laws in Corporate and Financial Services Law from the National University of Singapore.

Significant Employees

MPTC considers the contribution of every employee as important to the fulfillment of its goals. The Company is not dependent on the services of certain key personnel.

Family Relationships

None of the directors/independent directors and executive officers of the Company or persons nominated to such positions has any family relationships up to the fourth civil degree either by consanguinity or affinity.

Involvement in Certain Legal Proceedings of Directors and Executive Officers

The Company is not aware of any legal proceedings where its directors or executive officers have been impleaded in their capacity as directors or executive officers of the Company.

Mr. Manuel V. Pangilinan and Ms. June Cheryl Cabal-Revilla, in their respective capacities as director and officer of PLDT, are defendants in a class action suit brought in the United States District Court for the Central District of California against PLDT and certain current and former directors and officers, including Mr. Manuel V. Pangilinan and Ms. June Cheryl Cabal-Revilla alleging that PLDT and certain of its current and former directors and officers (collectively, the "**Defendants**") made materially false and misleading statements regarding PLDT's capital expenditures and internal controls during the period 23 April 2020 through 19 December 2022 (among other matters). On 07 March 2024, the court issued preliminary approval of a settlement proposed by PLDT to resolve the action in its entirety. If the settlement is finally approved by the court at or after the scheduled 05 August 2024 hearing, the settlement will resolve the U.S. Class Action in its entirety as against all Defendants.

The Company is not aware of the occurrence of any of the following events within the past five (5) years and up to the date of this Information Statement:

(a) Any bankruptcy petition filed by or against any business in which any of its directors or officers was a general partner or officer either at the time of the bankruptcy or within two years prior to that time;

(b) Any conviction by final judgment in a criminal proceeding, domestic or foreign, of, or any criminal proceeding, domestic or foreign, pending against, any of its directors or officers;

(c) Any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any of its directors or officers in any type of business, securities, commodities or banking activities; and

(d) Any finding by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization that any of its directors or officers has violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated, which occurred during the past five (5) years.

Certain Relationships and Related Party Transactions

MPTC is effectively controlled by MPIC which, as of October 19, 2026, had a 99.90% shareholding in the Company.

In the ordinary course of business, the Company engages in a variety of transactions with related parties. The Company has conducted transactions with related parties as it would in comparable arm's-length transactions with a non-related party and on a basis substantially as favorable to it as would be obtainable in such transactions. These transactions principally consist of utilities facilities, advertising services, construction services, power supply services, technical services, implementation of information systems, water services, and legal, accounting, human resources and treasury services, and advances.

For a more detailed discussion on the Company's related party transactions, please refer to Note 21 of the 2025 audited consolidated financial statements which is included as Schedule 2**.**

No other transaction, without proper disclosure, was undertaken by the Company in which any director or executive officer, any nominee for election as director, any beneficial owner (direct or indirect) or any member of his immediate family was involved or had a direct or indirect material interest. Other

than what has been discussed in this Information Statement and the Company's audited annual consolidated financial statements and unaudited interim consolidated financial statements, as included in this Information Statement, there are no other related party transactions entered into by the Company with related parties, including transactions with directors or self-dealings by the Company's directors.

It is the Company's policy to observe integrity, transparency, prudence and objectivity in handling transactions with related parties. The Company ensures that the terms of the related party transactions are at arm's length and that no shareholder or stakeholder is unduly disadvantaged.

It is the obligation of every director, employee and consultant (i) to avoid any actual or apparent conflict of interest between himself/herself and MPTC and/or its affiliates and (ii) to disclose relevant information relating to such matters as personal relationships or associations, financial interests and such other arrangements that may result in conflict of interest.

Item 6. Compensation of Directors and Executive Officers

The Company's President and Chief Executive Officer and the four (4) most highly compensated corporate officers and members of the top management team of the Company are as follows:

Name of Officer and Principal Position	Year	Salary (₱)	Bonus (₱)	Other Annual Compensation (₱)
Chief Executive Officer and four highest-compensated executive officers 1. President and CEO[8] 2. Chief Finance Officer[9] 3. HRAD SVP[10] 4. Business Development Senior Vice President[11] 5. CCLEC President and General Manager[12]	2026 (est.*)	169,855,320	52,927,670	9,054,612
	2025	147,375,121	38,135,799	4,598,427
	2024	83,251,880	25,040,350	1,176,400
	2023	64,908,240	21,674,852	983,700
All other executive officers and managers as a group (excluding the President and CEO and four highest compensated executive officers)	2026 (est.*)	324,240,769	121,171,703	30,088,070
	2025	200,669,924	51,812,800	6,760,520
	2024	241,395,180	12,449,844	1,055,680
	2023	36,012,660.00	12,626,563.26	740,012.00

**Estimate for the year ending December 31, 2026*

Compensation of Directors

Standard Arrangements

[8] For the years 2023 to 2024, the position of President and CEO was held by the following individuals: (i) 01 January 2023 to 31 May 2023 – Rodrigo E. Franco; (ii) 01 June 2023 to 19 November 2024 – Rogelio L. Singson; and (iii) 20 November 2024 to 31 December 2024 – Arrey A. Perez.

[9] For the years 2023 to 2024, the position of Chief Finance Officer was held by the following individuals: (i) 01 January 2023 to 15 November 2024 – Christopher Daniel C. Lizo; and (ii) 16 November 2024 to 31 December 2024 – Luis S. Reñon.

[10] For the years 2023 to 2024, the position of HRAD SVP was held by the following individuals: (i) 01 January 2023 to 19 November 2024 – Baby Lea M. Wong; and (ii) 04 December 2024 to 31 December 2024 – Maria Anthonette Velasco-Allones.

[11] For the years 2023 to 2024, the position of Business Development Senior Vice President was held by Francis Emmanuel D. Rojas.

[12] For the years 2023 to 2024, the position of CCLEC President and General Manager was held by Allan G. Alfon.

MPTC directors do not receive any monthly allowance. Currently, only the independent directors receive a per diem for every Board or Board Committee meeting that they attend. The independent director's per diem for attendance in every Board and Board Committee meeting is ₱50,000.00.

Other Arrangements

Long-Term Incentive Plan

The Company's long-term incentive plan, or LTIP, is a cash plan that is intended to provide meaningful and contingent financial incentive compensation for eligible executives, officers and advisors of the Company, who are consistent performers and contributors to the achievement of the long-term strategic plans and objectives, as well as the functional strategy and goals of the Company. The LTIP is administered by the Executive Compensation Committee and the Board of Directors which has the authority to determine: (a) eligibility and identity of participants; (b) the award attributable to each participant based on the participant's annual base compensation and taking into account such participant's seniority, responsibility level, performance potential, tenure with the MPTC Group, job difficulty and such other measures as the Committee deems appropriate; (c) the level of achievement of the performance objectives; and (d) the actual award payable to each participant based on the level of achievement of the performance objectives. The LTIP payable of the Company will be based on profit targets for the covered performance cycle.

Aside from the foregoing, there are no other arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly by the Company's subsidiaries, for any services provided as a director for 2023, 2024, and 2025.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

There are no special employment contracts and termination of employment and change-in-control arrangements between the Company and the named executive officers.

Compensatory Arrangement

The Company does not have other compensatory arrangements, including consulting contracts, pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly by the Company or the Company's subsidiaries, for services provided as a director for the years 2023, 2024, and 2025.

Outstanding Warrants or Options held by Directors or Officers

There are no outstanding warrants or options held by the Company's directors or officers as of the date hereof and for the years 2023, 2024 and 2025.

Item 7. Independent Public Accountants

SyCip Gorres Velayo & Co. ("**SGV & Co.**"), a member firm of Ernst & Young Global Limited, audited MPTC's financial statements as at 31 December 2025 and 2024, and the MPTC Group's annual consolidated financial statements for the years ended 31 December 2024, 2023, and 2022.

SGV & Co. is being recommended for re-appointment as external auditor for the current year.

Representatives of the said firm are expected to be present at the Meeting and will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Company has not had any changes in or disagreements with its independent auditors on any matter relating to financial or accounting disclosures.

External Audit Fees and Services

MPTC engaged its independent auditors for the following services and related fees in the past three (3) years:

Year	Audit & Audit-Related Fees* *(in ₱ millions)*	Tax Fees** *(in ₱ millions)*	Other Fees*** *(in ₱ millions)*
2025	64	-	-
2024	40	-	6
2023	35	-	-

** Pertains to audit fees.*
*** Pertains to tax advisory fees.*
**** Pertains to fees for advisory on sustainability reporting and training for PFRS updates.*

As and when applicable, tax consultancy services are secured from entities other than the appointed independent auditors.

Item 8. Compensation Plans

There is no action to be taken in the Meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. OTHER MATTERS

Actions with Respect to Reports

The following reports/minutes of meeting will be submitted for approval/confirmation by the shareholders:

1. Audited Financial Statements for the year 2025.
2. Minutes of the Annual Meeting of the Shareholders held on September 26, 2025.

Other Proposed Actions

1. Election of the members of the Board of Directors, including the Independent Directors, for the ensuing calendar year.
2. Reappointment of External Auditor.

Item 9. Authorization or Issuance of Securities Other than for Exchange

There is no action to be taken with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the Company.

Item 10. Modification or Exchange of Securities

There is no action to be taken with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class of the Company.

Item 11. Financial and Other Information

(i) Management's Discussion and Analysis of Financial Condition and Results of Operations are attached hereto as Schedule 1;

(ii) The Company's Audited Consolidated Financial Statements as of 31 December 2025 are attached hereto as Schedule 2; and

(iii) The Company's Unaudited Interim Financial Statements as of 30 June 2026 are attached hereto as Schedule 3.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There are no actions or matters to be discussed in the Meeting with respect to mergers, consolidations, acquisitions, sales, or other transfers of all or any substantial part of the assets of the Company, liquidation or dissolution of the Company, and similar matters.

Item 13. Acquisition or Disposition of Property

There are no actions or matters to be discussed in the Meeting with respect to the acquisition or disposition of any significant property of the Company.

Item 14. Restatement of Accounts

No action or matter with respect to restatement of accounts will be taken by the Company.

Item 15. Actions with Respect to Reports

The Minutes of the Annual Stockholders' Meeting held on September 26, 2025 will be submitted for approval during the Meeting. A copy of the draft Minutes of the Annual Stockholders' Meeting held on September 26, 2025 is attached hereto as Schedule 4.

Item 16. Matters not required to be submitted

No action or matter with respect to matters not required to be submitted will be taken by the Company.

Item 17. Amendment of Charters, By-Laws and Other Documents.

No action or matter with respect to amendments of the Articles of Incorporation or By-Laws will be taken by the Company.

Item 18. Other Proposed Actions

The following matters form part of the agenda for this Meeting:

(i) Election of the members of the Board of Directors, including independent directors, for the ensuing calendar year;
(ii) Reappointment of external auditors; and
(iii) General ratification of all the acts and proceedings of the incumbent Board of Directors and Management from the date following the last annual stockholders' meeting which are covered by resolutions duly adopted in the normal course of trade or business.

Item 19. Voting Procedure

Kindly refer to the Notice of Annual Shareholders' Meeting.

Item 20. Participation of Shareholders by Remote Communication and Voting in Absentia

Stockholders participating remotely shall vote by remote communication or in absentia, subject to validation procedures.

The requirements and procedure for participation through remote communication, electronic voting, and voting in absentia, and voting by proxy are set in the Notice of Annual Shareholders' Meeting.

Stockholders who will participate and attend the meeting shall have the option to register online through the link under the Notice of Annual Shareholders' Meeting.

PART II.
INFORMATION REQUIRED IN A PROXY FORM

NOT APPLICABLE. NO PROXY SOLICITATION IS BEING MADE BY THE CORPORATION.

UNDERTAKING

UPON WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. SUCH WRITTEN REQUEST SHOULD BE ADDRESSED TO:

THE OFFICE OF THE CORPORATE SECRETARY
5th Floor, Rockwell Business Center Tower 1,
Ortigas Avenue, Pasig City,
Philippines

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on OCT 28 2026 **2026**.

By: [redacted]

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JAN DAVID I. GARCIA
Corporate Secretary

SCHEDULE 1
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

I. Consolidated Results of Operations

For the years ended December 31,2025 vs. December 31, 2024

(in ₱ Millions)	For the Years ended December 31		Period-to-Period Analysis		Common-Size Analysis	
	2025	2024	Amount	%	2025	2024
Operating revenues						
Toll fees	36,908	31,582	5,326	17%	95%	95%
Non-toll revenues	1,901	1,793	108	6%	5%	5%
Total revenues	**38,809**	**33,375**	**5,434**	**16%**	**100%**	**100%**
Cost of services	(13,559)	(11,309)	(2,250)	20%	(35%)	(34%)
Gross profit	**25,250**	**22,066**	**3,184**	**14%**	**65%**	**66%**
Construction revenue	12,844	12,232	612	5%	33%	37%
Construction costs	(12,844)	(12,232)	(612)	5%	(33%)	(37%)
General and administrative expenses	(4,261)	(4,640)	379	(8%)	(11%)	(14%)
Interest and other finance costs	(11,553)	(7,252)	(4,301)	59%	(30%)	(22%)
Equity in net earnings of associates and joint venture	2,028	995	1,033	104%	5%	3%
Interest income	700	781	(81)	(10%)	2%	2%
Foreign exchange gain - net	12	34	(22)	(65%)	0%	0%
Other income	540	1,062	(522)	(49%)	1%	3%
Income before income tax	**12,716**	**13,046**	**(330)**	**(3%)**	**33%**	**39%**
Provision for income tax	(3,823)	(3,233)	(590)	18%	(10%)	(10%)
Net income	**8,893**	**9,813**	**(920)**	**(9%)**	**23%**	**29%**

For the year ended December 31, 2025, total revenues reached ₱38.8 billion, a 16% increase versus last year as contributed mainly by toll revenues from higher traffic volume and toll rate adjustments. The ADVE for domestic operations increased from 704 thousand in 2024 to 719 thousand in 2025 (2% increase). The ADVE for international operations slightly increased to 1.65 million in 2025 from 1.64 million in 2024 (1% increase). In 2025, the following concessions implemented toll rate adjustments in accordance with the respective concession agreement and as approved by the regulatory agencies: NLEX (March), SCTEX (September), CAVITEX (October), CCLEX (partial implementation in July and full implementation in October).

Non-toll revenues comprised of toll service facilities and other non-toll businesses in water and energy, which increased by 6% to ₱1,901 million mainly from revenues derived from deliveries of steel girders in 2025 while none in 2024.

Cost of services increased by ₱2,250 million or 20% mainly due to higher amortization of service concession assets (increased by ₱537 million or 22%) as a result of higher traffic and impact of newly added concession assets during the year. This increase was mainly contributed by an increase in: a) concession fees pertaining to 50% BCDA share in the net toll revenues at SCTEX driven by higher revenues from higher traffic and toll rate adjustment in September 2025 (an increase of ₱430 million or 19%); b) 6% PNCC fee, which represents the government's share in the net toll revenues at NLEX (90% to TRB and 10% to PNCC), driven by higher revenues from higher traffic and toll rate adjustment in March 2025 (an increase of ₱174 million or 15%); and c) Personnel costs, outside services and provision for heavy maintenance increased by 26%, 11% and 136%, respectively, which contributed an aggregate increase of ₱709 million or 29%, due to full year impact in 2025 involving the start of toll collection in NLEX-SLEX Connector Section 2 in October 2024 and the opening of C5 South Link 3A-2 Segment 2 in June 2024. Personnel costs in 2025 included higher provision for employee benefits and one-off provision resulting from MPTC Group's organizational optimization intended to enhance operational efficiency, streamline organizational processes, and ensure that resources are properly

aligned with the MPTC Group's long-term strategic priorities, in which payout was completed in the first half of 2026.

Gross profit improved by 14% to ₱25.3 billion mainly due to higher revenues.

General and administrative expenses declined 8% with efficiency initiatives and lower ECL provision.

Equity in net earnings from associates and joint venture rose sharply to ₱2.0 billion (104% increase) mainly from the full year impact in 2025 of the contributions from Transjava toll operations in Indonesia following an acquisition of minority interest in JTT in September 2024.

Interest and other financing costs rose by 59% to ₱11.6 billion, reflecting higher borrowings tied to the loans availed in 2025 for the acquisitions of additional non-controlling interests in NLEX Corp., Easytrip Services Corporation (Easytrip), MPT North and PT Nusantara. The impact was partially offset by lower general expenses, and higher gross profit and equity in net earnings from associates and joint venture.

Other income in 2025 is significantly lower than 2024 by ₱522 million (49%) mainly due to the one-off transaction in 2024 involving the reversal of provision for earnout in acquiring JJC in 2022 amounting to ₱679 million. As part of the conditional share purchase agreement, the additional consideration (earnout) shall be paid subject to pre-agreed target level of tariff adjustments. The target was not achieved by JJC in 2024. This was partially offset by one-off transactions in 2025 pertaining to reversals of 2024 accrued expenses on TRB fees and damages to properties fees amounting to ₱349 million and ₱91 million, respectively.

Net income before interest and financing costs is higher in 2025 by ₱3.4 billion (20%) mainly as a result of sustained growth, resilient cash generation from core operations, disciplined cost management, and growing contributions from new investments. This was partially offset however by higher financing costs as discussed above resulting in a net income of ₱8.9 billion in 2025 vs. ₱9.8 billion in 2024.

For the years ended December 31, 2024 vs. 2023

(in ₱ Millions)	For the Years ended December 31		Period-to-Period Analysis		Common-Size Analysis	
	2024	2023	Amount	%	2024	2023
Operating revenues						
Toll fees	31,582	27,225	4,357	16%	95%	94%
Non-toll revenues	1,793	1,742	51	3%	5%	6%
Total revenues	**33,375**	**28,967**	**4,408**	**15%**	**100%**	**100%**
Cost of services	(11,309)	(10,215)	(1,094)	11%	(34%)	(35%)
Gross profit	**22,066**	**18,752**	**3,314**	**18%**	**66%**	**65%**
Construction revenue	12,232	16,001	(3,769)	(24%)	37%	55%
Construction costs	(12,232)	(16,001)	3,769	(24%)	(37%)	(55%)
General and administrative expenses	(4,640)	(3,422)	(1,218)	36%	(14%)	(12%)
Interest and other finance costs	(7,252)	(6,116)	(1,136)	19%	(22%)	(21%)
Equity in net earnings (losses) of associates and joint venture	995	(164)	1,159	(707%)	3%	(1%)
Interest income	781	509	272	53%	2%	2%
Foreign exchange gain (loss) - net	34	(14)	48	(343%)	0%	0%
Other income	1,062	470	592	126%	3%	2%
Income before income tax	**13,046**	**10,015**	**3,031**	**30%**	**39%**	**35%**
Provision for income tax	(3,233)	(2,699)	(534)	20%	(10%)	(9%)
Net income	**9,813**	**7,316**	**2,497**	**34%**	**29%**	**25%**

The total revenues grew 15% to ₱33.4 billion, driven primarily by higher traffic and tariff adjustments. Average daily traffic posted an increase of 7% for domestic operations, while the acquisition of JTT contributed to an increase of 31% in the foreign operations average daily traffic that fold in in the MPTC consolidated traffic numbers. Non-toll revenues increased by 3% and represents 5% of the total revenues for the year.

Cost of services increased 11% to ₱11.3 billion, broadly in line with the traffic growth and maintenance requirements. Amortization of concession assets increased by ₱350 million or 16% as a result of higher traffic. Likewise, concession fee and PNCC fees also increased due to higher revenues generated from NLEX and SCTEX. There were also repairs conducted for the pavements and periodic maintenance for the toll and traffic operating equipment resulting in an increased repairs and maintenance cost by ₱127 million or 23%.

Gross profit improved by 18% to ₱22.1 billion, and margins improved to 66% from 65% year-on-year.

General and administrative expenses rose 36% to ₱4.6 billion due to opening of new segments and higher provisions. Taxes and licenses also increased as a result of higher revenues.

Interest and financing costs increased 19% to ₱7.3 billion, reflecting additional borrowings to fund projects and recent acquisitions. Equity in net earnings of associates and joint ventures reached ₱995 million (mainly coming from the JTT toll operations) compared to a loss of ₱164 million in 2023.

Other income in 2024 is due to the reversal of the 2022 provision for additional consideration (earn-out) in acquiring JJC amounting to ₱679 million. As part of the conditional share purchase agreement, the additional consideration (earn-out) shall be paid subject to pre-agreed target level of tariff adjustments. The level of tariff adjustment was not achieved in 2024.

Net income climbed 34% to ₱9.8 billion, with margins improving to 29% from 25% in prior year. Overall, the group delivered strong top line and bottom-line growth in 2024, underpinned by higher traffic, opening of new segments, tariff adjustments and contributions from associates.

II. Consolidated Financial Position as of December 31, 2025 and 2024

(Amounts in ₱ Millions)	As of December 31 2025	2024	Horizontal Analyses Increase (Decrease) Amount	%	Vertical Analyses 2025	2024
ASSETS						
Current Assets						
Cash and cash equivalents	13,133	9,530	3,603	38%	4%	3%
Restricted cash	2,595	3,349	(754)	(23%)	1%	1%
Receivables	5,564	3,603	1,961	54%	2%	1%
Financial assets at FVTPL	3,198	2,152	1,046	49%	1%	1%
Financial assets at FVOCI	-	156	(156)	(100%)	0%	0%
Due from related parties	1,072	618	454	73%	0%	0%
Other current assets	9,269	7,234	2,035	28%	3%	2%
Total Current Assets	34,831	26,642	8,189	31%	10%	9%
Noncurrent Assets						
Service concession assets	216,467	199,003	17,464	9%	65%	64%
Investments in associates and joint venture	61,737	63,645	(1,908)	(3%)	18%	20%
Goodwill and other intangible assets	10,149	10,239	(90)	(1%)	3%	3%
Property and equipment	3,464	3,388	76	2%	1%	1%
Financial assets at FVOCI	2,774	2,242	532	24%	1%	1%
Advances to contractors, consultants and suppliers	770	1,099	(329)	(30%)	0%	0%
Investment properties	803	842	(39)	(5%)	0%	0%
Deferred tax assets - net	190	156	34	22%	0%	0%
Other noncurrent assets	3,411	3,264	147	5%	1%	1%
Total Noncurrent Assets	299,765	283,878	15,887	6%	90%	91%
TOTAL ASSETS	**334,596**	**310,520**	**24,076**	**8%**	**100%**	**100%**

(Forward)

(Amounts in ₱ Millions)	As of December 31 2025	2024	Horizontal Analyses Increase (Decrease) Amount	%	Vertical Analyses 2025	2024
LIABILITIES AND EQUITY						
Current Liabilities						
Accounts payable and other current liabilities	16,530	16,711	(181)	(1%)	5%	5%
Short-term loans	12,176	33,797	(21,621)	(64%)	4%	11%
Income tax payable	1,081	801	280	35%	0%	0%
Current portion of:						
Long-term debt	12,382	13,367	(985)	(7%)	4%	4%
Service concession fees payable	4,692	-	4,692	-	1%	0%
Provisions	785	640	145	23%	0%	0%
Due to related parties	58	70	(12)	(17%)	0%	0%
Consumer financing liabilities	4	6	(2)	(33%)	0%	0%
Total Current Liabilities	47,708	65,392	(17,684)	(27%)	14%	21%
Noncurrent Liabilities						
Noncurrent portion of:						
Long-term debt	192,517	143,588	48,929	34%	58%	46%
Service concession fees payable	12,749	17,892	(5,143)	(29%)	4%	6%
Provisions	1,630	1,247	383	31%	0%	0%
Due to related parties	519	519	-	0%	0%	0%
Consumer financing liabilities	-	7	(7)	(100%)	0%	0%
Deferred tax liabilities – net	3,412	3,404	8	0%	1%	1%
Accrued retirement costs	764	633	131	21%	0%	0%
Other noncurrent liabilities	223	112	111	99%	0%	0%
Total Noncurrent Liabilities	211,814	167,402	44,412	27%	63%	54%
Total Liabilities	259,522	232,794	26,728	11%	78%	75%
Equity						
Capital stock	6,779	6,779	-	0%	2%	2%
Additional paid-in capital	32,730	32,730	-	0%	10%	11%
Deposits for future stock subscription	1	1	-	0%	0%	0%
Equity adjustment on reverse acquisition	(581)	(581)	-	0%	0%	0%
Retained earnings	26,736	23,101	3,635	16%	8%	7%
Treasury shares	(137)	(137)	-	0%	0%	0%
Other comprehensive income reserve	934	673	261	39%	0%	0%
Other reserves	(5,068)	133	(5,201)	(3911%)	(2%)	0%
Total equity attributable to equity holders of the Parent	61,394	62,699	(1,305)	(2%)	18%	20%
Non-controlling interests	13,680	15,027	(1,347)	(9%)	4%	5%
Total Equity	75,074	77,726	(2,652)	(3%)	22%	25%
TOTAL LIABILITIES AND EQUITY	**334,596**	**310,520**	**24,076**	**8%**	**100%**	**100%**

Total assets grew by ₱24.1 billion (8%) as at December 31, 2025 mainly from cash and cash equivalents, receivables, financial assets at FVTPL and other current assets. Current assets significantly increased by 31% mainly due to the increase in cash and cash equivalents by ₱3.6 billion (38%) majority of which came from the remaining cash balance from the proceeds of the bonds issuance in December 2025 which are intended to be utilized in 2026 based on use of proceeds.

The increase in receivables of ₱2.0 billion (54%) is mainly attributable to higher dividend receivable from associates (₱1.6 billion) in which ₱0.4 million was received in January 2026.

Other current assets also increased by ₱2.0 billion or 28% as a result of higher input tax and advances to contractors and suppliers in relation to the ongoing projects of MPTC Group mainly Cavitex (C5 South Link Segment 3B and CC Link), CALAX (Subsections 1 to 3) and NLEX (Section 8.2-Section 1A) in which Cavitex C5 South Link Segment 3B was opened to the public on March 30, 2026.

The increase in total noncurrent assets by ₱15.9 billion or 6% is mainly attributable to the increase in service concession assets by ₱17.5 billion (9%) due to the additional costs incurred in relation to the ongoing projects such in CALAX, CAVITEX and NLEX in which completion is estimated to be in 2026. The acquisition of the concession right to build and operate Lapu-Lapu Expressway (LLEX) also contributed to the increase in the service concession assets. The increase was partially offset by the decrease in the carrying value of investments in associates and joint venture by ₱1.9 billion (3%) as the equity in net earnings was offset by the reversal of the JTT earnout consideration resulting from non-achievement of the tariff implementation, dividends and impact of cumulative translation adjustments.

The income tax payable increased by ₱280 million (35%) as a result of higher taxable income.

Short-term loans significantly decreased by ₱21.6 billion (64%) mainly due to the conversion of various short-term loans amounting to ₱11.6 billion (outstanding as of December 31, 2024) to long-term loans during the year and settlement of short-term loans from the proceeds of the bonds issuance in December 2025.

The increase in long-term debt was driven by the additional drawdowns to finance the ongoing projects and business acquisition in Indonesia.

The long-term debt (current and noncurrent) significantly increased by ₱47.9 billion (31%) mainly from various conversion of short-term loans to long-term debt totaling ₱18.9 billion (₱11.6 billion outstanding as December 31, 2024 and ₱7.3 billion from short-term loan availed in 2025), ₱20.0 billion bonds issued in December 2025 and new loans availed during the year for ongoing construction projects with estimated completion in 2026.

The service concession fees payable totaling ₱17.4 billion as of December 31, 2025 (2024: ₱17.9 billion) pertains to the concession fee for the CALAX project in which ₱4.7 billion (current portion) is estimated to be paid within 2026.

The provisions (current and noncurrent) increased by ₱528 million (28%) to ₱2.4 billion mainly from accruals for employee benefits, MPTC Group's organizational optimization plan and provision to third parties which was partially offset by the reversal of the JTT earnout consideration due to non-achievement of tariff implementation.

The retained earning accumulated a net increase of ₱3.6 billion (16%) as a result of the net income attributable to equity holders of MPTC amounting to ₱6.2 billion less dividends declared amounting to ₱2.5 billion.

The increase in other comprehensive income by ₱261 million mainly pertains to the cumulative translation adjustments.

The other reserves significantly decreased mainly due to the premium paid to acquire non-controlling interests in NLEX Corp., MPT North and Easytrip. The considerations paid were determined based on reasonable valuation models and in an arms-length transactions.

III. Consolidated Statements of Financial Position as of December 31, 2024 and 2023

(Amounts in ₱ Millions)	As of December 31		Horizontal Analyses Increase (Decrease)		Vertical Analyses	
	2024	2023	Amount	%	2024	2023
ASSETS						
Current Assets						
Cash and cash equivalents	9,530	15,301	(5,771)	(38%)	3%	6%
Restricted cash	3,349	15,537	(12,188)	(78%)	1%	6%
Receivables	3,603	3,235	368	11%	1%	1%
Financial assets at FVTPL	2,152	1,742	410	24%	1%	1%
Financial assets at FVOCI	156	99	57	58%	0%	0%
Due from related parties	618	70	548	783%	0%	0%
Other current assets	7,234	8,295	(1,061)	(13%)	2%	3%
Total Current Assets	26,642	44,279	(17,637)	(40%)	9%	16%
Noncurrent Assets						
Service concession assets	199,003	185,180	13,823	7%	64%	67%
Investments in associates and joint venture	63,645	23,782	39,863	168%	20%	9%
Goodwill and other intangible assets	10,239	10,154	85	1%	3%	4%
Property and equipment	3,388	3,333	55	2%	1%	1%
Financial assets at FVOCI	2,242	1,816	426	23%	1%	1%
Advances to contractors, consultants and suppliers	1,099	1,909	(810)	(42%)	0%	1%
Investment properties	842	832	10	1%	0%	0%
Deferred tax assets - net	156	126	30	24%	0%	0%
Other noncurrent assets	3,264	3,150	114	4%	1%	1%
Total Noncurrent Assets	283,878	230,282	53,596	23%	91%	84%
TOTAL ASSETS	**310,520**	**274,561**	**35,959**	**13%**	**100%**	**100%**
LIABILITIES AND EQUITY						
Current Liabilities						
Accounts payable and other current liabilities	16,711	17,704	(993)	(6%)	5%	6%
Income tax payable	801	686	115	17%	0%	0%
Short-term loans	33,797	3,530	30,267	857%	11%	1%
Current portion of:						
Long-term debt	13,367	25,212	(11,845)	(47%)	4%	9%
Provisions	640	1,294	(654)	(51%)	0%	0%
Due to related parties	70	8	62	775%	0%	0%
Consumer financing liabilities	6	15	(9)	(60%)	0%	0%
Total Current Liabilities	65,392	48,449	16,943	35%	21%	18%

(Forward)

(Amounts in ₱ Millions)	As of December 31 2024	2023	Horizontal Analyses Increase (Decrease) Amount	%	Vertical Analyses 2024	2023
Noncurrent Liabilities						
Noncurrent portion of:						
Long-term debt	143,588	123,537	20,051	16%	46%	45%
Service concession fees payable	17,892	17,750	142	1%	6%	6%
Provisions	1,247	762	485	64%	0%	0%
Due to related parties	519	565	(46)	(8%)	0%	0%
Consumer financing liabilities	7	3	4	133%	0%	0%
Deferred tax liabilities – net	3,404	3,314	90	3%	1%	1%
Accrued retirement costs	633	474	159	34%	0%	0%
Other noncurrent liabilities	112	125	(13)	(100%)	0%	0%
Long-term incentive plan payable	-	185	(185)	(10%)	0%	0%
Total Noncurrent Liabilities	167,402	146,715	20,687	14%	54%	53%
Total Liabilities	232,794	195,164	37,630	19%	75%	71%
Equity						
Capital stock	6,779	6,779	-	0%	2%	2%
Additional paid-in capital	32,730	32,730	-	0%	11%	12%
Deposits for future stock subscription	1	1	-	0%	0%	0%
Equity adjustment on reverse acquisition	(581)	(581)	-	0%	0%	0%
Retained earnings	23,101	20,524	2,577	13%	7%	7%
Treasury shares	(137)	(137)	-	0%	0%	0%
Other comprehensive income reserve	673	51	622	1220%	0%	0%
Other reserves	133	2,564	(2,431)	(95%)	0%	1%
Total equity attributable to equity holders of the Parent	62,699	61,931	768	1%	20%	23%
Non-controlling interests	15,027	17,466	(2,439)	(14%)	5%	6%
Total Equity	77,726	79,397	(1,671)	(2%)	25%	29%
TOTAL LIABILITIES AND EQUITY	**310,520**	**274,561**	**35,959**	**13%**	**100%**	**100%**

Total assets as of December 31, 2024 grew 13% from December 31, 2023 mainly as a result of new investments in Indonesia and additions in the service concession assets.

Cash and cash equivalents showed a net decrease by ₱5.8 billion or 38% as the funds were utilized for the ongoing projects, particularly CALAX and the various projects at NLEX. There were also acquisition of non-controlling interests in Indonesia tollroad units in PT Nusantara, JTT, MUN, and NCI in NLEX Corp.

Restricted cash also registered a net decrease of ₱12.2 billion or 78% mainly due to the payment made by MUN of the Time Loan Non-Revolving Facilities 1 and 2 with BCA. The aforesaid loan was obtained by MUN when they acquired a stake in JJC in 2022. MPT South was also able to replace portion of their restricted cash by a Standby Letter of Credit in 2024 resulting in further reduction of the restricted cash as of December 31, 2024.

Payment by MUN of the Time Loan Non-Revolving Facilities 1includes previously held funds by BCA amounting to ₱1.3 billion as of December 31, 2023 and was recorded as part of Other Current Assets. This resulted in a net decrease in Other Current Assets by ₱1.2 billion as of December 31, 2024 vs. 2023.

Investments in Associates and Joint Venture recorded a substantial increase of ₱39.9 billion or 168% as there were acquisitions of additional stakes in the Indonesia toll roads particularly the acquisition of 22.9% effective ownership in JTT for a total consideration of approximately ₱39.0 billion.

The service concession assets increased ₱13.8 billion or 7% as driven by the ongoing expansion projects such as CALAX, NLEX-SLEX Connector Road, CAVITEX R1 extension, C5 South Link and NLEX Segment 8.2-Section 1A.

Advances to contractors, consultants and suppliers decreased by ₱810 million or 42% as these advances were already utilized and/or expected to be utilized in the next twelve (12) months, thus, reclassified to current assets.

Accounts payable and other current liabilities decreased by ₱993 million or 6% and mainly attributable to payments made to third party trade payables, contractors and suppliers.

Short-term loans and long-term debt registered a substantial increase of ₱30.3 billion and ₱8.2 billion, respectively, to cover the financing requirements in relation to the acquisition of additional stake in Indonesia toll roads, acquisition of NCI in various associates and subsidiaries, and to finance the ongoing expansion projects at NLEX and MPT South as discussed earlier.

The increase in the accrued retirement costs basically pertains to the net effect of the accrual for the current service cost reduced by the contributions to the plan during the year.

The increase in retained earnings is mainly the impact of the net income attributable to equity holders of MPTC amounting to ₱6.5 billion less the cash dividends of ₱3.7 billion.

The increase in other comprehensive income reserves mainly pertains to the gain in market value of equity instruments.

The decrease in Other Reserves is attributable to the recognition of the premium paid in the acquisition of additional stakes in subsidiaries and associates.

IV. Consolidated Statements of Cash Flows

For the years ended December 31, 2025 and December 31, 2024

	For the Years ended December 31	
(Amounts in ₱, Millions)	**2025**	**2024**
Net cash flows from operating activities	19,112	15,488
Net cash flows used in investing activities	(11,123)	(37,895)
Net cash flows from (used in) financing activities	(6,041)	15,864
Net increase (decrease) in cash and cash equivalents	**1,948**	**(6,543)**
Effect of exchange rate changes on cash and cash equivalents	**1,655**	**772**
Cash and cash equivalents at beginning of the year	**9,530**	**15,301**
Cash and cash equivalents at end of the year	**13,133**	**9,530**

Cash and cash equivalents as of December 31, 2025 amounted to ₱13.1 billion with 38% increase from December 31, 2024.

The net cash flows from operating activities were both positive for the years ended December 31, 2025 and 2024 and these were attributable to higher revenues and EBITDA.

The notable components of the cash flows from investing activities are as follows:

Investing Activities *(Amounts in ₱ Millions)*	For the Years ended December 31 2025	2024
Acquisitions of financial assets at FVTPL	(8,848)	(11,572)
Additions to service concession assets	(11,126)	(12,105)
Proceeds from sale or maturity of financial assets at FVTPL	7,846	11,210
Proceeds from sale of financial assets at FVOCI	156	-
Released (restricted) cash for debt servicing account	(14)	13,142

Refer to the discussion above (under consolidated financial position) as to the projects that contributed to the increase in service concession assets.

The net cash flows (used in) from financing activities were basically driven by the movements in the short-term and long-term debt as well as the corresponding interest and financing costs.

Below are the key movements under financing activities:

Financing Activities *(Amounts in ₱ Millions)*	For the Years ended December 31 2025	2024
Proceeds from long-term debts and short-term loans	73,838	75,123
Cash outflow from disposal of interest in a subsidiary	–	(215)
Payments of:		
Long-term debts and short-term loans	(46,199)	(36,518)
Interest on long-term debts and short-term loans	(16,342)	(10,357)
Payments of service concession fees payable	(4,415)	–
Dividends to stockholders	(2,487)	(3,686)
Dividends to non-controlling stockholders	(2,102)	(1,906)
Debt issue costs	(623)	(439)
Principal portion of lease liabilities and related interest	(47)	(86)
Acquisitions of non-controlling interest	(7,664)	(6,052)

For the years ended December 31, 2024 and December 31, 2023

(Amounts in ₱, Millions)	Years Ended December 31 2024	2023
Net cash flows from operating activities	15,488	15,772
Net cash flows used in investing activities	(37,895)	(23,944)
Net cash flows from financing activities	15,864	11,950
Net increase(decrease) in cash and cash equivalents	**(6,543)**	**3,778**
Effect of exchange rate changes on cash and cash equivalents	**772**	**333**
Cash and cash equivalents at beginning of the year	**15,301**	**11,190**
Cash and cash equivalents at end of the year	**9,530**	**15,301**

Cash and cash equivalents as of December 31, 2024 is at ₱9.5 billion compared to ₱15.3 billion as of December 31, 2023 mainly due to utilization of funds for the expansion projects.

The net cash flows from operating activities for the year ended December 31, 2024 showed a decrease versus 2023 mainly due to payments made for the accounts payable and other current liabilities. The operating income before working capital changes in 2024 is ₱21.0 billion in 2024 versus ₱18.2 billion in 2023. This was mainly driven by the higher revenues and EBITDA.

The key items under investing activities are as follows:

Investing Activities *(Amounts in ₱ Millions)*	Years Ended December 31 2024	 2023
Acquisition of financial assets at FVTPL	(11,572)	(16,032)
Acquisition of stake in associates	(39,891)	-
Additions to service concession assets	(12,105)	(16,652)
Proceeds from sale or maturity of financial assets at FVTPL	11,210	23,187
Released (restricted) cash for debt servicing account	13,142	(13,187)

Refer to the discussion above (under consolidated financial position) as to the projects that contributed to the increase in service concession assets.

The net cash flows from (used in) financing activities were basically driven by the movements in the short-term and long-term debt, interest and financing costs and dividends.

Below are the major items under financing activities:

Financing Activities *(Amounts in ₱ Millions)*	Years Ended December 31 2024	 2023
Proceeds from long-term debts and short-term loans	75,123	19,833
Proceeds from dilution of interest in a subsidiary	-	11,926
Payments of:		
Long-term debts and short-term loans	(36,518)	(6,686)
Interest on long-term debts and short-term loans	(10,357)	(8,467)
Dividends to stockholders	(3,686)	(3,561)
Dividends to non-controlling stockholders	(1,906)	(1,558)
Acquisition of non-controlling interest	(6,052)	-

V. Key Performance Indicators

Shown below is the summary of relevant financial ratios of the Group.

(Amounts in ₱ Millions and based on the consolidated financial statements)

KPI / Ratio	Formula	Years Ended December 31 2025	 2024	 2023
Liquidity				
Current Ratio	Current Assets	34,831	26,642	44,279
	Divided by: Current Liabilities	47,708	65,392	48,449
	Current Ratio	**0.73**	**0.41**	**0.91**
Solvency				
Debt to Equity Ratio	Total Debt*	217,075	190,752	152,279
	Divided by: Stockholders' Equity	75,074	77,726	79,397
	DE Ratio	**2.89**	**2.45**	**1.92**
Profitability				
Return on Equity	Net Income	8,893	9,813	7,316
	Divided by: Stockholders' Equity	75,074	77,726	79,397
	Return on Equity	**11.85%**	**12.63%**	**9.21%**
Return on Assets	Net Income	8,893	9,813	7,316
	Divided by: Total Assets	334,596	310,520	274,561
	Return on Assets	**2.66%**	**3.16%**	**2.66%**

(Forward)

KPI / Ratio	Formula	Years Ended December 31		
		2025	2024	2023
EBITDA Margin	EBITDA	28,726	23,122	19,399
	Divided by: Total Revenues	38,809	33,375	28,967
	EBITDA Margin	**74.02%**	**69.28%**	**66.97%**
Net Income Margin	Net Income	8,893	9,813	7,316
	Divided by: Total Revenues	38,809	33,375	28,967
	Net Income Margin	**22.91%**	**29.40%**	**25.26%**

**Debt means, for purposes of computing the Debt-to-Equity Ratio, the amount of all outstanding obligations for borrowed money from any bank or financial institution and amounts outstanding under any issue of bonds, notes, or similar instruments by the Issuer, which are booked as liabilities in the financial statements.*

VI. Off-Balance Sheet Arrangements

The Group has no material off-balance sheets transactions or arrangements.

VII. Other Matters

1. There were no known trends, demands, commitments, events or uncertainties that will have a material impact on the liquidity of the MPTC Group.
2. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a favorable or unfavorable impact on toll and non-toll revenues or income from continuing operation.
3. The effects of seasonality or cyclicality on the operations of the business of the MPTC Group are not material.
4. There are no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows, except those stated in Management's Discussion and Analysis of Financial Position and Financial Performance.
5. There were no material changes in estimates of amounts reported in prior financial years.
6. There were no known events that will trigger direct or contingent financial obligation that is material to the MPTC Group, including any default or acceleration of an obligation and there were no changes in contingent liabilities and contingent assets since the last annual reporting date.
7. There was no material off-statements of financial position transactions, arrangements, obligations (including contingent obligations), and other relationship of the MPTC Group with unconsolidated entities or other persons created during the reporting period.
8. The MPTC Group's material commitments for capital expenditure projects have been approved for the current year and are still ongoing as of December 31, 2025. These consist of the ongoing projects discussed under Item 1. Business (Overview) of this report such as CAVITEX C5 South Link Segment 3B, CAVITEX-CALAX CC Link, CALAX Subsections 1 to 3, NLEX Connector-Section 2 and NLEX-C5 North Link Segment 8.2 Section 1A. It also includes enhancement and preventive maintenance to ensure that the road assets, systems and equipment are properly maintained and functioning effectively. These projects are funded or continue to be funded via combination of debt and internally-generated funds.

SCHEDULE 2
AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

SECURITIES AND EXCHANGE COMMISSION
THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph

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Company Name: METRO PACIFIC TOLLWAYS CORPORATION
Industry Classification: C10100
Company Type: Stock Corporation

Document Information

Document ID: OST108252026811794152
Document Type: Financial Statement
Document Code: FS
Period Covered: December 31, 2025
Submission Type: Annual
Remarks: None

Acceptance of this document is subject to review of forms and contents

Monday, August 24, 2026 at 10:36:21 AM Philippine Standard Time

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Cc: AMPASCUAL@MPTC.COM.PH <AMPASCUAL@MPTC.COM.PH>
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Hi METRO PACIFIC TOLLWAYS CORPORATION,

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Submission Date/Time: **Apr 22, 2026 01:15 PM**
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METRO PACIFIC TOLLWAYS CORPORATION
5th floor, Tower 1, Rockwell Business Center, Ortigas Avenue,
Barangay Ugong, 1604 Pasig City, Philippines
+632 8888 0888 corporate@mptc.com.ph www.mptc.com.ph

SECURITIES AND EXCHANGE COMMISSION
7907 Makati Avenue, Salcedo Village,
Bel-Air, Makati City

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Management of **Metro Pacific Tollways Corporation** (the Company) is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2025 and 2024, in accordance with Philippine Financial Reporting Standards, and for such internal control as Management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance is responsible for overseeing the Company's financial reporting process.

Those charged with governance review and approve the financial statements including the schedules attached therein, and submit the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditors, appointed by the stockholders for the years ended December 31, 2025 and 2024, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

[redacted]

MR. MANUEL V. PANGILINAN
Chairman of the Board of Directors

[redacted]

MR. GILBERT GABRIEL F. SANTA MARIA
President/Chief Executive Officer

[redacted]

MS. MARISA V. CONDE
Chief Finance Officer/Treasurer

[redacted]

MR. DENNIS C. CO
Comptroller

ACKNOWLEDGEMENT

Republic of the Philippines}
City of CITY OF PASIG} S.S.

APR 15 2026

BEFORE ME, on this ___ day of _____ 2026, a Notary Public for and in the City of CITY OF PASIG, personally appeared:

Name	Competent Evidence of Identity	Issued On/At
Manuel V. Pangilinan		
Gilbert Gabriel F. Santa Maria		
Marisa V. Conde		
Dennis C. Co		

known to me to be the same person who executed the foregoing instrument consisting of _____ (__) pages including this page wherein this acknowledgement is written, signed by him/her and his/her instrumental witnesses, and he/she acknowledged to me that the same is his/her own free and voluntary act and deed as well as that of the juridical entity he/she represents.

WITNESS MY HAND AND SEAL on the date and place first above written.

Doc No. 309
Doc No. 63
Doc No. 74
Series of 2026

[redacted]

ATTY. MA. VICTORIA T. FLORES
NOTARY PUBLIC for the City of Pasig
Until Dec. 31, 2026
PTR No. 3020629, Pasig City, 1.2.25
Roll No. 35054/IBP No. 461133, 9.12.24
MCLE Compliance No. VIII-0008941
39 Ortigas Ave. Extn., Rosario, Pasig City

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
sgv.ph

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Metro Pacific Tollways Corporation
5th Floor, Rockwell Business Center Tower 1
Ortigas Avenue, Pasig City

Report on the Audit of the Parent Company Financial Statements

Opinion

We have audited the financial statements of Metro Pacific Tollways Corporation (a subsidiary of Metro Pacific Investments Corporation) (the Company), which comprise the parent company statements of financial position as at December 31, 2025 and 2024, and the parent company statements of comprehensive income, parent company statements of changes in equity and parent company statements of cash flows for the years then ended, and notes to the parent company financial statements, including material accounting policy information.

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

Basis for Opinion

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

Responsibilities of Management and Those Charged with Governance for the Parent Company Financial Statements

Management is responsible for the preparation and fair presentation of the parent company financial statements in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of the parent company financial statements that are free from material misstatement, whether due to fraud or error

In preparing the parent company financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Parent Company Financial Statements

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

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

- Identify and assess the risks of material misstatement of the parent company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the parent company financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on the Supplementary Information Required Under Revenue Regulations 15-2010

Our audits were conducted for the purpose of forming an opinion on the basic parent company financial statements taken as a whole. The supplementary information required under Revenue Regulations No. 15-2010 in Note 24 to the parent company financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of the Company. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Richie Jackson T. Padilla
Partner
CPA Certificate No. 125656
Tax Identification No. 267-165-440
BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026
SEC Partner Accreditation No. 125656-SEC (Group A)
Valid to cover audit of 2022 to 2026 financial statements
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements
BIR Accreditation No. 08-001998-152-2025, October 1, 2025, valid until September 30, 2028
PTR No. 10765104, January 2, 2026, Makati City

April 10, 2026

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)

PARENT COMPANY STATEMENTS OF FINANCIAL POSITION

	December 31	
	2025	2024
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 4 and 21)	**₱3,018,265,453**	₱465,350,221
Receivables (Notes 5 and 21)	**37,253,925**	1,496,698,660
Financial assets at fair value through profit or loss (FVTPL) (Notes 8, 21 and 22)	**807,462,717**	7,462,717
Due from related parties (Notes 12 and 21)	**11,923,760,072**	1,135,392,629
Other current assets (Note 7)	**122,723,263**	130,183,214
Total Current Assets	**15,909,465,430**	3,235,087,441
Noncurrent Assets		
Investments in and advances to subsidiaries, associate and joint ventures (Note 6)	**120,528,483,527**	103,876,910,021
Due from a related party (Notes 12 and 21)	**77,102,242**	77,102,242
Property and equipment (Note 9)	**41,898,777**	47,517,992
Right-of-use assets (Note 14)	**5,419,675**	12,372,901
Intangible assets (Note 10)	**214,949,641**	204,240,897
Other noncurrent assets (Note 11)	**347,608,011**	253,948,994
Total Noncurrent Assets	**121,215,461,873**	104,472,093,047
Total Assets	**₱137,124,927,303**	₱107,707,180,488
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and other current liabilities (Notes 13 and 21)	**₱1,304,137,465**	₱752,432,674
Dividends payable (Notes 17, 21 and 23)	**19,865,618**	18,069,084
Due to related parties (Notes 12 and 21)	**585,096,378**	129,914,381
Provisions (Note 16)	**128,936,770**	82,920,962
Short-term debt (Notes 15, 21 and 23)	**11,627,000,000**	31,267,000,000
Current portion of:		
Long-term debt (Notes 15, 21, 22 and 23)	**2,671,366,959**	1,589,641,380
Lease liabilities (Notes 14, 21 and 23)	**6,308,680**	7,097,872
Total Current Liabilities	**16,342,711,870**	33,847,076,353
Noncurrent Liabilities		
Noncurrent portion of:		
Long-term debt (Notes 15, 21, 22 and 23)	**78,742,983,261**	30,497,225,447
Lease liabilities (Notes 14, 21 and 23)	**4,819,909**	6,103,461
Deferred tax liabilities (Note 20)	**188,369,323**	54,206,619
Pension liability (Note 19)	**19,634,811**	16,910,989
Total Noncurrent Liabilities	**78,955,807,304**	30,574,446,516
Total Liabilities	**95,298,519,174**	64,421,522,869

(Forward)

	December 31	
	2025	2024
Equity (Note 17)		
Capital stock	**₱6,779,106,000**	₱6,779,106,000
Additional paid-in capital	**33,987,942,210**	33,987,942,210
Retained earnings	**2,965,534,491**	4,409,013,148
Deposits for future stock subscription	**1,900**	1,900
Treasury shares	**(137,374,496)**	(137,374,496)
Other comprehensive income reserve	**(2,406,623)**	13,364,210
Other reserves	**(1,766,395,353)**	(1,766,395,353)
Total Equity	**41,826,408,129**	43,285,657,619
	₱137,124,927,303	₱107,707,180,488

See accompanying Notes to Parent Company Financial Statements.

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)

PARENT COMPANY STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31	
	2025	2024
REVENUES (Note 12)		
Dividend income	**₱6,763,684,748**	₱5,378,063,949
Management fees	**54,748,275**	54,748,275
	6,818,433,023	5,432,812,224
GENERAL AND ADMINISTRATIVE EXPENSES (Note 18)	**(701,226,272)**	(720,295,443)
INTEREST EXPENSE AND FINANCE CHARGES (Notes 14 and 15)	**(5,172,949,083)**	(2,387,881,166)
FOREIGN EXCHANGE GAIN (LOSS) – NET	**(426,512)**	35,357,100
INTEREST INCOME (Note 4)	**1,429,758**	3,853,427
OTHER INCOME – NET (Notes 8, 12 and 15)	**242,653,574**	68,616,604
INCOME BEFORE INCOME TAX	**1,187,914,488**	2,432,462,746
PROVISION FOR INCOME TAX (Note 20)	**143,909,198**	10,916,518
NET INCOME	**1,044,005,290**	2,421,546,228
OTHER COMPREHENSIVE INCOME (LOSS)		
Items not to be reclassified to profit or loss in subsequent periods:		
Remeasurement gain (loss) on net defined benefit obligation (Notes 19)	**(20,225,570)**	11,337,233
Income tax effect (Notes 17 and 20)	**4,454,737**	(2,834,308)
	(15,770,833)	8,502,925
TOTAL COMPREHENSIVE INCOME	**₱1,028,234,457**	₱2,430,049,153

See accompanying Notes to Parent Company Financial Statements.

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)

PARENT COMPANY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

	Capital Stock (Note 17)	**Additional Paid-in Capital** (Note 17)	**Retained Earnings**	**Deposits for Future Stock Subscription** (Note 17)	**Treasury Shares** (Note 17)	**Other Comprehensive Income Reserve** (Note 17)	**Other Reserves** (Note 17)	**Total Equity**
At January 1, 2025	**₱6,779,106,000**	**₱33,987,942,210**	**₱4,409,013,148**	**₱1,900**	**(₱137,374,496)**	**₱13,364,210**	**(₱1,766,395,353)**	**₱43,285,657,619**
Cash dividends (Note 17)	**–**	**–**	**(2,487,483,947)**	**–**	**–**	**–**	**–**	**(2,487,483,947)**
Total comprehensive income for the year:								
Net income for the year	**–**	**–**	**1,044,005,290**	**–**	**–**	**–**	**–**	**1,044,005,290**
Other comprehensive loss for the year	**–**	**–**	**–**	**–**	**–**	**(15,770,833)**	**–**	**(15,770,833)**
At December 31, 2025	**₱6,779,106,000**	**₱33,987,942,210**	**₱2,965,534,491**	**₱1,900**	**(₱137,374,496)**	**(₱2,406,623)**	**(₱1,766,395,353)**	**₱41,826,408,129**
At January 1, 2024	₱6,779,106,000	₱33,987,942,210	₱5,673,843,894	₱1,900	(₱137,374,496)	₱4,861,285	(₱1,766,395,353)	₱44,541,985,440
Cash dividends (Note 17)	–	–	(3,686,376,974)	–	–	–	–	(3,686,376,974)
Total comprehensive income for the year:								
Net income for the year	–	–	2,421,546,228	–	–	–	–	2,421,546,228
Other comprehensive income for the year	–	–	–	–	–	8,502,925	–	8,502,925
At December 31, 2024	₱6,779,106,000	₱33,987,942,210	₱4,409,013,148	₱1,900	(₱137,374,496)	₱13,364,210	(₱1,766,395,353)	₱43,285,657,619

See accompanying Notes to Parent Company Financial Statements.

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)

PARENT COMPANY STATEMENTS OF CASH FLOWS

	Years Ended December 31	
	2025	2024
OPERATING ACTIVITIES		
Income before income tax	**₱1,187,914,488**	₱2,432,462,746
Adjustments to reconcile income before income tax to net cash flows:		
Dividend income (Note 12)	**(6,763,684,748)**	(5,378,063,949)
Interest expense and finance charges (Notes 14 and 15)	**5,242,113,981**	2,387,881,168
Depreciation (Notes 9, 14 and 18)	**22,542,834**	26,253,846
Retirement expense (Notes 18 and 19)	**11,981,837**	14,285,720
Amortization of software cost (Notes 10 and 18)	**2,587,976**	2,506,800
Interest income (Note 4)	**(1,429,758)**	(3,853,427)
Forex gain - net	**(426,512)**	(31,672,461)
Loss on pre-termination of lease (Note 14)	**242,387**	–
Long-term incentive plan reversal (Note 19)	**–**	(37,544,431)
Unrealized gain on change in fair value of financial assets at fair value through profit or loss (Note 8)	**–**	(308,928)
Operating cash flow before working capital changes	**(298,157,515)**	(588,052,916)
Decrease (increase) in:		
Receivables	**(1,790,491)**	(1,384,442)
Due from related parties	**(10,788,367,443)**	(102,316,230)
Other current assets	**7,459,951**	(37,190,077)
Other noncurrent assets	**(98,762,912)**	25,252,544
Increase (decrease) in:		
Accounts payable and other current liabilities	**42,082,643**	(207,841,442)
Provisions	**46,015,808**	22,355,294
Net cash used in operations	**(11,091,519,959)**	(889,177,269)
Retirement contributions (Note 19)	**(2,835,777)**	(5,750,549)
Income tax paid (Note 20)	**(187,862)**	(3,755,653)
Net cash flows used in operating activities	**(11,094,543,598)**	(898,683,471)
INVESTING ACTIVITIES		
Dividends received (Note 6)	**8,224,919,974**	6,291,953,203
Proceeds from disposal of financial assets at fair value through profit or loss (Note 8)	**3,898,000,010**	1,845,732,943
Interest received	**1,429,758**	3,853,427
Acquisition of financial assets at fair value through profit or loss (Note 8)	**(4,698,000,010)**	(1,797,209,025)
Additions to:		
Investment in subsidiaries, associate and joint ventures (Note 6)	**(10,317,573,006)**	(11,448,031,641)
Advances to subsidiaries for future stock subscription (Note 6)	**(6,334,000,500)**	(25,644,602,324)
Software (Note 10)	**(13,296,720)**	(82,990,822)
Property and equipment (Note 9)	**(11,633,470)**	(22,156,788)
Net cash flows used in investing activities	**(9,250,153,964)**	(30,853,451,027)

(Forward)

	Years Ended December 31	
	2025	2024
FINANCING ACTIVITIES		
Proceeds from:		
Short-term debt (Note 15)	**₱27,700,000,000**	₱34,567,000,000
Long-term debt (Note 15)	**51,503,000,000**	6,397,000,000
Increase (decrease) in due to related parties	**428,534,189**	(9,768,136)
Payments of:		
Short-term debt (Note 15)	**(47,340,000,000)**	(3,300,000,000)
Dividends (Notes 17 and 23)	**(2,485,687,413)**	(3,685,354,115)
Interest on debt (Note 15)	**(4,607,257,731)**	(1,704,392,649)
Long-term debt (Note 15)	**(1,701,500,000)**	(1,037,500,000)
Debt issue costs (Note 15)	**(598,115,838)**	(165,769,784)
Principal portion of lease liabilities (Notes 14 and 23)	**(652,054)**	(6,608,329)
Interest on lease liabilities (Note 14)	**(708,359)**	(299,606)
Net cash flows provided by financing activities	**22,897,612,794**	31,054,307,381
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**2,552,915,232**	(697,827,117)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR (Note 4)	**465,350,221**	1,163,177,338
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	**₱3,018,265,453**	₱465,350,221

See accompanying Notes to Parent Company Financial Statements.

1. Corporate Information and Authorization for Issuance of the Financial Statements

Corporate Information

Metro Pacific Tollways Corporation (MPTC) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on February 24, 1970. The primary purpose of MPTC is that of investment holding. MPTC is 99.9% owned by Metro Pacific Investments Corporation (MPIC). Metro Pacific Investments Corporation (the "Company" or "MPIC") was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission ("SEC") on March 20, 2006 as an investment holding company. MPIC's common shares of stock were previously listed in and traded through the Philippine Stock Exchange ("PSE"). On September 29, 2023, the PSE approved MPIC's Petition for Voluntary Delisting and accordingly ordered the delisting of the latter's shares from the Official Registry of the Exchange effective October 9, 2023. Furthermore, on November 12, 2024, SEC approved MPIC's Petition for Voluntary Revocation of Registration of Securities and Certificate of Permit to Sell Securities to the Public, officially making MPIC a private company.

On September 26, 2024, MPIC entered into a Framework Agreement with Mit-Pacific Infrastructure Holdings, Inc. (MPIH). Under the agreement, the parties agreed on the following:

- The proposed buyback by MPIC of 4,577,488 common shares of MPIC from MPIH, representing 50% of the common shares of MPIC held by MPIH, or approximately 7.3% of the total outstanding common shares of MPIC, for a total buyback price of ₱11,901.0 million;
- The proposed issuance of MPIC of an exchangeable bond to MPIH ("MPIH EB") for an aggregate subscription price of ₱11,901.0 million. The MPIH EB will be exchangeable for 1,495,258 MPTC shares held by MPIC, representing approximately 6.6% interest in MPTC;
- The consideration for the buyback shall be payable by MPIC to MPIH in cash in full at closing.

MPIH stake in MPIC was reduced to approximately 7.8% after the transaction was completed on January 17, 2025. The exchangeable bond is mandatorily exchangeable 10 years from closing date or upon expiration of lock-up period if a listing event occurs prior to maturity date. Upon the exchange of the MPIH EB in full, MPIC and MPIH shall have approximately 93.3% and 6.6% interest in MPTC, respectively.

Metro Pacific Holdings, Inc. ("MPHI") owns 49.90% and 46.28% of the total issued and outstanding common shares of MPIC as at December 31, 2025 and 2024, respectively. As sole holder of the voting Class A Preferred Shares, MPHI's combined voting interest as a result of all of its shareholdings is estimated at 61.82% and 58.34% as at December 31, 2025 and 2024, respectively.

MPHI is a Philippine corporation whose stockholders are Enterprise Investment Holdings, Inc. ("EIH"; 60.0% interest), Intalink B.V. (26.7% interest) and First Pacific International Limited ("FPIL"; 13.3% interest). First Pacific Company Limited ("FPC"), a company incorporated in Bermuda and listed in Hong Kong, through its subsidiaries, Intalink B.V. and FPIL, holds 40.0% equity interest in EIH and investment financing which under Hong Kong Generally Accepted Accounting Principles, require FPC 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 5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City.



Authorization for Issuance of the Financial Statements
The parent company financial statements were approved and authorized for issuance by the BOD on April 10, 2026.

2. Material Accounting Policy Information

Basis of Preparation
The parent company financial statements are prepared on a historical cost basis, except for certain financial assets that are measured at fair value. The parent company financial statements are presented in Philippine peso, which is the Company's functional currency. All values are rounded to the nearest peso, except when otherwise indicated.

The Company also prepares, and issues consolidated financial statements for the same period as the parent company financial statements presented in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. The consolidated financial statements may be obtained at the registered office of the Company or from the SEC.

Changes in Accounting Policies
The accounting policies adopted are consistent with those of the previous financial year, except that Company has adopted the following new accounting pronouncements starting January 1, 2025.

The standards that have been adopted did not have any significant impact on the parent company financial statements.

- Amendments to PAS 21, *Lack of Exchangeability*

Standards Issued but not yet Effective
Pronouncements issued but not yet effective are listed below. The Company intends to adopt the following pronouncements when they become effective. The Company is currently assessing the potential impact of these pronouncements on its parent company financial statements.

Effective beginning on or after January 1, 2026
- Amendments to Illustrative Examples on PFRS 7, PFRS 18, PAS 1, PAS 8, PAS 26 and PAS 37, *Disclosures about Uncertainties in the Financial Statements*
- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*
- Annual Improvements to PFRS Accounting Standards—Volume 11
  - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
  - Amendments to PFRS 7, *Gain or Loss on Derecognition*
  - Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities* and *Transaction Price*
  - Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
  - Amendments to PAS 7, *Cost Method*

Effective beginning on or after January 1, 2027
- PFRS 17, *Insurance Contracts*
- PFRS 18, *Presentation and Disclosure in Financial Statements*
- PFRS 19, *Subsidiaries without Public Accountability*
- Amendments to PAS 21, *Translation to a Hyperinflationary Presentation Currency*



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*

Summary of Material Accounting Policies

Financial Instruments

Date of Recognition. The Company recognizes a financial asset or a financial liability in the statements of financial position when it becomes a party to the contractual provisions of the instrument.

Financial Assets

Initial Recognition and Measurement. Financial assets are classified, at initial recognition, and subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

As at December 31, 2025 and 2024, the Company has no financial assets at FVOCI.

Subsequent Measurement. For purposes of subsequent measurement, financial assets are classified in three categories: Financial assets at amortized cost (debt instruments), Financial assets at FVOCI and Financial assets at FVTPL.

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

As at December 31, 2025 and 2024, this category includes cash and cash equivalents, receivables and due from related parties (see Notes 4, 5, 12 and 21).

Financial assets at fair value through profit or loss. Financial assets at FVTPL are carried in the statement of financial position with net changes in fair value recognized in profit or loss.

As at December 31, 2025 and 2024, the Company's financial assets at FVTPL include investments in Unit Investment Trust Funds (UITFs) (see Note 8).

Derecognition. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred

asset to the extent of its continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial Assets
The Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two (2) stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For receivables and due from related parties, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For cash (excluding cash on hand), the Company applies the low credit risk simplification.

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

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

Financial Liabilities
Initial Recognition and Measurement. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, debts and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of debts and borrowings and payables, net of directly attributable transaction costs.

Subsequent Measurement. For purposes of subsequent measurement, financial liabilities are classified in two (2) categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (debts and borrowings)

As at December 31, 2025 and 2024, the Company has no financial liabilities at FVTPL.

Financial liabilities at amortized cost (debts and borrowings). This category which generally applies to interest-bearing and noninterest-bearing debts and borrowings is most relevant to the Company. After initial recognition, interest-bearing and noninterest-bearing debts and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

As at December 31, 2025 and 2024, this category includes accounts payable and other current liabilities (except statutory payables), dividends payable, due to related parties, lease liabilities, short-term and long-term debt (see Notes 12, 13, 14 and 15).

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in profit or loss.

Fair Value Measurement
The Company measures financial instruments such as financial assets at fair value through profit or loss at each reporting date and, for purposes of impairment testing, uses fair value less costs of disposal or value in use to determine the recoverable amount of some of its non-financial assets. Also, fair values of financial instruments measured at amortized cost are disclosed in Note 22 to the parent company financial statements.

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

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Investments in and Advances to Subsidiaries, Associate and Joint Venture
The investments are carried in the parent company financial statements at cost less any impairment in value. The Company recognizes income from the investments only to the extent that the Company receives distributions of accumulated income of the subsidiaries arising after the date of acquisition. Distributions received in excess of such income are regarded as recovery of investment and are recognized as a reduction of the cost of the investment.

Any gain or loss arising on disposal of investment (calculated as the difference between the net proceeds and the cost of investment) is included in the profit or loss in the year the investment is disposed.

Property and Equipment
Property and equipment are stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation and any impairment in value. The initial cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

Depreciation commences once the property and equipment are available for use and is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Leasehold improvements	5 years or lease term, whichever is shorter
Transportation equipment	5 years
Office equipment and others	3-5 years

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and its carrying amount) is included in the profit or loss in the period the item is derecognized.

Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation is charged to profit or loss.

The assets' residual values, useful lives and method of depreciation are reviewed, and adjusted if appropriate, at each financial year-end.

Intangible Assets (Franchise and Software Cost)
Intangible asset acquired separately is measured on initial recognition at cost. Following initial recognition, intangible asset is carried at cost less any accumulated amortization and impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in parent company statements of comprehensive income in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible asset with indefinite useful life is not amortized, but is tested for impairment annually, either individually or at the cash-generating unit (CGU) level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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

Impairment of Nonfinancial Assets (Investments in and advances to subsidiaries, associate and joint ventures, Property and equipment, Intangible assets and Other Assets)
The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

Impairment losses are recognized in the parent company statements of comprehensive income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the profit or loss. After such a reversal, the depreciation (in



case of property and equipment) charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Capital Stock and Additional Paid-in Capital

Capital stock is measured at par value and is classified as equity for all shares issued.
When the shares are sold at premium, the difference between the proceeds and the par value shall be credited to an additional paid-in capital (APIC) account. Direct costs incurred related to the issuance of new capital stock are shown as deduction from APIC.

Revenue Recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has generally concluded that it is the principal in its revenue arrangements.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g. warranties). In determining the transaction price, the Company considers the effect of variable consideration, the existence of significant financing components, noncash consideration and consideration payable to the customer, if any.

The following specific criteria must also be met before revenue is recognized:

- Dividend income is recognized when the Company's right to receive the payment is established.
- Management fees is recognized when services are rendered.
- Interest income is recognized as the interest accrues using the EIR method.
- Other income is recognized when there is an incidental economic benefit, other than the usual business operations, that will flow to the Company through an increase in asset or reduction in liability and that can be measured reliably. This includes income from unrealized and realized gain on financial assets and reimbursement from related parties.

Leases

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

Right-of-use (ROU) assets. The Company recognizes ROU assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). ROU assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of ROU assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized ROU assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. ROU assets are subject to impairment.

Lease liabilities. At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease



payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

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

Short-term Leases and Leases of Low-value Assets. The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date or initial application of PFRS 16 and do not contain a purchase option).

It also applies the leases of low-value assets recognition exemption to leases of equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Retirement Benefits

The Company maintains a defined contribution plan that covers all regular employees. Under its defined contribution plan, the Company pays fixed contributions based on the employees' monthly salaries. The Company, however, is covered under Republic Act (RA) No. 7641, "The Philippine Retirement Law", which provides for its qualified employees a defined benefit minimum guarantee. The defined benefit minimum guarantee is equivalent to a certain percentage of the monthly salary payable to an employee at normal retirement age with the required credited years of service based on the provisions of RA No. 7641.

Accordingly, the Company accounts for its retirement obligation at each reporting period under the higher of the defined benefit obligation relating to the minimum guarantee and the sum of defined contribution liability and the present value of the excess of the projected defined benefit obligation over projected defined contribution.

The defined benefit obligation and the present value of the excess of the projected defined benefit obligation over the defined contribution obligation are calculated annually by a qualified independent actuary using the projected unit credit method. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense (income) and other expenses related to the defined benefit plan are recognized in the parent company statements of comprehensive income.

The defined contribution liability, on the other hand, is measured at the fair value of the defined contribution assets upon which the defined contribution benefits depend, with an adjustment for margin on asset returns, if any, where this is reflected in the defined contribution benefits.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in OCI.



When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the parent company statements of comprehensive income. The Company recognizes gains or losses on the settlement of a defined benefit plan when the settlement occurs.

Employee Leave Entitlement
Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly within 12 months after the reporting period is recognized for services rendered by employees up to the end of the reporting period.

Taxes
Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date where the Company operates and generates taxable income.

Current tax relating to items recognized directly in equity is recognized in equity and not in the parent company statements of comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of net operating loss carry over (NOLCO) and excess minimum corporate income tax (MCIT), to the extent that it is probable that taxable income will be available against which the deductible temporary differences, NOLCO and excess MCIT can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part



of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax assets to be recovered.

Deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized, or the liability is settled, based on tax rate (and tax laws) that have been enacted or substantively enacted as at the reporting date where the Company operates and generates taxable income.

Deferred tax relating to items recognized directly in equity are recognized in equity and not in the parent company statements of comprehensive income. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

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

Value-added Tax (VAT). Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the parent company statements of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the parent company statements of financial position to the extent of the recoverable amount.

Creditable Withholding Tax (CWT). CWT represents amounts withheld by counterparties from payments for services rendered by the Company which can be claimed as income tax credits. These are recognized under "Other noncurrent assets" account in the statements of financial position to the extent of the recoverable amount as the Company assessed that it will not be able to claim its CWT within one (1) year.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the parent company statements of comprehensive income, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Contingencies

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



Events After the Reporting Date
Post year-end events that provide additional information about the Company's financial position at the reporting date (adjusting events), if any, are reflected in the parent company financial statements. Post year-end events that are not adjusting events are disclosed in the notes to parent company financial statements when material.

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the parent company financial statements in compliance with PFRS Accounting Standards requires management to make judgments, estimates and assumptions that affect certain reported amounts and disclosures. In preparing the parent company financial statements, management has made its best judgments, estimates and assumptions of certain amounts, giving due consideration to materiality. The judgments and estimates used in the accompanying parent company financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the parent company financial statements. Actual results could differ from those estimates, and such estimates will be adjusted accordingly.

The Company believes that the following represent a summary of these significant judgments and estimates and the related impact and associated risks in the parent company financial statements.

Judgments
In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the parent company financial statements.

Control of Cavitex Infrastructure Corporation (CIC) in which the Company Holds No Voting Rights. The Company considers that it controls CIC even though it does not own any voting rights by virtue of the Management Letter Agreement (MLA) (see Note 6). Under the MLA, the Company has the power to solely direct the entire operations, including the capital expenditure and expansion plans of CIC. The Company shall then receive all the financial benefits from CIC's operations and all losses incurred by CIC are to be borne by the Company.

Investment in Jasamarga Transjawa Toll (JTT) as 'silo'. Silos in substance are treated separately from the overall assets, liabilities and equity of the investee. A portion of MPTC's investment in JTT acquired in 2024 is held by PT Margautama Nusantara (MUN), wherein by virtue of an agreement MPTC and the minority stockholder ring-fenced their respective ownership in the investment in JTT, hence, MPTC accounted for its investment in JTT based on its effective ownership (see Note 6).

Estimates and Assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Company based its assumptions and estimates on parameters available when the parent company financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of Investments in Subsidiaries, Associate and Joint Ventures. Impairment review is performed when certain impairment indicators are present. Determining the fair value of assets requires the estimation of cash flows expected to be generated from the continued use and ultimate disposition of such assets.

No impairment was recognized on the Company's investments in subsidiaries, associate and joint ventures in 2025 and 2024.

The carrying values of investments in and advances to subsidiaries, associate and joint ventures amounted to ₱120,528.5 million and ₱103,876.9 million as at December 31, 2025 and 2024, respectively (see Note 6).

Impairment of Intangible Asset (Franchise). The intangible asset (franchise) with indefinite useful life is subject to annual impairment testing. Determining the fair value of assets requires the estimation of cash flows expected to be generated from the continued and ultimate disposition of such assets. The fair value less costs of disposal calculation is based on available data from binding sales transactions for similar assets or observable market price less incremental costs for disposing the asset.

No impairment loss was recognized in the parent company statements of comprehensive income for the years ended December 31, 2025 and 2024. The carrying value of the intangible asset (franchise) amounted to ₱100.0 million as at December 31, 2025 and 2024 (see Note 10).

Recognition of Deferred Tax Assets. Deferred tax assets are recognized on temporary differences and the carryforward benefits of NOLCO and MCIT to the extent that it is probable that taxable income will be available against which the temporary differences and the carryforward benefits of NOLCO and MCIT can be utilized. Significant management estimate is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

Deductible temporary differences, including NOLCO and excess MCIT, for which no deferred tax assets were recognized amounted to ₱9,906.8 million and ₱6,551.0 million for the years ended December 31, 2025 and 2024, respectively, as management believes that it is more likely than not that there will be no sufficient taxable income to realize the benefits of the deferred tax (see Note 20).

Provisions. The Company recognizes provisions based on estimates of whether it is probable that an outflow of resources will be required to settle an obligation. Where the final outcome of these matters is different from the amounts that were initially recognized, such differences will impact the financial performance in the current period in which such determination is made.

Provisions amounted to ₱128.9 million and ₱82.9 million as at December 31, 2025 and 2024, respectively (see Note 16).

4. Cash and Cash Equivalents

Cash and cash equivalents consists of:

	2025	2024
Cash on hand	**₱131,422**	₱112,422
Cash in banks	**1,018,134,031**	465,237,799
Short-term deposits	**2,000,000,000**	–
	₱3,018,265,453	₱465,350,221

Cash in banks earn interest at the prevailing bank deposit rates.

On December 3, 2025, the Company has a peso-denominated cash placement amounting to ₱2,000.0 million, with an interest rate of 5.5%. The cash placement has an initial maturity of one month and remained outstanding as at December 31, 2025. Interest earned from cash and cash equivalent amounted to ₱1.4 million and ₱3.9 million for the years ended December 31, 2025, and 2024, respectively.

5. Receivables

	2025	2024
Advances to officers and employees	**₱25,285,668**	₱24,794,171
Dividends receivable (Note 6)	**6,875,315**	1,468,110,541
Accounts receivable - non-trade	**3,836,018**	–
Others	**1,256,924**	3,793,948
	₱37,253,925	₱1,496,698,660

Advances to officers and employees are normally liquidated within a year.

Dividends receivable pertain to dividends declared by subsidiaries and associates that are still collectible by the Company.

Others include non-trade receivables, cash advances and interest receivables.

6. Investments in and Advances to Subsidiaries, Associate and Joint Ventures

Movements in this account are as follows:

	2025	2024
Acquisition cost of investments:		
Balance at beginning of year	**₱62,689,288,207**	₱45,109,180,904
Additions	**10,317,573,006**	11,448,031,641
Reclassification from advances	**4,415,000,500**	6,132,075,662
Balance at end of year	**₱77,421,861,713**	₱62,689,288,207
Advances to subsidiaries for future stock subscription:		
Balance at beginning of year	**₱41,187,621,814**	₱21,675,095,152
Additions	**6,334,000,500**	25,644,602,324
Reclassification to investment	**(4,415,000,500)**	(6,132,075,662)
Balance at end year	**43,106,621,814**	41,187,621,814
	₱120,528,483,527	₱103,876,910,021

Details of investments in and advances to subsidiaries, associate and joint ventures as at December 31 are as follows:

		Effective Ownership Interest in %		Amount	
	Relationship	**2025**	2024	**2025**	2024
Domestic entities					
Metro Pacific Tollways Vizmin Corporation (MPT Vizmin)	Subsidiary	**100.0**	100.0	**₱18,800,020,745**	₱15,903,737,023
Metro Pacific Tollways South Corporation (MPT South)	Subsidiary	**100.0**	100.0	**17,649,841,917**	17,649,841,917
NLEX Corp.	Subsidiary	**83.8**	77.7	**9,273,425,205**	9,031,486,168
Cavitex Infrastructure Corporation (CIC)	Subsidiary	**100.0**	100.0	**7,921,600,000**	7,921,600,000
MPCALA Holdings, Inc (MHI)[a]	Subsidiary	**40.0**	31.2	**7,220,255,497**	2,805,254,997
MPT North, Inc. (MPTNI) (formerly Egis Investment Partners Philippines, Inc.) [b]	Joint Venture	**100.0**	44.6	**5,871,451,977**	59,535,700
Easytrip Services Corporation (ESC)	Subsidiary	**100.0**	66.0	**2,508,665,638**	188,049,695
Metro Pacific Tollways Digital, Inc. (MPTDI) (formerly Metro Pacific Tollways Data Services Inc.)	Subsidiary	**100.0**	100.0	**1,128,764,867**	978,764,867
MPT Mobility Corporation (MPT Mobility) (formerly NLEX Ventures Corporation)	Subsidiary	**100.0**	100.0	**1,007,000,000**	994,000,000
Metro Strategic Infrastructure Holdings, Inc. (MSIHI)	Subsidiary	**97.0**	97.0	**102,059,404**	102,059,404
Dibztech Inc. (Dibztech)	Subsidiary	**100.0**	100.0	**7,467,652**	7,467,652
Foreign entities					
Metro Pacific Tollways Asia, Corporation Pte. Ltd. (MPT Asia SG)	Subsidiary	**100.0**	100.0	**31,095,997,428**	30,408,439,401
MPT Asia Corporation (MPT Asia)	Subsidiary	**100.0**	100.0	**11,768,414,963**	11,768,414,963
CII Bridges and Roads Investment Joint Stock Company (CII B&R)	Associate	**44.9**	44.9	**4,121,579,787**	4,121,579,787
PT Jasamarga Jalanlayang Cikampek (JJC)	Joint Venture	**40.0**	40.0	**1,110,677,500**	1,110,677,500
PT Jasamarga Transjawa Tol (JTT)	Associate thru MPT Asia SG	**22.9**	22.9	**867,916,175**	752,656,175
PT Metro Pacific Tollways Indonesia (MPTI)	Subsidiary thru MPT Asia SG	**100.0**	100.0	**73,344,772**	73,344,772
				₱120,528,483,527	₱103,876,910,021

[a] As at December 31, 2025 and 2024, MPT South owns 60.0% and 68.9% of MPCALA, while MPTC directly owns 40.0% and 31.2%, respectively.

[b] As at December 31, 2025 and 2024, Egis Projects S.A. (EPSA) owns nil and 55.4% interest in MPTNI, while MPTC owns 100.0% and 44.6%, respectively.

Investment in MPT Vizmin
MPT Vizmin was incorporated in the Philippines in August 2016 as a holding company.

In 2017, the Company infused a total amount of ₱70.0 million to MPT Vizmin for the purpose of subscribing shares of Cebu-Cordova Link Expressway Corporation (CCLEC).

In 2021 and 2020, the Company infused additional ₱1,250.0 million and ₱1,560.0 million, respectively, for the purpose of subscribing additional shares of CCLEC. The proceeds were used for the construction of the Cebu-Cordova Link Expressway (CCLEX) project.
On November 3, 2021, the Philippine SEC approved the increase in authorized capital stock of MPT Vizmin. Following the approval, the Company subscribed to 3,750,000,000 shares for a total consideration of ₱11,250.0 million or ₱3.00 per share. The subscription price was partially paid through the application of advances for future stock subscription amounting to ₱9,125.1 million.

As at December 31, 2021, the balance of unpaid subscription amounted to ₱2,124.9 million. In 2022, the Company infused an additional ₱3,545.0 million. A portion of this amount was applied to the unpaid subscription of ₱2,124.9 million, resulting in advances for future stock subscription of ₱1,420.1 million as at December 31, 2022.

In 2023, the Company infused an additional ₱1,493.6 million. A portion of this amount was applied to the additional equity requirements of CCLEC amounting to ₱1,450.0 million resulting in advances for future stock subscription of ₱2,913.7 million as at December 31, 2023 and 2024.

In 2024, the Company infused an additional ₱1,740.0 million for the purpose of subscribing additional shares. Out of the total amount, ₱836.2 million was utilized in its subscription of additional 278,743,750 common shares with a subscription price of ₱836.2 million or ₱3.00 per share which shall be issued out of the unsubscribed capital stock.

CCLEC, a wholly-owned subsidiary of MPT Vizmin, was awarded the concession for the CCLEX for 45 years in October 2016. CCLEX is a four-lane 8.9-km toll road which will connect Cebu City and Cordova and will include a main bridge structure, viaduct, causeway and roadway. The CCLEX had commenced construction in July 2018 and was completed and opened for toll collection on April 30, 2022.

In 2025, the Company infused ₱1,769.0 million to MPT Vizmin which the latter infused in turn to CCLEC for the purpose of CCLEC's debt servicing.

In 2025, the Company infused ₱1,127.0 million to MPT Vizmin for the latter's acquisition of 100% of LLEX Corp. issued shares from the previous owners. LLEX Corp. was incorporated and registered with Philippine SEC on May 2, 2022 for the main purpose of implementing the construction and operation of LLEX Project under a Joint Venture Agreement with Lapu-Lapu City. With LLEX Corp., MPT Vizmin intends to build a new tollroad that will connect the existing CCLEX to the Mactan-Cebu International Airport (MCIA) in Lapu-Lapu City.

The Company's infusions to MPT Vizmin are intended to be applied for the Company's subscription to MPT Vizmin's capital stock as soon as MPT Vizmin has already processed and secured SEC's approval on the increase on its authorized capital stock.

Investment in CIC
On December 27, 2012, MPTC, Cavitex Holdings, Inc. (CHI) and CIC executed the MLA for the management of CIC by MPTC starting on January 2, 2013. By virtue of this MLA, MPTC acquired control over CIC and therefore CIC became a subsidiary of MPTC effective January 2, 2013.

On June 28, 2017, MPTC, CHI and CIC, amended the Management Period to be for such period from January 2, 2013 and while MPTC holds the CHI Preferred Shares, or until MPTC becomes the 100% direct or indirect shareholder of CIC, whichever comes later.

On September 12, 2022, the CIC issued shares to MPT South, a fully owned subsidiary of MPTC, resulting in an ownership interest of 69.35%. As MPTC is not yet the 100% direct or indirect shareholder of CIC, the MLA for the management of the Company is still effective.

As at December 31, 2025 and 2024, the ownership interest in CIC held by CHI and MPT South is at 0.08% and 99.2%, respectively.

As at December 31, 2025 and 2024, the Company has a total amount of ₱1,150.0 million as advances for future stock subscription. CIC, a company incorporated in the Philippines, is the concession holder for the CAVITEX, which includes the upgrade of R-1 Expressway, R-1 Expressway extension, and C-5 Link Expressway. As at December 31, 2025, the remaining concession terms for R-1, R-1 Extension, and C5 Link are 8 years, 21 years, and 23 years, respectively. As at December 31, 2024, the remaining concession terms for R-1, R-1 Extension, and C5 Link are 9 years, 22 years, and 24 years, respectively.

Cash Dividends. No dividends were declared in 2025 and 2024.

Investment in MPT South
MPT South was incorporated in the Philippines in August 2016 as a holding company.

In 2018, the Company infused a total of ₱1.8 million into MPT South for the purpose of subscribing to additional shares as a result of impending increase in its authorized capital stock.

In 2021 and 2020, the Company also infused additional ₱300.0 million and ₱368.0 million, respectively, for the purpose of subscribing to additional shares of CIC. The proceeds were used as capital for C5 Southlink project.

In February 2020, the Philippine SEC approved the increase in authorized capital stock of MPT South. Following the approval, the Company subscribed to 4,938,690 shares for a total consideration of ₱9,383.5 million or ₱1,900.00 per share. In 2021, the subscription price was paid through the application of AFFS amounting to ₱4,911.1 million and with the unpaid balance of ₱4,472.4 million as at December 31, 2021.

In 2018, MPT South entered into a subscription agreement with MHI for a total of ₱2,423.0 million in anticipation of the planned increase of MHI's authorized capital stock. In January 2021, the increase in authorized capital stock of MHI was approved by the Philippine SEC. Consequently, MHI issued 1,333,333,500 shares to MPT South, representing 20% of its outstanding capital stock as at December 31, 2021.

The Company infused additional ₱1,500.0 million in 2023 and ₱773.0 million in 2022 to MPT South resulting to balance of unpaid subscription amounting to ₱882.7 million.

In 2024, the Company made an additional investment amounting to ₱6,453.0 million which includes payment of its outstanding subscription in 2023. As at December 31, 2024 and 2023, the Company has a total of 10,584,844 shares and 7,653,093 shares, respectively.

In 2025, MPT South issued 2,323,684 additional common shares to the Company at issue price of ₱1,900 per share or a total subscription price of ₱4,415.0 million.



Cash Dividends. No dividends were declared in 2025 and 2024.

Investment in MPCALA Holdings, Inc.
MHI was incorporated in the Philippines in September 2013 as a holding company. On May 11, 2015, MHI's Board of Directors (BOD) and stockholders approved the amendment of the Articles of Incorporation (AOI) to include a new secondary purpose which is to engage in the business of construction, operation and maintenance of expressways and tollways. The SEC approved the amendment of MHI's AOI on June 24, 2015.

MHI was granted the concession to finance, design, construct, operate and maintain the Cavite Laguna Expressway Project (CALAX), including the right to collect toll fees until July 2050.

On July 10, 2015, MHI signed the concession agreement for the Cavite Laguna Expressway Project CALAX with the DPWH. Under the concession agreement, MHI is granted the concession to design, finance, construct, operate and maintain the 44.6-km CALAX, including the right to collect toll fees, over a 35-year concession period. The CALAX is a closed system tolled expressway connecting the CAVITEX and the SLEX.

Subsections 6, 7 and 8 of the Laguna Segment of CALAX, commenced operations in October 2019, while segment interchanges of these subsections opened on August 18, 2020. These interchanges are the Laguna Boulevard Interchange and the Laguna Technopark Interchange.

On August 24, 2021, the Company inaugurated CALAX Subsection 5 which connects Silang East to Sta. Rosa-Tagaytay Road Interchange. This extends the expressway's operating sections from 10 to 14.24 km.

On November 8, 2023, the Company opened CALAX Subsection 4, which is 3.9-km stretch from Silang East Interchange to Aguinaldo Silang. The Company received the TRB's approval on the Toll Fee Matrix of Subsection 4 on February 10, 2024.

As at December 31, 2025 and 2024, the percentage of completion of Cavite Segment is 45% and 29%, respectively. The expected completion date of the Cavite segment is in June 2026.

As at December 31, 2025 and 2024, MHI is 40% and 31.15% owned by the Company, and 60% and 68.85% owned by MPT South, respectively.

Investment in and advances to MPT Mobility
On December 29, 2020, MPTC acquired 2,000,000 shares of stock representing 100% ownership of MPT Mobility for a total consideration of ₱544.0 million from NLEX Corp., which is 75.13% owned by MPTC. In addition, NLEX Corp. assigned stock subscription rights for an additional 1,000,000 shares to MPTC for a total consideration of ₱200.0 million. MPT Mobility is primarily engaged to develop, fund, construct, operate and maintain any and all facilities and to provide services relating to the safety, comfort and convenience of its customers such as road users, and to undertake traffic management services.

On March 7, 2022, MPT Mobility and On-Us Solutions Inc. (On-Us), entered into an Investment Agreement whereby On-Us shall issue to MPT Mobility up to 30,820,909 or such other number of new Common Shares constituting 35% of the entire enlarged share capital of the Company on a fully diluted basis at the time of the investment for an aggregate investment amount of up to ₱150.0 million, which amount shall be infused in tranches and subject to the agreed investment milestones in accordance with the terms and conditions set out in the Investment Agreement.

On April 8, 2022, MPT Mobility Corporation (MPT Mobility) and On-Us Solutions Inc., entered a subscription agreement for 7,562,291 common shares (or 11.7% ownership in the Company) at a subscription price of ₱6.61 per share, or a total subscription price of ₱50.0 million. MPT Mobility treated the investment in Byahe as investment in associate starting April 8, 2022.

On November 28, 2022 and February 17, 2024, the second and third tranches of MPT Mobility's investment in Byahe were paid, respectively. As at December 31, 2024 and 2023, MPT Mobility's total investment in Byahe amounted to ₱150.0 million and ₱100.0 million or 38.2% and 28.9% ownership, respectively.
In 2024, the Company infused a total amount of ₱150.0 million for the purpose of funding MPT Mobility's projects. In 2025, the Company infused a total amount of ₱13.0 million for capital expenditures requirements. As at December 31, 2025 and 2024, the total investment in MPT Mobility amounted to ₱1,007.0 million and ₱994.0 million, respectively.

Byahe is a company engaged in the operation of public utility vehicles such as but not limited to passenger jeepneys and e-jeepneys, and to serve the commuting public in routes duly authorized by appropriate government agency as common carrier. Byahe is planning to expand its current Euro-IV compliant fleet, procure new state-of-the-art electric jeepneys, and expand the route network of the fleet as part of its larger mission to revolutionize the Philippines' jeepney transportation ecosystem.

Investment in and advances to MPTDI
MPTDI was incorporated in the Philippines with a primary purpose to engage in the business of operations and maintenance company and carry on the operations and maintenance, as well as provide consultancy and advisory services on tollways, buildings, infrastructure, constructions, tollways facilities and related works.

On October 27, 2021, the Company's BOD approved to change the corporate name from Metro Pacific Tollways Management Services, Inc. to Metro Pacific Tollways Data Services, Inc. and its primary purpose to carry on the business of software development, sales, data management and support for any form of technological platforms. On December 17, 2021, the Philippine SEC accepted and certified the filing of the amended Articles of Incorporation (AOI).

On June 16, 2022, the BOD approved to change the corporate name from Metro Pacific Tollways Data Services, Inc. to Metro Pacific Tollways Digital, Inc. On October 20, 2022, the Philippine SEC accepted and certified the filing of the amended AOI.

In 2021, 2020 and 2019, the Company infused a total of ₱71.4 million and ₱341.6 million, ₱225.1 million, respectively, to MPTDI for the purpose of acquiring additional shares. A portion of the proceeds amounting to ₱86.7 million were used to infuse capital to SAVVICE Corporation (SAVVICE) (formerly Southbend Express Services Inc.).

In 2025 and 2024, the Company infused a total amount of ₱150.0 million and ₱150.0 million, respectively. As at December 31, 2025 and 2024, the Company has total amount of ₱1,123.7 million and ₱973.8 million, respectively, as advances for future stock subscription.

Investment in ESC
ESC, a company incorporated in the Philippines, is primarily engaged in the business of providing services related to electronic toll collection system to include among others, the implementation of inter-operability of the different toll collection systems of tollways in the country, account management and funding, and management of all electronic pass issued. ESC is the current electronic pass issuer at the NLEX, SCTEX, CAVITEX and CALAX.

On March 14, 2025, Egis Easytrip Services SAS entered into a Deed of Absolute Sale of Shares with the Company for the latter's acquisition of 68,000 shares in ESC, representing 34% ownership interest in ESC, for a cash consideration of ₱1,720.6 million, resulting to a 100% ownership interest in ESC.

Cash Dividends. No dividends were declared in 2025 and 2024.

Investment in and advances to MSIHI

MSIHI was incorporated in the Philippines as a holding company. MSIHI's main asset is its 2.03% interest in SMC Skyway Corporation (SMCSC) (formerly Citra Metro Manila Tollways Corporation (CMMTC). SMCSC is engaged primarily in the design, construction and financing of the Metro Manila Skyway (in three stages) and the proposed Metro Manila Tollways projects. The 30-year franchise period for the Stage 1 of the South Metro Manila Skyway (SMMS) and for the integrated Stage 1 and Stage 2 of the SMMS commenced on October 10, 1999 and April 25, 2011, respectively. In January 2021, Stage 3 was opened for motorists.

Cash Dividends. On January 25, 2024 and September 16, 2024, MSIHI's BOD declared cash dividends amounting to ₱102.4 million and ₱115.0 million, respectively. The Company's total share in the dividends declared amounting to ₱99.3 million and ₱111.5 million were received on May 15, 2024 and October 16, 2024, respectively. There were no outstanding dividends receivable from MSIHI as at December 31, 2024.

On March 3, 2025, MSIHI's BOD declared cash dividend amounting to ₱46.3 million. The Company's share in the dividends declared amounting to ₱45.0 million was paid on March 7, 2025. There was no outstanding dividend receivable from MSIHI as at December 31, 2025.

Investment in Dibztech

On November 27, 2020, MPTC acquired 1,980,000 shares of stock representing 100% ownership of Dibztech, Inc. for a total consideration of ₱57.4 million, including acquisition related costs of ₱0.8 million. Dibztech is a tech mobility service provider engaged in operation and maintenance of parking facilities within Metro Manila. Payment of the purchase price will be 85% at the closing date and the remaining 15% will be paid on the post-closing date. The remaining 15% amounting to ₱8.5 million was paid in 2021.

In 2020, the Company infused a total of ₱3.7 million to Dibztech for the purpose of acquiring additional shares. However, in 2021, the amount was reclassified to "Due from related parties" account, as the Company assessed that this was not intended for capital infusion. In 2022, the investment in Dibztech decreased by ₱0.8 million primarily attributed to return of capital in the same year.

Investment in NLEX Corporation

NLEX Corp., a company incorporated in the Philippines, is the concession holder of the North Luzon Expressway (NLEX) until December 31, 2037. In October 2015, NLEX Corp. was awarded the concession for the 94-kilometer (km) Subic-Clark-Tarlac Expressway (SCTEX) until October 30, 2043. In November 2016, NLEX Corp. was awarded the concession for the 8-km elevated NLEX-South Luzon Expressway (SLEX) Connector Road Project (NLEX-SLEX Connector Road). As at May 10, 2024, the construction of NLEX-SLEX Connector Road Section 1 is 100% complete, while the construction of Section 2 is still ongoing. Full completion of the project is dependent on the completion of the interconnection structure that will connect the NLEX-SLEX Connector Road Section 2 to the Metro Manila Skyway Stage 3.



On August 2, 2024, MPTC completed its purchase of 2.61% ownership interest in NLEX Corp. from the Republic of the Philippines (ROP) for ₱2.35 billion, increasing MPTC's effective ownership interest in NLEX Corp. to 77.74%.

On March 13, 2025, the Company and the ROP entered into a Sale and Purchase Agreement involving the sale of 47,596 NLEX Corp. shares (0.25% interest in NLEX) owned by the ROP to the Company for a cash consideration of ₱242 million, resulting to an increase in the direct ownership of the Company in NLEX Corp. to 73.32% (from 73.06% as at December 31, 2024).

On March 14, 2025, the Company purchased the remaining shares of MPTNI to become its wholly-owned subsidiary (refer to disclosure on Investment in Egis Investment Partners Philippines, Inc. below). Thereafter, as of March 14, 2025, the Company's effective ownership interest in NLEX Corp. has increased to 83.84% (from 77.74% as at December 31, 2024).

Cash Dividends. On April 16, August 13 and December 15, 2024, NLEX Corp. declared cash dividends amounting to ₱1,054.0 million, ₱3,916.3 million and ₱2,000.0 million, respectively. The Company's total share in the dividends declared amounted to ₱5,068.6 million. The Company received ₱746.0 million and ₱2,861.3 million on April 29 and September 4, 2024, respectively. The outstanding dividends receivable from NLEX Corp. amounted ₱1,461.2 million as at December 31, 2024.

On March 19 and June 20, 2025, NLEX Corp. declared cash dividends amounting to ₱2,531.9 million and ₱5,006.7 million, respectively. The Company's total share in the dividends declared amounted to ₱5,527.0 million. The Company received dividend payments of ₱500.0 million, ₱1,356.6 million, and ₱3,670.6 million on March 14, March 31, and July 1, 2025, respectively. As at December 31, 2024, dividends receivable from NLEX Corp. amounted to ₱1,461.2 million, which were subsequently received by the Company in two tranches on February 26 and March 7, 2025. There were no outstanding dividends receivable from NLEX Corp. as at December 31, 2025.

Investment in MPT North, Inc.
MPTNI, a company incorporated in the Philippines, owns 10.2% of NLEX Corp. as at December 31, 2023.

In 2024, the Company infused a total amount of ₱36.53 million for the purpose of subscribing additional shares. A portion of this amount was applied to the subscription price of 17,357 common shares at ₱100 per share for a total amount of ₱1.74 million, resulting in advances for future stock subscription of ₱34.8 million as at December 31, 2024.

The Company's ownership interest in MPTNI, thru its merger with MPT North, increased to 44.6% as at December 31, 2024 from 42.8% as at December 31, 2023.

On March 14, 2025, EGIS Projects SAS (EGIS) (formerly Egis Projects SA) and the Company entered into a Deed of Absolute Sale of Shares involving the sale of 307,560 MPTNI shares to the Company, resulting to the Company owning 100% of MPTNI (from 44.6% as at December 31, 2024) for a cash consideration of ₱5.5 billion. On the same date, the Company, EGIS, and MPTNI, entered into a Deed of Assignment of Receivables involving the assignment of ₱199.2 million receivable of EGIS from MPTNI to the Company for cash. As of March 14, 2025, MPTNI's direct ownership in NLEX Corp. increased to 10.53% immediately after its purchase of 6,835 NLEX Corp. shares (0.04% interest in NLEX) from the ROP on March 13, 2025 (from 10.49% as at December 31, 2024).

In 2025, MPTNI's BOD declared ₱435.3 million and ₱527.1 million on April 14 and July 1, 2025, respectively. The Company's total share in the dividends declared amounting to ₱962.4 million. The



Company received ₱435.3 million and ₱527.1 million on April 16 and July 1, 2025, respectively. There was no outstanding dividends receivable from MPTNI as at December 31, 2025.

Investment in and advances to MPT Asia

On February 16, 2021, MPTC, through its wholly owned subsidiary, FPM Tollway (Thailand) Limited, entered into share purchase agreements (SPAs) with several parties to sell 100% of its shareholdings in AIFT. The total price for shares amounted to USD149.3 million which was paid in cash by the buyers on February 19, 2021, closing date of the transaction.

Cash Dividends. No dividends were declared in 2025 and 2024.

Investment in CII B&R

CII B&R and its subsidiaries are primarily engaged in the construction, development and operation in urban infrastructure sector under the BOT contracts and Built-Transfer contracts. CII B&R is incorporated in Vietnam and listed in Ho Chi Minh City Stock Exchange.

In 2024, CII B&R's BOD declared and paid cash dividends amounting to ₱98.6 million. During the same year, the Company also received its share in the dividends declared in 2020, 2022 and 2023 with an aggregate amount of ₱393.2 million.

In 2025, CIIB&R's BOD declared and paid cash dividends amounting to ₱229.2 million. There was no outstanding dividends receivable from CIIB&R as at December 31, 2025.

Investment in and advances to MPT Asia Singapore

MPT Asia Singapore was incorporated in June 2018 in the Republic of Singapore with a primary purpose to engage as foreign holding company for the Company's foreign investments. MPT Asia Singapore holds 100% ownership interest in Metro Pacific Tollways Vietnam Company Limited (MPT Vietnam), CAIF III Infrastructure Holdings Sdn Bhd (CAIF), and CIIF Infrastructure Holdings Sdn Bhd Malaysia (CIIF).

MPT Asia Singapore holds 100% ownership interest in Metro Pacific Tollways Vietnam Company Limited (MPT Vietnam), CAIF III Infrastructure Holdings Sdn Bhd (CAIF), CIIF Infrastructure Holdings Sdn Bhd Malaysia (CIIF) and PT Metro Pacific Tollways Indonesia Services (PT MPTIS). PT MPTIS was incorporated in 2023 with a primary purpose to engage as holding company for the Company's investments in Indonesia.

MPT Asia Singapore, through its wholly-owned subsidiary, PT MPTI has interest in PT Nusantara Infrastructure Tbk (PT Nusantara) which is a publicly listed limited liability company duly established and existing under the laws of the Republic of Indonesia. Its infrastructure portfolio in Indonesia includes toll roads, ports, energy and water. As at December 31, 2022, PT MPTI's effective ownership in PT Nusantara is 76.31% (on the basis of issued and outstanding shares).

On December 13, 2023, PT MPTI and PT MPTIS executed a Conditional Share Sale and Purchase Agreement (CSPA). PT MPTI agreed to sell and transfer its entire stake of 13,220,263,850 shares, representing 76.31% of the issued and paid-up capital of PT Margautama Nusantara (MUN), an indirect subsidiary of MPTC, to PT MPTIS. The share transfer was completed through Indonesia Stock Exchange (IDX) on December 22, 2023, at a price of IDR238 per share with transaction price of IDR3,146 billion.

On January 8, 2024, PT Metro Pacific Tollways Indonesia Services ("MPTIS") sent a letter to the Financial Services Authority, Otoritas Jasa Keuangan ("OJK"), involving the Voluntary Tender Offer ("VTO") of 4,104,990,344 shares representing 23.7% of the total outstanding shares in PT Nusantara.



On March 15, 2024, the plan was approved with VTO period from March 19, 2024 to April 17, 2024 and further extended until June 14, 2024. During the VTO period, a total of 3,794,727,358 common shares, representing 21.9% of PT Nusantara's total issued and outstanding common shares, were validly tendered and accepted by the shareholders. The tendered shares were crossed through the Indonesian Stock Exchange facilitated by BCA Sekuritas on various dates (April 24, May 29 and June 25, 2024) and settled at the final tender price of IDR 250 per share. On December 3, 2024, OJK approved the extension for Voluntary Tender Offer ("VTO") period from December 6, 2024 to March 5, 2025. In 2025, a total of 189,065,666 common shares, which represent 1.09% of the total issued and outstanding common shares in PT Nusantara, were crossed through Indonesia Stock Exchange (IDX) facilitated by BCA Sekuritas and settled at the final tender price of IDR 250 per share, thus increasing the ownership interest of MPTIS in PT Nusantara to 99.3%.

As at December 31, 2025 and 2024, PT MPTIS has a total of 17,014,991,208 and 13,220,263,850 shares in PT Nusantara, respectively, representing an effective ownership of 98.2% and 76.31% (on the basis of issued and outstanding shares).

Advances for Future Stock Subscription. In 2024, the Company infused a total of ₱24,309.8 million for the purpose of subscribing shares in MPT Asia Singapore. A portion of this amount was applied to the subscription of 180,265,582 shares for a total consideration of ₱6,132.1 million, resulting in advances for future stock subscription of ₱22,102.0 million as at December 31, 2025 and 2024.

Acquisition of NCI in Jasa Marga Jalanlayang Cikampek (JJC). On June 30, 2022, MUN, in which it holds an aggregate equity interest of 89.66%, entered into a Conditional Share and Purchase Agreement (the Agreement) with Perusahaan Perseroan (Persero) PT Jasa Marga (Indonesia Highway Corporatama), Tbk. (Jasa Marga) to acquire 40% of the outstanding shares of JJC.

JJC is the concession holder of Jakarta-Cikampek Elevated (Japex) toll road, which is a 38km fully elevated toll road forming part of the trans-java network, which serves as an entry/exit gate from Jakarta (capital city) to West, Central, and East Java. Japex has been in operation since December 12, 2019.

MUN entered into the agreement to acquire a total of 2,265,778 shares, representing 40% of the outstanding shares of JJC, for a total consideration of up to IDR4,389,000.0 million or ₱16,200.0 million. The acquisition will be implemented through secondary shares acquired from Jasa Marga. In July 2023 and September 2023, the Company recorded attributable transaction costs of ₱1,110.7 million in connection with the acquisition of JJC.

Acquisition of Interest in Jasamarga Transjawa Tol ("JTT"). On June 28, 2024, MPTC through its wholly-owned indirect subsidiaries, MPTIS and a 60.4%-owned subsidiary MUN, partnered with WIPL to enter into agreements with Koperasi Konsumen Karyawan Jalin Margasejahtera ("KKJM") and PT Jasa Marga (Persero) Tbk ("JM") to acquire a total of 35.0% equity interest in JTT. The total consideration is IDR15.8 trillion (approximately ₱58 billion) with a maximum additional earn-out payment of IDR250 billion (approximately ₱925.0 million).

Upon closing of the transaction on September 27, 2024, MPTC owns 22.9% effective ownership interest in JTT for a consideration of IDR10.4 trillion (approximately ₱38 billion), exclusive of transaction costs. The consideration has been paid 60% upon closing and 40% in December 2024.

As of December 31, 2024, the Company has paid and recorded attributable transaction costs amounting to ₱752.7 million in connection with the acquisition of JTT.



JTT was established in June 2017. It is principally engaged in the management, security, and operation of the Trans-Java Toll Road Segments in Java, Indonesia which has been in operation since 1983, with a total length of approximately 676-kilometer. It holds concessions for 13 toll road assets with concession periods ranging from 35 to 50 years and will expire between 2044 and 2066. The toll roads are strategically located across Java, connecting the country's economic center, major cities, industrial hubs, and tourist areas on an island that is home to a population of approximately 159 million, representing 57% of the total population and of the gross domestic product of Indonesia.

7. Other Current Assets

	2025	2024
Input VAT	**₱83,539,445**	₱90,410,395
Prepayments	**39,183,818**	39,575,787
Deferred input VAT	**–**	197,032
	₱122,723,263	₱130,183,214

Input VAT pertains to the indirect tax paid by the Company in excess of the VAT from sales of goods and/or services (output VAT), which can be applied for the following year.

Prepayments pertain to prepaid service fees for the maintenance of the Company's payroll software, subscriptions, vehicle insurance and rental payments.

Deferred input VAT pertains to input VAT arising from the purchase of capital assets and services to suppliers that can be claimed as credit against the Company's future output VAT liabilities.

8. Financial Assets at FVTPL

As at December 31, 2025 and 2024, financial assets at FVTPL consist of investments in UITFs. UITFs are ready-made investments that allow the pooling of funds from different investors with similar investment objectives. These are managed by professional fund managers and are invested in various financial instruments such as money market securities, bonds and equities, which are normally available to bigger investors only. A UITF uses the mark-to-market method in valuing the fund's securities. It is a valuation method which calculates the Net Asset Value (NAV) based on the estimated fair market value of the assets of the fund based on prices supplied by independent sources.

The movement in the financial assets at FVTPL is presented below as follows:

	2025	2024
Balance at beginning of year	**₱7,462,717**	₱55,677,707
Additions	**4,698,000,010**	1,797,209,025
Sale of financial assets	**(3,898,000,010)**	(1,845,732,943)
Change in fair value of financial assets at FVTPL	**–**	308,928
Balance at end of year	**₱807,462,717**	₱7,462,717

Realized gain resulting from the sale of financial assets at FVTPL amounted to ₱14.7 million and ₱14.7 million, for the years ended December 31, 2025 and 2024, respectively. Unrealized gain resulting from the changes in fair value of financial assets at FVTPL amounted to nil and



₱0.3 million, for the years ended December 31, 2025 and 2024, respectively. These are presented under "Other income - net" in the parent company statements of comprehensive income.

9. Property and Equipment

	2025			
	Leasehold Improvements	**Transportation Equipment**	**Office Equipment and Others**	**Total**
Cost:				
Balance at beginning of year	**₱24,395,017**	**₱69,305,243**	**₱20,192,322**	**₱113,892,582**
Additions	**–**	**9,254,881**	**2,378,589**	**11,633,470**
Balance at end of year	**24,395,017**	**78,560,124**	**22,570,911**	**125,526,052**
Accumulated depreciation:				
Balance at beginning of year	**18,309,838**	**34,766,950**	**13,297,802**	**66,374,590**
Depreciation (Note 18)	**4,083,529**	**10,953,781**	**2,215,375**	**17,252,685**
Balance at end of year	**22,393,367**	**45,720,731**	**15,513,177**	**83,627,275**
Net Book Value	**₱2,001,650**	**₱32,839,393**	**₱7,057,734**	**₱41,898,777**

	2024			
	Leasehold Improvements	Transportation Equipment	Office Equipment and Others	Total
Cost:				
Balance at beginning of year	₱24,453,157	₱48,595,515	₱18,745,262	₱91,793,934
Additions	–	20,709,728	1,447,060	22,156,788
Retirement	(58,140)	–	–	(58,140)
Balance at end of year	24,395,017	69,305,243	20,192,322	113,892,582
Accumulated depreciation:				
Balance at beginning of year	10,890,773	25,997,720	10,706,310	47,594,803
Depreciation (Note 18)	7,477,205	8,769,230	2,591,492	18,837,927
Retirement	(58,140)	–	–	(58,140)
Balance at end of year	18,309,838	34,766,950	13,297,802	66,374,590
Net Book Value	₱6,085,179	₱34,538,293	₱6,894,520	₱47,517,992

The cost of fully depreciated property and equipment that are still in use amounted to ₱29.7 million as at December 31, 2025 and 2024.

10. Intangible Assets

Movements in this account are as follows:

	2025		
	Franchise	**Software**	**Total**
Cost:			
Balance at beginning of year	**₱100,000,000**	**₱117,404,127**	**₱217,404,127**
Additions	**–**	**13,296,720**	**13,296,720**
Balance at end of year	**100,000,000**	**130,700,847**	**230,700,847**

(Forward)

	2025		
	Franchise	**Software**	**Total**
Accumulated amortization:			
Balance at beginning of year	**₱–**	**₱13,163,230**	**₱13,163,230**
Amortization (Note 18)	**–**	**2,587,976**	**2,587,976**
Balance at end of year	**–**	**15,751,206**	**15,751,206**
Net Book Value	**₱100,000,000**	**₱114,949,641**	**₱214,949,641**

	2024		
	Franchise	Software	Total
Cost:			
Balance at beginning of year	₱100,000,000	₱245,137,487	₱345,137,487
Additions	–	82,990,822	82,990,822
Reclassification	–	(174,351,011)	(174,351,011)
Reversal	–	(36,373,171)	(36,373,171)
Balance at end of year	100,000,000	117,404,127	217,404,127
Accumulated amortization:			
Balance at beginning of year	–	10,656,430	10,656,430
Amortization (Note 18)	–	2,506,800	2,506,800
Balance at end of year	–	13,163,230	13,163,230
Net Book Value	₱100,000,000	₱104,240,897	₱204,240,897

Franchise
Franchise pertains to the Company's professional basketball team, NLEX Road Warriors, which participates in the Philippine Basketball Association (PBA). The income declared by PBA for the years ended December 31, 2025 and 2024 are nil and ₱5.6 million, respectively.

Impairment Testing of Franchise
The intangible asset (franchise) acquired by the Company has been determined to have an indefinite useful life. As at December 31, 2025 and 2024, the intangible asset was tested for impairment.

The recoverable amount of the franchise has been determined using its fair value less cost of disposal (FVLCD) as of impairment testing date. The Company used market approach in determining the fair value of the intangible asset (franchise) in reference to prices generated in similar recent transactions from other market participants involving identical or comparable assets. The Company adjusted the price to account for costs of disposal to determine FVLCD as one of the measures of recoverable amount required by PAS 36, *Impairment of Assets*. Based on the impairment testing, management did not identify any impairment loss for this intangible asset (franchise) as FVLCD approximates the carrying amount of the intangible asset (franchise). The FVLCD of the franchise is classified under Level 2 of fair value hierarchy.

Software
Software pertains to computer software relating to the Company's accounting, reporting and asset management systems with estimated useful lives of five (5) years.

In 2024, additions to software amounting to ₱83.0 million pertain to the Company's various digitalization projects for its subsidiaries' toll operations. Reclassification amounting to ₱174.4 million pertains to the transfer of Multi-Lane Free Flow project charges to NLEX. Reversal amounting ₱36.4 million pertains to prior year transactions that did not materialize.

In 2025, additions to software amounting to ₱13.2 million pertains to accrual of professional fees related to group reporting software project of the Company and performance testing of Company's software during the year.

11. Other Noncurrent Assets

	2025	2024
Creditable withholding taxes	**₱223,664,764**	₱215,934,720
Deferred charges	**114,538,426**	28,676,467
Deposits	**9,404,821**	9,337,807
	₱347,608,011	₱253,948,994

Creditable withholding taxes are the amounts withheld by the payees which the Company can claim as tax credits against income tax payable.

Deferred charges pertain to the deferred project costs that have been paid in advance by the Company.

Deposits pertain to cash deposits to various contractors made in relation to lease and construction agreements.

12. 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 entities.

In considering each possible related entity relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The following table provides the total amount of significant transactions as at December 31:

Related Party	Relationship	Year	Dividend income (Note 6)	Management fees	Outside services (Note 18)	Other income	Total
NLEX Corp.	Subsidiary	**2025**	**₱5,527,004,471**	**₱27,060,967**	**₱–**	**₱136,041,271**	**₱5,690,106,709**
		2024	5,068,601,008	30,952,185	37,556,263	–	5,137,109,456
CIC	Subsidiary	**2025**	**–**	**2,571,950**	**–**	**6,486,027**	**9,057,977**
		2024	–	5,457,071	–	–	5,457,071
MSIHI	Subsidiary	**2025**	**45,000,000**	**–**	**–**	**–**	**45,000,000**
		2024	210,875,283	–	–	–	210,875,283
MHI	Subsidiary through MPT South	**2025**	**–**	**8,342,192**	**–**	**6,361,347**	**14,703,539**
		2024	–	5,457,071	–	–	5,457,071
CCLEC	Subsidiary through MPT Vizmin	**2025**	**–**	**3,220,487**	**–**	**5,845,131**	**9,065,618**
		2024	–	3,220,487	–	–	3,220,487
MPT Mobility	Subsidiary	**2025**	**–**	**7,111,705**	**–**	**12,705,352**	**19,817,057**
		2024	–	5,814,633	–	–	5,814,633
CII B&R	Associate	**2025**	**229,231,752**	**–**	**–**	**–**	**229,231,752**
		2024	98,587,658	–	–	–	98,587,658
MPTNI	Join Venture	**2025**	**962,448,525**	**–**	**–**	**–**	**962,448,525**
		2024	–	–	–	–	–
ESC	Subsidiary	**2025**	**–**	**4,517,560**	**–**	**4,609,165**	**9,126,725**
		2024	–	1,923,414	–	–	1,923,414

(Forward)

Related Party	Relationship	Year	Dividend income (Note 6)	Management fees	Outside services (Note 18)	Other income	Total
SAVVICE	Subsidiary through MPTDI	**2025**	**₱–**	**₱1,923,414**	**₱2,754,849**	**₱9,604,503**	**₱14,282,766**
		2024	–	1,923,414	2,506,838	–	4,430,252
MPTSMC	Subsidiary	**2025**	**–**	**–**	**–**	**16,089,911**	**16,089,911**
		2024	–	–	–	–	–
MPTDI	Subsidiary	**2025**	**–**	**–**	**–**	**4,908,039**	**4,908,039**
		2024	–	–	–	–	–
PT MPTIS	Subsidiary through MPT Asia	**2025**	**–**	**–**	**–**	**7,282,047**	**7,282,047**
		2024	–	–	–	–	–
MPT Vizmin	Subsidiary	**2025**	**–**	**–**	**–**	**1,979,636**	**1,979,636**
		2024	–	–	–	–	–
Others	Other related parties	**2025**	**–**	**–**	**–**	**16,275,145**	**16,275,145**
		2024	–	–	–	–	–
Total		**2025**	**₱6,763,684,748**	**₱54,748,275**	**₱2,754,849**	**₱228,187,574**	**₱7,049,375,446**
		2024	₱5,378,063,949	₱54,748,275	₱40,063,101	₱–	₱5,472,875,325

The outstanding balances of receivables from/payables to related parties as at December 31 are as follows:

Related Party	**Relationship**	**2025**	2024	**Terms**	**Conditions**
Amounts due from related parties:					
MPIC	Parent Company	**₱2,455,357**	₱–	On demand; noninterest-bearing	Unsecured; no impairment
PT MPTI	Subsidiary through MPT Asia	**77,102,242**	77,102,242	Long-term receivable; noninterest-bearing	Unsecured; no impairment
PT MPTIS	Subsidiary through MPT Asia	**14,666,338**	6,510,444	On demand; noninterest-bearing	Unsecured; no impairment
MPTDI	Subsidiary	**177,121,876**	171,723,033	On demand; noninterest-bearing	Unsecured; no impairment
Dibztech	Subsidiary	**21,425,714**	21,425,714	On demand; noninterest-bearing	Unsecured; no impairment
SAVVICE	Subsidiary through MPTDI	**14,296,376**	1,865,711	On demand; noninterest-bearing	Unsecured; no impairment
NLEX Corp.	Subsidiary	**175,452,907**	14,325,738	On demand; noninterest-bearing	Unsecured; no impairment
MPT Mobility	Subsidiary	**72,356,705**	50,978,170	On demand; noninterest-bearing	Unsecured; no impairment
CIC	Subsidiary	**4,936,141,955**	5,438,432	On demand; noninterest-bearing	Unsecured; no impairment
MHI	Subsidiary	**5,877,538,324**	5,293,359	On demand; noninterest-bearing	Unsecured; no impairment
CCLEC	Subsidiary through MPT Vizmin	**27,397,737**	20,968,092	On demand; noninterest-bearing	Unsecured; no impairment
CIIF	Subsidiary through MPT Asia (SG)	**10,640,056**	7,736,683	On demand; noninterest-bearing	Unsecured; no impairment
MPT South	Subsidiary	**348,517,198**	348,517,198	On demand; noninterest-bearing	Unsecured; no impairment
MPT Vizmin	Subsidiary	**102,420,044**	100,297,607	On demand; noninterest-bearing	Unsecured; no impairment
Maynilad	Under common control	**2,853,518**	175,223	On demand; noninterest-bearing	Unsecured; no impairment
MPT North, Inc.	Subsidiary	**320,275**	276,181,874	On demand; noninterest-bearing	Unsecured; no impairment
PT Nusantara	Subsidiary through PT MPTIS	**99,489,140**	99,489,140	On demand; noninterest-bearing	Unsecured; no impairment
MPTSMC	Subsidiary through MPT South	**19,412,505**	1,713,603	On demand; noninterest-bearing	Unsecured; no impairment
ESC	Subsidiary	**11,317,826**	1,865,711	On demand; noninterest-bearing	Unsecured; no impairment
MPT Asia – SG	Subsidiary	**9,899,021**	886,897	On demand; noninterest-bearing	Unsecured; no impairment
PLDT	Associate of FPC	**37,200**	–	On demand; noninterest-bearing	Unsecured; no impairment
		12,000,862,314	1,212,494,871		
Less current portion		**11,923,760,072**	1,135,392,629		
Noncurrent portion		**₱77,102,242**	₱77,102,242		
Amounts due to related parties:					
MPIC	Parent Company	**₱4,717,926**	₱19,743,920	On demand; noninterest-bearing	Unsecured
MPT Mobility	Subsidiary	**7,063,941**	6,652,384	On demand; noninterest-bearing	Unsecured
NLEX Corp.	Subsidiary	**146,607,237**	65,879,167	On demand; noninterest-bearing	Unsecured
MPTDI	Subsidiary	**5,943,557**	5,943,557	On demand; noninterest-bearing	Unsecured

(Forward)

Related Party	Relationship	2025	2024	Terms	Conditions
CIC	Subsidiary	**₱2,987,391**	₱2,987,391	On demand; noninterest-bearing	Unsecured
MHI	Subsidiary through MPT South	**7,046,856**	7,233,236	On demand; noninterest-bearing	Unsecured
SAVVICE	Subsidiary through MPTDI	**8,654,592**	7,356,397	On demand; noninterest-bearing	Unsecured
PT MPTI	Subsidiary through MPT Asia (SG)	**7,315**	7,315	On demand; noninterest-bearing	Unsecured
PT MPTIS	Subsidiary through MPT Asia (SG)	**313,520**	313,520	On demand; noninterest-bearing	Unsecured
ESC	Subsidiary	**7,300**	7,300	On demand; noninterest-bearing	Unsecured
PLDT Inc.	Associate of FPC	**10,424,926**	10,233,780	On demand; noninterest-bearing	Unsecured
CCLEC	Subsidiary through MPT Vizmin	**104,767**	104,767	On demand; noninterest-bearing	Unsecured
MPTSMC[(a)]	Subsidiary through MPT South	**2,713,695**	2,713,695	On demand; noninterest-bearing	Unsecured
MPT Asia- SG	Subsidiary	**388,131,941**	–	On demand; noninterest-bearing	Unsecured
Others	Other related parties	**371,414**	737,952	On demand; noninterest-bearing	Unsecured
		₱585,096,378	₱129,914,381		

Transactions with Subsidiaries, Joint Venture and Associate

- In 2024, the Company initially paid first billing of certain expenses on behalf of NLEX, CIC, MPCALA, and MPT Mobility and then later on were billed separately the remaining tranches, as well as SBLC costs on behalf of MUN. In 2024, the Company paid remaining billings of certain expenses on behalf of CIC, NLEX, MPCALA, SAVVICE, CCLEC and initially paid billings of certain expenses on behalf of NLEX, CIC, ESC, MPT Mobility, SAVVICE and CCLEC. Remaining expenses paid in 2024 on behalf of CIC, NLEX, MPCALA, SAVVICE, CCLEC were subsequently billed to the related parties in 2025.

  In 2024, the PT MPTI paid certain expenses on behalf of the Company related to media visit transportation expenses. As of December 31, 2025, these expenses remain outstanding.

- In 2025 and 2024, the Company incurred expenses related to equipment and janitorial services provided by SAVVICE amounting to ₱2.7 million and ₱2.5 million, respectively. The Company also incurred salaries expenses for administrative services provided by NLEX employees amounting to nil and ₱37.6 million, respectively. The expenses are reported under "Outside services" account (see Note 18).

- In 2025, the Company billed intercompany charges (other than management fees) amounting to ₱211.9 million, recognized as part of "Other income - net" in the parent company statements of comprehensive income (nil in 2024).

Transactions with Other Related Parties

- Compensation of key management personnel of the Company are as follows:

	2025	2024
Short-term employee benefits	**₱136,823,855**	₱143,766,947
Retirement expense (Note 19)	**1,290,907**	6,658,379
	₱138,114,762	₱150,425,326

- The Company acts as a surety or co-obligor with certain Company officers for the payment of valid corporate expenses through the use of corporate credit cards at specified approved amounts up to ₱500,000.

- The Company paid directors fees amounting to ₱1.03 million and ₱1.12 million for the years ended December 31, 2025 and 2024, respectively (see Note 18).

- In 2025, the Company billed intercompany charges to MPIH (shareholder), MPIC, Meralco, Smart Communications Inc. (associate of FPC), PLDT, Maynilad and Landco Pacific Corporation (under common control) amounting to ₱1.6 million, ₱2.2 million, ₱4.0 million, ₱2.0 million, ₱2.0 million, ₱2.5 million and ₱2.0 million, respectively. These are recognized as part of "Other income - net" in the parent company statements of comprehensive income (nil in 2024).

Settlement of outstanding balances at year-end occurs in cash.

13. Accounts Payable and Other Current Liabilities

This account consists of:

	2025	2024
Interest payable	**₱975,671,146**	₱534,079,025
Accounts payable	**153,731,287**	76,327,809
Accrued expenses	**99,056,699**	85,019,668
Withholding tax payable	**23,243,288**	40,480,557
Output VAT - deferred	**2,032,470**	2,032,470
Other payables	**50,402,575**	14,493,145
	₱1,304,137,465	₱752,432,674

Accounts payable and accrued expenses are noninterest-bearing and are normally settled within one (1) year.

Interest payable pertains to short-term and long-term debts of the Company in which settlement is within six (6) months to one (1) year. Interest expense amounted to ₱2,681.9 million and ₱1,831.1 million for the years ended December 31, 2025 and 2024, respectively (see Note 15).

Withholding tax payable refers to the Company's fringe benefit tax liability, amounts withheld from employee compensation, and amounts withheld from payments made to suppliers of goods and services, all of which will be settled within the next financial year.

Deferred output VAT pertains to accrued VAT liabilities for the Company's billed services, prior to the implementation of EOPT Act, that are not yet collected as at reporting date.

Other payables include those mandatory contributions such as SSS and/or HDMF contributions, and other current liabilities.

14. Leases

On August 1, 2021, the Company entered into a lease contract with Rockwell Land Corporation, lessor, for the lease of office space and parking space. The term of the contract covers August 1, 2021 up to January 31, 2027.

On February 20, 2023, the Company entered into a lease contract with PLDT, Inc. for the lease of office space and parking space. The term of the contract covers February 20, 2023 to February 19, 2026. In 2025, the Company recognized a loss on pre-termination of lease amounting to

₱0.2 million recorded under "Other income - net" in the parent company statements of comprehensive income.

The rollforward analysis of ROU assets follows:

	2025	2024
Cost		
Balance at beginning of year	**₱32,541,648**	₱30,717,634
Pre-termination	**(4,605,447)**	–
Adjustment	–	1,824,014
Balance at end of year	**27,936,201**	32,541,648
Accumulated Depreciation		
Balance at beginning of the year	**20,168,747**	12,752,828
Depreciation (Note 18)	**5,290,149**	7,415,919
Pre-termination	**(2,942,370)**	–
Balance at end of the year	**22,516,526**	20,168,747
Net Book Value	**₱5,419,675**	₱12,372,901

The carrying amounts of lease liabilities and the movements during the year:

	2025	2024
Balance at beginning of year	**₱13,201,333**	₱17,985,648
Accretion of interest	**708,359**	299,606
Payments	**(1,360,413)**	(6,907,935)
Pre-termination	**(1,420,690)**	1,824,014
Balance at end of year	**₱11,128,589**	₱13,201,333
Current portion	**₱6,308,680**	₱7,097,872
Noncurrent portion	**4,819,909**	6,103,461
	₱11,128,589	₱13,201,333

Shown below is the maturity analysis of the undiscounted lease payments as at December 31:

	2025	2024
One year	**₱6,308,680**	₱7,239,720
More than one year to three years	**4,819,909**	6,046,050

15. Short-Term and Long-Term Debt

This account consists of:

	2025	2024
Short-term debt	**₱11,627,000,000**	₱31,267,000,000
Current portion of long-term debt	**2,671,366,959**	1,589,641,380
Noncurrent portion of long-term debt	**78,742,983,261**	30,497,225,447
	₱93,041,350,220	₱63,353,866,827

Short-Term Debt

The movements in short-term debt are as follows:

	2025	2024
Balance at beginning of year	**₱31,267,000,000**	₱–
Debt availments	**27,700,000,000**	34,567,000,000
Debt payments	**(47,340,000,000)**	(3,300,000,000)
Balance at end of year	**₱11,627,000,000**	₱31,267,000,000

In June 2024, MPTC availed short-term debt with a 6-month term from Metropolitan Bank & Trust Company (MBTC) totaling to an aggregate amount of ₱3,300.0 million with annual interest rate of 6.6%. The proceeds were used to finance the equity requirements of Cavite Laguna Expressway (CALAX) Construction. In December 2024, MPTC converted these short-term debts to term debt with a maturity date of July 14, 2034, with annual principal repayments every July.

On July 11, 2024, MPTC availed a short-term debt with a 6-month term from MBTC amounting to

₱487.0 million with an annual interest rate 6.7%. The proceeds were used to finance the equity requirements of CALAX Construction. In January 2025, the debt was converted to term debt with a maturity date of July 14, 2034, with annual principal repayments every July.

In August 2024, MTPC availed short-term debt from MBTC amounting to ₱950.0 million (for CCLEX project financing), ₱770.0 million and ₱496.0 million (for C5 Southlink project financing) with an annual interest rate of 6.1% and subject to a term of 186 days, 170 days, and 160 days, respectively. In February 2025, the debts were converted to term debt with a maturity date of July 14, 2034, with annual principal repayments every July.

In September 2024, MPTC entered into a short-term debt with Rizal Commercial Banking Corporation (RCBC) amounting to ₱7,200.0 million to finance the first installment payment of the consideration on the acquisition of shares in JTT. The debt is subject to an annual interest rate of 6.5% with maturity on March 18, 2025. The debt was rolled over with a revised maturity date in September 2025.

In October 2024, MPTC availed an additional short-term debt with MBTC amounting to ₱900.0 million with an annual interest rate of 6.5% to finance the CALAX Construction. In February 2025, the debt was converted to term debt with a maturity date of July 14, 2034, with annual principal repayments every July.

In November 2024, MPTC entered into various short-term debts maturing in various dates until November 2025:

a. ₱1,137.0 million with Security Bank Corporation (SBC), as advances to CCLEX (₱537.0 million) and CIC (₱600.0 million), subject to 6.15% interest rate and original maturity date of February 2025. The debts were rolled over with a revised maturity date of June 2025;
b. ₱6,000.0 million with BPI, for the deferred payment of the JTT consideration in December 2024, subject to 5.95% interest rate and original maturity date of May 2025. The debt was rolled over with a revised maturity date of August 2025;
c. ₱8,000.0 million with MBTC, for the deferred payment of the JTT consideration in December 2024, subject to 6% interest rate and original maturity date of May 2025. The debt was rolled over with a revised maturity date of November 2025; and

d. ₱3,577.0 million with BPI, for the Nusantara Privatization, subject to 5.95% interest rate and original maturity date of May 2025. The debt was rolled over with a revised maturity date of August 2025.

In December 2024, MPTC entered into a short-term debt with Bank of the Philippine Islands (BPI) for an aggregate amount of ₱1,150.0 million, as advances for CIC and CCLEX and payment of transaction costs in JTT acquisition. The debts are subject to an interest ranging from 6% to 6.10% and original maturity date of March 2025. The debts were rolled over with a revised maturity date of August 2025. MPTC also entered into a short-term debt with RCBC for the payment of transaction costs in JTT acquisition amounting to ₱600.0 million, subject to an annual interest of 6.5% and original maturity date of April 2025. The debt was rolled over with a revised maturity date of August 2025.

In 2024, the total interest and debt issue costs on short-term debt amounted to ₱438.7 million and ₱117.8 million, respectively.

On January 22, 2025, MPTC obtained a ₱300.0 million and ₱750.0 million short-term loan from BPI, bearing an annual interest rate of 6.45% and 6.65%, respectively. Proceeds of the loan were utilized to provide advances to CIC and CCLEC, respectively. The loans initially matured on March 31, 2025 and were subsequently renewed.

On April 14, 2025, MPTC obtained a ₱300.0 million, ₱250.0 million and short-term loans from BPI, bearing an annual interest rate of 6.65% with initial maturity on October 14, 2025 and was subsequently renewed. Proceeds of the loans were utilized to provide advances to MPCALA and CIC, respectively. In December 2025, the ₱250.0 million loan with BPI for advances to CIC was fully repaid from the proceeds of the bonds issuance.

In September 2025, the P300.0 million loan (availed in January 2025 for advances to CIC), together with the P550.0 million loan (availed in December 2024 for advances to CIC) and the P300.0 million loan (availed in April 2025 for advances to MPCALA) were refinanced with BPI amounting to ₱1,150 million and was fully paid in December 2025 from the proceeds of the bonds issuance.

In September 2025, the P750.0 million loan (availed in January 2025 for advances to CCLEC) and the P300.0 million loan (availed in December 2024 for JTT transaction costs) with BPI were refinanced with BPI for P1,050.0 million with a new maturity date in August 2026 at an interest rate of 5.6% per annum.

On February 20, 2025, the MPTC made an additional drawdown of ₱650.0 million under a short-term loan facility with SBC. The loan, which carries an annual interest rate of 8.0%, was initially due on July 25, 2025 and was subsequently rolled over. Proceeds were utilized to fund advances to CIC.

In October 2025, the P650.0 million loan with SBC together with existing short-term loans with SBC amounting to P600.0 million (for CIC advances loaned in November 2024) and P537.0 million (for CCLEC advances loaned in November 2024) totaling P1,787.0 million were refinanced with RCBC for a total of P1.7 billion short-term loan with annual interest rate of 5.5% maturing in September 2026.

On March 6, 2025, MPTC availed ₱7.3 billion under its short-term credit facility with MBTC subject to an annual interest rate of 7.0% with initial maturity on September 8, 2025 and in September 2025, the loan was converted to long-term for a period of 10 years maturing in September 2035. Proceeds were designated to finance the acquisition of NLEX and ESC shares.

On April 29, 2025, MPTC availed a ₱600.0 million short-term loan from BPI, with an annual interest rate of 6.45%. The loan had an original term of 90 days with initial maturity on July 29, 2025 which was

subsequently renewed. The proceeds of the loan were utilized for the subscription on the increase in authorized capital stock of ESC.

On May 2, 2025, MPTC secured a ₱700.0 million short-term loan from BPI with an interest rate of 6.45% per annum, originally maturing on July 31, 2025 and was subsequently renewed. The loan proceeds were utilized to extend advances to MPCALA.

In September 2025, the ₱600.0 million loan (loaned in April 2025 for the subscription of ESC) was refinanced with BPI, together with the ₱700.0 million short-term loan (loaned in May 2025 for MPCALA advances), the ₱6.0 billion short-term loan (loaned in November 2024 for JTT deferred consideration), and the ₱3,577.0 million short-term (loaned in November 2024 for privation of PT Nusantara) and, for a total of ₱10,877.0 million subject to a 6.5% annual interest rate with maturity in November 2025. Upon maturity, MPTC partially paid ₱7.3 billion while the remaining balance of ₱3,577.0 million as at December 31, 2025 maturing in January 2026 was subsequently converted to long-term loan maturing in January 2036.

On May 7, 2025, MPTC secured a ₱1.1 billion and ₱500.0 million short-term borrowings from SBC, with a term of one year and an interest rate of 6.65% per annum with the loan proceeds were applied to provide advances to MPCALA and fund LLEX Phase 1, respectively. In December 2025, the ₱1.1 billion loan and the P500.0 million loan from SBC were fully repaid from the proceeds of the bonds issuance.

On May 14, 2025, MPTC made a drawdown of ₱900.0 million from SBC, bearing interest of 6.65% per annum and repayable in one year. The funds were used to provide advances to MPCALA. Prior to maturity, the loan was fully repaid from the proceeds of the bonds issuance in December 2025.

On May 21, 2025, the Company secured a ₱1.05 billion from SBC, payable in one year with interest at 6.65% per annum. The loan proceeds were used for transaction costs related to acquisition of JTT. Prior to maturity, the loan was fully repaid from the proceeds of the bonds issuance in December 2025.

On June 4, 2025, the Company entered into a ₱600.0 million borrowing with RCBC, with 7.0% interest per annum and repayable within 90 days and was subsequently renewed. The loan proceeds were used for JTT financing cost.

On June 19, 2025, MPTC obtained a ₱500.0 million loan from RCBC at 7.0% annual interest and repayable on September 17, 2025 was subsequently renewed. The funds were used to fund for LLEX Phase 1.

In September 2025, the ₱500.0 million loan from RCBC was refinanced with MBTC, together with the ₱600.0 million loan from RCBC (loaned in June 2025 for JTT financing cost) and ₱600.0 million loan from RCBC (loaned in December 2024 for JTT transaction costs), for a total of P1.7 billion with 5.5% interest per annum with original maturity in December 2025 and was subsequently renewed until September 21, 2026.

On July 4, 2025, MPTC availed a P1.0 billion short-term loan with SBC at 8% interest per annum with original maturity in October 2025 and was subsequently renewed. The proceeds of the loan was used for CCLEC's debt service. In December 2025, the loan was fully repaid from the proceeds of the bonds issuance.

In August 2025, MPTC availed short-term loans from Chinabank, amounting to P1.0 billion for advances to CIC and MPTC debt service and P1.0 billion for advances to CIC and LLEX projects, subject to an interest of 6.75% and 6.6%, respectively, with original maturity in January 2026. Prior to maturity, the loans were renewed until April 2026.



On September 12, 2025, MPTC obtained ₱2.5 billion short-term loan from MBTC at 5.5% annual interest with initial maturity on December 11, 2025 was subsequently renewed until September 21, 2026. The funds were used for MPCALA and CIC advances.

On October 29, 2025, MPTC obtained a ₱500.0 million short-term loan with AIB subject to a 6.13% annual interest with initial maturity on December 22, 2025. The funds were used to provide advances for MPCALA and CIC. Prior to maturity, the loan was fully repaid from the proceeds of the bonds issuance in December 2025.

In October 2025, MPTC obtained short-term loans with MBTC amounting to ₱500.0 million and ₱300.0 million subject to an annual interest rate of 5.5% maturing on April 20, 2026 in which the proceeds of the loans were used to provide advances to MPCALA and CIC, respectively.

In November 2025, MPTC converted its P8.0 billion MBTC short-term loan (loaned in November 2024 for the deferred payment on JTT consideration) to term loan for a period of ten (10) years maturing in November 2030 subject to an interest rate of 6.18% with annual principal repayment and semi-annual interest payment.

In February 2025, MPTC converted its existing short-term loans with an aggregate amount of ₱3,603.0 million to term debt and refinanced it under its existing ₱7.0 billion term loan facility with MBTC.

In 2025, the total interest and debt issue costs on short-term debt amounted to ₱2,410.4 million and ₱80.1 million, respectively.

As at December 31, 2025 and 2024, MPTC has outstanding short-term loans amounting to ₱11,627.0 million and ₱31,267.0 million, respectively.

Long-Term Debt

The long-term debt of the Company consists of:

	2025	2024
Peso-denominated debts	**₱62,077,750,000**	₱32,276,250,000
Fixed-rate Bonds	**20,000,000,000**	–
	82,077,750,000	32,276,250,000
Less unamortized debt issue costs	**(663,399,780)**	(189,383,173)
	81,414,350,220	32,086,866,827
Less current portion of long-term debt - net of unamortized debt issue costs of ₱117.9 million and ₱21.8 million as at December 31, 2025 and 2024, respectively	**(2,671,366,959)**	(1,589,641,380)
	₱78,742,983,261	₱30,497,225,447

The movements in long-term debt are as follows:

	2025	2024
Balance as at beginning of year	**₱32,086,866,827**	₱26,749,382,937
Debt availments:		
Principal	**51,503,000,000**	6,397,000,000
Debt issue costs (DIC)	**(518,047,711)**	(47,977,500)
Amortization of debt issue costs	**44,031,104**	25,961,390
Debt repayments	**(1,701,500,000)**	(1,037,500,000)
Balance at end of year	**₱81,414,350,220**	₱32,086,866,827

The movements in unamortized debt issue costs are as follows:

	2025	2024
Balance at beginning of year	**₱189,383,173**	₱167,367,063
Debt issue costs incurred during the year	**518,047,711**	47,977,500
Amortization during the year	**(44,031,104)**	(25,961,390)
Balance at end of year	**₱663,399,780**	₱189,383,173

Total interest expense related to long-term debt are as follows:

	2025	2024
Interest expense	**₱2,637,839,574**	₱1,805,164,996
Debt issue cost amortization	**44,031,104**	25,961,390
	₱2,681,870,678	₱1,831,126,386

Term Loan Facility

BDO - ₱1.5 Billion Loan Facility
On March 9, 2019, MPTC entered into a Term Loan Facility Agreement with Banco De Oro Unibank, Inc. (BDO) for a ₱1,500.0 million unsecured debt due in 2028 for the purpose of partially financing its investments in certain offshore infrastructure companies and for other general corporate purposes. MPTC shall pay semi-annually within ten (10) years commencing on two (2) years after drawdown date.

On April 17, 2018, ₱900 million was drawn from the facility subject to an interest rate of the higher of (i) 5-year PDST-R2 rate on the drawdown date plus a margin of 0.80% per annum; and (ii) 5.3030% per annum, which will be repriced after five (5) years from drawdown date. On the repricing date, an interest rate review shall be undertaken and the applicable interest rate shall be adjusted to a rate equal to the higher of (i) 5-year PDST-R2 rate on the drawdown date plus a margin of 0.84% per annum; and (ii) 5.5264% per annum, for the next five-year tenor of the debt. The interest shall be payable semi-annually. Interest on this debt amounted to ₱39.2 million and ₱46.3 million in 2025 and 2024, respectively.

On April 20, 2021, the Company proposed a re-negotiation of the commercial term of the loan, which took effect on April 26, 2021. BDO agreed to revise the existing rate of the debt to 4.75% per annum divided by the applicable factor, fixed for five (5) years. The interest rate shall be subject to repricing at the end of the fifth (5^{th}) year based on the (i) adjusted interest rate or (ii) the sum of the applicable benchmark rate for the remaining tenor of two (2) years plus a margin of 100 basis points per annum divided by the applicable factor, whichever is higher. Penalty paid for the repriced debt amounted to ₱16.7 million in 2021.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱495.0 million and ₱589.5 million, respectively.

BDO - ₱2.8 Billion Loan Facility
On March 13, 2019, MPTC entered into Term Loan Facility Agreement with BDO for a ₱2,800 million unsecured debt due in 2029 for the purpose of acquiring additional capital stock of MPT North.

On March 15, 2019, the facility was fully drawn, subject to an interest rate equal to the BVAL Reference Rate three (3) consecutive banking days immediately preceding the drawdown date and a margin of 80 basis points per annum divided by 0.99%, which will be repriced after five (5) years from the drawdown date. On the repricing date, an interest rate review shall be undertaken, and the applicable interest rate shall be adjusted equal to the higher of the (i) interest rate on drawdown date and (ii) the rate per annum equal to the sum of the rate equal to the Php BVAL Reference rate three (3) consecutive banking days immediately preceding the repricing date and a margin of 80 basis points per annum divided by 0.95%. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱135.8 million and ₱144.5 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱1,834.0 million and ₱2,103.5 million, respectively.

MBTC - ₱2.0 Billion Facility
On December 9, 2020, MPTC entered into Term Loan Facility Agreement with Metropolitan Bank & Trust Company (MBTC) for a ₱2,000.0 million unsecured debt due in 2029 for the purpose refinancing its short-term debts.

On December 19, 2020, the facility was fully drawn, subject to an interest rate at a rate equal to the Php BVAL reference rate (1) banking day preceding the relevant drawdown date plus a margin of 0.95% basis points per annum, which will be repriced after (5) years from the drawdown date. On the repricing date, and interest rate review shall be undertaken, and the applicable interest rate shall be adjusted to a rate equal to the sum of the Php BVAL Reference Rate one (1) banking day immediately preceding the repricing date plus a margin of 95 basis points (0.95%) per annum. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱81.7 million and ₱92.9 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the loan amounted to ₱1,400.0 million and ₱1,600.0 million, respectively.

RCBC - ₱2.1 Billion Term Loan Facility
On December 16, 2021, MPTC entered into Term Loan Facility Agreement with Rizal Commercial Banking Corporation (RCBC) for a ₱2,100.0 million unsecured debt due in 2031 for the purpose refinancing its short-term debt in the same bank.

On December 17, 2021, the facility was fully drawn, subject to an interest rate at a rate equal to the Php BVAL reference rate (1) banking day preceding the relevant drawdown date plus a margin of 1.0% basis points per annum, which will be repriced after four (4) years from the drawdown date. On the repricing date, and interest rate review shall be undertaken, and the applicable interest rate shall be adjusted to a rate equal to the sum of the Php BVAL Reference Rate one (1) banking day immediately preceding the repricing date plus a margin of 100 basis points (1.0%) per annum. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱84.1 million and ₱91.1 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱1,680.0 million and ₱1,785.0 million, respectively.

BDO - ₱3.1 Billion Term Loan Facility
On May 17, 2022, MPTC entered into Term Loan Facility Agreement with Banco De Oro Unibank, Inc. (BDO) for up to ₱3,100.0 million loan due 2032 for the purpose of partially financing the equity requirements of Cebu Cordova Link Expressway Corporation. MPTC shall pay semi-annually within ten (10) years.

On May 19, 2022, the facility was fully drawn subject to an interest rate at a rate equal to the Php BVAL reference rate (1) banking day preceding the relevant drawdown date plus a margin of 1.0% basis points per annum, which will be repriced after four (4) years from the drawdown date. On the repricing date, and interest rate review shall be undertaken, and the applicable interest rate shall be adjusted to a rate equal to the sum of the Php BVAL Reference Rate one (1) banking day immediately preceding the repricing date plus a margin of 100 basis points (1.0%) per annum. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱178.7 million and ₱188.5 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱2,712.5 million and ₱2,867.5 million, respectively.

MBTC - ₱6.6 Billion Term Loan Facility
On May 13, 2022, MPTC entered into Term Loan Facility Agreement with MBTC for ₱6,600 million due in 2032 for the purpose of refinancing its long-term debts.

On May 16, 2022, the facility was fully drawn subject to an interest rate at a rate equal to the Php BVAL reference rate (1) banking day preceding the relevant drawdown date plus a margin of 1.0% basis points per annum, which will be repriced after four (4) years from the drawdown date. On the repricing date, and interest rate review shall be undertaken, and the applicable interest rate shall be adjusted to a rate equal to the sum of the Php BVAL Reference Rate one (1) banking day immediately preceding the repricing date plus a margin of 100 basis points (1.0%) per annum. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱370.8 million and ₱386.9 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱5,940.0 million and ₱6,270.0 million, respectively.

BPI - ₱1.1 Billion Term Loan Facility
On July 27, 2022, MPTC entered into Term Loan Facility Agreement with Bank of the Philippine Islands (BPI) for a ₱1,100.0 million due 2032 for the purpose of partially financing the equity requirements of CCLEC.

On July 28, 2022, the facility was fully drawn subject to an interest rate at a rate equal to the Php BVAL reference rate (1) banking day preceding the relevant drawdown date plus a margin of 0.75% basis points per annum. On the repricing date, and interest rate review shall be undertaken, and the applicable interest rate shall be adjusted to a rate equal to the sum of the Php BVAL Reference Rate one (1) banking day immediately preceding the repricing date plus a margin of 100 basis points (0.75%) per annum. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱68.8 million and ₱71.4 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱1,045.0 million and ₱1,100.0 million, respectively.



BPI - ₱1.2 Billion Term Loan Facility
On June 15, 2023, MPTC entered into Term Loan Facility Agreement with BPI for a ₱1,200.0 million due in 2033 for the purpose of partially financing the equity requirements of CCLEC and for other general corporate requirements.

On June 16, 2023, the facility was fully drawn subject to an interest rate at a rate equal to the Php BVAL reference rate (1) banking day preceding the relevant drawdown date plus a margin of 0.75% basis points per annum. On the repricing date, and interest rate review shall be undertaken, and the applicable interest rate shall be adjusted to a rate equal to the sum of the Benchmark rate plus a margin of seventy-five basis points (0.75%) per annum or the relevant floor rate, whichever is higher. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱77.8 million and ₱80.9 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱1,140.0 million ₱1,170.0 million.

BPI - ₱2.8 Billion Term Loan Facility
On August 31, 2023, MPTC entered into a Term Loan Facility Agreement with BPI for ₱2,800.0 million due 2033 for the purpose of partially financing the equity requirements of MPCALA Holdings, Inc. ("MPCALA") and Cebu Cordova Link Expressway Corporation ("CCLEC") and for partially funding of transaction costs related to the acquisition of shares in PT Jasamarga Jalanlayang Cikampek ("JJC").

On the same date, the facility was fully drawn subject to an interest rate at a rate equal to (1) the sum of the Benchmark Rate plus a margin of 0.75% basis points per annum, or (2) the Floor Rate whichever is higher. On the repricing date, an interest rate review shall be undertaken, and the applicable interest rate shall be adjusted to a rate equal to (1) the sum of the Benchmark Rate plus a margin of Seventy-five basis points (0.75%) per annum, or (2) the Adjusted Floor Rate, whichever is higher. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱192.0 million and ₱198.3 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱2,695.0 million and ₱2,765.0 million, respectively.

BPI - ₱5.7 Billion Term Loan Facility
On December 7, 2023, MPTC entered into a Term Loan Facility Agreement with BPI for ₱5,700.0 million due 2033, for the purpose of partially financing the equity requirements of MPCALA Holdings, Inc. ("MPCALA") and for partially refinancing the bridge loan facility by PT Margautama Nusantra ("MUN").

On the same date, the facility was fully drawn subject to an interest rate at a rate equal to (1) the sum of the Benchmark Rate plus a margin of 0.75% basis points per annum, or (2) the Floor Rate, whichever is higher. On the repricing date, an interest rate review shall be undertaken, and the applicable interest rate shall be adjusted to a rate equal to (1) the sum of the Benchmark Rate plus a margin of Seventy-five basis points (0.75%) per annum, or (2) the Adjusted Floor Rate, whichever is higher. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱388.5 million and ₱399.6 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱5,486.2 million and ₱5,628.8 million, respectively.

MBTC - ₱3.0 Billion Term Loan Facility
On June 28, 2024, MPTC entered into a ₱3,000.0 million, 10-year debt agreement with MBTC to finance the acquisition of an additional 2.6% ownership in NLEX Corp. The acquisition of the ownership in NLEX Corp. was closed on August 2, 2024.

On July 15, 2024, the facility was fully drawn subject to an interest rate equal to the Benchmark Rate plus a margin of Sixty basis points (0.60%) per annum. On the repricing date, the interest rate on the loan shall be adjusted to a rate equal to the sum of the Adjusted Benchmark Rate plus a margin of Sixty basis points (0.60%) per annum subject to the applicable Floor Rate. The interest rate shall be payable semi-annually. Interest on this debt amounted to ₱202.7 million and ₱94.9 million in 2025 and 2024, respectively.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱2,925.0 million and ₱3,000.0 million, respectively.

MBTC - ₱7.0 Billion Term Loan Facility
On November 29, 2024, MPTC entered into a ₱7,000.0 million, 10-year debt- agreement with MBTC for the purpose of financing the equity requirements of the ongoing projects, including: (i) CCLEX (ii) C5 Southlink (iii) Manila-Cavite Toll Expressway Project-Cavite Laguna Expressway link, and (iv) CALAX. On December 3, 2024, the Company converted its short-term debt entered in June 2024 amounting to ₱850 million to a term loan and drew an amount of ₱97 million from the facility. On December 18, 2024, the Company also converted its short loan entered in June 2024 amounting to ₱2,450.0 million to a term loan.

The debts are subject to an interest rate equal to the Benchmark Rate plus a margin of Sixty basis points (0.60%) per annum. Provided, however, that for the period from December 3, 2024 until February 6, 2025, an interim interest rate of 6.0% shall apply. The purpose of the interim interest rate is to align the interest rates of all maturing bridge loans at a date when the debt has refinanced all bridge loans. On the repricing date, the interest rate on the loan shall be adjusted to a rate equal to the sum of the Adjusted Benchmark Rate plus a margin of sixty basis points (0.60%) per annum subject to the applicable Floor Rate. The interest rate shall be payable semi-annually. Interest on this loan amounted to ₱432.9 million and ₱9.81 million in 2025 and 2024, respectively. In February 2025, MPTC converted its existing short-term loans with an aggregate amount of ₱3,603.0 million to term debt and refinanced it under its existing ₱7.0 billion term loan facility with MBTC.

As at December 31, 2025 and 2024, the outstanding principal balance on the debt amounted to ₱6,825.0 million and ₱3,397.0 million, respectively.

MBTC - ₱7.3 Billion Term Loan Facility
On March 6, 2025, MPTC availed ₱7.3 billion under its short-term credit facility with MBTC subject to an annual interest rate of 7.0% with initial maturity on September 8, 2025 and in September 2025, the loan was converted to long-term for a period of 10 years maturing in September 2035. Proceeds were designated to finance the acquisition of NLEX and ESC shares.

MBTC - ₱8.0 Billion Term Loan Facility
In November 2025, MPTC converted its ₱8.0 billion MBTC short-term loan (loaned in November 2024 for the deferred payment on JTT consideration) to term loan for a period of ten (10) years maturing in November 2030 subject to an interest rate of 6.18% with annual principal repayment and semi-annual interest payment.

BOC - ₱7.5 Billion Term Loan Facility
In November 11, 2025, MPTC entered into a 5-year term facility with Bank of Commerce amounting to ₱7.5 billion to refinance existing principal repayments.

Mizuho - ₱5.1 Billion Term Loan Facility
In November 2025, MPTC availed a 3-year term facility with Mizuho amounting to ₱5.1 billion to refinance existing principal repayments. No additional drawdowns were made from the existing facilities other than refinancing of existing short-term loans to term loans under the existing term loan facilities.

Fixed-rate Bonds
In December 2025, MPTC completed its maiden issuance of fixed-rate peso bonds to diversify its funding sources and support infrastructure investments.

Details of MPTC's fixed-rate bonds are as follows:

Name of Security	Date of issuance	Issued amount	Interest rate per annum	Maturity date	Outstanding principal balance	
					2025	2024
		(in Millions)			*(in Millions)*	
Bond A	December 2025	₱6,667	5.5%	2028	**₱6,667**	~~₱~~ –
Bond B	December 2025	6,667	5.8%	2030	**6,667**	–
Bond C	December 2025	6,666	6.3%	2035	**6,666**	–
					₱20,000	~~₱~~ –

The net proceeds from the bond issuance are intended to finance tollway project construction and expansion, refinance existing bridge loan facilities, and support general corporate purposes.

Compliance with Loan Covenants
The Term Loan Facility Agreements provide, among others, that for as long as the loan remains outstanding, MPTC is subject to certain affirmative and negative covenants requiring prior approval of the creditors for specified corporate acts. In addition, MPTC is required to maintain ratios such as debt-to-equity ratio (DER) and debt service coverage ratio (DSCR).

As at December 31, 2024, MPTC was able to comply with the minimum Debt-to-Equity Ratio (DER) however, MPTC was not able to comply with the minimum DSCR required under the entity's long-term debt agreement with its lenders. Prior to year-end, MPTC obtained approvals from the banks on waiver of the DSCR noncompliance as at December 31, 2024. MPTC continues to pay its long-term loans in accordance with its credit terms. As at December 31, 2025, the Company was able to comply with both DER and DSCR.

16. Provisions

Movements in this account are as follows:

	Provision for legal contingencies	Provision for employee benefits	Total
At January 1, 2024	₱57,844,478	₱2,721,190	₱60,565,668
Additions	–	42,358,034	42,358,034
Payments	–	(20,002,740)	(20,002,740)
At December 31, 2024	**57,844,478**	**25,076,484**	**82,920,962**
Additions	**–**	**86,951,039**	**86,951,039**
Payments	**–**	**(40,935,231)**	**(40,935,231)**
At December 31, 2025	**₱57,844,478**	**₱71,092,292**	**₱128,936,770**

Provisions include estimates related to certain claims made by third parties against the Company, which are not yet final and remain subject to discussion, as well as the estimated liability for exit payroll related to the retirement and resignation of Company officers. The timing of these cash outflows can be reasonably estimated based on past performance.

17. Equity

Capital Stock

As at December 31, 2025 and 2024, the capital stock of the Company consists of:

Issued capital stock:	
Common shares, ₱300 par value	₱6,779,106,000

Movements in the number shares of stock of the Company are as follows:

	2025	2024
	Common Shares	
Authorized - ₱300 par value		
Balance at beginning/end of year	**25,525,000**	25,525,000
Issued:		
Balance at beginning/end of year	**22,597,120**	22,597,120
Treasury shares:		
Balance at beginning/end of year	**70,119**	70,119
Issued and outstanding at beginning/end of year	**22,527,001**	22,527,001

Additional Paid-in Capital (APIC)

The balance of APIC amounted to ₱33,987.9 million as at December 31, 2025 and 2024.

Deposits for Future Stock Subscription

Deposit for future stock subscription represents funds received by the Company from MPIC intended for subscription for an increase in investment in the Company. Deposits for future stock subscription are stated at cost. The deposit of future stock subscription amounted to ₱1,900 as at December 31, 2025 and 2024.

Cash Dividends

The Company's BOD declared the following cash dividends to common stockholders for the years ended December 31, 2025 and 2024:

Declaration Date	Record Date	Payment Date	Cash Dividend per Share	Total
April 2, 2025	**March 31, 2025**	**April 2, 2025**	**₱43.84**	**₱987,483,947**
August 22, 2025	**August 22, 2025**	**August 28, 2025 and December 19, 2025**	**66.59**	**1,500,000,000**
March 4, 2024	March 4, 2024	April 30, 2024	₱50.35	₱1,134,234,500
August 16, 2024	August 16, 2024	September 24, 2024	113.30	2,552,142,474

On March 21, 2025, MPTC declared dividends amounting to ₱43.84 per share or ₱987.5 million and paid on April 2, 2025. Additionally, on August 6, 2025, MPTC declared dividends amounting to ₱66.59 per share or ₱1,500.0 million and paid on two tranches, August 28 and December 19, 2025.

As at December 31, 2025 and 2024, the unpaid cash dividends to common stockholders of the Company amounted to ₱19.6 million and ₱17.8 million, respectively.

Scrip Dividends

On October 16, 2008, the BOD of MPTC declared scrip dividends to all stockholders of record as at October 30, 2008, giving the stockholders the right to receive a proportionate share in the amounts that may be received by MPTC, through MPT North, from Leighton International Limited (LIL) under Section 8.04.02 of the Amended and Restated Shareholders' Agreement (ARSA) with, among others, LIL dated September 30, 2004. Under the agreement, MPT North has the right to 50% of the difference between the selling price of LIL and US$19.4 million provided that any payment of LIL to MPT North shall not exceed US$4.4 million.

On November 12, 2009, LIL sold the shares to a third party and thereby paid the amount of US$4.4 million (₱203.9 million) to MPT North. In view of this, in 2009, the Company recognized the scrip dividends declared in 2008 payable to all stockholders of record as at October 30, 2008 amounting to US$3.9 million (₱181.5 million) giving the stockholders the right to receive a proportionate share in the amounts received by MPTC, through MPT North, from LIL pursuant to the ARSA. As at December 31, 2024 and 2023, unpaid scrip dividends amounted to ₱0.3 million and is included under the "Dividends payable" account.

Other Comprehensive Income Reserve

	Remeasurement Gain (Loss) of Defined Benefit Plan	Income Tax Related to Defined Benefit Plan	Total
Balance as at January 1, 2024	₱2,688,140	₱2,173,145	₱4,861,285
Remeasurement gain (Note 19)	11,337,233	(2,834,308)	8,502,925
Balance as at December 31, 2024	**14,025,373**	**(661,163)**	**13,364,210**
Remeasurement loss (Note 19)	**(20,225,570)**	**4,454,737**	**(15,770,833)**
Balance as at December 31, 2025	**(₱6,200,197)**	**₱3,793,574**	**(₱2,406,623)**

Other Reserves

As at December 31, 2025 and 2024, other reserves of the Company as presented in the statements of financial position consist of reserves related to the merger of MPTC and MPT North amounting to ₱1,766.3 million, net of LTIP reserves representing 20% of LTIP covering the performance cycle 2010 to 2012 were shouldered by MPIC and treated as additional equity of MPIC (see Note 19).

18. General and Administrative Expenses

	2025	2024
Salaries and employee benefits (Note19)	**₱344,608,188**	291,391,010
Professional fees	**109,690,283**	92,047,583
Taxes and licenses	**57,106,443**	67,415,432
Subscription and periodicals	**42,470,122**	49,308,166
Representation and travel	**31,967,548**	12,405,898
Advertising	**27,046,746**	3,843,792
Depreciation (Notes 9 and 14)	**22,542,834**	26,253,846
Donation and contribution	**12,116,344**	23,465,899
Training and development	**11,892,095**	3,363,595
Outside services	**7,043,924**	44,546,879
Rental	**4,486,868**	7,519,500
Bank charges	**3,259,490**	730,915
Amortization - software and licenses (Note 10)	**2,587,976**	2,506,800
Repairs and maintenance	**1,473,021**	3,632,534
Office supplies	**1,293,262**	984,848
Directors' fees (Note12)	**1,030,000**	1,120,000
Utilities	**869,241**	2,109,780
Others	**19,741,887**	87,648,966
	₱701,226,272	₱720,295,443

Others include meetings and refreshments, life and vehicle insurance, and other miscellaneous expenses.

19. Personnel Cost and Employee Benefits

The following personnel costs were recorded under "General and administrative expenses" account in the parent company statements of comprehensive income:

	2025	2024
Salaries expense	**₱307,927,355**	₱145,233,792
Other employee benefits	**24,698,996**	131,871,498
Retirement expense	**11,981,837**	14,285,720
	₱344,608,188	₱291,391,010

Defined Contribution Retirement Plan

Retirement benefits of the employees of the Company are provided through a defined contribution scheme as approved by the BOD of the Company on June 21, 2011. The Company operates a retirement plan which is a contributory plan wherein the Company undertakes to contribute a predetermined amount to the individual account of each employee and employee gets whatever is standing to his credit upon separation from the Company. The plan is managed and administered by a Retirement Committee and a trustee bank had been appointed to hold and invest the assets of the retirement fund in accordance with the provisions of the plan.

The Company's contributions to the plan are made based on the employee's monthly basic salary which is at 10.0% up to 15.0%. Additionally, an employee has an option to make a personal contribution to the fund, at an amount not exceeding 40.0% of his monthly salary. The Company then provides an additional contribution to the fund which aims to match the employee's contribution but only up to a maximum of 5.0% of the employee's monthly salary. Although the plan has a

defined contribution format, the Company regularly monitors compliance with RA No. 7641. As at December 31, 2024 and 2023, the Company is in compliance with the requirements of RA No. 7641.

As discussed in Note 2 to the parent company financial statements, the Company maintains a defined contribution plan which is accounted for as a defined benefit plan with minimum guarantee. The details of the Company's defined benefit obligation for the defined benefit minimum guarantee are provided in the next pages.

Under the existing regulatory framework, RA No. 7641 requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.

On February 20, 2020, the Company's BOD approved the MPTC Multi Employer Retirement Plan (the Plan) which aims to establish harmonized retirement benefits for all employees within the MPTC Group. The plan would also accommodate possible transfer of employees from and to Participating Companies within the MPTC Group. Eligible Employees under the Plan will be entitled to the higher of benefits under the new Defined Benefit or their benefit under the Defined Contribution.

The Defined Contribution shall be in the form of a matching company contribution provided the employee likewise makes a contribution. In which case, the Company will match up to a maximum of 2.5% of such employee's monthly basic salary. The retirement age of employees shall be as follows: (i) normal retirement age - 60 years old; (ii) early retirement age - 50 years old, provided the employee had at least 10 years of service; and (iii) late retirement, more than 65 years old balance of their contributions and those corresponding to their former company's retirement plan.

In 2024, the Company transferred a total of four (4) employees: three (3) to NLEX Corporation and one (1) to MPT Mobility Corporation. In 2025, the Company transferred two (2) employees to NLEX Corporation and acquired one (1) employee from MPT Mobility Corporation. All companies agreed that there will be no break in service due to the transfer and that the liabilities pertaining to these employees will be transferred with no corresponding asset transfers.

The net acquired obligation, as a result of this transfer, is reflected in the movement of defined benefit obligation and movement in the fair value of plan assets.



Changes in the pension liability are as follows:

	Present value of Defined Benefit Obligation	**Fair Value of Plan Assets**	**Pension Asset (Pension Liability)**
At January 1, 2025	**₱86,217,514**	**₱69,306,525**	**(₱16,910,989)**
Net benefit cost in parent company statements of income:			
Current service cost	**11,035,209**	**–**	**(11,035,209)**
Net interest	**3,806,121**	**2,859,493**	**(946,628)**
	14,841,330	**2,859,493**	**(11,981,837)**
Remeasurements in OCI:			
Actuarial changes due to experience adjustments	**14,658,866**	**–**	**(14,658,866)**
Return on plan asset	**–**	**(5,968,392)**	**(5,968,392)**
Actuarial changes in financial assumptions	**(401,688)**	**–**	**401,688**
	14,257,178	**(5,968,392)**	**(20,225,570)**
Actual contributions	**–**	**2,835,777**	**2,835,777**
Benefits paid from retirement fund	**(47,848,416)**	**(47,848,416)**	**–**
Net acquired obligation due to employee transfer	**(26,647,808)**	**–**	**26,647,808**
At December 31, 2025	**₱40,819,798**	**₱21,184,987**	**(₱19,634,811)**

	Present value of Defined Benefit Obligation	Fair Value of Plan Assets	Pension Asset (Pension Liability)
At January 1, 2024	₱78,133,018	₱55,517,676	(₱22,615,342)
Net benefit cost in parent company statements of income:			
Current service cost	14,305,292	–	(14,305,292)
Net interest	5,211,966	5,231,538	19,572
	19,517,258	5,231,538	(14,285,720)
Remeasurements in OCI:			
Actuarial changes due to experience adjustments	(4,149,097)	–	4,149,097
Return on plan asset	–	8,749,938	8,749,938
Actuarial changes in financial assumptions	1,561,802	–	(1,561,802)
	(2,587,295)	8,749,938	11,337,233
Actual contributions	–	5,750,549	5,750,549
Benefits paid from retirement fund	(5,943,176)	(5,943,176)	–
Net acquired obligation due to employee transfer	(2,902,291)	–	2,902,291
At December 31, 2024	₱86,217,514	₱69,306,525	(₱16,910,989)

The actual return on plan assets amounted ₱3.11 million loss and ₱13.98 million gain for the years ended December 31, 2025 and 2024, respectively.

The allocation of plan assets at market value is as follows:

	2025	2024
Investments in:		
Government securities	**60.0%**	53.6%
Investment in stocks	**28.1%**	39.0%
Debt securities	**4.5%**	3.8%
Investment in UITF	**5.2%**	2.5%
Cash	**1.4%**	0.4%
Receivables and others	**0.8%**	0.7%
	100.00%	100.00%

The major categories of plan assets follow:

The plan asset's carrying amount approximates its fair value since these are short-term in nature or marked-to-market.

As at December 31, 2025 and 2024, the plan assets consist of the following:

- Investments in government securities consist primarily of fixed-rate treasury notes and retail treasury bonds that bear interest ranging from 4.87% to 8.63% and 3.63% to 8% with maturities up to 2025 to 2034 and 2025 to 2034 in 2025 and 2024, respectively.

- Investments in debt securities consist of quoted and unsecured long-term corporate bonds of unrelated parties that bear interest ranging from 5.03% to 6.80% and 5.03% to 6.87% with maturities from 2026 to 2034 and 2026 to 2033 in 2025 and 2024, respectively.

- Cash include regular savings and time deposits, which bear interest of nil in 2025 and 2024.

- Other financial assets held by the plan are primarily accrued interest income from cash and UITFs.

The principal assumptions used to determine accrued retirement costs as of beginning of the year are as follows:

	2025	2024
Discount rate	**6.45%**	6.11%
Salary increase rate	**6.00%**	6.00%
Turnover rate	**2.28%-8.70%**	2.27%-8.70%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at December 31, 2025 and 2024, assuming if all other assumptions were held constant:

			Amount
Discount rate			
2025	**(Actual + 1.00%)**	**7.45%**	**₱39,763,083**
	(Actual - 1.00%)	**5.45%**	**42,108,080**
2024	(Actual + 1.00%)	7.11%	₱84,846,831
	(Actual - 1.00%)	5.11%	87,824,240
Salary increase rate			
2025	**(Actual + 1.00%)**	**7.00%**	**42,187,718**
	(Actual - 1.00%)	**5.00%**	**39,671,665**
2024	(Actual + 1.00%)	7.00%	87,992,038
	(Actual - 1.00%)	5.00%	84,663,302
Turnover rate			
2025	**120% of Actual**		**40,559,429**
	80% of Actual		**41,101,283**
2024	120% of Actual		85,908,845
	80% of Actual		86,557,728

In 2025 and 2024, the retirement benefit obligation under this plan is the higher of the defined contribution accumulation and the legal minimum benefit. Both amounts are projected to retirement date and compared. Under the current assumptions used in the latest valuation, the defined contribution accumulation turns out to be higher. In such a case, the recognized retirement benefit obligation is the sum of the personal retirement balances at the reporting date. When the assumptions in discount rate and salary rate increase or decrease to reasonably possible changes (+/-100 basis points), the same conclusion and therefore, the retirement benefit obligation will still be the personal retirement balances.

The average duration of the defined benefit obligation at December 31, 2025 and 2024 is 12.61 years and 10.03 years, respectively.

Shown below is the maturity analysis of the undiscounted benefit payments as at December 31:

	2025	2024
Less than 1 year	**₱17,839,012**	₱19,942,452
More than 1 year to 5 years	**13,434,040**	26,945,829
More than 5 years to 10 years	**32,829,481**	98,929,627
More than 10 years to 15 years	**20,913,577**	22,676,050
More than 15 years to 20 years	**35,567,368**	37,370,335
More than 20 years	**173,481,924**	135,565,129

Expected Benefit Payment for less than one year includes benefit payable for current year's separations amounting to ₱5,971,870. The average duration of the expected benefit payments at the end of the reporting period is 12.61 years.

20. Income Taxes

The provision for income tax consists of:

	2025	2024
Current		
Final tax on interest income	**₱187,862**	₱537,714
MCIT	**5,103,895**	3,217,939
	5,291,757	3,755,653
Deferred	**138,617,441**	7,160,865
	₱143,909,198	₱10,916,518

The details of the Company's net deferred tax liabilities presented in the Company's statement of financial position are as follows:

	2025	2024
Debt issue cost	**₱165,849,945**	₱47,345,793
Accrued management fee	**13,687,069**	–
Unrealized foreign exchange gain	**7,477,390**	7,918,115
Right-of-use assets	**1,354,919**	3,093,226
Pension	**–**	(4,227,747)
Unrealized gain on financial assets at FVTPL	**–**	77,232
	₱188,369,323	₱54,206,619

No deferred taxes have been recognized on the following temporary differences since management believes that it is more likely than not that these will not be realized in the future:

	2025	2024
NOLCO	**₱9,716,898,712**	₱6,427,777,315
Provisions	**128,936,770**	82,920,962
Pension	**19,634,811**	–
MCIT	**17,688,337**	14,629,524
Impairment loss on investment	**12,550,000**	12,550,000
Lease liabilities	**11,128,589**	13,201,333
	₱9,906,837,219	₱6,551,079,134

On June 20, 2023, the Bureau of Internal Revenue issued Revenue Memorandum Circular (RMC) No. 69-2023 reverting the (MCIT) rate to 2% of gross income effective July 1, 2023 pursuant to Republic Act (RA) No. 11534, otherwise known as the "Corporate Recovery and Tax Incentives for Enterprises (CREATE)" Act. MCIT rate was previously reduced from 2% to 1% effective July 1, 2020 to June 30, 2023 upon the effectivity of CREATE Act in 2021.

The Company's excess MCIT over RCIT, which can be carried forward and applied as tax credit against future income tax due under RCIT are as follows:

Year Incurred	Expiry	Beginning Balance	MCIT Additions	MCIT Expired	MCIT Applied	Ending Balance
2025	2028	₱–	₱5,103,895	₱–	₱–	₱5,103,895
2024	2027	3,217,939	–	–	–	3,217,939
2023	2026	9,366,503	–	–	–	9,366,503
2022	2025	2,045,082	–	(2,045,082)	–	–
		₱14,629,524	₱5,103,895	(₱2,045,082)	₱–	₱17,688,337

Pursuant to the "Bayanihan to Recover As One Act" and Revenue Regulations No. 25-2020 issued by the BIR on September 30, 2020, NOLCO incurred by the Company in taxable years 2021 and 2020 can be carried over and claimed as deduction from the regular taxable income (RCIT) for the next five (5) consecutive taxable years immediately following the year of such loss.

As at December 31, 2025, the Company has incurred the following NOLCO which can be claimed as deduction from the regular taxable income for the next three (3) consecutive taxable years, as follows:

Year Incurred	Availment Period	Amount	NOLCO Expired	NOLCO Applied	NOLCO Unapplied
2025	2026-2028	₱5,819,425,212	₱–	₱–	₱5,819,425,212
2024	2025-2027	2,832,959,614	–	–	2,832,959,614
2023	2024-2026	1,064,513,883	–	–	1,064,513,883
2022	2023-2025	1,528,265,182	(1,528,265,182)	–	–
		₱11,245,163,891	(₱1,528,265,182)	₱–	₱9,716,898,709

The Company has incurred NOLCO in the following taxable years which can be claimed as deduction from the regular taxable income for the next five (5) consecutive taxable years pursuant to the Bayanihan to Recover As One Act, as follows:

Year Incurred	Availment Period	Amount	NOLCO Expired	NOLCO Applied	NOLCO Unapplied
2020	2021-2025	₱1,002,038,633	(₱1,002,038,633)	₱–	₱–

The reconciliation of income tax computed at the statutory income tax rate to provision for income tax as shown in the parent company statements of comprehensive income is as follows:

	2025	2023
Income tax computed at statutory tax rate of 25%:	**₱296,978,622**	₱608,115,687
Deduct the tax effects of dividend income – exempt	**(1,633,613,249)**	(1,319,869,073)
Movement in temporary difference, NOLCO and MCIT for which no deferred tax assets are recognized	**1,481,837,732**	705,531,801
Nondeductible penalties and other expenses	**(1,124,329)**	17,563,746
Interest income already subjected to final tax	**(357,440)**	(963,357)
Final tax on interest income	**187,862**	537,714
	₱143,909,198	₱10,916,518

The reconciliation of net deferred tax liabilities is summarized as follows:

	2025	2024
Balance at beginning of year	**₱54,206,619**	₱44,211,446
Provision for deferred income tax during the year recognized in profit or loss	**138,617,441**	7,160,865
Income tax effect during the year recognized in other comprehensive income	**(4,454,737)**	2,834,308
Balance at end of year	**₱188,369,323**	₱54,206,619

21. Financial Risk Management Objectives and Policies

The Company's principal financial instruments comprise cash and cash equivalents, and due from/to related parties which arise directly from its operations. The Company has other financial instruments such receivables, financial assets at FVTPL, accounts payable and other current liabilities (excluding statutory liabilities), dividends payable, lease liabilities, short-term debt and long-term debt.

The main risks arising from the Company's financial instruments are credit risk, liquidity risk and foreign currency risk. The BOD is responsible for the overall risk management approach and for approving the risk strategies and principles. The BOD reviews and approves policies for managing each risk and they are summarized below.

Credit Risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk mainly pertains to cash, receivables and due from related parties and financial assets at FVTPL. The Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets.

Credit Quality. The financial assets are grouped according to stage as follows:

Stage 1 - Those that are considered current and up to 30 days past due, and based on change in rating, delinquencies and payment history, do not demonstrate significant increase in credit risk.

Stage 2 - Those that, based on change in rating, delinquencies and payment history, demonstrate significant increase in credit risk, and/or are considered more than 30 days past due but does not demonstrate objective evidence of impairment as of reporting date.

Stage 3 - Those that are considered in default or demonstrate objective evidence of impairment as of reporting date.

The tables below show determination of ECL stage of the Company's financial assets:

	2025			
		Stage 1	Stage 2	Stage 3
	Total	12-month ECL	Lifetime ECL	Lifetime ECL
Financial Assets at Amortized Cost				
Cash and cash equivalents*	**₱3,018,134,031**	**₱3,018,134,031**	**₱–**	**₱–**
Receivables**	**11,968,257**	**11,968,257**	–	–
Due from related parties***	**12,000,862,314**	**12,000,862,314**	–	–
Financial assets at FVTPL	**807,462,717**	**807,462,717**	–	–
	₱15,838,427,319	**₱15,838,427,319**	**₱–**	**₱–**

**Excluding cash on hand amounting to ₱131,422 as at December 31, 2025.*
***Excluding advances to officers and employees amounting to ₱25.3 million as at December 31, 2025.*
****Current and noncurrent portion of due from related parties*

	2024			
		Stage 1	Stage 2	Stage 3
	Total	12-month ECL	Lifetime ECL	Lifetime ECL
Financial Assets at Amortized Cost				
Cash*	₱465,237,799	₱465,237,799	₱–	₱–
Receivables**	1,471,904,489	1,471,904,489	–	–
Due from related parties***	1,212,494,871	1,212,494,871	–	–
Financial assets at FVTPL	7,462,717	7,462,717	–	–
	₱3,157,099,876	₱3,157,099,876	₱–	₱–

**Excluding cash on hand amounting to ₱112,422 as at December 31, 2024.*
***Excluding advances to officers and employees amounting to ₱24.8 million as at December 31, 2024.*
****Current and noncurrent portion of due from related parties*

Credit Risk Exposure and Concentration. The tables below show the maximum exposure to credit risk of the Company as at December 31, 2025, without considering the effects of credit risk mitigation techniques:

	2025		
	Gross Maximum Exposure (a)	**Fair Value and Financial Effect of Collateral or Credit Enhancement (b)*** **	**Net Exposure (a) – (b)**
Financial Assets at Amortized Cost			
Cash and cash equivalents*	**₱3,018,134,031**	**₱13,534,581**	**₱3,004,599,450**
Receivables**	**11,968,257**	–	**11,968,257**
Due from related parties****	**12,000,862,314**	–	**12,000,862,314**
Financial assets at FVTPL	**807,462,717**	–	**807,462,717**
	₱15,838,427,319	**₱13,534,581**	**₱15,824,892,738**

**Excluding cash on hand amounting to ₱131,422 as at December 31, 2025.*
***Excluding advances to officers and employees amounting to ₱25.3 million as at December 31, 2025.*
****For cash, this represents the insured amount by Philippine Deposit Insurance Corporation equivalent to the actual balance to a maximum amount of ₱1,000,000 and ₱500,000 for each depositor per bank.*
***** Current and noncurrent portion of due from related parties*

	2024		
	Gross Maximum Exposure (a)	Fair Value and Financial Effect of Collateral or Credit Enhancement (b)***	Net Exposure (a) – (b)
Financial Assets at Amortized Cost			
Cash*	₱465,237,799	₱6,500,000	₱458,737,799
Receivables**	1,471,904,489	–	1,471,904,489
Due from related parties****	1,212,494,871	–	1,212,494,871
Financial assets at FVTPL	7,462,717	–	7,462,717
	₱3,157,099,876	₱6,500,000	₱3,150,599,876

**Excluding cash on hand amounting to ₱112,422 as at December 31, 2024.*
***Excluding advances to officers and employees amounting to ₱24.8 million as at December 31, 2024.*
****For cash, this represents the insured amount by Philippine Deposit Insurance Corporation equivalent to the actual balance to a maximum amount of ₱500,000 for each depositor per bank.*
***** Current and noncurrent portion of due from related parties*

The Company's cash in banks are deposited in reputable commercial banks, which earn interest at prevailing bank interest rate. Amounts due from related parties and receivables (except due from PT MPTI) are all current. The counterparties from these receivables also have corresponding collectibles from the Company. The first layer of security comes from the Company's ability to offset amounts receivable from these counterparties against payments due to them.

The credit qualities of the Company's financial assets are considered to be of high quality since these are receivables from counterparties who are not expected to default in settling their obligations.

Liquidity Risk

Liquidity risk arises from the possibility that the Company may encounter difficulties in raising funds to meet or settle its obligations as they become due.

The Company presently implements prudent liquidity risk management through maintaining sufficient cash in banks to meet operating capital requirements and through efficient collection of receivables and due from related parties.

The table below summarizes the maturity profile of the Company's financial assets and financial liabilities based on undiscounted payments:

	2025				
	Within the Year	**1-3 Years**	**4-5 Years**	**More than 5 Years**	**Total**
Financial Assets					
Cash and cash equivalents	**₱3,018,265,453**	**₱–**	**₱–**	**₱–**	**₱3,018,265,453**
Receivables*	**11,968,257**	**–**	**–**	**–**	**11,968,257**
Due from related parties**	**11,923,760,072**	**77,102,242**	**–**	**–**	**12,000,862,314**
Financial asset at FVTPL	**807,462,717**	**–**	**–**	**–**	**807,462,717**
	₱15,761,456,499	**₱77,102,242**	**₱–**	**₱–**	**15,838,558,741**
Financial Liabilities					
Accounts payable and other current liabilities***	**₱1,278,861,707**	**₱–**	**₱–**	**₱–**	**₱1,278,861,707**
Lease liabilities	**6,308,680**	**4,819,909**	**–**	**–**	**11,128,589**
Dividends payable	**19,865,618**	**–**	**–**	**–**	**19,865,618**
Due to related parties	**585,096,378**	**–**	**–**	**–**	**585,096,378**
Short-term debt****	**11,627,000,000**	**–**	**–**	**–**	**11,627,000,000**
Long-term debt****	**7,867,457,437**	**19,836,493,094**	**36,957,150,079**	**46,798,579,585**	**111,459,680,195**
	₱21,384,589,820	**₱19,841,313,003**	**₱36,957,150,079**	**₱46,798,579,585**	**₱124,981,632,487**

**Excluding advances to officers and employees.*
*** Current and noncurrent portion of due from related parties.*
****Excluding statutory liabilities (withholding tax payable and deferred output VAT) amounting to ₱25.3 million as at December 31, 2025.*
*****Including interest to be paid.*

	2024				
	Within the Year	1-3 Years	4-5 Years	More than 5 Years	Total
Financial Assets					
Cash	₱465,350,221	₱–	₱–	₱–	₱465,350,221
Receivables*	1,471,904,489	–	–	–	1,471,904,489
Due from related parties**	1,135,392,629	77,102,242	–	–	1,212,494,871
Financial asset at FVTPL	7,462,717	–	–	–	7,462,717
	3,080,110,056	₱77,102,242	₱–	₱–	3,157,212,298
Financial Liabilities					
Accounts payable and other current liabilities***	₱709,451,486	₱–	₱–	₱–	₱709,451,486
Lease liabilities	7,239,720	6,046,050	–	–	13,285,770
Dividends payable	18,069,084	–	–	–	18,069,084
Due to related parties	129,914,381	–	–	–	129,914,381
Short-term debt****	31,462,302,591	–	–	–	31,462,302,591
Long-term debt****	3,718,779,844	4,084,276,890	15,346,388,464	21,038,153,955	44,187,599,153
	₱36,045,757,106	₱4,090,322,940	₱15,346,388,464	₱21,038,153,955	₱76,520,622,466

**Excluding advances to officers and employees.*
*** Current and noncurrent portion of due from related parties.*
****Excluding statutory liabilities (withholding tax payable and deferred output VAT) amounting to ₱42.9 million as at December 31, 2024.*
*****Including interest to be paid.*

All the Company's financial liabilities, except for the lease liabilities and long-term debt, are to be settled within a year. The Company's due to related parties relates mainly to its payable to its subsidiaries.

The Company seeks to manage its liquidity profile by ensuring continuity of funding and managing the timing of cash inflows and outflows. The Company's financial liabilities shall be funded by future dividends from investees and cash advances from related parties and/or shareholders.

Foreign Currency Risk
Foreign currency risk arises from the possibility that future cash flows of the financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company's foreign currency risks include U.S. dollar (USD) and VND cash in banks.

The Company has USD32,585 and VND2,297,641,016 of cash in banks as at December 31, 2025 and USD366,360 and VND45,302,767,016 of cash in banks as at December 31, 2024.

The closing rate used by the Company in translating its USD denominated cash in bank in 2025 and 2024 is ₱58.83 and ₱57.92, respectively. In 2025 and 2024, the closing rates used by the Company in translating its Vietnamese Dong denominated cash in bank is ₱0.0022 and ₱0.0023, respectively.

The following table sets forth the impact of changes in exchange rates on the Company's income before tax as at December 31:

	Increase (Decrease) in Foreign Exchange Rates	Increase (Decrease) on Income Before Income Tax
2025	**-0.2%**	**(₱41,586,791)**
	+0.2%	**41,586,791**
2024	-4.6%	(₱185,756,842)
	+4.6%	185,756,842

The Company's policy is to minimize economic and material transactional exposures arising from currency movements against the Philippine peso.

There is no other effect to equity other than the effect of a reasonably possible change in the spot rates on currencies to income before tax.

Interest Rate Risk
Interest rate risk arises from the possibility that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

As at December 31, 2025 and 2024, the short-term deposits and long-term debt of the Company bear fixed interest rates, thus, are not subject to significant interest rate risk.

Capital Management
The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. Pursuant to the debt agreements, the Company is required to maintain ratios such as Debt-to-Equity Ratio (DER) and Debt Service Coverage Ratio (DSCR) during the term of the debt.

In the light of changes in economic conditions, the Company manages dividend payments to shareholders, obtain or pays-off existing debts, returns capital to shareholders or issues new shares. Capital refers to total equity and total liabilities.

The DER as at December 31 are as follows:

	2025	2024
Total liabilities	**₱95,298,519,174**	₱64,421,522,869
Total equity	**41,826,408,129**	43,285,657,619
Total liabilities and capital	**₱137,124,927,303**	₱107,707,180,488
Debt-to-equity ratio	**2.28**	1.49

The DSCR as at December 31 are as follows:

	2025	2024
Cash available for debt service	**₱59,858,118,371**	₱7,473,836,348
Debt service	**18,402,591,953**	35,704,594,966
Debt service coverage ratio	**3.25**	0.21

22. Fair Value Measurement

A comparison of carrying and fair values of all the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values, by category and by class, as at December 31 follows:

	2025		2024	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
Financial Asset at FVTPL				
Investment in UITF	**₱807,462,717**	**₱807,462,717**	₱7,462,717	₱7,462,717
Financial Liability at Amortized Cost				
Long-term debt	**₱81,414,350,220**	**₱81,289,711,984**	₱32,086,866,827	₱31,598,852,877

The management assessed that the fair values of cash and cash equivalents, due from related parties, receivables, short-term debt, accounts payable and other current liabilities, dividends payable and due to related parties 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:

Investment in UITF
The fair values of investment in UITF are based on the quoted market price of the financial instruments as at December 31, 2025 and 2024.

Long-term Debt
Estimated fair value is based on the discounted value of future cash flows using the prevailing peso interest rates ranging from 4.80% to 6.95%f in 2025 and 4.93% to 7.21% in 2024.

Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liability as at December 31:

	2025	**Level 1**	**Level 2**	**Level 3**
Assets measured at fair value				
Financial asset at FVTPL				
Investment in UITF	**₱807,462,717**	**₱–**	**₱807,462,717**	**₱–**
Liability for which fair value is disclosed				
Long-term debt	**₱81,289,711,984**	**₱–**	**₱–**	**₱81,289,711,984**

	2024	Level 1	Level 2	Level 3
Assets measured at fair value				
Financial asset at FVTPL				
Investment in UITF	₱7,462,717	₱–	₱7,462,717	₱–
Liability for which fair value is disclosed				
Long-term debt	₱31,598,852,877	₱–	₱–	₱31,598,852,877

In 2025 and 2024, 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.

23. Supplemental Cash Flow Information

Changes in liabilities arising from financing activities

			Non-cash charges		
	January 1, 2025	**Cash flows**	**Amortization of Debt issue cost /lease liabilities**	**Others**	**December 31, 2025**
Short-term debt (Note 15)	**₱31,267,000,000**	**(₱19,640,000,000)**	**₱–**	**₱–**	**₱11,627,000,000**
Long-term debt (Note 15)	**₱32,086,866,827**	**49,134,219,264**	**44,031,104**	**69,164,898**	**81,334,282,093**
Interest payable (Note 13)	**534,079,025**	**(4,607,257,731)**	**–**	**5,048,849,852**	**975,671,146**
Dividends payable (Note 17)	**18,069,084**	**(2,485,687,413)**	**–**	**2,487,483,947**	**19,865,618**
Due to related parties (Note 12)	**129,914,381**	**428,534,189**	**–**	**26,647,808**	**585,096,378**
Lease liabilities (Note 14)	**13,201,333**	**(1,360,413)**	**708,359**	**(1,420,690)**	**11,128,589**
Total liabilities from financing activities	**₱64,049,130,650**	**₱22,828,447,896**	**₱44,739,463**	**₱7,630,725,815**	**₱94,553,043,824**

			Non-cash charges		
	January 1, 2024	Cash flows	Amortization of Debt issue cost /lease liabilities	Others	December 31, 2024
Short-term debt (Note 15)	₱–	₱31,267,000,000	₱–	₱–	₱31,267,000,000
Long-term debt (Note 15)	26,749,382,937	5,193,730,216	143,753,674	–	₱32,086,866,827
Interest payable (Note 13)	214,877,210	(1,704,392,649)	–	2,023,594,464	534,079,025
Dividends payable (Note 17)	17,046,225	(3,685,354,115)	–	3,686,376,974	18,069,084
Due to related parties (Note 12)	136,780,226	(9,768,136)	–	2,902,291	129,914,381
Lease liabilities (Note 14)	17,985,648	(6,907,935)	299,606	1,824,014	13,201,333
Total liabilities from financing activities	₱27,136,072,246	₱31,054,307,381	₱144,053,280	₱5,714,697,743	₱64,049,130,650

The "Others" columns in 2025 and 2024 includes the effect of the amount of dividends declared, released obligation due to employee transfer, unpaid debt issue cost, interest expense on long-term debt, and pre-termination of lease.

24. Supplemental Information Required by Revenue Regulation 15-2010

In compliance with the BIR requirements set forth by RR No. 15-2010, hereunder are the information on taxes and license fees paid as at and for the year ended December 31, 2025.

Value-added tax (VAT)

Details of the Company's net sales/receipts, output VAT and input VAT accounts are as follows:

a. Net Sales/Receipts and Output VAT declared in the Company's VAT returns filed in 2025:

	Net Sales/Receipts	Output VAT
Taxable sales		
Sales of services	₱283,202,666	₱33,984,320

The Company's sales of services pertains to gross receipts/collections on revenue from sale of services arising from management fees.

The Company's sales of services prior to April 27, 2024, are based on actual collections arising from management fees. Following the implementation of Republic Act No. 11976, otherwise known as the Ease of Paying Taxes Act, on April 27, 2024, amount of sales from services reported in the Company's filed quarterly VAT returns from such effectivity date onwards are based on actual billed revenues.

b. Input VAT declared in the Company's VAT returns filed for 2025 are as follows:

Input tax carried over from previous period	₱90,410,395
Input tax deferred on capital goods exceeding ₱1.0 million from previous period	197,032
Current year's domestic purchases/payments for:	
Purchase of capital goods not exceeding ₱1.0 million	101,206
Purchase of capital goods exceeding ₱1.0 million	1,033,911
Domestic purchases of goods other than capital goods	18,779,594
Domestic purchase of services	7,016,559
Importation of goods other than capital goods	–
Services rendered by non-residents	–
Total available input VAT	117,538,697
Less:	
Input tax on purchases of capital goods exceeding ₱1.0 million	14,932
Total allowable input VAT	117,523,765
Input VAT applied against output VAT	33,984,320
Balance at end of year	₱83,539,445

Importations
The Company has no importations for the year ended December 31, 2025.

Taxes, Duties and License Fees
This includes all other taxes, local and national, including licenses and permit fees for the year ended December 31, 2025:

a. Local taxes

License and permits fees	₱1,918,134
Registration and notarial fees	29,672
Others	374,565
	₱2,322,371

b. National taxes

Fringe benefit tax	₱6,550,387
Documentary stamp tax	48,194,029
Final tax on dividend	39,656
	₱54,784,072

Withholding Taxes
Details of withholding taxes paid/accrued for the year ended December 31, 2025, are as follows:

	Paid/Applied	Accrued	Total
Withholding tax on compensation	₱53,062,073	₱6,375,061	₱59,437,134
Expanded withholding tax	100,118,731	14,866,771	114,985,502
Fringe benefit tax	4,812,256	1,724,669	6,536,925
	₱157,993,060	₱22,966,501	₱180,959,561

Tax Assessment and Litigations

As at April 10, 2026, the Company has an ongoing tax audit regarding examination of books of accounts and other accounting records for all internal revenue taxes for the calendar year ended December 31, 2021. The Final Assessment Notice (FAN) dated July 30, 2025 was issued on August 6, 2025. The Company has filed its protest letter with request for reinvestigation on September 4, 2025 and submitted supplemental letter and additional supporting documents within 60 days from receipt of the BIR letter granting the request for reinvestigation. No Final Decision on Disputed Assessment (FDDA) yet has been issued by the BIR.

SCHEDULE 3
UNAUDITED INTERIM FINANCIAL STATEMENTS
AS OF 30 JUNE 2026

SECURITIES AND EXCHANGE COMMISSION
THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph

The following document has been received:

Receiving: DONNA ENCARNADO
Receipt Date and Time: August 14, 2026 10:40:18 PM

Company Information

SEC Registration No.: 0000040590
Company Name: METRO PACIFIC TOLLWAYS CORPORATION
Industry Classification: C10100
Company Type: Stock Corporation

Document Information

Document ID: OST108142026811784293
Document Type: QUARTERLY_REPORT
Document Code: SEC_Form_17-Q
Period Covered: June 30, 2026
Submission Type: Original Filing
Remarks: None

Acceptance of this document is subject to review of forms and contents

COVER SHEET

for

SEC FORM 17-Q

SEC Registration Number

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COMPANY NAME

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)*

5	t	h		F	l	o	o	r	,		R	o	c	k	w	e	l	l		B	u	s	i	n	e	s	s		C
e	n	t	e	r		T	o	w	e	r		1	,		O	r	t	i	g	a	s		A	v	e	n	u	e	,
P	a	s	i	g		C	i	t	y	,		P	h	i	l	i	p	p	i	n	e	s							

Form Type	Department requiring the report	Secondary License Type, If Applicable
1 7 - Q	M S R D	N A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
mptcsec@mptc.com.ph	(632) 8894-8700	09190662774

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
247	Third Thursday of June	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Marisa V. Conde	mvconde@mptc.com.ph	(632) 8894-8700	–

CONTACT PERSON's ADDRESS

5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City

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

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

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SECURITIES AND EXCHANGE COMISSION

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. SEC Identification Number **40590** 3. BIR Tax Identification No. **000-217-282**

4. Exact name of issuer as specified in its charter
METRO PACIFIC TOLLWAYS CORPORATION

5. **Metro Manila, Philippines** 6. (SEC Use Only)
Province, Country or other jurisdiction of incorporation or organization
Industry Classification Code:

7. **5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City** **1604**
Address of principal office Postal code

8. **(632) 8894-8700**
Issuer's telephone number, including area code

9. **N/A**
Former name, former address, and former fiscal year if changed since last report

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

Title of Each Class	Number of Shares of Common Stock Outstanding
Series A Bonds due 2028	6,667,300,000
Series B Bonds due 2030	6,667,310,000
Series C Bonds due 2035	6,665,390,000

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

Yes [ ] No [✓]

If yes, state the name of such stock exchange and the classes of securities listed therein: **N/A**

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 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 that 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 [ ]

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant.
N/A

PART I – FINANCIAL INFORMATION

Item 1. Unaudited Interim Consolidated Financial Statements

Metro Pacific Tollways Corporation
(A Subsidiary of Metro Pacific Investments Corporation)
and Subsidiaries

Unaudited Interim Consolidated Financial Statements
As of June 30, 2026 and December 31, 2025
and Six-Month Periods Ended June 30, 2026 and 2025

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)
AND SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Millions)

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 7 and 32)	**₱14,533**	₱13,133
Restricted cash (Notes 7 and 32)	**2,420**	2,595
Receivables (Notes 8, 21 and 32)	**5,761**	5,564
Financial assets at fair value through profit or loss (FVTPL) (Notes 15, 32 and 33)	**2,064**	3,198
Due from related parties (Notes 21 and 32)	**842**	1,072
Other current assets (Note 9)	**9,376**	9,269
Total Current Assets	**34,996**	34,831
Noncurrent Assets		
Service concession assets (Note 11)	**217,144**	210,129
Investments in associates and a joint venture (Note 10)	**59,319**	61,737
Goodwill and other intangible assets (Note 13)	**10,081**	10,149
Property and equipment (Note 12)	**3,474**	3,464
Financial assets at FVOCI (Notes 15 and 33)	**3,050**	2,774
Advances to contractors, consultants and suppliers (Notes 9, 21 and 32)	**862**	770
Investment properties (Note 14)	**791**	803
Deferred tax assets - net (Note 30)	**130**	190
Other noncurrent assets (Notes 16 and 32)	**9,846**	9,749
Total Noncurrent Assets	**304,697**	299,765
	₱339,693	₱334,596
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and other current liabilities (Notes 17, 21 and 32)	**₱17,954**	₱16,530
Short-term loans (Notes 19, 32 and 33)	**8,559**	12,176
Income tax payable	**949**	1,081
Current portion of:		
Long-term debt (Notes 19, 32 and 33)	**9,792**	12,382
Service concession fees payable - current (Notes 20 and 32)	**4,698**	4,692
Provisions (Note 18)	**653**	785
Due to related parties (Note 21)	**22**	58
Consumer financing liabilities	**5**	4
Total Current Liabilities	**42,632**	47,708

(Forward)

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
Noncurrent Liabilities		
Noncurrent portion of:		
Long-term debt (Notes 19, 32 and 33)	**₱200,728**	₱192,517
Service concession fees payable (Notes 20 and 32)	**13,323**	12,749
Provisions (Note 18)	**2,336**	1,630
Due to related parties (Note 21)	**519**	519
Consumer financing liabilities	**1**	–
Deferred tax liabilities - net (Note 30)	**3,340**	3,412
Accrued retirement costs (Notes 4 and 26)	**835**	764
Other noncurrent liabilities	**177**	223
Total Noncurrent Liabilities	**221,259**	211,814
Total Liabilities	**263,891**	259,522
Equity (Note 22)		
Capital stock	**6,779**	6,779
Additional paid-in capital	**32,730**	32,730
Retained earnings	**28,644**	26,736
Deposit for future stock subscription	**1**	1
Treasury shares	**(137)**	(137)
Other comprehensive income reserve	**(503)**	934
Equity adjustment on reverse acquisition	**(581)**	(581)
Other reserves	**(5,068)**	(5,068)
Total equity attributable to equity holders of the Parent Company	**61,865**	61,394
Non-controlling interests	**13,937**	13,680
Total Equity	**75,802**	75,074
	₱339,693	₱334,596

See accompanying Notes to Interim Consolidated Financial Statements.

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)
AND SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Millions)

	Six-Month Periods Ended June 30	
	(Unaudited)	(Audited)
	2026	2025
OPERATING REVENUES		
Toll fees (net of discounts amounting to ₱75 million and ₱180 million in 2026 and 2025, respectively)	**₱19,600**	₱18,120
Non-toll revenues (Note 23)	**930**	942
TOTAL REVENUES	**20,530**	19,062
COST OF SERVICES (Note 24)	**(7,389)**	(6,741)
GROSS PROFIT	**13,141**	12,321
Construction revenue (Note 11)	**6,783**	5,547
Construction costs (Note 11)	**(6,783)**	(5,547)
General and administrative expenses (Note 25)	**(1,929)**	(1,781)
	11,212	10,540
OTHER INCOME (EXPENSES)		
Interest expense and other finance costs (Note 28)	**(5,762)**	(5,143)
Equity in net earnings of associates and a joint venture (Note 10)	**1,117**	1,001
Interest income (Note 27)	**335**	328
Foreign exchange gain (loss) - net	**9**	(15)
Other income - net (Note 29)	**74**	54
	(4,227)	(3,775)
INCOME BEFORE INCOME TAX	**6,985**	6,765
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 30)		
Current	**1,957**	1,855
Deferred	**(32)**	(19)
	1,925	1,836
NET INCOME	**₱5,060**	₱4,929
Attributable to:		
Equity holders of the Parent Company	**₱3,706**	₱3,498
Non-controlling interests	**1,354**	1,431
	₱5,060	₱4,929

See accompanying Notes to Interim Consolidated Financial Statements.

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)
AND SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Millions)

	Six-Month Periods Ended June 30	
	(Unaudited)	(Audited)
	2026	2025
NET INCOME	**₱5,060**	₱4,929
OTHER COMPREHENSIVE INCOME (LOSS) (Note 22)		
Other comprehensive loss to be reclassified to profit or loss in subsequent periods –		
Exchange differences on translation of foreign operations	**(1,671)**	(2,602)
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:		
Gain (loss) on changes in fair value of financial assets at FVOCI (Notes 15 and 22)	**276**	(11)
Income tax effect (Notes 22 and 30)	**(41)**	3
TOTAL OTHER COMPREHENSIVE LOSS	**(1,436)**	(2,610)
TOTAL COMPREHENSIVE INCOME	**₱3,624**	₱2,319
Attributable to:		
Equity holders of the Parent Company	**₱2,270**	₱1,265
Non-controlling interests	**1,354**	1,054
	₱3,624	₱2,319

See accompanying Notes to Interim Consolidated Financial Statements.

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)
AND SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2026 and 2025
(Amounts in Millions)

	Attributable to Equity Holders of the Parent Company										
	Capital Stock (Note 22)	**Additional Paid-in Capital** (Note 22)	**Deposit for Future Stock Subscription** (Note 22)	**Equity Adjustment on Reverse Acquisition** (Note 22)	**Retained Earnings** (Note 22)	**Treasury Shares** (Note 22)	**Other Comprehensive Income Reserve** (Note 22)	**Other Reserves** (Note 22)	**Total**	**Non-controlling Interests**	**Total Equity**
At January 1, 2026	**₱6,779**	**₱32,730**	**₱1**	**(₱581)**	**₱26,736**	**(₱137)**	**₱934**	**(₱5,068)**	**₱61,394**	**₱13,680**	**₱75,074**
Total comprehensive income for the period:											
Net income for the period	–	–	–	–	**3,706**	–	–	–	**3,706**	**1,354**	**5,060**
Other comprehensive income (loss) for the period	–	–	–	–	–	–	**(1,437)**	–	**(1,437)**	**1**	**(1,436)**
Cash dividends	–	–	–	–	**(1,798)**	–	–	–	**(1,798)**	**(1,098)**	**(2,896)**
At June 30, 2026 (Unaudited)	**₱6,779**	**₱32,730**	**₱1**	**(₱581)**	**₱28,644**	**(₱137)**	**(₱503)**	**(₱5,068)**	**₱61,865**	**₱13,937**	**₱75,802**
At January 1, 2025	₱6,779	₱32,730	₱1	(₱581)	₱23,101	(₱137)	₱673	₱133	₱62,699	₱15,027	₱77,726
Acquisition of additional shares in subsidiaries (Note 5)	–	–	–	–	–	–	–	(5,205)	(5,205)	(2,418)	(7,623)
Total comprehensive income for the period:											
Net income for the period	–	–	–	–	3,498	–	–	–	3,498	1,431	4,929
Other comprehensive income (loss) for the period	–	–	–	–	–	–	(2,233)	–	(2,233)	(377)	(2,610)
Cash dividends	–	–	–	–	(987)	–	–	–	(987)	(1,411)	(2,398)
At June 30, 2025 (Audited)	₱6,779	₱32,730	₱1	(₱581)	₱25,612	(₱137)	(₱1,560)	(₱5,072)	₱57,772	₱12,252	₱70,024

See accompanying Notes to Interim Consolidated Financial Statements.

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)
AND SUBSIDIARIES

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Millions)

	Six-Month Periods Ended June 30	
	2026	2025
	(Unaudited)	(Audited)
OPERATING ACTIVITIES		
Income before income tax	**₱6,985**	₱6,765
Adjustments to reconcile income before tax to net cash flows:		
Interest expense and other finance costs (Note 28)	**5,587**	5,090
Amortization of service concession assets (Notes 11 and 24)	**1,528**	1,371
Depreciation (Notes 12, 14, 24 and 25)	**221**	248
Amortization of other intangible assets (Notes 13, 24 and 25)	**60**	16
Provision for ECL (Notes 8 and 25)	**297**	1
Loss (gain) on sale of property and equipment (Notes 12 and 29)	**(10)**	1
Unrealized foreign exchange loss (gain)	**(9)**	15
Gain on fair value changes of financial assets (Notes 15 and 29)	**(27)**	(13)
Dividend income (Note 29)	**(28)**	(28)
Interest income (Note 27)	**(335)**	(328)
Equity in net earnings of associates and a joint venture (Note 10)	**(1,117)**	(1,001)
Operating income before working capital changes	**13,152**	12,137
Working capital changes:		
Decrease (increase) in:		
Restricted cash	**175**	887
Receivables	**(485)**	(2,611)
Due from related parties	**230**	454
Other current assets	**(107)**	(1,552)
Other noncurrent assets	**(157)**	259
Increase (decrease) in:		
Accounts payable and other current liabilities	**599**	(17)
Provisions	**448**	476
Due to related parties	**(36)**	(23)
Income tax paid	**(2,089)**	(1,772)
Net cash flows from operating activities	**11,730**	8,238
INVESTING ACTIVITIES		
Acquisitions of financial assets at FVTPL (Note 15)	**(5,212)**	(3,281)
Additions to:		
Service concession assets (Notes 11 and 35)	**(8,258)**	(6,974)
Property and equipment (Notes 12 and 35)	**(194)**	(206)
Investment properties (Note 14)	**–**	(38)
Investment in associates (Note 10)	**(193)**	–
Other intangible assets (Note 13)	**(20)**	–
Proceeds from:		
Sale or maturity of financial assets at FVTPL (Note 15)	**6,388**	3,928
Sale of property and equipment	**63**	1
Dividends received (Notes 8, 15 and 29)	**1,717**	51
Restricted for debt servicing account	**–**	29
Interest received (Note 35)	**321**	326
Decrease (increase) in other noncurrent assets	**(4)**	335
Net cash used in investing activities	**(5,392)**	(5,829)

(Forward)

	Six-Month Periods Ended June 30	
	2026	2025
	(Unaudited)	(Audited)
FINANCING ACTIVITIES		
Proceeds from long-term debts and short-term loans (Notes 19 and 35)	**₱19,434**	₱23,817
Payments of:		
Long-term debts and short-term loans (Note 35)	**(16,166)**	(5,581)
Interest on long-term debts and short-term loans (Note 35)	**(4,951)**	(6,329)
Dividends to stockholders (Notes 17, 22, and 35)	**(1,798)**	(984)
Dividends to non-controlling stockholders (Note 17 and 35)	**(1,082)**	(1,104)
Debt issue costs (Note 19)	**(267)**	(121)
Principal portion of lease liabilities and related interest (Note 35)	**(28)**	(24)
Acquisitions of non-controlling interests (Note 5)	**–**	(7,623)
Net cash flows provided by (used in) financing activities	**(4,858)**	2,051
NET INCREASE IN CASH AND CASH EQUIVALENTS	**1,480**	4,460
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(80)**	1,111
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD (Note 7)	**13,133**	9,530
CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 7)	**₱14,533**	₱15,101

See accompanying Notes to Interim Consolidated Financial Statements.

1. Corporate Information

General
Metro Pacific Tollways Corporation (MPTC or the Parent Company) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on February 24, 1970. The primary purpose of MPTC is that of investment holding.

MPTC is 99.9% owned by Metro Pacific Investments Corporation (MPIC). MPIC's common shares of stock were previously listed in and traded through the Philippine Stock Exchange ("PSE"). On September 29, 2023, the PSE approved MPIC's Petition for Voluntary Delisting and accordingly ordered the delisting of the latter's shares from the Official Registry of the Exchange effective on October 9, 2023. Furthermore, on November 12, 2024, SEC approved MPIC's Petition for Voluntary Revocation of Registration of Securities and Certificate of Permit to Sell Securities to the Public, officially making MPIC a private company.

On September 26, 2024, MPIC entered into a Framework Agreement with Mit-Pacific Infrastructure Holdings, Inc. (MPIH). Under the agreement, the parties agreed on the following:

- The proposed buyback by MPIC of 4,577,488 common shares of MPIC from MPIH, representing 50% of the common shares of MPIC held by MPIH, or approximately 7.3% of the total outstanding common shares of MPIC, for a total buyback price of ₱11,901 million;
- The proposed issuance of MPIC of an exchangeable bond to MPIH ("MPIH EB") for an aggregate subscription price of ₱11,901 million. The MPIH EB will be exchangeable for 1,495,258 MPTC shares held by MPIC, representing approximately 6.6% interest in MPTC;
- The consideration for the buyback shall be payable by MPIC to MPIH in cash in full at closing.

MPIH stake in MPIC was reduced to approximately 7.8% after the transaction was completed on January 17, 2025. The exchangeable bond is mandatorily exchangeable 10 years from closing date or upon expiration of lock-up period if a listing event occurs prior to maturity date. Upon the exchange of the MPIH EB in full, MPIC and MPIH shall have approximately 93.3% and 6.6% interest in MPTC, respectively.

Metro Pacific Holdings, Inc. (MPHI) owns 49.90% of the total issued and outstanding common shares of MPIC as at June 30, 2026 and December 31, 2025, respectively. As sole holder of the voting Class A Preferred Shares, MPHI's combined voting interest, as a result of all of its shareholdings, is estimated at 61.82% as at June 30, 2026 and December 31, 2025.

MPHI is a Philippine corporation whose stockholders are Enterprise Investment Holdings, Inc. (EIH; 60.0% interest), Intalink B.V. (26.7% interest) and First Pacific International Limited (FPIL; 13.3% interest). First Pacific Company Limited (FPC), a company incorporated in Bermuda and listed in Hong Kong, through its subsidiaries, Intalink B.V. and FPIL, holds 40.0% equity interest in EIH and investment financing which under Hong Kong Generally Accepted Accounting Principles, require FPC 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 Parent Company is 5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City, Philippines.

The accompanying unaudited interim consolidated financial statements as at June 30, 2026 and for the six-month periods ended June 30, 2026 and 2025 were approved and authorized for issuance by the Parent Company's Board of Directors (BOD) on July 28, 2026, as reviewed and recommended for approval by the Audit Committee of the BOD.

Status of Operations

MPTC and its subsidiaries' (collectively referred to as the "Company" or "MPTC Group") current liabilities exceeded its current assets by ₱7,636 million and ₱12,877 million as at June 30, 2026 and December 31, 2025, respectively. The excess of current liabilities over current assets as of June 30, 2026 and December 31, 2025 is mainly driven by classification of the current portion borrowings, which are common financing arrangements within the Group.

Accordingly, the use of going concern assumption is appropriate considering the following:

- The Group has available unused credit facilities from reputable banks that will provide sufficient working capital financing for it to meet its objectives and future financial obligations (see Note 32).
- The Company has pipeline of equity fund raising and short-term debt reduction in 2026. Additionally, the Company has subsequently obtained and are in talks with reputable banks in obtaining long-term debt structures to fund or convert the maturing current portion of long-term loans.

Tollway Operations

MPTC Group entered into various concession agreements for the design, funding, management, operation and maintenance (O&M) of toll roads and related facilities within and outside the Philippines.

A complete list of the Company's subsidiaries is presented in Note 37 to the unaudited interim consolidated financial statements.

Manila North Expressway Project (MNEP). On April 1998, NLEX Corporation (NLEX Corp.) was granted the concession for the rehabilitation, modernization, expansion and operation of the NLEX, including the installation of appropriate collection system therein referred to as the MNEP. The MNEP consists of three (3) 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)
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 O&M 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.

On Phase II, Segment 8.1, a 2.7-km road designed to link Mindanao Avenue to the NLEX, officially commenced tollway operation on June 5, 2010. Segment 9, a 2.4-km road connecting NLEX to McArthur Highway, officially commenced tollway operations on March 19, 2015. Segment 10, a 5.76-km four-lane, elevated expressway starting from terminus of Segment 9 in Valenzuela City and connecting to Circumferential Road 3 (C-3 Road) in Caloocan City, and which is to run above the railway of Philippine National Railway (PNR), started construction in May 2014 and was completed on February 28, 2019. It was officially opened to the public on March 1, 2019. Groundbreaking for Section 1A of Segment 8.1 was held March 4, 2025, with construction beginning thereafter. The remaining portion of Phase II is under pre-construction works while Phase III of the MNEP has not yet started as at July 28, 2026.

Subic-Clark-Tarlac Expressway (SCTEX). Pursuant to the Toll Operation Certificate (TOC) received from the TRB and agreements covering the SCTEX, NLEX Corp. has commenced the management, operation and maintenance of the SCTEX on October 27, 2015. The SCTEX is a 93.77-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 and O&M of the NLEX-SLEX Connector Road. The NLEX-SLEX Connector Road is an 8-km, four-lane elevated toll expressway constructed above the existing right of way of the PNR. It begins at NLEX Segment 10 at C-3 Road Caloocan City and is intended to connect SLEX through Metro Manila Skyway Stage 3 Project (MMSS3) in Manila. On March 29, 2023, the NLEX Connector Road Section 1 was opened to the public with toll collection commenced on August 8, 2023. A portion of section 2, up to Ramon Magsaysay Boulevard in Manila, was completed on October 28, 2023, with toll collection beginning on October 15, 2024. The construction of Connector Road Section 2 is at 99.62% completed as at June 30, 2026. Full completion of the project is dependent on the delivery of remaining works, as approved by the DPWH, on the NLEX-SLEX Connector Road structure.

Manila-Cavite Expressway (*CAVITEX).* MPTC, Cavitex Holdings, Inc. (CHI) and Cavitex Infrastructure Corp. (CIC) executed a Management Letter Agreement (MLA) on December 27, 2012 for the management of CIC by MPTC starting on January 2, 2013. By virtue of this MLA, MPTC acquired control over CIC and therefore, CIC became a subsidiary of MPTC effective January 2, 2013.

On June 28, 2017, MPTC, CHI and CIC, amended the Management Period to be for such period from January 2, 2013 and while MPTC holds the CHI Preferred Shares, or until MPTC becomes the 100% direct or indirect shareholder of CIC, whichever comes later. As at June 30, 2026 and December 31, 2025, CIC is owned by Metro Pacific Tollways South Corporation, a wholly-owned subsidiary of MPTC, and CHI with interest of 99.2% and 0.08%, respectively.

CIC was incorporated on October 9, 1995 primarily to undertake the design, construction and financing of the CAVITEX in accordance with the terms of the concession granted by the Government of the Republic of the Philippines (ROP or the Grantor) and to receive all revenues arising from the operation thereof. CIC was originally organized to represent United Engineers (Malaysia) Berhad (UEM) and Majlis Amanah Rakyat (MARA), which entered into a joint venture agreement (JVA) with the Philippine Reclamation Authority (PRA) on December 27, 1994.

Under the amended JVA, each of the following expressways shall be constructed in segments. Each segment shall allow partial operation to be carried out as follows:

Phase I	Design and improvement of the R-1 Expressway and the design and construction of the C5 Link Expressway which connects the R-1 Expressway to the South Luzon Expressway
Phase II	Design and construction of the extension of the R-1 Expressway which connects the existing R-1 Expressway at Zapote to Noveleta
Phase III	Design and construction of the Segment 3B for C5 South Link

CIC commenced the rehabilitation of the R-1 Expressway in November 1996 and completed the works in May 1998. On April 29, 2011, as recommended by the independent consultant, the TRB issued the notice to start toll collection on the R-1 Expressway Extension authorizing the implementation of the approved toll rates starting May 1, 2011.

C-5 South Link 3A-1, portion of the CAVITEX Phase II, which is a 2.2-km flyover crossing SLEX traversing Taguig and Pasay City, commenced tollway operation in 2019. C-5 South Link 3A-2 commenced tollway operation in August 2022 and Segment 2 commenced operation in September 2024.

The C5 Link Segment 3B was opened to motorists on March 30, 2026 with toll collection started on May 9, 2026.

Cavite Laguna Expressway Project (CALAX). On July 10, 2015, MPCALA Holdings, Inc. (MPCALA), a subsidiary of MPTC, was granted the concession to finance, design, construct, operate and maintain the CALAX, including the right to collect toll fees over a 35-year concession period. MPCALA and Department of Public Works and Highways (DPWH) also acknowledge and agree that the concession period shall in no event be extended beyond the 50th anniversary of the operation period.

The CALAX involves the construction of 44.63-km closed-system four-lane toll road from the CAVITEX in Kawit, Cavite through Aguinaldo Highway in Silang, Cavite and ending at the SLEX Mamplasan Interchange in Biñan, Laguna. The CALAX is divided into two (2) segments as follows:

Cavite Segment	Approximately 26.49-km portion of the CALAX, which starts in Tirona Highway, Kawit, Cavite and ends in Aguinaldo Highway, Silang, Cavite
Laguna Segment	Approximately 18.14-km portion of the CALAX, which starts in Aguinaldo Highway, Silang, Cavite Interchange up to the Greenfield Property in Biñan, Laguna

On October 31, 2019, MPCALA opened the first 10-kilometer stretch of CALAX from Mamplasan Exit in Biñan City, Laguna to the Santa Rosa-Tagaytay Interchange.

On February 10, 2020, TRB issued Notice to Start Collection for the initial toll rates for Subsections 6-8 of the CALAX effective February 11, 2020. MPCALA was granted a provisional initial toll for the 10.7-km segment of CALAX effective on February 11, 2020.

On June 18, 2021, MPCALA received the Toll Operating Permit for CALAX Subsection 5. MPCALA received the TRB's approval on the Toll Fee Matrix of Subsection 5 on June 23, 2021.

On August 24, 2021, MPCALA inaugurated CALAX Subsection 5 which connects Silang East Interchange to Sta. Rosa-Tagaytay Road Interchange. This extends the expressway's operating sections from 10 km to 14.24 km.

On November 8, 2023, MPCALA opened CALAX Subsection 4, which is a 3.82-km stretch from Aguinaldo Highway to Silang East Interchange. MPCALA received the TRB's approval on the Toll Fee Matrix of Subsection 4 on February 10, 2024.

On May 4, 2026, CALAX Subsection 3 was opened to public with toll collection started on August 9, 2026.

As at July 28, 2026, the construction works for CALAX Cavite Segment (Subsections 1 and 2) are ongoing with overall percentage of completion approximately 94.94% and expected completion within the 3rd quarter of 2026.

Cebu-Cordova Link Expressway (CCLEX). On October 3, 2016, Cebu Cordova Link Expressway Corporation (CCLEC), a subsidiary through Metro Pacific Tollways Vizmin Corporation (MPT Vizmin), was awarded the concession for the financing, design, construction, implementation and O&M of CCLEX, a four-lane 8.9-km toll road which will connect Cebu City and Cordova (the "Grantors") and will include a main bridge structure, viaduct, causeway and roadway. CCLEX is located around 7.5-km south of the Mactan-Mandaue Bridge and will take off from the Cebu South Coastal Road crossing the Mactan channel to Mactan Island.

Under the concession agreement, CCLEC is granted the concession to design, finance, construct, operate and maintain the CCLEX, including the right to collect toll fees over a 35-year concession period unless otherwise extended in accordance with the concession agreement. CCLEX total project cost is ₱33.5 billion. No upfront payments or concession fees are to be paid but the grantors shall share 2% of the project's revenue. This is recorded as "PNCC and grantor's share" under "Cost of Services" account in the unaudited interim consolidated statements of income.

In 2022, the grantors approved the extension of the concession period to 45 years. In addition, the grantors also approved the extraordinary toll adjustments of ₱2, ₱4, ₱6 for Class 1, 2, 3, respectively starting 2025 and every two (2) years thereafter until 2039 to recoup the additional project costs in accordance with the concession agreement.

CCLEC is already in the commercial operation phase after the CCLEX was opened to motorists on April 30, 2022. The approved toll rates (value added tax or VAT-inclusive) at opening date until the first toll rate adjustments were implemented are as follow: are ₱90, ₱180, ₱270, and ₱60 for Class 1, 2, 3 and 1M, respectively. The Class 1M refers to motorcycles with engine displacement of 110 cc to 399 cc. In 2025, CCLEC implemented the first toll rate adjustment in accordance with the concession agreement which resulted in the following adjusted toll rates: ₱107, ₱214, ₱321, and ₱68 for Class 1, 2, 3 and 1M, respectively.

Lapu-Lapu Expressway (LLEX). On June 20, 2025, MPT Vizmin acquired the concession right to construct and operate Lapu-Lapu Expressway (LLEX) Project through the 100% acquisition of LLEX Corp. for a total consideration of ₱1 billion (see Note 5).

LLEX Corp. was incorporated and registered with Philippine SEC on May 2, 2022 for the main purpose of implementing the construction and operation of LLEX Project under a JVA with

Lapu-Lapu City. With LLEX Corp., MPT Vizmin intends to build a new tollroad that will connect the existing CCLEX to the Mactan-Cebu International Airport (MCIA) in Lapu-Lapu City.

Prior to acquisition by MPT Vizmin, LLEX Corp. is 55% and 45% owned by Ulticon Builders, Inc. (UBI) and Premium Megastructures, Inc. (PMI), respectively. UBI and PMI were the proponents of LLEX Project.

Ujung Pandang toll road (PT Metro Makassar Network, formerly PT Bosowa Marga Nusantara (MMN) concession). MMN, a subsidiary of PT Metro Pacific Tollways Indonesia Services (PT MPTIS) through PT Nusantara Infrastructure Tbk (PT Nusantara), and PT Jasa Marga (Persero) Tbk (Jasa Marga), a third-party toll road operator in Indonesia, entered into a joint operation agreement for the operations of Ujung Pandang toll road. MMN will operate the said toll road for 30 years and after which, the toll roads, including all the facilities in the area, will be handed over to Jasa Marga. The toll road has been in operation since 1998. PT MPTIS is a majority-owned subsidiary of MPTC through MPT Asia SG.

On October 23, 2017, MMN was granted by the Ministry of Public Works of the Republic of Indonesia the extension of the concession period for the Ujung Pandang toll road to April 12, 2043.

Ujung Pandang toll road is a 6.0-km toll road connecting Soekarno-Hatta port in Makassar and A.P. Pettarani road (Urip Sumoharjo flyover). Pettarani toll road, which is an extension of the Ujung Pandang toll road, is a 4.4-km toll road that will connect Soekarno-Hatta Port (Makassar) and Sultan Hasanuddin International Airport to Makassar's business district and city center. The construction of the elevated toll road was completed on March 18, 2021 and the toll collection started in May 2021.

Makassar Section IV toll road (PT Makassar Airport Network (MAN) (formerly PT Jalan Tol Seksi Empat (JTSE)) concession). MAN, a subsidiary of PT MPTIS through PT Nusantara, entered into a Toll Road Concessionaire Agreement with the Ministry of Public Works of the Republic of Indonesia for the right to develop, operate and maintain Makassar Section IV Toll Road for a period of 35 years, including construction period. The toll road has been in operation since 2008.

Makassar Section IV toll road is a 12-km toll road that connects Tallo Bridge to the Mandai Makassar intersection, providing access to Sultan Hasanuddin International Airport as well as the national road to Maros, Indonesia.

Pondok Aren-Serpong toll road lane (PT Bintaro Serpong Damai (BSD) concession). BSD, a subsidiary of PT MPTIS through PT Nusantara, entered into a Toll Road Operational Authority Agreement with Jasa Marga for the development and operations of Pondok Aren-Serpong toll road lane for a period of 28 years, including construction period. The toll road has been in operation since 1999.

Pondok Aren-Serpong toll road lane is a 7.3-km toll road that connects Serpong and Pondok Aren, South Tangerang, Indonesia.

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2. **Service Concession Arrangements**

Supplemental Toll Operation Agreement (STOA) for the NLEX
By virtue of Presidential Decree (PD) No. 1113 issued on March 31, 1977 as amended by PD No. 1894 issued on December 22, 1983, PNCC was granted the franchise for the construction, and O&M of toll facilities in the NLEX, SLEX and Metro Manila Expressway. PNCC executed a

Toll Operation Agreement (TOA) with the Government of the Republic of the Philippines (ROP), by and through the TRB.

Pursuant to the Joint Venture Agreement (JVA) entered into by PNCC and Metro Pacific Tollways North Corporation (MPTNC) (then First Philippine Infrastructure Development Corporation) on August 29, 1995, PNCC assigned its rights, interests and privileges under its franchise to construct, operate and maintain toll facilities in the NLEX in favor of NLEX Corp., including the design, funding and rehabilitation of the NLEX, and installation of the appropriate collection system therein. MPTNC, in turn, assigned all its rights, interests and privileges to Segment 7, as defined in the Memorandum of Agreement (MOA) dated March 6, 1995, to NLEX Corp., which assumed all the rights and obligations as a necessary and integral part of the NLEX. The assignment of PNCC's usufructuary rights, interests and privileges under its franchise, to the extent of the portion pertaining to the NLEX, was approved by the then President of the ROP. On October 10, 1995, the Department of Justice (DOJ) issued Opinion No. 102, Series of 1995, noting the authority of the TRB to grant authority to operate a toll facility and to issue the necessary TOC. On November 24, 1995, in a letter by the then Secretary of Justice to the then Secretary of Public Works and Highways, the Secretary of Justice reiterated and affirmed the authority of the TRB to grant authority to operate a toll facility and to issue the necessary TOC in favor of PNCC and its joint venture partner for the proper and orderly construction, O&M of the NLEX as a toll road during the concession period.

In April 1998, the ROP (Grantor), acting by and through the TRB, PNCC (Franchisee) and NLEX Corp. (Concessionaire) executed the STOA for the Manila-North Expressway, whereby the ROP granted NLEX Corp. the rights, obligations and privileges including the authority to finance, design, construct, operate and maintain the project roads as toll roads (the "Concession") commencing upon the date the STOA comes into effect until December 31, 2030 or 30 years after the issuance of the TOP for the last completed phase, whichever is earlier, unless further extended pursuant to the STOA.

The PNCC franchise expired on May 1, 2007. Pursuant to the STOA, the TRB issued the necessary TOC for the NLEX in order to allow the continuation of the Concession. As further discussed in Note 31 to the unaudited interim consolidated financial statements, NLEX Corp. pays a certain amount in consideration for the usufructuary rights, interests and privileges under the franchise.

Also, under the STOA, NLEX Corp. shall pay for the Grantor's project overhead expenses based on certain percentages of total construction costs or of periodic maintenance works on the project roads.

Upon expiry of the concession period, NLEX Corp. shall hand-over the project roads to the Grantor without cost, free from any and all liens and encumbrances and fully operational and in good working condition, including any and all existing land acquired, works, toll road facilities and equipment found therein directly related to and in connection with the operation of the toll road facilities.

In October 2008, in consideration of the construction of Segment 8.1, TRB approved NLEX Corp.'s proposal to extend the concession term for Phase I and Segment 8.1 of the NLEX until December 31, 2037.

From 2007 to 2010, NLEX Corp. obtained TRB's approval for certain amendments to the STOA for the MNEP which includes (a) the integration of Segment 10 into Phase II – July 2007; (b) amendment of adjustment formula for the Authorized Toll Rate (ATR) by removing the foreign exchange factor – June 2008; (c) adoption of an integrated operations period for Phase I and Segment 8.1 and extension of the concession period until December 31, 2037 – October 2008; (d) modification of alignments of Phase II Segments 9 and 10 – February 2010; and the following approvals in relation to Phase II Segments 9 and 10 project: (i) adoption of the 2008 TRB approved ATR formula (ATRF) for five (5) years following the completion of Segment 9; (ii) continuation of the implementation of the

ATRF for ten (10) years from commercial operation of Segment 10; (iii) approval of the additional ₱6.00 (exclusive of value-added tax or VAT) adjustment to the Open System toll rate upon completion of Segment 10; (iv) continuation of the implementation of the ATRF until 2034; and (v) approval of the additional ₱2.00 (exclusive of value-added tax or VAT) adjustment to the Open System toll rate upon completion of C-3 R-10 Exit Ramp Project.

Agreements covering the SCTEX

On February 26, 2015, NLEX Corp. and the Bases Conversion and Development Authority (BCDA) entered into the Business Agreement (BA) covering the assignment by BCDA to NLEX Corp. of its rights, interest and obligations under the TOA relating to the management and O&M of the SCTEX (which shall include the exclusive right to possess and use the SCTEX toll road and facilities and the right to collect toll). BCDA shall retain all rights, interests and obligations under the TOA relating to the design, construction and financing of the SCTEX. Nevertheless, NLEX Corp. and BCDA hereby acknowledge that BCDA has, as of date of the BA, designed, financed and constructed the SCTEX as an operable toll road in accordance with the TOA.

BCDA is a government instrumentality vested with corporate powers created by virtue of Republic Act (RA) No. 7227. Pursuant to Section 4 (b) of RA No. 7227, BCDA undertook the design, construction and O&M of the SCTEX, a major road project to serve as the backbone of a new economic growth corridor in Central Luzon, pursuant to a TOA entered into between BCDA and the ROP, acting through the TRB, on June 13, 2007. In 2008, TRB has issued in favor of BCDA a TOP authorizing the commercial operations of and the collection of tolls in SCTEX.

The term of the BA shall be from October 27, 2015 (effective date) until October 30, 2043 and may be extended subject to mutual agreement of NLEX Corp. and BCDA and the relevant laws, rules and regulations and required government approvals. At the end of the contract term or upon termination of the BA, the SCTEX, as well as the as-built plans, specifications and operation/repair/maintenance manuals relating to the same shall be turned over to BCDA or its successor-in-interest conformably with law, and in all cases in accordance with and subject to the terms and conditions of the STOA. The STOA, which was a supplement to and revision to the TOA, was entered into, by and among the ROP, acting through the TRB, BCDA and NLEX Corp. on May 22, 2015, in order to fully allow NLEX Corp. to exercise its rights and interests under the BA.

In consideration for the assignment by BCDA to NLEX Corp. of its rights to and interests in SCTEX, NLEX Corp. paid BCDA an upfront cash of ₱3.5 billion (inclusive of VAT) upon effectivity of the BA (the Upfront Payment). NLEX Corp. shall also pay BCDA monthly concession fees amounting to 50% of the Audited Gross Toll Revenues of SCTEX for the relevant month from Effective Date to October 30, 2043. NLEX Corp. recorded concession fees of ₱1,451 million and ₱1,368 million for the six-month periods ended June 30, 2026 and 2025, respectively, which is included under "Cost of services" account in the unaudited interim consolidated statements of income (see Note 24).

NLEX Corp. also commits to undertake at its own cost the maintenance works/special/major emergency works, other additional works, enhancements and/or improvement works contained in the Maintenance Plans submitted by NLEX Corp. to BCDA from time to time.

On October 22, 2015, NLEX Corp. received the TOC from the TRB for the O&M of the SCTEX. NLEX Corp. officially took over the SCTEX toll facilities and officially commenced the management and O&M of the SCTEX on October 27, 2015.

NLEX-SLEX Connector Road Concession Agreement

In July 2016, after a competitive and comparative public bidding process or Swiss Challenge, NLEX Corp. was declared as the winning proponent to undertake the NLEX-SLEX Connector Road

in accordance with Section 10.1 of the Revised Build-Operate-Transfer (BOT) Law and its Revised Implementing Rules and Regulations of 2012.

On November 23, 2016, NLEX Corp. and DPWH signed the concession agreement for the NLEX-SLEX Connector Road. Under the concession agreement, the ROP, acting through the DPWH, granted NLEX Corp. the rights and obligations to finance, design, construct, operate and maintain the NLEX-SLEX Connector Road, including the right to collect toll fees over the concession period as well as commercial revenues and fees from non-toll user related facilities, subject to the right of DPWH to receive revenue share of 5% of commercial revenues from toll user and non-toll user related facilities. The concession period shall commence on the commencement date (being the date of issuance of the Notice to Proceed (NTP) by the DPWH to begin the construction of the NLEX-SLEX Connector Road) and shall end on its thirty-seventh (37th) anniversary, unless otherwise extended or terminated in accordance with the concession agreement. The concession period includes both the construction period and the operation period and in no event be extended beyond the fiftieth (50th) anniversary of the operation period.

In consideration for granting the basic right of way for the NLEX-SLEX Connector Road, NLEX Corp. shall pay DPWH periodic payments of ₱243 million annually which will commence on the first anniversary of the construction completion deadline, as extended, until the expiry of the concession period and will be subject to an agreed escalation every two (2) years based on the prevailing Consumer Price Index (CPI) for the two-year period immediately preceding the adjustment or escalation.

During the concession period, NLEX Corp. shall pay for the project overhead expenses to be incurred by the DPWH or the TRB in the process of their monitoring, inspecting, evaluating and checking the progress and quality of the activities and works undertaken by NLEX Corp. NLEX Corp.'s liability for the payment of the project overhead expenses due to TRB shall not exceed ₱50 million and the liability for the payment of the project overhead expenses due the DPWH shall not exceed ₱200 million; provided, that these limits may be increased in case of inflation, or in case of additional work due to a concessionaire variation that will result in an extension of the construction period or concession period, upon mutual agreement of the parties in the concession agreement.

Legal title to the NLEX-SLEX Connector Road, including all assets and other improvements constructed therein and all additional and/or enhancement works contributed by NLEX Corp. during the concession period, shall remain with NLEX Corp. until the termination date. At the end of the concession period or upon the termination of the concession agreement, the NLEX-SLEX Connector Road, including all rights, title and interest in the aforesaid assets, shall be turned over to DPWH or to its successor-in-interest conformably with law, and in all cases in accordance with and subject to the terms and conditions of the concession agreement. NLEX Corp. shall be prohibited from transferring, alienating, selling, or otherwise disposing the NLEX-SLEX Connector Road.

Pursuant to the concession agreement, NLEX Corp. shall preserve the asset so it can be handed back to DPWH in a manner that complies with the pavement performance standards specified in the concession agreement and that all the building and equipment necessary to operate the expressway remain functional and in good condition that is equivalent to prudent industry practice. NLEX Corp. must also manage the maintenance of the assets so that there is a residual asset life that complies with the residual life standards stated in the concession agreement at the end of the concession period. As at July 28, 2026, the construction of NLEX-SLEX Connector Road is 99.62% complete. Full completion of the project is dependent on the completion of the interconnection structure that will connect the NLEX-SLEX Connector Road Section 2 to the Metro Manila Skyway Stage 3 (MMSS3) is estimated to be completed by 2nd quarter of 2027.

TOA for the CAVITEX

On July 26, 1996, PRA (Grantee) and CIC entered into a TOA with the ROP, acting through the TRB, to expand the scope and toll collection period of the TOC of PRA and amplify the terms and conditions which are necessary to ensure the financial viability of the CAVITEX. Pursuant to the TOA, PRA will be responsible for the O&M of the expressway while CIC will be responsible for the design and construction of the expressway including its financing.

Construction of CAVITEX shall be in accordance with the schedule provided in the TOA, provided that the ROP shall fulfill all its obligations to CIC. In the event that the total construction costs estimated by the independent consultant are lower by 5.0% or more than CIC's cost estimate, the Grantor and PRA agree that the agreed toll rates shall be adjusted accordingly. The franchise period of each segment of CAVITEX shall be thirty-five (35) consecutive years calculated from the date such segment is substantially completed and can be operated as a toll road.

The expressways shall be owned by the Grantor without prejudice to the rights and entitlement of the Grantee and/or CIC.

Pursuant to the TOA, PRA established PEA Tollways Corporation (PEATC), its wholly owned subsidiary, to undertake the O&M obligations of PRA under the TOA. PEATC would collect the toll fees from the toll paying traffic and deposit such collections to the O&M Account of the joint ventures maintained with a local bank.

As provided in the JVA entered into by PRA with MARA and Renong Berhad (the JV partners), the JV partners shall receive a monthly share equivalent to the excess in cash balance, net of O&M expenses, equivalent to six (6) months O&M for the initial monthly sharing and reduced to one (1) month O&M after such initial sharing, to be distributed as follows: (a) 10.0% for PRA and 90.0% for CIC for the period starting from the CAVITEX completion until the full payment of loans and interest, cost advances, capital investments and return on equity of the parties; and (b) 60.0% for PRA and 40.0% for CIC for the remainder of the 35-year toll concession period.

At the end of the toll collection period, the finished segments of the CAVITEX will be transferred to the Grantor.

On November 14, 2006, CIC, PRA and TRB entered into an O&M Agreement, as approved by the Office of the President of the ROP, to clarify and amend certain rights and obligations under the JVA and TOA and to comply with the terms and conditions of the CIC's lenders and CHI (Equity Contractor).

Below are the salient provisions of the O&M Agreement:

1. Redefinition of Phase I and II of the Project

   Phase I of the Project will now relate to the design and improvement of the R-1 Expressway and the design and construction of the R-1 Expressway Extension which consist of Segment 1 (from Seaside Drive to Zapote), Segment 4 (from Zapote to Kawit) and Segment 5 (from Kawit to Noveleta), provided that, subject to the approval of the TRB, Segment 5 will be excluded from Phase I in the event that its construction does not begin within two (2) years from the completion of the design and construction works for Segment 4 that is estimated to be in December 2008. In case of exclusion from Phase I, Segment 5 shall now form part of the Phase II, subject to the approval of the TRB.

Phase II of the Project will now relate to the design and construction of the C-5 Link Expressway, which consists of Segments 2 and 3 from R-1 Interchange to Sucat Interchange to South Luzon Expressway Interchange, respectively.

2. Change of the Participation of PRA and CIC in the O&M Agreement of Phase I of the Project

   PRA agrees to execute and deliver a voting trust agreement which shall be coupled with an interest covering two-thirds of the outstanding capital stock of PEATC in order to transfer the voting rights over such PEATC shares in favor of the CIC. Such voting rights of CIC over the shares shall be during the period of the loan from syndicated lenders covered by the Omnibus Loan Agreement (OLA) (an OLA was signed by CIC and various lenders in 2006) and the repayment of the Equity Contractor and shall be irrevocable during the aforementioned period.

3. Appointment of Directors and Officers

   As a consequence of CIC's participation in the O&M Agreement set out in the previous paragraphs, CIC shall nominate five (5) members of the BOD of PEATC while PRA shall nominate two (2) members. PRA shall nominate the Chairman of the BOD and one (1) member as its second nominee as well as the Controller of PEATC, while CIC is entitled to nominate the Chief Executive Officer (CEO), Chief Operating Officer (COO), Treasurer and the Corporate Secretary of PEATC. CIC shall further have the right to nominate other members of the Board and other officers to the key position of PEATC as may be necessary to effectively implement the participation.

4. Amendment of the Revenue Sharing Provisions as Previously Provided under the TOA

   Effective on the first day of the CIC's participation in the O&M, August 25, 2006, there will be a new and improved distribution of the share in the toll fees of PRA and CIC. PRA shall receive 8.5% of gross toll revenue while CIC shall receive 91.5% of the gross toll revenue and will absorb all O&M costs and expenses. PRA shall no longer share from any of the O&M costs and expenses. The share of PRA shall be increased by 0.5% every periodic toll rate adjustment under the TOA but not to exceed 10.0% of gross toll revenue at any one time during the repayment period of the loan.

   The new PRA share of 8.5% of the gross toll revenue shall be subject to increase as mentioned in the previous paragraph which shall be implemented during the period of:

   a) existence of the loan which is payable for a period of eight (8) years; and
   b) repayment of the Equity Contractor which shall be converted into subordinated debt pari passu with the lenders for a period which shall not exceed an additional three (3) years after the period of eight (8) years.

   Upon repayment in full of the loans and interest costs, advances, capital investment and the return of equity, CIC and PRA shall share at the ratio of 40.0% and 60.0%, respectively, as originally agreed upon under the JVA.

   Until March 31, 2026, the share of PRA is 9.0% while CIC is 91.0% which took effect on the last toll rate adjustment on January 1, 2009. Effective April 1, 2026, the share of PRA is 10.0% while CIC is 90.0% based on the net Project Income (Revenue less O&M expenses).

5. Amendment of the Conduct of the O&M of the Tollway

   All gross toll revenue collections shall be directly deposited on a daily basis to the respective bank accounts of PRA and CIC:

   a) The 91.0% share of CIC shall absorb all O&M costs and expenses. CIC shall continue to set aside sinking fund in accordance with the TOA schedule of maintenance per segment. The sinking fund interest income shall remain intact and shall not be subject to revenue sharing of the JVA partners;

   b) The sinking fund which shall remain with PEATC and maintained adequately at all times, shall be solely used for major road repairs and re-pavement and for extraordinary costs and expenses needed by the operation but not provided in the annual budget (see Note 16). Any shortage in the sinking fund shall be the sole responsibility of CIC; and

   c) All disbursements for O&M shall be authorized solely by CIC.

   Effective April 1, 2026, all gross toll revenue collections shall be directly deposited on a daily basis to the JV Account and subsequently shall be distributed to CIC (72%), PRA (8%) and PEATC Account (20%). The share of PEATC shall be used to fund the Operations and Maintenance requirements of MCTEP.

   CIC share in the O&M Cost is 90% while PRA is 10% starting August 26, 2021. But due to transition period, CIC paid the O&M cost 100% but bill PRA the 10% share.

   Starting 2026, CIC and PRA, thru an updated Sinking Fund Policy, shall maintain a separate sinking fund and will invest separately. The interest income from the Sinking Fund shall be for the own account of CIC and PRA, respectively.

6. Acknowledgement of all parties that in the event of a default under the loan, the Lenders shall be granted step-in rights in respect of the share of the CIC on the revenues from the toll collections in favor of the Lenders as security for the financing provided by such Lenders.

7. Unless otherwise amended, revised or modified by the CIC, PRA and TRB after obtaining the necessary regulatory approvals, CIC's participation in the O&M under this O&M Agreement shall be terminated upon repayment in full of the loans subject of the OLA dated August 25, 2006 and repayment to the Equity Contractor.

In a letter dated May 21, 2010, the PRA confirmed that the effectivity of the O&M Agreement and the voting trust agreement shall be extended for a period of four (4) years or until August 25, 2021, or upon full settlement of the funding obtained by CIC for the completion of Manila Cavite Toll Expressway Project (MCTEP).

In 2015, PRA agreed to substitute the 2013 Amended and Restated Loan Agreement (2013 Loan Agreement), which CIC entered into with a group of lenders, for all references to the "2006 Omnibus Loan Agreement" under the Operations and Maintenance Agreement (OMA). However, the resolution of the Board of Directors of PRA provided that the proposed extension of the OMA up to December 18, 2023 (the maturity date of the loan covered by the 2013 Loan Agreement) will be subject to further negotiations between PRA and CIC prior to August 25, 2021.

On June 19, 2019, PRA through its Corporate Secretary, informed CIC that PRA Governing Board approved CIC Stage 1 proposal which is to assume the operation and maintenance rights and obligations of PRA with respect to Segment 3A-1.

On July 8, 2021, PRA informed CIC that the standing PRA Board decision is that the effectivity of the OMA will expire on August 25, 2021 and requested that CIC and PRA commence negotiations for the possible extension of the effectivity of the OMA up to December 18, 2023. PRA and CIC started discussing the details of PRA's position and conditions on the matter of the extension of the terms of the OMA. Negotiations on the extension did not prosper and the OMA expired on August 25, 2021.

Thereafter, an Operation and Maintenance Transition Committee (O&M Transition Committee) was constituted composed of representatives from PRA and CIC, with observers from the Toll Regulatory Board and PEA Tollways Corporation (PEATC), and the Office of the Government Corporate Counsel ("OGCC"), to discuss the details of the assumption by PRA (through PEATC) of the operations and maintenance of the operating segments of the MCTEP.

On January 1, 2022, PEATC assumed 100% operations and maintenance of the MCTEP. However, PRA requested CIC to extend the effectivity of the contracts for goods and services required in the operations and maintenance of the MCTEP (the "O&M Contracts") to ensure continuity of services to motorists and customers of the MCTEP. PRA also requested CIC to allow PEATC to directly manage the implementation of the O&M Contracts in accordance with its mandate to operate and maintain the MCTEP until March 31, 2024. Pursuant to PRA's request, CIC extended the term of relevant O&M contracts until September 30, 2024 as PRA prepares to procure said services in accordance with government processes.

On September 10, 2024, PRA requested CIC for further extension of the relevant O&M contracts until June 30, 2025.

In March 2026, PRA requested CIC for further extension of the relevant O&M contracts until May 31, 2026, except for two (2) contracts until December 31, 2026.

As at July 28, 2026, Joint Venture Account is already operational hence, the sharing of CIC and PRA is already at 90:10, respectively.

Toll Holiday

On June 27, 2024, the TRB sent a letter to CIC, PRA, and PEATC informing that the TRB has resolved to approve ad referendum PRA's proposal of temporary cessation of all cash and RFID toll collection activities in all MCTEP Segments for a period of thirty (30) days starting from July 1, 2024 at 12:01 AM and directed its implementation subject to two (2) months extension of the respective MCTEP concession periods, based on the agreement and consent of CIC.

The toll collection activities in all MCTEP segments resumed on July 31, 2024.

CALAX Concession Agreement

On May 26, 2015, after a competitive bidding, the DPWH announced MPCALA as the winning bidder to implement the CALAX. The CALAX will be undertaken using the BOT contractual arrangement, which is one of the Public-to-Private Partnership (PPP) variants specifically authorized under the BOT Law, or RA No. 6957, as amended by RA No. 7718 and its Revised Implementing Rules and Regulations of 2012.

On June 8, 2015, MPCALA received the Notice of Award (NOA) from the DPWH to implement the

CALAX. Upon full compliance with all the requirements under the NOA on June 26, 2015, DPWH issued its Notice of Compliance on June 30, 2015.

On June 25, 2015, MPCALA issued an irrevocable standby letter of credit amounting to ₱700 million in favor of DPWH as security for the performance by MPCALA of its obligations under the concession agreement for the CALAX.

On July 10, 2015, under the concession agreement with DPWH, MPCALA is granted the concession to design, finance, construct, operate and maintain the CALAX, including the right to collect toll fees over a 35-year concession period. MPCALA and DPWH also acknowledge and agree that the concession period shall in no event be extended beyond the 50th anniversary of the operation period.

In consideration for granting the concession, MPCALA shall pay DPWH a concession fee totaling ₱27 billion, payable over nine (9) years from signing of the concession agreement. On July 10, 2015, MPCALA paid DPWH an upfront fee of ₱5.5 billion representing 20% of the concession fee. The remaining concession fee is payable on an installment basis at the rate of 16% annually beginning on the fifth (5th) year from the contract signing date up to the ninth (9th) year from the contract signing date of the concession agreement (see Note 20).

During the concession period, MPCALA shall pay for the project overhead expenses to be incurred by the DPWH and the TRB in the process of their monitoring, inspecting, evaluating and the checking the progress and qualities of the activities and works undertaken by MPCALA which shall not exceed ₱150 million and ₱75 million, respectively; provided, that these limits may be increased in case of inflation, or in case of additional work due to a concessionaire variation that will result in an extension of the construction period or concession period, upon mutual agreement of the parties in the concession agreement.

Design and Construction. Pursuant to the concession agreement, MPCALA shall undertake the construction works of the CALAX in conformance with the design criteria of the Minimum Performance Standards and Specifications (MPSS). MPSS establishes the minimum requirements that MPCALA must comply with regards to the design, construction, operation and maintenance of the CALAX.

The DPWH shall determine if MPCALA has fully complied with the requirements for the completion of the CALAX before issuing the Certificate of Final Completion.

Operation and Maintenance. The MPSS also sets out key performance indicators that measure MPCALA's performance and imposes penalties for non-performance. The performance requirements are categorized as (i) operation requirements that include the toll collection system, traffic safety and control system and power and water supply; and (ii) maintenance requirements that include the maintenance of expressway structures, toll plazas and buildings and operating equipment and utilities. As indicated in the MPSS, MPCALA shall preserve the assets so it can be handed back to DPWH in a manner that complies with the pavement performance standards specified in the concession agreement. MPCALA must also manage the maintenance of the assets so that there is a residual asset life that complies with the residual life standards stated in the agreement at the end of the concession period.

Ownership of the CALAX. Pursuant to the concession agreement, upon issuance of the Certificate of Final Completion by the independent consultant, ownership of all works comprising the CALAX shall vest in the DPWH. Regardless of the ownership of all the works comprising the CALAX, including the Right of Way (ROW), possession, custody and risk of loss or deterioration shall vest in MPCALA during the concession period. Upon termination date or transfer date, whichever is earlier,

possession, custody and risk of loss or deterioration of the CALAX, including the ROW, shall vest with the DPWH.

Subject to the limits and conditions under the BOT Law, the DPWH is responsible for the payment of all applicable real property taxes on the CALAX throughout the concession period. In the event that the relevant Government Authority assesses MPCALA of the real property taxes for the CALAX, the DPWH shall, upon prior notice and submission by MPCALA of the subject assessments, pay directly the relevant Government Authority the amount of such assessed real property taxes. Conversely, MPCALA may advance the payment of such real property taxes, which payments shall be fully reimbursed by the DPWH within 30 days after receipt of written request from reimbursement from MPCALA.

CCLEX Concession Agreement

On December 23, 2015, MPTNC received the NOA from both the City of Cebu and the Municipality of Cordova (collectively "the Grantors") which authorizes the formation of a joint venture (JV) company and the implementation by the JV company of the CCLEX. The NOA was issued by the Grantors in favor of MPTNC after no expression of interest to submit comparative proposals was received by the Grantors.

On April 15, 2016, the Grantors and MPTNC finalized and executed the JVA which governs the Grantors' and MPTNC's respective rights and obligations to each other in relation to the JV company. The JV company will be responsible for implementing the CCLEX as concessionaire under the JVA. Pursuant to the JVA, CCLEC was incorporated on August 8, 2016. As indicated in the JVA, the Grantors shall receive a combined share of 2% of the annual toll revenues of the CCLEX. The JVA shall be effective from April 15, 2016 until its termination as indicated in the JVA, which includes among others, the termination of the concession agreement for the CCLEX.

On October 3, 2016, CCLEC and the Grantors signed the concession agreement for the CCLEX. Under the concession agreement, CCLEC is granted the concession to design, construct, finance, operate and maintain the CCLEX, including the right to collect toll fees over the concession period. The concession period shall commence from the date the Grantors issued to CCLEC the notice to proceed to start the construction of the CCLEX and shall end after 35 years unless otherwise extended in accordance with the concession agreement.

On January 16, 2019, CCLEC and the Grantors signed an amendment to the concession agreement. Among the matters amended is the deletion of the term "Toll Regulatory Board" or "TRB". All references to "Toll Regulatory Board" or "TRB" in the concession agreement and all its attachments, annexes and schedules thereto shall be deemed to refer to "Local Toll Regulatory Council" or "LTRC".

On April 27, 2022, the Grantors approved the concession period extension of ten (10) years (from 35 years to 45 years) and extraordinary toll adjustments of ₱2, ₱4 and ₱6 for Class 1, 2 and 3, respectively, starting 2025 and every two (2) years thereafter until 2039 to recoup the additional project costs in accordance with the concession agreement.

The ownership of all works comprising CCLEX shall vest with the Grantors immediately after construction completion and upon issuance of the certificate of final completion.

Pursuant to the concession agreement, CCLEX shall preserve the asset so it can be handed back to the LGUs in a manner that complies with the pavement performance standards specified in the concession agreement and that all the building and equipment necessary to operate the expressway remain functional and in good condition that is equivalent to prudent industry practice. CCLEC must

also manage the maintenance of the assets so that there is a residual asset life that complies with the residual life standards stated in the concession agreement at the end of the concession period.

LLEX Concession Agreement
On June 17, 2022, LLEX Corp. and the City Government of Lapu-Lapu, signed a JVA for the design, financing, construction and operation of LLEX which is a private-public-partnership project wherein the Grantor is a local government. Lapu-Lapu City is the Grantor and LLEX Corp. is the concessionaire. LLEX Project consists of four (4) segments with a total length of 12 kilometers.

The initial term of the concession is 35 years and subject to an automatic renewal of 15 years upon request by LLEX Corp. and provided that the share of Lapu-Lapu City in the toll revenues shall be increased from 2% to 2.5%. Summary of percentage share of Lapu-Lapu City in the toll revenues under the JVA:

Period	% Share per Annum
Years 1 to 15	1.0%
Years 16 to 25	1.5%
Years 26 to 35	2.0%
Years 36 to 50	2.5%

The title and ownership of the LLEX Project shall be transferred to Lapu-Lapu City at the end of the concession period.

As discussed in Note 1, LLEX Corp. was acquired by MPTC through MPT Vizmin on June 20, 2025. As at July 28, 2026, the management is undertaking pre-construction activities.

MMN concession covering rights in Ujung Pandang toll road
On August 26, 1994, the Ministry of Public Works of the Republic of Indonesia has granted the permission to Jasa Marga and MMN for the development and operation of Ujung Pandang toll road. On August 29, 1994, through Deed No. 322 of Mestariany Habie, S.H., MMN received its rights to operate the Ujung Pandang toll road for 30 years. After the concession period, the toll road and all its facilities on the area will be handed over to Jasa Marga.

On October 23, 2017, MMN obtained Minister Decree from Ministry of Public Works Republic Indonesia containing the extension of the Ujung Pandang toll road up to 2043 (from the previous 2028).

MAN concession covering rights in Makassar Section IV Toll Road
In 2006, MAN entered into Toll Road Concessionaire Agreement with the Ministry of Public Works of the Republic of Indonesia for the rights of the Makassar Section IV Toll Road for a period of 35 years including construction period. After the concession period, the toll road and all its facilities on the area will be handed over to The Toll Road Regulatory Authority (BPJT). Concession period of MAN is until 2041.

BSD concession covering rights in Pondok Aren-Serpong Toll Road
In 1996, BSD entered into a Toll Road Operational Authority Agreement with Jasa Marga for the rights of the Pondok Aren-Serpong toll road. Jasa Marga granted BSD the authority to develop and operate the toll road for a period of 28 years including the construction period. Concession period for BSD is until 2028. At the end of the concession period, BSD will hand over the toll road to BPJT.

BSD will pay Jasa Marga costs in relation to the toll road operation and maintenance fees computed based on a fixed percentage of 5.98% of the toll road revenues.

PT Sarana Catur Tirta Kelola (SCTK) concession covering rights in Cijeruk Water Treatment Plant
In 1995, SCTK entered into a cooperation agreement with the Regional Water Company II Serang ("PDAM"). PDAM appointed SCTK to build and operate the water treatment plant and to transfer it back in 2039.

Based on the Cooperation Agreement dated January 14, 1999 between PT Sarana Tirta Rejeki (STR) and PT Jasa Sarana Nusa Makmur (JSNM) regarding the development of water supply in East Serang with capacity up to 100 litres per second, STR and JSNM agreed to cooperate in management and distribution of treated water in East Serang Timur with terms as stated in the agreement.

As at December 2, 2013, SCTK and STR agreed to terminate the right transfer agreement of water management in Serang. With the termination of the transfer agreement, the Cooperation Agreement between STR and JSNM was also terminated and the right of management and distribution of treated water in East Serang was transferred to SCTK.

On April 13, 2023, SCTK and Perumda Tirta Al Bantani entered into an amendment to the Cooperation Agreement regarding the changes in treated water tariff to IDR3,120 per cubic meter (m^3). On the same day, SCTK and Perumda Tirta Al Bantani signed a profit-sharing cooperation agreement in marketing and socialization services to the industrial community. SCTK agreed to provide a profit share of IDR600 per m^3 of water sold to Perumda Tirta Al Bantani for its measurable performance in ensuring the supply of raw water allocation and organizing marketing and outreach to SCTK's industrial community.

PT Dain Celicani Cemerlang (DCC) concession covering rights in Medan Water Treatment Plant
On April 24, 2012, DCC, a subsidiary of PT MPTIS, entered into a cooperation agreement for the supply of treated water to PT Kawasan Industri Medan (Persero) (KIM) for a period of 20 years (excluding construction phase). The agreement states that DCC shall build a Water Treatment Plant II (WTP II) on the land owned by KIM under BOT scheme. Both parties agreed on the minimum supply of treated water volume at transfer point is 250,000 m^3 per month at IDR5,800 per m^3 (excluding VAT). The price will be evaluated and agreed upon every three (3) years. On April 21, 2017, KIM has agreed on the increment rate amounted to 10% or IDR6,380 per m^3 (excluding VAT).

On October 19, 2022, DCC entered into the second amendment to the Cooperation Agreement on Clean Water Supply with KIM regarding the construction of two (2) Water Treatment Plants carried out by DCC with a capacity of 100 liters/second with a construction value of IDR8,578,006,350 and a bank guarantee of 5% of the construction value.

DCC and KIM agreed to impose a new tariff for treated water of IDR7,200 per m^3 (excluding VAT) which is effective from January 24, 2022. On August 28, 2023, DCC got an adjustment on minimum supply of water volume at transfer point to 400,000 m^3 per month.

PT Rezeki Perkasa Sejahtera Lestari (RPSL) concession covering rights in Biomass Power Plant
In August 2018, PT Energi Infranusantara (EI), an indirect subsidiary of PT MPTIS, acquired 80% of the capital stock of RPSL, a biomass power plant operator.

RPSL has an Electrical Power Purchase Agreement with PT Perusahaan Listrik Negara (Persero) (PLN) for the construction and operation of a Biomass Power Plant for a period of 20 years from the start of operations. Under the agreement, RPSL will supply a portion of the generated power from the power plant to PLN in accordance with the terms and conditions of the agreement.

3. Material Accounting Policy Information

Basis of Preparation
The unaudited interim consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

The unaudited interim consolidated financial statements have been prepared on a historical cost basis, except for certain debt and equity financial assets that are measured at fair value. The unaudited interim consolidated financial statements are presented in Philippine Peso, which is the Parent Company's functional currency, and all values are rounded to the nearest million peso (₱000,000), except when otherwise indicated.

Basis of Consolidation
The unaudited interim consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at June 30, 2026 and December 31, 2025 and for the six-month periods ended June 30, 2026 and 2025.

A complete list of the Company's subsidiaries is disclosed in Note 37.

Non-controlling Interests (NCI) represent the interests in NLEX Corp., Metro Strategic Infrastructure Holdings, Inc. (MSIHI) and PT Nusantara and its subsidiaries, not held by the Parent Company and are presented separately in the unaudited interim consolidated statement of income and within equity in the unaudited interim consolidated statements of financial position, separately from equity attributable to equity holders of the Parent Company. In 2025, the Parent Company has 34% of NCI in Easytrip Services Corporation (ESC) which was acquired in March 2025. Refer to Note 5 for the changes in non-controlling interests in 2026 and 2025.

Changes in Accounting Policies
The accounting policies adopted are consistent with those of the previous financial year, except that Company has adopted the following new accounting pronouncements starting January 1, 2026.

- Amendments to Illustrative Examples on PFRS 7, PFRS 18, PAS 1, PAS 8, PAS 26 and PAS 37, *Disclosures about Uncertainties in the Financial Statements*
- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*
- Annual Improvements to PFRS Accounting Standards—Volume 11
  - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
  - Amendments to PFRS 7, *Gain or Loss on Derecognition*
  - Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities* and *Transaction Price*
  - Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
  - Amendments to PAS 7, *Cost Method*

The standards that have been adopted did not have any significant impact on the Company's unaudited interim consolidated financial statements, except for PFRS 18. The Company is currently assessing the detailed impact of PFRS 18 on its unaudited interim consolidated financial statements.

In April 2024, the IASB issued IFRS 18, which replaces PAS 1 Presentation of Financial Statements. PFRS 18 introduces new requirements for presentation within the statement of income, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of income into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. The standard requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and it

also includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes.

In addition, narrow-scope amendments have been made to PAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards. PFRS 18, and the amendments to the other standards, are effective for reporting periods beginning on or after January 1, 2027, but earlier application is permitted and must be disclosed. PFRS 18 will apply retrospectively.

The Company is currently working to identify all impacts the amendments on PFRS 18 will have on the primary financial statements and notes to the financial statements. The initial assessment on the impact on the Company's unaudited interim consolidated financial statements is, as follows:

- Rental income, dividend income and equity share in net earnings of associates and a joint venture will be classified in the investing category within the statement of profit or loss
- Interest received and interest paid will be classified in the investing activities and financing activities, respectively, on the statement of cash flows
- Foreign exchange differences will be classified in the category where the related income and expense form the item giving rising to the foreign exchange difference
- New disclosures to be added, as applicable to the Company: (a) management-defined performance measures; (b) specified expense by nature if expenses are presented by function in the operating category of the statement of profit or loss; and (c) a reconciliation for each line item in the statement of profit or loss between the restated amounts presented applying PFRS 18 and the amounts previously presented applying PAS 1.

Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. The Group intends to adopt the following pronouncements when they become effective. The Company is currently assessing the potential impact of these pronouncements on its unaudited interim consolidated financial statements.

Effective beginning on or after January 1, 2027

- PFRS 17, *Insurance Contracts*
- PFRS 18, *Presentation and Disclosure in Financial Statements*
- PFRS 19, *Subsidiaries without Public Accountability*
- Amendments to PAS 21, *Translation to a Hyperinflationary Presentation Currency*

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*

Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value and the amount of any NCI in the acquiree. For each business combination, the acquirer elects whether to measure the NCI in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in "General and administrative expenses".

The Company determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue

producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

If the acquired set of assets and activities does not constitute a business as defined under PFRS 3, the transaction is accounted for as an asset acquisition. In such case, the Company identifies and recognizes the individual identifiable assets acquired and liabilities assumed. The cost of the acquisition, including transaction costs that are directly attributable to the acquisition, is allocated to the assets acquired and liabilities assumed on a relative fair value basis at the acquisition date. Goodwill is not recognized in an asset acquisition.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of PFRS 9, is measured at fair value with the changes in fair value recognized in profit or loss in accordance with PFRS 9. Other contingent consideration that is not within the scope of PFRS 9 is measured at fair value at each reporting date with changes in fair value recognized in profit or loss.

Investments in Associates and Joint Venture

The Company's investments in its associates and joint venture are accounted for using the equity method.

The aggregate of the Company's share in profit or loss of an associate or joint venture is shown on the face of the unaudited interim consolidated statement of income outside operating profit and represents profit or loss after tax and NCI in the subsidiaries of the associate or joint venture. If the Company's share of losses of an associate or joint ventures equals or exceeds its interest in the associate, the Company discontinues recognizing its share of further losses.

After the application of the equity method, the Company determines whether it is necessary to recognize an additional impairment loss on the Company's investments in associates or joint venture. The Company determines at each balance sheet date whether there is any objective evidence that the investment in the associate or joint venture is impaired. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of the investment in associate or joint venture and its carrying value and recognizes the impairment loss in the unaudited interim consolidated statement of income.

Financial Instruments

Date of Recognition. The Company recognizes a financial asset or a financial liability in the statements of financial position when it becomes a party to the contractual provisions of the instrument.

Financial Assets

Initial Recognition and Measurement. Financial assets are classified, at initial recognition, and subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI), and fair value through profit or loss (FVTPL).

Subsequent Measurement. For purposes of subsequent measurement, financial assets are classified in three (3) categories: Financial assets at amortized cost (debt instruments), Financial assets at FVTPL and Financial assets at FVOCI.

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

As at June 30, 2026 and December 31, 2025, the Company's financial assets at amortized cost include cash and cash equivalents, restricted cash, receivables (excluding advances to officers and employees), due from related parties, finance lease receivable, concession financial receivables and refundable deposits (see Notes 7, 8, 9, 16 and 21).

Financial assets at fair value through profit or loss. Financial assets at FVTPL are carried in the statement of financial position with net changes in fair value recognized in profit or loss.

As at June 30, 2026 and December 31, 2025, the Company's financial assets at FVTPL pertain to investments in Unit Investment Trust Fund (UITF) (see Note 15).

Financial assets at fair value through other comprehensive income (Equity Instruments). On initial recognition, the Company may irrevocably elect to classify investments in equity instruments that are not held for trading as financial assets at fair value through other comprehensive income (FVOCI).

Equity instruments designated at FVOCI are subsequently measured at fair value. Changes in fair value are recognized in other comprehensive income (OCI) and accumulated in equity. Dividends from such investments are recognized in profit or loss when the Company's right to receive payment is established, except when the dividends clearly represent a recovery of part of the cost of the investment.

Gains or losses recognized in OCI are not subsequently reclassified to profit or loss, including on derecognition. Instead, cumulative gains or losses are transferred directly to retained earnings upon disposal of the equity instrument.

The Company elected to classify irrevocably its investments in unquoted equity securities under this category.

As at June 30, 2026 and December 31, 2025, the Company's financial assets at FVOCI pertain to investments in quoted shares, unquoted shares and quoted club shares (see Note 15).

Derecognition. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's unaudited interim consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred

asset to the extent of its continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial Assets
Expected Credit Losses (ECLs) are recognized in two (2) stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months ("12-month ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default ("lifetime ECL").

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

For cash and cash equivalents (excluding cash on hand) and restricted cash, the Company applies the low credit risk simplification.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial Liabilities
Initial Recognition and Measurement. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

Subsequent Measurement. For purposes of subsequent measurement, financial liabilities are classified in two (2) categories:

- Financial liabilities at FVTPL
- Financial liabilities at amortized cost (loans and borrowings)

Financial Liabilities at FVTPL. Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL.

As at June 30, 2026 and December 31, 2025, the Group has not designated any financial liability as at FVTPL.

Financial liabilities at amortized cost (loans and borrowings). This category which generally applies to interest-bearing and noninterest-bearing loans and borrowings is most relevant to the Company. After initial recognition, interest-bearing and noninterest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

As at June 30, 2026 and December 31, 2025, this category includes accounts payable and other current liabilities (excluding statutory liabilities), short-term loans, long-term debts, service concession fees payable and due to related parties (see Notes 17, 19, 20 and 21).

Derecognition. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in profit or loss.

Advances to Contractors and Consultants

Advances to contractors and consultants represent the advance payments for mobilization of the contractors and consultants. These are stated at costs less any impairment in value. These are progressively reduced upon receipt of the equivalent amount of services rendered by the contractors and consultants. These are recognized as current or noncurrent depending on the classification of its underlying asset.

Service Concession Arrangements - Intangible Asset Model

The Company accounts for its concession arrangements in accordance with Philippine Interpretation IFRIC 12, *Service Concession Arrangements*, under the intangible asset model as it receives the right (license) to charge users of public service.

Construction and Upgrade Services: Revenue and Cost Recognition. The Company recognizes revenue and costs for construction and upgrade services in accordance with PFRS 15. The Company, as operator, receives non-cash consideration in the form of an intangible asset (a license to charge users of the public service) in exchange for construction and upgrade services. The operator measures the intangible asset initially at cost, being the amount of the contract asset recognized during the construction or upgrade phase in accordance with PFRS 15. The operator recognizes revenue and a contract asset (that represents the right to receive an intangible asset, as "Service Concession Asset") as it performs the construction performance obligation.

Operations Revenues. An operator that recognizes an intangible asset also recognizes revenue for the consideration received from users of the public service during the operation phase.

Contractual Obligations. The Company recognizes its contractual obligations, (i) to maintain the toll roads to a specified level of serviceability or (ii) to restore the toll roads to a specified condition before it is handed over to the grantor at end of the concession term, in accordance with PAS 37, as the obligations arise which is as a consequence of the use of the toll roads and therefore it is proportional to the number of vehicles using the toll roads and increasing in measurable annual increments.

Service Concession Assets. The service concession assets acquired through business combinations are recognized initially at the fair value of the concession agreement using multi-period excess earnings method. The service concession assets that were not acquired through business combinations are recognized initially at cost. The cost of the service concession assets consists of

the construction or upgrade costs, including related borrowing costs; upfront fees payments on the concession agreements; and future fixed fee considerations in exchange for the license or right.

The fixed fees are recognized at present value using the discount rate at the inception date with a corresponding liability recognized. Interest on the unwinding of discount of the liability is recognized as a borrowing cost that is capitalized as part of the service concession asset during construction of the infrastructure asset and as an expense in the period incurred starting from the commercial operations of the said infrastructure asset. Following initial recognition, the service concession assets are carried at cost less accumulated amortization and any impairment losses. Subsequent costs and expenditures related to the toll road infrastructure arising from the Company's commitments to the concession agreements, or that increase future revenues are recognized as additions to the service concession assets and are stated at cost. Repairs and maintenance and other expenses that are routinary in nature are expensed and recognized to the unaudited interim consolidated statement of income as incurred.

The amortization shall commence upon full completion, regardless of partial opening of certain segments as these were intended to be a single intangible asset (the NLEX Connector Road, CALAX and C5 South Link).

The service concession assets are amortized using the unit-of-production (UOP) method and straight-line method, for toll roads and water treatment plant, respectively. Using the UOP method, the annual amortization of the service concession asset is calculated by applying the ratio of actual traffic volume of the underlying toll roads compared to the total expected traffic volume over the respective remaining concession periods to the net carrying value of the assets. The expected traffic volume is estimated by management with reference to the traffic projection reports. Using the straight-line method, the service concession asset is amortized over the concession term.

The amortization expense is recognized under the "Cost of services" account in the unaudited interim consolidated statement of income.

The concession fees paid in consideration for the concession which vary in relation to future activity (i.e., based on toll revenues) are treated as executory and are expensed as incurred.

The service concession assets will be derecognized upon turnover to the Grantor. There will be no gain or loss upon derecognition as the service concession assets which are expected to be fully amortized by then, will be handed over to the Grantor with no consideration.

Service Concession Fee Payable. The service concession fee payable shall be accounted for by discounting the value of expected future cash flows based on the contractual provisions of the concession agreement (CA).

In accordance with Philippine Interpretation IFRIC 1, *Changes in Existing Decommissioning, Restoration and Similar Liabilities*, changes in the measurement of service concession fee payable that result from changes in the estimated timing or amount of the outflow of resources embodying economic benefits required to settle the obligation, or a change in discount rate, shall be accounted for as follows:

(a) Subject to (b) below, changes in the liability shall be added to, or deducted from, the cost of the related asset in the current period.
(b) The amount deducted from cost of the service concession asset shall not exceed its carrying amount. If a decrease in the liability exceeds the carrying amount of the asset, the excess shall be recognized immediately in profit or loss.

(c) If the adjustment results in an addition to the cost of the asset, the Company shall consider whether this is an indication that the new carrying amount of the asset may not be fully recoverable. If there is such indication, the entity shall test the asset for impairment and shall account for any impairment loss in accordance with PAS 36, *Impairment of Assets*.

Deferred Project Costs. Costs directly attributable to the acquisition of a service concession asset are recorded as deferred project costs (under "Other noncurrent assets" account) when certain criteria for development expenditures are met and until the concession rights are awarded to the Company, whereupon the costs are transferred to the "Service concession assets" account. Development expenditures on an individual project are recognized as deferred project costs for intangible assets when the Company can demonstrate:

- The technical feasibility of completing the intangible asset;
- Its intention to complete and its ability and intention to use the intangible asset;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

Costs capitalized as deferred project costs are assessed for impairment whenever there is an indication that these may be impaired.

Service Concession Arrangements - Financial Asset Model
Where the operator has an unconditional contractual right to receive cash or another financial asset from, or at the direction of, the grantor, the Company accounts for such arrangement under the financial asset model.

In accordance with PFRS 15, the Company determines each performance obligation and the corresponding transaction price. The transaction price is determined as the fair value of the consideration received or receivable in exchange for the services delivered. Where the Company does not receive remuneration separately for the services provided (i.e., construction, maintenance and operational services in a single contract), the Company allocates the transaction price between the construction and operation services by reference to the stand-alone selling prices of the services delivered.

During the construction phase, the Company recognizes revenue and costs by reference to the stage of completion as the contract activity progresses over the construction period. The Company measures progress using a method that depicts the entity's progress towards satisfying its performance obligation. As the Company recognizes revenue for the construction service performance obligation, it recognizes a financial asset (as "Concession financial receivables" under "Other current assets" and "Other noncurrent assets" accounts). The financial asset is subsequently measured in accordance with PFRS 9.

During the operating phase, the Company allocates a proportion of the cash receipts to settle part of the financial asset. It allocates the remaining receipts between revenue for providing maintenance and operation services and finance income.

Contract Assets
Service Concession Asset, with on-going construction and upgrade services on concession arrangements under the scope of Philippine Interpretation IFRIC 12, is considered as contract asset. Contract assets are initially recognized for revenue earned from the ongoing construction and upgrade

services as receipt of consideration is conditional on the successful completion of the construction and upgrade services and until the service concession asset is ready for its intended use.

The Company recognizes contract assets separately, as "Contract assets" under "Other noncurrent assets" in the unaudited interim consolidated financial position, its claims against the government arising from additional costs incurred due to the delays in the government's delivery of the required right-of-way. Management has determined that a separate presentation provides more transparent and decision-useful information.

Property and Equipment

Depreciation commences once the property and equipment is available for use and is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Building and building improvements	5-50 years
Leasehold improvements	3-5 years or lease term, whichever is shorter
Transportation equipment	3-5 years
Office equipment and others	3-5 years

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the unaudited interim consolidated statement of income in the year the item is derecognized.

Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation is charged to the unaudited interim consolidated statement of income.

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

Impairment of Non-financial Assets

Investments in Associates and Joint Venture, Service Concession Assets under Intangible Asset Model, Property and Equipment, Right-of-Use (ROU) Assets, Investment Properties, Software Cost and Other Noncurrent Assets. The Company assesses at each balance sheet date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an assets or CGU's fair value less costs of disposal (FVLCD) and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share price for publicly-traded companies, or other available fair value indicators.

Impairment losses are recognized in the unaudited interim consolidated statement of income in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation or amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the unaudited interim consolidated statement of income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal, the depreciation (in case of property and equipment) and amortization (in case of service concession assets and software) charges are adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Goodwill. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Service Concession Assets not yet Available for Use. Service concession assets not yet available for use are tested for impairment annually. Impairment is determined by comparing the carrying value of the asset with its recoverable value. Where the recoverable value of the service concession assets not yet available for use is less than the carrying value, an impairment is recognized.

Provisions and Contingencies

Provisions. Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the unaudited interim consolidated statement of income, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

Contingent Liabilities. Contingent liabilities are not recognized in the unaudited interim consolidated statements of financial position but are disclosed in the notes to the unaudited interim consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent Assets. Contingent assets are not recognized in the unaudited interim consolidated statements of financial position but are disclosed in the notes to the unaudited interim consolidated financial statements when an inflow of economic benefits is probable.

Equity

Other reserves comprise the premium paid on the acquisition of NCI in a subsidiary, dilution in ownership interests, the contribution from MPIC in relation to its executive stock option plan granted to MPTC employees accounted for as equity-settled share-based payment transactions, the 20% of the 2010 to 2012 Long-term Incentive Plan (LTIP) which grants cash incentives to eligible key

executives of the Company which are shouldered by MPIC and treated as additional equity of MPIC, and the transaction costs on the issuance of the Parent Company's preferred shares.

Non-controlling interests. Non-controlling interests represent the portion of profit or loss and net assets in its subsidiaries not held by the Company and are presented separately in the unaudited interim consolidated statement of income, consolidated statement of comprehensive income and within equity in the unaudited interim consolidated statement of financial position, separately from equity attributable to equity holders of the parent.

The acquisition or sale of ownership interest in a subsidiary without a change of control is accounted for as an equity transaction. Any excess or deficit of consideration paid over the carrying amount of the non-controlling interests is recognized in "Other Reserves" in the unaudited interim consolidated statement of financial position for transactions where the non-controlling interests are acquired or sold without loss of control.

Revenue from Contracts with Customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has generally concluded that it is the principal in its revenue arrangements.

The following specific criteria must also be met before revenue is recognized:

- Revenue from toll fees is recognized upon the sale of toll tickets and passage on the toll roads. The Company recognizes toll revenues over time since the customer simultaneously receives and consumes the benefits, provided by the Company's performance of its obligation to operate and maintain toll roads, during the time of passage on the toll roads which occur on the same day.

- Revenue from issuance of tags is recognized upon sale of the RFID and dedicated short-range communications tags. The Company is discharged of the performance obligation upon delivery of the tag to the customer. Non-refundable up-front payments arising from the issuance of tags are recognized as revenue in the period the tags are issued.

- Construction revenue and construction costs are recognized and measured in accordance with PFRS 15 for the services it performs. When the Company provides construction or upgrade services, the consideration received or receivable by the Company is recognized at its fair value. The revenue and cost from these services are recognized based on the percentage of completion measured principally on the basis of estimated completion of a physical proportion of the contract works. Since the Company subcontracted the works to outside contractors, the construction revenue is equal to the construction cost.

- Revenue from sales of treated water, included in "Non-toll revenues" account, is recognized based on the provision of clean water volume delivered to the customers, either specifically read and billed or estimated based on the output of the network of water supply and most likely will receive payments previously agreed. Revenue from sales of treated water also includes connection fees which are one-time connection and installation fees upon initial set-up of its service connection. The connection and installation fee are payable upfront and is non-refundable. The connection and installation fees are not separate performance obligation from the water services and hence, initially recorded as contract liabilities. The contract liability is subsequently recognized as revenue over the contract term.

- Revenue from electricity sales, included in "Non-toll revenues" account in the unaudited interim consolidated statement of income, is recognized based on actual delivery of electricity generated and made available to customers at prices in accordance with the terms of the agreements. Revenue from electric sales are recognized over time.

- Income from utility facility contracts, toll service facilities (TSF) and advertising, included in "Non-toll revenues" account in the unaudited interim consolidated statement of income, are recognized over time in accordance with the terms of the agreement.

- Rental income, included in "Non-toll revenues" account in the unaudited interim consolidated statement of income, is accounted for on a straight-line basis over the lease term.

- Service revenue, included in "Non-toll revenues" account in the unaudited interim consolidated statement of income, is recognized over time as services are rendered in accordance with the terms of the agreements.

- Management fees and parking fee income, included in "Other income" account in the unaudited interim consolidated statement of income, are recognized over time when services are rendered.

- Dividend income, included in "Other income" account in the unaudited interim consolidated statement of income, is recognized when the right to receive the payment is established which is upon the declaration date.

- Interest income is recognized as the interest accrues using the EIR method.

- Other income is recognized when there are incidental economic benefits, other than the usual business operations, that will flow to the Company through an increase in asset or reduction in liability and that can be measured reliably.

Cost and Expense Recognition
Cost of services, general and administrative expenses, construction costs and interest expense and other finance costs are recognized in the unaudited interim consolidated statement of income in the period these are incurred.

Foreign Currency-denominated Transactions and Translations
The unaudited interim consolidated financial statements are presented in Philippine peso, which is the Parent Company's functional currency. All subsidiaries and associates evaluate their primary economic and operating environment and determine their functional currency. Items included in the financial statements of each entity are initially measured using that functional currency.

Group Companies. On consolidation, the assets and liabilities of foreign operations are translated into Philippine peso at the rate of exchange prevailing at the reporting date and their statements of comprehensive income are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI. Upon disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets translated at the spot rate of exchange at the reporting date.

Borrowing Costs

Borrowing costs are capitalized as part of service concession assets if they are directly attributable to the acquisition and construction of the assets. Capitalization of borrowing costs commences when the activities to prepare for the construction of the assets are in progress and expenditures and borrowing costs are being incurred, until the assets are ready for their intended use.

Borrowing costs include interest charges, amortization of debt issue costs and other costs incurred in connection with the borrowing of funds, including exchange differences arising from foreign currency borrowings used to finance the projects, to the extent that they are regarded as adjustments to interest cost.

All other borrowing costs are expensed in the period they are incurred.

Defined Benefit Retirement Plan

ESC, SAVVICE and PT Nusantara and its subsidiaries, have noncontributory defined benefit retirement plans covering all of their regular and full-time employees. The plans provide for lump sum benefit payments upon retirement. Contributions and costs are determined in accordance with the actuarial study made for the plan. The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as at December 31, 2025 by certified actuaries.

As at June 30, 2026 and December 31, 2025, the retirement plans of ESC, SAVVICE and PT Nusantara and its subsidiaries are unfunded.

Under the Indonesian Labor Law, companies are required to pay separation, appreciation and compensation benefits to their employees if the conditions specified in the Indonesian Labor Law are met. PT Nusantara and its subsidiaries have recognized an unfunded employee benefits liability in accordance with the Indonesian Labor Law.

Termination Benefits.

Termination benefits are employee benefits payable as a result of the Company's decision to terminate an employee's employment before the normal retirement date, or when an employee accepts an offer of voluntary redundancy. Termination benefits are recognized as an expense in profit or loss when the Company can no longer withdraw the offer of those benefits or when a restructuring involving such payments is recognized, whichever occurs earlier. Amounts expected to be settled within twelve months are measured applying the requirements for short-term benefits. Otherwise, the Company shall apply the requirements for other long-term benefits.

Other Long-term Employee Benefits

The Company has LTIP which grants cash incentives to its eligible key executives. Liability under the LTIP is determined using the projected unit credit method. Employee benefit costs include current service costs, interest cost, actuarial gains and losses and past service costs. Past service costs and actuarial gains and losses are recognized immediately.

The liability under the LTIP comprises the present value of the defined benefit obligation (using discount rate based on government bonds) vested at the end of the reporting period.

Taxes

Current Tax. Current tax assets and liabilities are determined at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those

that are enacted or substantively enacted as at the balance sheet date in the jurisdiction where the Company operates and generates taxable income.
Current tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax. Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income or loss.

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of net operating loss carry over (NOLCO) and excess minimum corporate income tax (MCIT), to the extent that it is probable that taxable income will be available against which the deductible temporary differences, NOLCO and excess MCIT can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income or loss.

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint venture, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable income will be available against which the temporary differences can be utilized.

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

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

Tax benefits acquired as part of a business combination but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognized in the unaudited interim consolidated statement of income.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction. The amendment narrows the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. If at the initial recognition, the underlying transaction does not give rise to equal taxable and deductible temporary differences, initial recognition exception (IRE) shall apply.

The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense).

The Company assessed that its deferred tax assets and liabilities arising from certain service concession fees payable and leases meet the IRE criteria under the amendments.

VAT. For its VAT-registered activities, when VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the unaudited interim consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the unaudited interim consolidated statements of financial position up to the extent of the recoverable amount.

For its non-VAT registered activities, the amount of VAT passed on from its purchases of goods or service is recognized as part of the cost of goods/asset acquired or as part of the expense item, as applicable.

Creditable Withholding Tax (CWT). CWT represents amounts withheld by counterparties from payments for services rendered by the Company which can be claimed as income tax credits. These are recognized as an asset in the unaudited interim consolidated statements of financial position to the extent of the recoverable amount.

4. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the unaudited interim consolidated financial statements in compliance with PFRS Accounting Standards requires management to make judgments, estimates and assumptions that affect certain reported amounts and disclosures. In preparing the unaudited interim consolidated financial statements, management has made its best judgments and estimates of certain amounts, giving due consideration to materiality. The judgments and estimates used in the accompanying unaudited interim consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the unaudited interim consolidated financial statements. Actual results could differ from those estimates, and such estimates will be adjusted accordingly.

The Company believes that the following represents a summary of these significant judgments and estimates and the related impact and associated risks in the unaudited interim consolidated financial statements.

Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the unaudited interim consolidated financial statements.

Determination of Functional Currency. The unaudited interim consolidated financial statements are presented in Philippine Peso, which is the Parent Company's functional and presentation currency. All subsidiaries and associates evaluate their primary economic and operating environment and determine their functional currency. Items included in the unaudited interim consolidated financial statements of each entity are initially measured using their functional currencies, which were determined using the same basis:

	Functional Currency
PT Metro Pacific Tollways Indonesia (PT MPTI), PT Metro Pacific Tollways Indonesia Services (PT MPTIS) and subsidiaries	Indonesian Rupiah (IDR)
MPT Asia Corporation, MPT Thailand Corporation, CAIF III Infrastructure Holdings Sdn Bhd, CIIF Infrastructure Holdings Sdn Bhd and Metro Pacific Tollways Asia, Corporation Pte. Ltd.	U.S. Dollar (USD)
Metro Pacific Tollways Vietnam Company Limited, MPT Management Vietnam Co., Ltd, MPT Services Vietnam Co., Ltd, CII Bridges and Roads Investment Joint Stock Company (CII B&R) and CII Bridge and Road Management Operation Services Joint Stock Company (formerly MCSC Services Vietnam Co., Ltd)	Vietnamese Dong (VND)

Service Concession Arrangements under the Intangible Asset Model. In applying Philippine Interpretation IFRIC 12, *Service Concession Arrangements*, the Company has made a judgment that certain service concession arrangements of the Company's water and tollways businesses (see Note 11) qualify under the intangible asset model as these companies receive the right to charge users of public service. Details of the Company's accounting policy in respect of the service concession arrangements are set out in Note 3 to the unaudited interim consolidated financial statements.

The Company also recognizes construction revenues and costs in accordance with PFRS 15, *Revenue from Contracts with Customers*. It measures contract revenue at the fair value of the consideration received or receivable. Given that the construction works have been subcontracted to outside contractors, the construction revenue recognized substantially approximates the construction costs.

Remeasurement of Service Concession Fee Payable of MPCALA Holdings, Inc. (MPCALA). MPCALA is required to pay service concession fees over the concession period. The service concession fee payable (SCFP) was initially recognized at its present value. Management assessed the appropriate accounting treatment for changes in the estimated timing of payment of the SCFP arising from revised assumptions and updated information. Accordingly, management exercised significant judgment in concluding that Philippine Interpretation IFRIC 1, *Changes in Existing Decommissioning, Restoration and Similar Liabilities*, provides more relevant and reliable guidance for accounting for changes in the timing and measurement of the SCFP. Management believes that this accounting treatment faithfully represents the economic substance of the service concession arrangement and results in more relevant financial information by reflecting changes in the SCFP through the measurement of the related service concession asset (see Notes 11 and 20).

Consolidation of CIC in which the Company Holds No Voting Rights. The Company considers that it controls CIC even though it does not own any voting rights by virtue of the MLA (see Note 1). Under the MLA, MPTC has the power to solely direct the entire operations, including the capital expenditure and expansion plans of CIC. MPTC shall then receive all the financial benefits from CIC's operations and all losses incurred by CIC are to be borne by MPTC.

Investment in JTT as 'silo'. Silos in substance are treated separately from the overall assets, liabilities and equity of the investee. A portion of MPTC's investment in JTT acquired in 2024 is held by PT Margautama Nusantara (MUN), wherein by virtue of an agreement, MPTC and the minority

stockholder ring-fenced their respective ownership in the investment in JTT, hence, MPTC accounted for its investment in JTT based on its effective ownership (see Notes 5 and 10).
Separation of Contract Assets for Claims Against the Grantor. Management has exercised judgment in separately presenting claims against the government arising from additional costs incurred (e.g., delays in the delivery of right-of-way) as "Contract assets" under "Other noncurrent assets" in the unaudited interim consolidated financial position. Management believes that a separate presentation provides more transparent and decision-useful information regarding the nature of these receivables.

Estimates and Assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Company based its assumptions and estimates on parameters available when the unaudited interim consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Amortization of Service Concession Assets. The methods of amortization that the Company uses depends on which method best reflects the pattern of consumption of the concession assets.

The Units of Production ("UOP") method is being used for the toll concession assets (NLEX Corp, CIC, CCLEC and PT Nusantara). The Company annually reviews the total expected traffic volume/kilometers travelled in the case of the toll concession with reference to traffic projection reports, based on factors that include market conditions such as population growth, usage of the toll facility, and service coverage including ongoing and future expansions. The Company makes appropriate adjustments to the assumptions of the traffic volume with reference to the latest studies, if any. It is possible that future results of operations could be materially affected by changes in the Company's estimates brought about by changes in the aforementioned factors.

The Company has not started amortization of service concession assets under on-going rehabilitation or construction. The amortization period for the service concession assets will begin upon determination that the assets are ready for their intended use. For the service concession asset related to the construction of certain toll roads (NLEX Connector, CALAX, and C5 South Link Project) the amortization will start upon full completion of the construction regardless of partial opening of certain segments as these were considered as a single intangible asset.

The straight-line method is currently being used to amortize the water concession assets in relation to PT Nusantara's water treatment plant. The estimated useful lives used by the Company to amortize the service concession assets are based on the terms of the service concession contracts.

The Company recognized UOP amortization for toll roads amounting to ₱1,510 million and ₱1,354 million for the six-month periods ended June 30, 2026 and 2025, respectively (see Notes 11 and 24).

The Company recognized straight-line amortization for water treatment plant amounting to ₱18 million and ₱17 million for the six-month periods ended June 30, 2026 and 2025 (see Notes 11 and 24).

The total carrying values of service concession assets amortized amounted to ₱217,144 million and ₱210,129 million as at June 30, 2026 and December 31, 2025, respectively (see Note 11).

Service Concession Asset as Qualifying Asset and Capitalization of Borrowing Costs. The Company has made a judgment to apply Philippine Accounting Standards ("PAS") 23, *Borrowing Costs*, in classifying the service concession assets' components pre/on-going construction (in the case of the construction of the NLEX Connector, CALAX, and C5 South Link Projects) as qualifying assets.

The Company capitalizes borrowing costs that are directly attributable to the acquisition or construction of the qualifying asset as part of the cost of that asset using the specific borrowing approach, as the Company uses specific borrowings to finance its qualifying assets. Capitalized borrowing costs included as part of "additions" in 2026 and 2025 amounted to ₱491 million and ₱1,324 million, respectively (see Note 11). Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the components of the service concession asset for its intended use are complete.

Impairment of Service Concession Assets not yet Available for Use, Service Concession Assets in Use, and Investments in Associates and a Joint Venture. Service concession asset not yet available for use is subject to annual impairment testing, while service concession assets in use and investments in associates and a joint venture are tested when indicators exist. Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its FVLCD and its value in use. The FVLCD calculation is based on available data from binding sales transactions, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model. The cash flows are derived from the budget for the concession period and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. Risks related to the expected variations in the timing of cash flows have been incorporated in computing for the recoverable amounts of the relevant service concession asset. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to service concession assets not yet available for use recognized by the Company. The recoverable amount of the Company is based on value in use.

While it is believed that the assumptions used in the estimation of recoverable values reflected in the unaudited interim consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse impact on the results of operations.

No impairment loss was recognized for service concession assets not yet available for use, service concessions assets in use, and investments in associates and a joint venture for the six-month periods ended June 30, 2026 and 2025. The carrying values of the Company's service concession assets not yet available for use amounted to ₱106,019 million and ₱98,148 million as at June 30, 2026 and December 31, 2025, respectively. The carrying values of the Company's service concession assets in use amounted to ₱111,125 million and ₱111,981 million as at June 30, 2026 and December 31, 2025, respectively (see Note 11). The carrying values of the Company's investments in associates and a joint venture amounted to ₱59,319 million and ₱61,737 million as at June 30, 2026 and December 31, 2025, respectively (see Note 10).

Purchase Price Allocation in Business Combinations. The Company accounts for the acquired businesses using the acquisition method which requires extensive use of accounting judgments and estimates to allocate the purchase price to the fair market values of the acquiree's identifiable assets and liabilities and contingent liabilities, if any, at the acquisition date. Any difference in the purchase price and the fair values of the net assets acquired is recorded as either goodwill, a separate account in the consolidated balance sheet, or gain on bargain purchase in profit or loss. Thus, the numerous judgments made in estimating the fair value to be assigned to the acquiree's assets and liabilities can materially

affect the Company's financial position and performance. The same principle is also applied to acquisition of interest in associates which qualifies as a business at the date of acquisition. Further details of the transactions to which this estimate is applied are described in Note 5.

Impairment of Goodwill. Goodwill is subject to annual impairment test. This requires an estimation of the value in use of CGUs to which the goodwill is allocated. Estimating the value in use requires the Company to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

While it is believed that the assumptions used in the estimation of recoverable values reflected in the unaudited interim consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse impact on the results of operations.

No impairment of goodwill was recognized for the six-month periods ended June 30, 2026 and 2025. The carrying value of goodwill amounted to ₱9,516 million and ₱9,518 million as at June 30, 2026 and December 31, 2025 (see Note 13).

Recognition of Deferred Tax Assets. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow or part of the deferred tax assets to be utilized.

Deferred tax assets are recognized on deductible temporary differences and the carryforward benefits of NOLCO and MCIT to the extent that it is probable that taxable income will be available against which the deductible temporary differences and the carryforward benefits of NOLCO and MCIT can be utilized. The Company's assessment on the recognition of deferred tax assets on deductible temporary differences is based on the expected future financial performance.

The components of deferred tax assets amounted to ₱5,484 million and ₱5,435 million as at June 30, 2026 and December 31, 2025, respectively (see Note 30).

Temporary differences, including NOLCO and MCIT, for which no deferred tax assets were recognized, as management believes that it is more likely than not that there will be no sufficient taxable income to realize the benefits of the deferred tax, amounted to ₱9,496 million and ₱9,024 million as at June 30, 2026 and December 31, 2025, respectively (see Note 30).

Provisions. The Company recognizes provisions based on estimates of whether it is probable that an outflow of resources will be required to settle an obligation. Where the final outcome of these matters is different from the amounts that were initially recognized, such differences will impact the financial performance in the current period in which such determination is made.

The Company also recognizes its contractual obligations to restore the toll roads to a specified level of serviceability. The Company recognizes a provision following PAS 37 as the obligation arises which is a consequence of the use of the toll roads and therefore it is proportional to the number of vehicles using the roads and increasing in measurable annual increments.

The provision for heavy maintenance requires an estimation of the periodic cost, generally estimated to be every five (5) to ten (10) years or the expected heavy maintenance dates, to restore the assets to a level of serviceability during the concession term and in good condition before turnover to the Grantor. This is based on the best estimate of management to be the amount expected to be incurred to settle the obligation at every heavy maintenance date discounted using a pre-tax rate that reflects the current market assessment of the time value of money and the risk specific to the liability.

Provisions (current and noncurrent) amounted to ₱2,989 million and ₱2,415 million as at June 30, 2026 and December 31, 2025, respectively (see Note 18).

Determination of Fair Value of Financial Instruments. The Company initially records all financial instruments at fair value and subsequently carries certain financial assets and financial liabilities at fair value, which requires extensive use of accounting estimates and judgment. Valuation techniques are used particularly for financial assets and financial liabilities that are not quoted in an active market. Where valuation techniques are used to determine fair values (e.g., discounted cash flow and option pricing models), they are periodically reviewed by qualified personnel who are independent of the persons that initiated the transactions. All models are calibrated to ensure that outputs reflect actual data and comparative market prices. To the extent practicable, models use only observable data as valuation inputs. However, other inputs such as credit risk (whether that of the Company or the counterparties), forward prices, volatilities and correlations, require management to develop estimates or make adjustments to observable data of comparable instruments. The amount of changes in fair values would differ if the Company uses different valuation assumptions or other acceptable methodologies. Any change in fair value of these financial instruments would affect either the unaudited interim consolidated statement of comprehensive income or unaudited interim consolidated statement of changes in equity.

Fair values of financial assets and financial liabilities are presented in Note 33 to the unaudited interim consolidated financial statements.

Provision for Estimated Credit Loss (ECL) of Receivables. The Company uses a provision matrix to calculate ECLs for receivables. The provision rates are based on days past due for groupings of various customer or counterparty segments that have similar loss patterns (i.e., by location, service type, customer type and rating).

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

To capture the effect of changes to the economic environment in the future, the computation of Probability of Default (PD), Loss Given Default (LGD) and ECL, incorporates forward-looking information and assumptions on the path of economic variables that are likely to have an effect on the repayment ability of the Company's counterparties. The starting point for the projections of economic variables is based on management's view, which underlies the plan to deliver the Company's strategy and ensures it has sufficient capital over the medium term. Management's view covers a core set of economic variables required to set the strategic plan.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of the customer's actual default in the future. The information about the ECLs on the Company's receivables is disclosed in Note 32 to the unaudited interim consolidated financial statements.

The carrying values of receivables, net of allowance for ECLs, amounted to ₱5,761 million and ₱5,564 million as at June 30, 2026 and December 31, 2025, respectively (see Notes 8 and 32).

Impairment of Contract Assets. The Company evaluates its contract assets for impairment using forward-looking ECL approach. This involves estimating the difference between the contractual cash flows due and the cash flows the Company expects to receive, taking into account historical credit loss experience and forward-looking factors specific to the Grantor (DPWH) and the economic environment. As of June 30, 2025 and December 31, 2025, contract assets amounted to ₱6,338 million (see Note 16).

Contingencies. Certain subsidiaries of the Company are parties to certain lawsuits or claims arising from the ordinary course of business. However, the Company's management and legal counsels believe that the eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the unaudited interim consolidated financial statements (see Note 34).

5. Business Combinations, Transactions with Non-controlling Interests and Asset Acquisitions

Acquisitions/Equity Transactions in 2025

Asset Acquisition of LLEX Corp. At the time of acquisition in June 2025, LLEX Corp. has no established inputs, manpower and processes which are capable of generating outputs. LLEX Corp. has no other asset in its books except for the predevelopment costs and the concession right that it acquired through the joint venture agreement with Lapu-Lapu City. Thus, the transaction has been accounted as an asset acquisition as it did not meet the definition of a business under PFRS 3, *Business Combinations*.

The acquisition cost was allocated to the assets acquired as follows:

	(In Millions)
Input VAT	₱8
Service concession asset	1,109
Total Consideration*	₱1,117

**Including transaction costs.*

The predevelopment costs capitalized as service concession asset are directly attributable to the service concession right held by LLEX Corp. (see Note 11).

Acquisition of NCI of ESC. In March 2025, MPTC acquired additional 34.0% equity interest in ESC for a total consideration of ₱1,721 million. As a result of this acquisition, MPTC increased its ownership from 66.0% to 100.0%.

	(In Millions)
Total consideration*	₱1,721
Less: Carrying value of non-controlling interests acquired	(177)
Difference recognized in equity reserves	₱1,898

**Including transaction costs.*

Acquisition of NCI in NLEX Corp and MPT North. MPT North. MPT North, a company incorporated in the Philippines.

On March 14, 2025, MPTC's effective ownership interest in NLEX increased from 77.7% as at December 31, 2024 to 83.8%, as a result of the following:

a. On March 13, 2025, the Government of the Republic of the Philippines (ROP) and MPTC entered into a Sale and Purchase Agreement involving the sale of 47,596 NLEX shares (0.25% interest in NLEX) owned by ROP to MPTC for a cash consideration of ₱242 million. MPTC's direct ownership in NLEX increased to 73.32% (from 73.06% as at December 31, 2024).

b. On March 14, 2025, EGIS Projects SAS (EGIS) (formerly Egis Projects SA) and MPTC entered into a Deed of Absolute Sale of Shares involving the sale of 307,560 MPT North, Inc. (MPT North) [formerly known as Egis Investment Partners Philippines, Inc. (EIPPI)] shares to MPTC, resulting to MPTC owning 100% of MPT North (from 44.58% as at December 31, 2024) for a cash consideration of ₱5.5 billion. On the same date, EGIS, MPTC and MPT North, entered into a Deed of Assignment of Receivables involving the assignment of ₱199 million receivable of EGIS from MPT North to MPTC for cash. As at March 14, 2025, MPT North's ownership in NLEX increased to 10.53% immediately after its purchase of 6,835 NLEX shares (0.04% interest in NLEX) from ROP on March 13, 2025 (from 10.49% as at December 31, 2024).

	(In Millions)
Total consideration*	₱5,779
Less: Carrying value of non-controlling interests acquired	2,150
Difference recognized in equity reserves	₱3,629

**Including transaction costs.*

Acquisition of NCI in PT Nusantara. On December 3, 2024, OJK approved the extension for VTO period from December 6, 2024 to March 5, 2025. In 2025, a total of 189,065,666 common shares, which represent 1.09% of the total issued and outstanding common shares in PT Nusantara, were crossed through IDX facilitated by BCA Sekuritas and settled at the final tender price of IDR 250 per share, thus increasing the ownership interest of MPTIS in PT Nusantara to 99.3%.

The increase in effective ownership by 1.09% has been accounted for as an equity transaction in the unaudited interim consolidated financial statements:

	(In Millions)
Total consideration*	₱164
Less: Carrying value of non-controlling interests acquired	489
Difference recognized in equity reserves	(₱325)

**Including transaction costs.*

Issuance of Preferred Shares to NCI. On April 4, 2025, the Board of ESC has approved the increase in its authorized capital stock from ₱20 million comprising of 20,000 common shares at ₱100 par value per share to ₱625 million divided into: a) ₱620 million common stock (6,200,000 common shares at ₱100 par value per share); and b) ₱5 million redeemable preferred stock (4,000 redeemable preferred shares at ₱1,250 par value per share). In March 2025, EGIS Easytrip Services SAS (EGIS Easytrip), a wholly-owned subsidiary of EGIS, entered into a Subscription Agreement with ESC to subscribe for the redeemable preferred shares of ESC and was paid on March 21, 2025. The issuance of ESC to EGIS Easytrip of 4,000 redeemable preferred shares at ₱1,250 par value per share for a ₱5 million consideration was recorded as an increase in "Non-controlling interests" in equity.

6. Material Partly-Owned Subsidiary

In determining whether NCI is material to the Company, management employs both quantitative and qualitative factors to evaluate the nature of, and risks associated with, the Company's interests in these entities; and the effects of those interests on the Company's financial position. Factors

considered include, but not limited to, carrying value of the subsidiary's NCI relative to the NCI recognized in the Company's unaudited interim consolidated financial statements, the subsidiary's contribution to the Company's consolidated revenues and net income, and other relevant qualitative risks associated with the subsidiary's nature, purpose and size of activities.

Based on management's assessment, the Company has concluded that NLEX Corp. and PT Nusantara and its subsidiaries are the subsidiaries with NCI that are material to the Company.

The ability of these subsidiaries to pay dividends or make other distributions or payments to their shareholders is subject to applicable laws and other restrictions contained in shareholder agreements and other agreements that prohibit or limit the payment of dividends or other transfers of funds. Such applicable restrictions are as follows:

- Under the financing agreements as disclosed in Note 19, which include satisfying certain financial ratios and other covenants to be able to declare or pay cash dividends;

- Under Philippine law, a corporation is permitted to declare dividends only to the extent that it has unrestricted retained earnings that represent the undistributed earnings of the corporation which have not been allocated for any managerial, contractual or legal purposes and which are free for distribution to the shareholders as dividends;

- Under Indonesian law, a corporation is permitted to declare dividends as long as their equity balance does not fall below its issued and paid-up capital plus the amount of the reserved fund. A reserved fund is a fund required to be set aside by the corporation equivalent to 20% of its issued and paid-up capital; and

- Under NLEX Corp.'s shareholders' agreement, unless otherwise agreed upon by the shareholders, no amounts shall be distributed by way of dividends until the PNCC fee for the period/year has been repaid in full.

As at June 30, 2026 and December 31, 2025, NLEX Corp. has no unpaid dividends to non-controlling shareholders.

The table below presents the summarized financial information of material partly-owned subsidiaries before inter-company eliminations as at June 30, 2026 and December 31, 2025 for statements of financial position and for the six-month periods ended June 30, 2026 and 2025 for statements of comprehensive income and cash flows:

	June 30, 2026		December 31, 2025	
	(Unaudited)		(Audited)	
	NLEX Corp.	**PT Nusantara**	NLEX Corp.	PT Nusantara
Equity share held by NCI	**16.2%**	**0.70%**	16.2%	0.70%
Summarized balance sheets				
Current assets	**₱7,886**	**₱1,335**	₱7,326	₱1,489
Noncurrent assets	**90,899**	**14,171**	89,793	14,738
Current liabilities	**(9,764)**	**(376)**	(10,847)	(442)
Noncurrent liabilities	**(46,642)**	**(1,201)**	(46,368)	(1,347)
Total equity	**(42,379)**	**(13,929)**	(39,904)	(14,438)
Attributable to:				
Equity holders of MPTC	**37,145**	**13,513**	35,900	14,028
NCI	**5,234**	**416**	4,004	410

	June 30, 2026 (Unaudited)		June 30, 2025 (Audited)	
	NLEX Corp.	**PT Nusantara**	NLEX Corp.	PT Nusantara
Summarized statements of comprehensive income				
Revenues	**₱15,855**	**₱469**	₱14,676	₱501
Net income	**7,466**	**165**	7,339	170
Total comprehensive income	**7,466**	**165**	7,339	170
Net income attributable to NCI	**1,230**	**165**	1,332	15
Dividends paid to NCI	**1,082**	–	622	–
Summarized statements of cash flows				
Net cash flows provided by operating activities	**9,392**	**188**	8,254	318
Net cash flows from (used in) investing activities	**(1,926)**	**1,409**	(2,360)	(6)
Net cash flows used in financing activities	**(6,996)**	**(1,151)**	(26)	(215)
Net increase in cash and cash equivalents	**470**	**446**	5,868	97

7. Cash and Cash Equivalents and Restricted Cash

Cash and cash equivalents:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Cash on hand	**₱57**	₱85
Cash in banks	**4,647**	5,209
Short-term deposits	**9,829**	7,839
	₱14,533	₱13,133

Cash in banks earn interest at the prevailing bank deposit rates. Short-term deposits as cash equivalents are made for varying periods of up to three (3) months depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates.

Restricted Cash
Restricted cash includes revenue and debt service reserve and payment accounts amounting to ₱2,420 million and ₱2,595 million as at June 30, 2026 and December 31, 2025, respectively, which are established and maintained for debt servicing of long-term debt. This debt service reserve and payment accounts are maintained and replenished in accordance with the provisions of the loan agreements.

Interest earned from cash and cash equivalents and restricted cash amounted to ₱148 million and ₱183 million for the six-month periods ended June 30, 2026 and 2025, respectively (see Note 27).

8. Receivables

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Trade receivables from:		
Third parties	**₱713**	₱811
Related parties (Note 21)	**16**	26
Advances to DPWH	**1,905**	1,561
Non-trade receivables	**1,343**	1,124
Concession financial receivables - current (Note 16)	**90**	176
Advances to officers and employees (Note 21)	**104**	114
Finance lease receivable - current (Note 16)	**42**	24
Interest receivables	**34**	20
Dividend receivable (Notes 10 and 15)	**1,741**	1,649
Other receivables	**583**	610
	6,571	6,115
Less: allowance for ECL	**810**	551
	₱5,761	₱5,564

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

Advances to DPWH. Advances to the Department of Public Works and Highway ("DPWH") include (i) advances in order to fast track the acquisition of right-of-way for the construction of Segments 9 and 10, portions of Phase II of NLEX pursuant to the Reimbursement Agreement entered into by NLEX Corp. with DPWH in 2013; (ii) direct advances to certain Segment 9 landowners as consideration for the grant of immediate right-of-way possession to NLEX Corp. ahead of the expropriation proceedings. Under a Deed of Assignment ("DOA") with Special Power of Attorney ("SPA") agreement, these landowners agreed to assign their receivables from DPWH to NLEX Corp. in consideration for the direct advances received from NLEX Corp.; (iii) in its letters dated March 9, 2021 and July 1, 2021, the DPWH initially requested funding support from NLEX Corp. to address challenges in the availability of Government funding for ROW acquisition for the Connector road Project. The DPWH proposed to offset the funding support against Periodic Payment due to the Government under Clause 7.3.11 of the Concession Agreement. NLEX Corp.'s obligation to pay Periodic Payments to the Government will commence on the first anniversary of the construction completion deadline. In line with the offsetting arrangement, DPWH has requested subsequent amounts of funding support in its letter dated February 14, 2022 and subsequent letters to NLEX Corp. during the year, mainly to cover court deposits required for expropriation of affected properties, (iv) advances and reimbursement agreement between MPCALA Holdings, Inc. ("MPCALA") and DPWH where the parties have agreed that DPWH shall execute its power to acquire the necessary right-of-way while MPCALA shall advance the amounts negotiated for such and shall be later reimbursed by DPWH within 60 days from the receipt of the MPCALA's request for reimbursement. These advances to DPWH are noninterest-bearing and are collectible within a year; and (v) advances and reimbursement agreement between Cavitex Infrastructure Corporation ("CIC") and DPWH in 2018 where DPWH requested these advances in order to fast track the acquisition of right-of-way ("ROW") for the construction of Segment 3, now referred to as C5 South Link. The balance also includes direct advances to certain Segment landowners as consideration for the grant of immediate ROW possession to the Company ahead of the expropriation proceedings.

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

Concession Financial Receivable. Concession financial receivable pertains to the following service concession arrangements:

- The financial concession receivable pertains to the guaranteed minimum payment that will be received by DCC from KIM under the water supply agreement.

- The concession financial receivable pertains to the guaranteed minimum payment that will be received by RPSL from PLN under the electrical power purchase agreement.

Finance income from concession financial receivables amounting to ₱35 million and ₱39 million for the six-month periods ended June 30, 2026 and 2025, respectively, were recognized under "Interest income" in the unaudited interim consolidated statements of income (see Note 27).

Other receivables. Other receivables include receivables from motorists who caused accidental damage to property from day-to-day operations.

Movements in the allowance for individually assessed impaired receivables in 2026 and 2025 are as follows:

	Trade Receivables	**Other Receivables**	**Total**
		(in Millions)	
Balance at January 1, 2026	**₱325**	**₱226**	**₱551**
Provision for ECL (Note 25)	**297**	–	**297**
Translation adjustment	**(38)**	–	**(38)**
Balance at June 30, 2026 (Unaudited)	**₱584**	**₱226**	**₱810**

	Trade Receivables	Other Receivables	Total
		(in Millions)	
Balance at January 1, 2025	₱364	₱226	₱590
Provision for ECL (Note 25)	13	–	13
Write-off	(52)	–	(52)
Balance at December 31, 2025 (Audited)	₱325	₱226	₱551

9. Other Current Assets

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
		(in Millions)
Input VAT (net of allowance of ₱15 million as at June 30, 2026 and December 31, 2025)	**₱7,315**	₱6,849
Advances to contractors, consultants and suppliers	**1,003**	874
Creditable withholding taxes (net of allowance of ₱15 million as at June 30, 2026 and December 31, 2025)	**235**	306
Input VAT - deferred	**91**	494
Inventories	**129**	203
Prepaid expenses	**415**	315
Others	**188**	228
	₱9,376	₱9,269

Input VAT. Input VAT pertains to VAT imposed on purchases of goods and services. These are expected to be offset against output VAT arising from the Company's revenue subject to VAT in the future (see Note 16).

Input VAT - deferred. These pertains to input VAT on capital goods exceeding ₱1 million which shall be amortized within the next 12 months.

Advances to contractors, consultants and suppliers. Advances to contractors, consultants and suppliers mainly represent the advance payments for mobilization of the contractors, consultants and suppliers for various contracts. These are progressively reduced upon receipt of the equivalent amount of services rendered by the contractors, consultants and suppliers. Noncurrent portion presented in the unaudited interim consolidated statements of financial position as at June 30, 2026 and December 31, 2025 amounted to ₱862 million and ₱770 million, respectively.

Creditable withholding taxes. Creditable taxes are the amount withheld by the payees which the Company can claim as tax credits against income tax payable. The noncurrent portion, included under "Other noncurrent assets" account amounted to ₱233 million and ₱229 million as at June 30, 2026 and December 31, 2025, respectively (see Note 16).

Prepaid expenses. Prepaid expenses include prepaid insurance covering the service concession assets of the Company, prepayments to with regards to permit and registration fees for the renewal of Restricted Radiotelephone Operator's certificates and radio license, and prepaid maintenance for software and hardware systems.

10. Investments in Associates and Joint Venture

Details of investments in associates and a joint venture are as follows:

	Ownership Interest	
	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
Investment in associates:		
CII Bridges and Roads Investment Joint Stock Company	**44.9%**	44.9%
PT Jakarta Lingkar Baratsatu (JLB)	**35.0%**	35.0%
PT Jasamarga Transjawa Tol (JTT)[(a)]	**22.9%**	22.9%
Others:		
CII Bridges and Road Management Operation Services Joint Stock Company (MCSC)	**45.0%**	45.0%
On-Us Solutions Inc (Byahe)	**38.2%**	38.2%
Investment in a joint venture -		
PT Jasa Marga Jalanlayang Cikampek (JJC)[(b)]	**40.0%**	40.0%

(a) Acquired by the Group on September 27, 2024 (see Note 5).

(b) JJC is 40%-owned by JTT which increased the Group's equity interest in JJC by 9.2% through the acquisition of JTT from September 27, 2024 (see Note 5). This additional interest in JJC has been accounted as part of JTT.

Movements in this account are as follows:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Acquisition cost:		
Balance at beginning of period/year	**₱65,774**	₱65,991
Equity infusion into existing investees	**193**	107
Reversal of earn-out liability	–	(324)
Balance at end of period/year	**65,967**	65,774
Accumulated equity in net earnings (losses):		
Balance at beginning of period/year	**(2,089)**	(1,260)
Equity in net earnings (losses) for the period/year	**1,117**	2,028
Dividends received	**(1,684)**	(2,857)
Balance at end of period/year	**(2,656)**	(2,089)
Share in cumulative translation adjustment (CTA):		
Balance at beginning of period/year	**(1,948)**	(1,086)
Share in CTA during the period/year (Note 22)	**(2,044)**	(862)
Balance at end of period/year	**(3,992)**	(1,948)
	₱59,319	₱61,737

Material associates and joint venture
In determining whether an equity method investee is material to the Company, management employs both quantitative and qualitative factors to evaluate the nature of, and risks associated with, the Company's interests in these entities; and the effects of those interest on the Company's financial position. Factors considered include, but not limited to, carrying value of the investee relative to the total equity method investments recognized in the Company's unaudited interim consolidated financial statements, the equity investee's contribution to the Company's consolidated net income, and other relevant qualitative risks associated with the equity investee's nature, purpose and size of activities.

CII B&R. CII B&R and its subsidiaries are primarily engaged in the construction, development and operation in urban infrastructure sector under the BOT contracts and built-transfer contracts. CII B&R is incorporated in Vietnam and listed in Ho Chi Minh City Stock Exchange.

In 2026, the Company, through Metro Pacific Tollways Vietnam Company Limited (MPT Vietnam), a wholly-owned subsidiary, subscribed to 8,666,666 new shares in CII B&R, representing 4.09% in CII B&R for a cash consideration of US$3.4 million (₱193 million). The purpose of the new subscription is to retain the MPTC Group's ownership interest in CII B&R at 44.9% with the Company's direct interest reduced to 40.85% and new interest at MPT Vietnam of 4.09%, as new shares were issued by CII B&R to new and existing shareholders as at June 30, 2026.

The fair value of CII B&R shares held by the Company (including the equivalent shares of the potential voting rights) based on quoted market price amounted to VND6,178 billion (₱14 billion) and VND4,967 billion (₱11 billion) as at June 30, 2026 and December 31, 2025, respectively.

Cash Dividends. CII B&R's BOD declared and paid cash dividends amounting to ₱229 million in 2025 and ₱338 million payable within the 4th quarter of 2026.

JTT. JTT was established in June 2017. It is principally engaged in the management, security, and operation of the Trans-Java Toll Road Segments in Java, Indonesia which has been in operation since 1983, with a total length of approximately 676-kilometer. It holds concessions for 13 toll road assets with concession periods ranging from 35 to 50 years and will expire between 2044 and 2066. The toll

roads are strategically located across Java, connecting the country's economic center, major cities, industrial hubs, and tourist areas on an island that is home to a population of approximately 159 million, representing 57% of the total population and of the gross domestic product of Indonesia.

JTT was acquired by the Company in September 2024. In 2025, prior to the one-year provisional period of JTT's acquisition closing date, the Company determined that the pre-agreed target level of tariff adjustments will not be met. With this, the Company reversed the earn-out liability of IDR 90 billion (₱324 million) as a reduction to the cost of investment (see Note 18).

In 2025, JTT's BOD approved the distribution of cash dividends in June and December and MPTC Group has recorded its share amounting to IDR298 billion (₱1,036 million) and IDR115 billion (₱404 million), collected from JTT in July 2025 and in January 2026, respectively.

In June 2026, JTT's BOD approved the distribution of cash dividends in June and MPTC Group has recorded its share amounting to IDR286 billion (₱998 million) which was partially paid in June amounting to IDR229 billion (₱798 million) and balance of IDR57 billion (₱195 million) remains outstanding as at June 30, 2026.

JLB. JLB is a company that holds the concession to operate a 9.7 km length toll road until 2042 in Jakarta, Indonesia. This toll road connects Kebon Jeruk (West Jakarta) with Penjaringan (Soekarno-Hatta International Airport area, Cengkareng).

In June 2025, JLB's BOD approved the distribution of cash dividends and MPTC Group has recorded its share amounting to IDR341 billion (₱1,188 million) which was fully paid in May 2026.

In June 2026, JLB's BOD approved the distribution of cash dividends and MPTC Group has recorded its share amounting to IDR100 billion (₱348 million) and remains outstanding as at June 30, 2026.

JJC. On June 30, 2022, PT Margautama Nusantara ("MUN"), an indirect subsidiary of MPTC in which it holds an aggregate equity interest of 89.66%, entered into a Conditional Share and Purchase Agreement with Perusahaan Perseroan ("Persero") PT Jasa Marga (Indonesia Highway Corporatama), Tbk. ("Jasa Marga") to acquire 40% of the outstanding shares of JJC.

JJC is the concession holder of Jakarta-Cikampek Elevated ("Japex") toll road, which is a thirty-eight (38) km fully elevated toll road forming part of the trans-java network, which serves as an entry/exit gate from Jakarta (capital city) to West, Central, and East Java. Japex has been in operation since December 12, 2019.

Following the series of fund-raising activities by MUN in late 2023, MPTC effectively owns 24.7% of JJC as at June 30, 2026 and December 31, 2025.

Summarized material financial information in respect of JJC as at June 30, 2026 and December 31, 2025 for the statement of financial position and for the six-month periods ended June 30, 2026 and 2025 for the statement of comprehensive income are as follows:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Current assets[(a)]	**₱1,227**	₱1,620
Noncurrent assets	**47,963**	50,293
Current liabilities	**(3,042)**	(2,856)
Noncurrent liabilities[(b)]	**(34,354)**	(35,823)
Equity	**11,794**	13,234
Proportion of the Company's ownership	**40.0%**	40.0%
Share in equity of the investees	**4,718**	5,294
Goodwill	**9,812**	9,812
Carrying amount of the investment	**₱14,530**	₱15,106

[(a)] *Current assets include cash and cash equivalents amounting to ₱603 million and ₱714 million as at June 30, 2026 and December 31, 2025, respectively.*

[(b)] *Non-current liabilities include deferred tax liabilities amounting to ₱478 million and ₱444 million as at June 30, 2026 and December 31, 2025, respectively.*

	June 30, 2026	June 30, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Operating revenues	**₱1,972**	₱1,926
Cost of services	**(841)**	(907)
General and administrative expenses[(c)]	**(32)**	(28)
Other expenses - net[(d)]	**(1,211)**	(1,253)
Loss before income tax	**(112)**	(262)
Provision for income tax	**(51)**	(39)
Net loss	**(163)**	(301)
Other comprehensive income	**–**	–
Total comprehensive loss	**(₱163)**	(₱301)
Company's share of:		
Net loss	**(₱65)**	(₱120)
Total comprehensive loss	**(₱65)**	(₱120)

[(c)] *General and administrative expenses include depreciation and amortization amounting to ₱5 million and ₱4 million for the six-month periods ended June 30, 2026 and 2025, respectively.*

[(d)] *Other expenses - net, include interest income and interest expense. Interest income amounted to ₱13 million and ₱4 million for the six-month periods ended June 30, 2026 and 2025, respectively. Interest expense amounted to ₱1,221 million and ₱1,252 million for the six-month periods ended June 30, 2026 and 2025, respectively.*

Summarized material financial information in respect of CII B&R, JLB and JJT as at June 30, 2026 and December 31, 2025 and for the six-month periods ended June 30, 2026 and 2025 are as follows:

	June 30, 2026			December 31, 2025		
	(Unaudited)			(Audited)		
			(in Millions)			
	CII B&R	**JLB**	**JTT**	CII B&R	JLB	JTT
Current assets	**₱3,059**	**₱11,393**	**₱10,658**	₱4,694	₱8,454	₱9,343
Noncurrent assets	**22,471**	**202,808**	**203,933**	22,526	6,739	212,500
Current liabilities	**(6,616)**	**(12,819)**	**(9,793)**	(6,885)	(4,211)	(10,853)
Noncurrent liabilities	**(16,908)**	**(198,424)**	**(86,304)**	(18,145)	(6,773)	(86,765)
Equity	**2,006**	**2,958**	**118,494**	2,190	4,209	124,225
Proportion of the Company's ownership	**44.9%**	**35.0%**	**22.90%**	44.9%	35.0%	22.9%
Share in equity of the investees	**902**	**1,035**	**27,135**	984	1,473	28,448
Goodwill	**1,341**	**3,170**	**11,126**	1,341	3,170	11,126
Carrying amount of the investment	**₱2,243**	**₱4,205**	**₱38,261**	₱2,325	₱4,643	₱39,574

	June 30, 2026			June 30, 2025		
	(Unaudited)			(Audited)		
			(in Millions)			
	CII B&R	**JLB**	**JTT**	CII B&R	JLB	JTT
Operating revenues	**₱1,528**	**₱977**	**₱14,409**	₱1,637	₱946	₱13,126
Cost of services	**(393)**	**(261)**	**(9,394)**	(428)	(235)	(4,622)
General and administrative expenses	**(50)**	**(89)**	**(396)**	(37)	(83)	(359)
Other expenses – net	**(946)**	**(347)**	**(1,525)**	(725)	10	(2,009)
Income before income tax	**139**	**280**	**3,094**	447	638	6,136
Provision for income tax	**(39)**	**(91)**	**1,606**	(43)	(148)	(1,203)
Net income	**100**	**189**	**4,700**	404	490	4,933
Other comprehensive income	–	–	**(1)**	–	–	(1)
Total comprehensive income	**₱100**	**₱189**	**₱4,699**	₱404	₱490	₱4,932
Company's share of:						
Net income	**₱45**	**₱66**	**₱1,076**	₱182	₱172	₱1,130
Total comprehensive income	**₱45**	**₱66**	**₱1,076**	₱182	₱172	₱1,130

Individually immaterial associates
MCSC. MCSC is primarily engaged in providing toll collection and road maintenance services.

On-Us Solutions Inc (Byahe). Byahe is a company engaged in the operation of public utility vehicles such as, but not limited to, passenger jeepneys and e-jeepneys, and to serve the commuting public in routes duly authorized by appropriate government agency as common carrier. Byahe is planning to expand its current Euro-IV compliant fleet, procure new state-of-the-art electric jeepneys, and expand the route network of the fleet as part of its larger mission to revolutionize the Philippines' jeepney transportation ecosystem.

Aggregate financial information of these associates is presented as follows:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Carrying amount of investment	**₱80**	~~₱~~93
Current assets	**211**	211
Noncurrent assets	**112**	112
Current liabilities	**(57)**	(57)
Noncurrent liabilities	**(1)**	(1)

11. Service Concession Assets

	MNEP	SCTEX	NLEX-SLEX Connector Road	CALAX	CAVITEX[a]	CCLEX	LLEX	Pondok Ranji and Pondok Aren	Soekarno Hatta Port-Pettarani	Tallo-Hasanuddin Airport	Seran, Banten (Water treatment)	Total
							(in Millions)					
Cost:												
At December 31, 2024	₱61,584	₱6,017	₱28,048	₱45,934	₱23,854	₱28,789	₱–	₱9,501	₱11,717	₱4,275	₱658	₱220,377
Additions (Note 35)	2,456	104	2,047	7,488	4,784	56	1,162	63	16	12	9	18,197
Change in estimate (Note 20)	–	–	–	2,784	–	–	–	–	–	–	–	2,784
Reclassification[b]	–	–	–	(6,338)	–	–	–	–	–	–	–	(6,338)
Translation adjustment	–	–	–	–	–	–	–	(244)	(265)	(110)	(15)	(634)
At December 31, 2025 (Audited)	₱64,040	₱6,121	₱30,095	₱49,868	₱28,638	₱28,845	₱1,162	₱9,320	₱11,468	₱4,177	₱652	₱234,386
Additions (Note 35)	**1,163**	**68**	**839**	**5,863**	**1,312**	**35**	–	**7**	**19**	**13**	**1**	**9,320**
Translation adjustment	–	–	–	–	–	–	–	**(399)**	**(433)**	**(180)**	**(26)**	**(1,038)**
At June 30, 2026 (Unaudited)	**₱65,203**	**₱6,189**	**₱30,934**	**₱55,731**	**₱29,950**	**₱28,880**	**₱1,162**	**₱8,928**	**₱11,054**	**₱4,010**	**₱627**	**₱242,668**
Accumulated amortization:												
At December 31, 2024	₱14,924	₱717	₱–	₱–	₱2,319	₱226	₱–	₱1,422	₱991	₱568	₱207	₱21,374
Amortization (Note 24)	1,766	70	–	–	271	125	–	329	299	118	35	3,013
Translation adjustment	–	–	–	–	–	–	–	(68)	(28)	(28)	(6)	(130)
At December 31, 2025 (Audited)	₱16,690	₱787	₱–	₱–	₱2,590	₱351	₱–	₱1,683	₱1,262	₱658	₱236	₱24,257
Amortization (Note 24)	**903**	**41**			**135**	**42**		**170**	**154**	**65**	**18**	**1,528**
Translation adjustment	–	–	–	–	–	–	–	**(126)**	**(66)**	**(55)**	**(14)**	**(261)**
At June 30, 2026 (Unaudited)	**₱17,593**	**₱828**	**₱–**	**₱–**	**₱2,725**	**₱393**	**₱–**	**₱1,727**	**₱1,350**	**₱668**	**₱240**	**₱25,524**
Carrying values:												
At June 30, 2026 (Unaudited)	**₱47,610**	**₱5,361**	**₱30,934**	**₱55,731**	**₱27,225**	**₱28,487**	**₱1,162**	**₱7,201**	**₱9,704**	**₱3,342**	**₱387**	**₱217,144**
At December 31, 2025 (Audited)	₱47,350	₱5,334	₱30,095	₱49,868	₱26,048	₱28,494	₱1,162	₱7,637	₱10,206	₱3,519	₱416	₱210,129

(a) Consists of R1 Expressway, R1 Expressway Extension and C-5 South Link.

(b) Presented as "Contract assets" under "Other noncurrent assets" (see Note 16).

Additions to the service concession assets for the six-month periods ended June 30, 2026 and year ended December 31, 2025 included the following:

i. Ongoing construction of CALAX;
ii. NLEX – Construction of NLEX-SLEX Connector Road and third Candaba Viaduct project, roadway lighting, side and median barriers, drainage, bridge retrofitting and new toll plazas; installation of RFID equipment and enhancement of existing ones in certain areas of Phase I; installation of fixed operating equipment in SCTEX Bamban Toll Plaza Project and SCTEX Toll Plaza Expansion; construction of toll booths and other technical upgrades;
iii. Civil works of C5 Link, R-1 enhancement phase 2 and Segment 4 extension;
iv. CCLEC's enhancements in the toll collection system;
v. Concession right to build and operate LLEX (see Notes 1, 2 and 5); and,
vi. Remaining additions pertain to construction costs on other various concession projects.

Service concession assets with ongoing construction and upgrade services amounting to ₱37,122 million and ₱74,466 million as at June 30, 2026 and December 31, 2025, respectively, are considered as contract assets under PFRS 15, *Revenue from Contracts with Customers* (see Note 3).

The Company also recognizes construction revenues and costs in accordance with PFRS 15. It measures contract revenue at the fair value of the consideration received or receivable. Given that the construction works have been subcontracted to outside contractors, the construction revenue recognized substantially approximates the construction costs. Construction revenue and costs recognized in the unaudited interim consolidated statements of income amounted to ₱6,783 million and ₱5,547 million for the six-month periods ended June 30, 2026 and 2025, respectively.

No amortization was recognized for the six-month periods ended June 30, 2026 and 2025 for NLEX-SLEX Connector Road, C-5 South Link, CALAX and LLEX as these service concession assets are not yet available for use (not yet in full completion) as at June 30, 2026 and December 31, 2025.

PT Nusantara's concession assets comprise of toll roads and water concession rights. Toll road concession rights cover the following toll road sections: (a) Tallo- Hasanuddin Airport; (b) Soekarno Hatta Port-Pettarani; (c) Pondok Ranji and Pondok Aren. The water concession rights pertain to right to treat and distribute clean water in the Serang District, Banten in Indonesia.

As at June 30, 2026 and December 31, 2025, toll road concession rights under MUN are pledged as collateral for MUN's loans (see Note 19).

Impairment Testing of Service Concession Assets Not Yet Available for Use and CCLEX

In 2025, the Company identified indicators of impairment in respect of CCLEX. Accordingly, management performed impairment assessments in accordance with PAS 36, *Impairment of Assets*, for CCLEX and the Company's service concession assets not yet available for use.

For the purposes of impairment testing of service concession assets not yet available for use and CCLEX, the Company has performed the analysis by comparing the recoverable amounts and the carrying amount of the service concession assets as at balance sheet date.

The recoverable amounts of these service concession assets have been determined based on a value in use computation using the cash flow projections from most recent financial budgets and forecast of the Company. Risks related to the expected variations in the timing of cash flows have been incorporated in computing for the recoverable amounts of the relevant assets.

The key inputs and assumptions used in the impairment testing follows:

	Growth rate	Average forecast period	Pre-tax discount rate
June 30, 2026:			
CIC – C-5 South Link	**1% to 57%**	**21-23 years**	**13.69%**
NLEX Corp. – NLEX-SLEX Connector Road	**0.8% to 31.3%**	**32 years**	**14.1%**
MPCALA – CALAX	**1% to 69%**	**23.5 years**	**10.3%**
LLEX Corp. – LLEX	**1% to 14%**	**50 years**	**11.3%**
CCLEC – CCLEX	**2% to 114%**	**37 years**	**10.5%**
December 31, 2025:			
CIC – C-5 South Link	1% to 57%	22-24 years	13.69%
NLEX Corp. – NLEX-SLEX Connector Road	0.8% to 31.3%	33 years	14.1%
MPCALA – CALAX	1% to 69%	24.5 years	10.3%
LLEX Corp. – LLEX	1% to 14%	51 years	11.3%
CCLEC – CCLEX	2% to 114%	38 years	11.3%

Based on the impairment tests, management did not identify any impairment loss for these service concession assets. Management also believes that no reasonably possible change in any of the key assumptions used would cause the carrying values of these service concession assets to materially exceed their respective recoverable amounts.

As at June 30, 2026 and December 31, 2025, the total carrying amount of service concession assets not yet available for use amounted to ₱109,011 million and ₱102,577 million, respectively.

Contract Assets. Given the advance stage of negotiations between the Company and the government in 2025, the Company elected to present separately a portion of construction costs incurred to date amounting to ₱6,338 million as "Contract assets" under the "Other noncurrent assets" account in the unaudited interim consolidated statement of financial position as at June 30, 2026 and December 31, 2025 (see Note 16). These amounts represent MPCALA's claims against the government for additional costs incurred as a result of delays in the government's delivery of the required right of way for the CALAX project.

12. Property and Equipment

	Building, Building Improvements and Leasehold Improvements	Transportation Equipment	Office Equipment and Others	Construction in Progress	Total
			(in Millions)		
Cost:					
At January 1, 2025	₱3,235	₱1,047	₱1,899	₱145	₱6,326
Additions	423	211	235	29	898
Disposal	–	(18)	(65)	–	(83)
Reclassifications	106	(5)	(39)	(115)	(53)
Translation adjustment	(15)	(6)	(17)	(3)	(41)
At December 31, 2025 (Audited)	₱3,749	₱1,229	₱2,013	₱56	₱7,047
Additions	**81**	**62**	**72**	**–**	**215**
Disposal	**(31)**	**(27)**	**(16)**	–	**(74)**
Translation adjustment	**80**	**(32)**	**(58)**	**(33)**	**(43)**
At June 30, 2026 (Unaudited)	**₱3,879**	**₱1,232**	**₱2,011**	**₱23**	**₱7,145**

(Forward)

	Building, Building Improvements and Leasehold Improvements	Transportation Equipment	Office Equipment and Others	Construction in Progress	Total
			(in Millions)		
Accumulated depreciation:					
At January 1, 2025	₱1,010	₱568	₱1,360	₱–	₱2,938
Depreciation (Notes 24 and 25)	368	140	186	–	694
Reclassifications	–	–	(55)	–	(55)
Disposal	–	(12)	(13)	–	(25)
Translation adjustment	13	5	13	–	31
At December 31, 2025 (Audited)	₱1,391	₱701	₱1,491	₱–	₱3,583
Depreciation (Notes 24 and 25)	**61**	**71**	77	–	**209**
Disposal	–	**(21)**	–	–	**(21)**
Translation adjustment	**(50)**	**(23)**	**(27)**	–	**(100)**
At June 30, 2026 (Unaudited)	**₱1,402**	**₱728**	**₱1,541**	**₱–**	**₱3,671**
Net book values:					
At June 30, 2026	**₱2,477**	**₱504**	**₱470**	**₱23**	**₱3,474**
At December 31, 2025 (Audited)	₱2,358	₱528	₱522	₱56	₱3,464

Building and building improvements include ROU cost as at June 30, 2026 and December 31, 2025 amounting to ₱1,184 million and ₱970 million, respectively. Accumulated depreciation of ROU assets as at June 30, 2026 and December 31, 2025 amounted to ₱694 million and ₱622 million, respectively, while additions of ROU assets amounted to ₱213 million and ₱371 million as at June 30, 2026 and December 31, 2025, respectively (see Note 35).

Construction in progress represents expenditures incurred for property and equipment that are not yet ready for their intended use as of the reporting date. Costs include directly attributable expenditures necessary to bring the assets to the location and condition required for them to operate as intended by management.

Gain (loss) on sale of property and equipment amounted to ₱10 million and (₱1 million) for the six-month periods ended June 30, 2026 and 2025, respectively (see Note 29).

As at June 30, 2026 and December 31, 2025, certain property and equipment with net carrying amounts of ₱218 million and ₱125 million, respectively, were pledged as security for the Company's borrowings (see Note 19).

13. Goodwill and Other Intangible Assets

	Goodwill	Franchise	Software	Total
		(in Millions)		
Cost:				
At January 1, 2025	₱9,498	₱100	₱930	₱10,528
Additions	–	–	91	91
Reclassifications	–	–	(29)	(29)
Translation adjustments	48	–	(88)	(40)
At December 31, 2025 (Audited)	₱9,546	₱100	₱904	₱10,550
Additions	–	–	**20**	**20**
Disposal	–	–	**(20)**	**(20)**
Translation adjustments	**(2)**	–	**(6)**	**(8)**
At June 30, 2026 (Unaudited)	**₱9,544**	**₱100**	**₱898**	**₱10,542**
Accumulated amortization:				
At January 1, 2025	₱–	₱–	₱261	₱261
Amortization (Note 25)	–	–	99	99
Translation adjustments	–	–	13	13
At December 31, 2025 (Audited)	₱–	₱–	₱373	₱373
Amortization (Note 25)	–	–	**60**	**60**
At June 30, 2026 (Unaudited)	**₱–**	**₱–**	**₱433**	**₱433**

(Forward)

	Goodwill	Franchise	Software	Total
		(in Millions)		
Impairment:				
At January 1, 2025 and December 31, 2025 (Audited)	₱28	₱–	₱–	₱28
At January 1, 2026 and June 30, 2026 (Unaudited)	**₱28**	**₱–**	**₱–**	**₱28**
Carrying values:				
At June 30, 2026 (Unaudited)	**₱9,516**	**₱100**	**₱465**	**₱10,081**
At December 31, 2025 (Audited)	₱9,518	₱100	₱531	₱10,149

Goodwill. Goodwill is the difference between the cost of business combination and the fair values of identifiable assets and liabilities. The carrying amount of goodwill allocated to each of the CGU are as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
CIC	**₱4,979**	₱4,979
NLEX	**3,110**	3,110
PT Nusantara	**934**	936
ESC	**388**	388
RPSL	**105**	105
	₱9,516	₱9,518

Franchise. Franchise pertains to the Company's professional basketball team, NLEX Road Warriors, which participates in the Philippine Basketball Association.

Software. Software costs pertain to computer software relating to the Company's accounting, reporting and asset management systems with estimated useful lives of five (5) years.

Impairment Testing of Goodwill

The key inputs and assumptions used in the impairment testing follows:

	Growth rate	Average forecast period	Pre-tax discount rate
June 30, 2026 (Unaudited):			
CIC	**5% to 9%**	**22 years**	**13.69%**
NLEX Corp.	**11.8%[a]** **10.4%[b]**	**11 years**	**14.1%**
ESC	**5%***	**2.5 years**	**13.69%**
PT Nusantara	**7% to 12%**	**14 to 17 years**	**10.44%**
RPSL	**0%-1%**	**12 years**	**10.71%**
December 31, 2025 (Audited):			
CIC	5% to 9%	23 years	13.69%
NLEX Corp.	11.8%[a] 10.4%[b]	12 years	14.1%
ESC	5%*	3.5 years	13.69%
PT Nusantara	7% to 12%	15 to 18 years	10.44%
RPSL	0%-1%	13 years	10.71%

** Terminal growth rate*
[a] Open system
[b] Closed System

For impairment testing purposes, the recoverable amounts were determined based on "value-in-use" using discounted cash flows method. No impairment loss was recognized for the six-month periods ended June 30, 2026 and 2025.

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 VIU).

The recoverable amounts for each business have been determined based on VIU calculations using cash flow projections covering a five-year period (for CGUs with indefinite life) or the applicable concession periods for the Company's water and toll road businesses. The discount rates applied to cash flow projections reflect the weighted average cost of capital of the relevant businesses. The VIUs were calculated based on their cash flow projections as per the most recent financial budgets and forecasts, which management believes are reasonable and are management's best estimates of the ranges of economic conditions that will exist over the forecast period. The cash flows beyond the five-year period were extrapolated using a growth rate that is consistent with the average growth rate of the industry.

The forecasted periods for the Company's toll road business are more than five (5) years as management can reliably estimate the cash flows for their entire concession periods. The cash flows during the projection periods are derived using estimated average growth rates which do not exceed the long-term average growth rate of the industry in the country where the businesses operate.

Philippine Basketball Association Franchise. The recoverable amount of the franchise cost has been determined using its FVLCD as of impairment testing date. The Company used market approach in determining the fair value of the intangible asset (franchise cost) in reference to prices generated in similar recent transactions from other market participants involving identical or comparable assets. The Company adjusted the price to account for costs of disposal to determine FVLCD as one of the measures of recoverable amount required by PAS 36. Based on the impairment testing, management did not identify any impairment loss for this intangible asset (franchise cost) as FVLCD exceeds the carrying amount of the intangible asset (franchise cost). The FVLCD of the franchise cost is classified under Level 2 of fair value hierarchy.

14. **Investment Properties**

	Land	Building and building improvements	Total
		(in Millions)	
Cost:			
At January 1, 2025	₱350	₱595	₱945
Additions	2	9	11
At December 31, 2025 (Audited)	₱352	₱604	₱956
Additions	**–**	**–**	**–**
At June 30, 2026 (Unaudited)	**₱352**	**₱604**	**₱956**
Accumulated depreciation:			
At January 1, 2025	₱–	₱103	₱103
Depreciation (Note 25)	–	50	50
At December 31, 2025 (Audited)	₱–	₱153	₱153
Depreciation (Note 25)	**–**	**12**	**12**
At June 30, 2026 (Unaudited)	**₱–**	**₱165**	**₱165**

(Forward)

	Land	Building and building improvements	Total
		(in Millions)	
Net book values:			
At June 30, 2026 (Unaudited)	**₱352**	**₱439**	**₱791**
At December 31, 2025 (Audited)	₱352	₱451	₱803

Rental income earned from this investment property amounted to ₱66 million and ₱60 million for the six-month periods ended June 30, 2026 and 2025, respectively (see Notes 23 and 31).

Fair Value of Investment Properties

As at June 30, 2026 and December 31, 2025, the fair value of investment properties amounted to ₱1,223 million. The investment properties' fair values are based on the appraisal reports prepared by an accredited independent appraiser.

A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied. The latest fair value appraisal reports show the fair market value as at December 31, 2024. Management assessed that there were no significant changes on the fair market value from the latest appraisal reports to June 30, 2026 and December 31, 2025. Consequently, other than the additions in 2026 and 2025, there are no significant changes in the estimated fair value of the Company's investment properties.

The income capitalization approach is based on the premise that the value of a property is directly related to the income it generates. This approach converts anticipated future gains to present worth by projecting reasonable income and expenses for the subject property. The income capitalization approach is considered appropriate for valuing investment properties, as it mirrors the analysis of typical investors. This comparative approach considers income and expense data relating to the property being valued and estimates value through a capitalization process. Capitalization relates to income (usually a net income figure) and a defined value type by converting an income amount into a value estimate. This process may consider direct relationships, yield of discount rates, or both. In general, the principle of substitution holds that the income stream which produces the highest return commensurate with a given level of risk leads to the most probable figure.

The determination of the fair value of investment properties is categorized under Level 3 fair value hierarchy measurement.

The Company has no obligations to purchase, construct or develop, or an obligation for repairs, maintenance and enhancements in relation to these investment properties.

15. Financial Assets at Fair Value

The movements in UITFs classified as financial assets at FVTPL are as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Balance at beginning of period/year	**₱3,198**	₱2,152
Additions	**5,212**	8,848
Sale or maturity	**(6,388)**	(7,846)
Gain on fair value changes during the period/year (Note 29)	**27**	26
Charges to borrowing cost	**15**	18
Balance at end of period/year	**₱2,064**	₱3,198

UITFs are ready-made investments that allow the pooling of funds from different investors with similar investment objectives. These are managed by professional fund managers and are invested in various financial instruments such as money market securities, bonds and equities, which are normally available to bigger investors only. A UITF uses the mark-to-market method in valuing the fund's securities. It is a valuation method which calculates the Net Asset Value (NAV) based on the estimated fair market value of the assets of the fund based on prices supplied by independent sources.

Interest earned from financial assets at FVTPL amounted to ₱70 million and ₱21 million for the six-month periods ended June 30, 2026 and 2025, respectively (see Note 27).

As at June 30, 2026 and December 31, 2025, financial assets at FVOCI consist of:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Noncurrent:		
Investments in unquoted equity shares - SMC Skyway Corporation (SMCSC)	**₱3,032**	**₱**2,766
Investment in quoted club shares	**18**	8
	₱3,050	₱2,774

SMCSC. Investment in SMCSC represents 2.03% interest in unquoted shares of stocks of SMCSC. SMCSC, formerly Citra Metro Manila Tollways Corporation, is engaged primarily in the design, construction and financing of the Metro Manila Skyway (in three stages) and the proposed Metro Manila Tollways projects. The 30-year franchise period for the Stage 1 of the South Metro Manila Skyway (SMMS) and for the integrated Stage 1 and Stage 2 of the SMMS commenced on October 10, 1999 and April 25, 2011, respectively. In January 2021, Stage 3 was opened for motorists.

As at June 30, 2026 and December 31, 2025, the fair value of the investment in SMCSC amounted to ₱2,766 million. Changes in fair value of investment in SMCSC were recognized under other comprehensive income for the six-month periods ended June 30, 2026 and 2025 amounting to ₱266 million gain million and ₱532 million gain.

The Company's share in the dividends declared by SMCSC's BOD for the six-month periods ended June 30, 2026 and 2025 amounted to ₱28 million (see Note 29). Uncollected dividends amounted to ₱l4 million and ₱33 million as at June 30, 2026 and December 31, 2025, respectively (see Note 8).

Investments in club shares. Investment in quoted club shares pertains to purchased club shares of Cebu Country Club, Inc.

The fair values of the investments in club shares are based on quoted market price of the instruments as at June 30, 2026 and December 31, 2025.

The movements of the Other Comprehensive Income Reserve (gross of tax effect) for financial assets at FVOCI for the six-month periods ended June 30 and for the year ended December 31, 2025 follows:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Balance at beginning of period/year	**₱2,474**	₱1,874
Changes in fair value during the period/year (Note 22)	**276**	532
Disposal (Note 22)	**–**	68
Balance at end of period/year	**₱2,750**	₱2,474

16. Other Noncurrent Assets

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Contract assets (Note 11)	**₱6,338**	₱6,338
Finance lease receivable	**1,029**	1,090
Concession financial receivables - net of current portion	**902**	899
Deferred project costs	**882**	799
Creditable withholding taxes (Note 9)	**233**	229
Input VAT - deferred - net of current portion (Note 9)	**171**	22
Sinking fund	**48**	207
Refundable deposits	**30**	29
Others	**213**	136
	₱9,846	₱9,749

Finance lease receivable. Represents the fair value of receivables from PT Perusahaan Listrik Negara (Persero) (PLN), a state-owned company, as the single off-taker of the electricity sales generated by the PT Inpola Meka Energi (IME)'s, an indirect subsidiary, mini-hydroelectric power plant.

The future minimum lease payments are as follows:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Within one year	**₱125**	₱129
Between one to two years	**125**	129
After two years	**1,634**	1,670
Total future lease payments	**1,884**	1,928
Less future interest payments	**813**	814
Present value of finance lease receivable	**1,071**	1,114
Less current portion of finance lease receivable	**42**	24
Noncurrent portion of finance lease receivable	**₱1,029**	₱1,090

Based on the review of finance lease receivables as at June 30, 2026 and December 31, 2025, management is of the opinion that all finance lease receivables are realizable and no provision for expected credit loss is necessary to be provided.

The finance lease receivable is subject to discount rate of 7.89% per annum. The lease term is for 20 years until 2040.

Concession financial receivables. On April 24, 2012, DCC, a subsidiary of PT MPTIS, entered into a Cooperation Agreement for the supply of treated water to KIM for a period of 20 years (excluding construction phase). The concession financial receivables pertain to the guaranteed minimum payment that will be received by DCC from KIM under the water supply agreement. On September 5, 2016, RPSL entered into an Electrical Power Purchase Agreement with PLN for the construction and operation of a Biomass Power Plant for a period of 20 years from the start of operations. Under the agreement, RPSL will supply a portion of the generated power from the power plant to PLN in accordance with the terms and conditions of the agreement. The concession financial receivable pertains to the guaranteed minimum payment that will be received by RPSL from PLN under the electrical power purchase agreement.

Interest income earned from the accretion of concession financial receivables amounted to ₱82 million and ₱85 million for the six-month periods ended June 30, 2026 and 2025, respectively (see Note 27).

Input VAT - deferred. These costs pertain to 12% VAT on amount of retention and unpaid purchase of services which are incurred, and billings have been received as of reporting date.

Sinking fund. The sinking fund was established to finance the future major road repairs, re-pavements and other extraordinary costs and expenses of the R-1 Expressway (see Note 2).

Deferred project costs. These costs are directly attributable to the construction of service concession assets until establishment of formal ownership to the concession where the costs are subsequently reclassified to the "Service concession assets" account.

Others. This account primarily pertains to prepaid debt issue costs and the non-current portion of security deposits.

17. Accounts Payable and Other Current Liabilities

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Trade payables (Note 32)[a]:		
Third parties	**₱214**	₱986
Related parties (Note 21)	**26**	80
Accrued expenses (Note 32)[b]	**5,617**	4,433
Customer deposit[c]	**3,055**	3,011
Interest payable[d]	**3,825**	2,843
Retention payable[e]	**2,614**	2,222
Output VAT	**1,435**	1,571
Dividends payable (Notes 6 and 22)[f]	**121**	105
Withholding taxes payable	**174**	468

(Forward)

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Payable to CHI[g]	**₱163**	₱163
Unearned toll revenue	**50**	54
Lease liabilities - current portion[h]	**50**	31
Others[i]	**610**	563
	₱17,954	₱16,530

a. Trade payables and accrued expenses are noninterest-bearing and are normally settled within one (1) year.

b. Accrued expenses consist of:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Construction costs	**₱4,462**	₱2,448
Repairs and maintenance	**326**	168
Concession fees	**304**	318
PNCC and grantor's share	**119**	128
Professional fees	**100**	268
Outside services	**95**	473
Salaries and employee benefits (Note 26)	**91**	283
Taxes and licenses	**88**	55
Advertising and marketing expenses	**24**	15
Others	**8**	277
	₱5,617	₱4,433

c. Customer deposit represents amount received from postpaid customers of ESC. The amount serves as security in case of customer default and is refundable when the contract is terminated.

d. Interest payable is settled within three (3) to six (6) months.

e. 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 upon completion of the relevant project.

f. As at June 30, 2026 and December 31, 2025, the Company's dividends payable amounted to ₱121 million and ₱105 million, respectively. For the six-month periods ended June 30, 2026 and 2025, the Parent Company declared cash dividends to its common stockholders amounting to ₱1,798 million and ₱987 million, respectively, and the corresponding cash dividends paid by the Parent Company to its common stockholders amounted to ₱1,798 million and ₱984 million, respectively. Partly-owned subsidiaries declared dividends to non-controlling stockholders amounting to ₱1,098 million and ₱1,411 million for the six-month periods ended June 30, 2026 and 2025, respectively. Cash dividends paid by partly-owned subsidiaries to their non-controlling stockholders amounted to ₱1,082 million and ₱1,104 million in 2026 and 2025, respectively.

g. Payable to CHI relates to noninterest-bearing advances obtained by CIC in 2012 for its debt service requirements. The amount is due and demandable.

h. The carrying amounts of lease liabilities and the movements as at June 30, 2026 and December 31, 2025 and for the six-month periods ended June 30, 2026 and year ended December 31, 2025:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Balance at beginning of period/year	**₱107**	₱82
Additions	**67**	70
Accretion of interest (Note 28)	**3**	2
Payments	**(28)**	(47)
Translation adjustment	**1**	–
Balance at end of period/year	**₱150**	₱107
Current portion	**₱50**	₱31
Noncurrent portion	**100**	76
	₱150	₱107

The noncurrent portion of lease liabilities amounted to ₱100 million and ₱76 million as at June 30, 2026 and December 31, 2025, are included under "Other noncurrent liabilities" account in the unaudited interim consolidated statements of financial position.

i. Others. This account primarily consists of non-trade payables and security deposits.

18. Provisions

	Heavy Maintenance	Others	Total
		(in Millions)	
At January 1, 2025	₱1,097	₱790	₱1,887
Additions	376	1,088	1,464
Accretion	47	–	47
Payments	(248)	(468)	(716)
Reversals	–	(362)	(362)
Reclassifications	–	95	95
At December 31, 2025 (Audited)	1,272	1,143	2,415
Additions (Notes 24 and 25)[(a)]	**520**	**348**	**868**
Accretion (Note 28)	**31**	–	**31**
Payments	**(96)**	**(229)**	**(325)**
At June 30, 2026	**₱1,727**	**₱1,262**	**₱2,989**
At June 30, 2026 (Unaudited):			
Current	**₱419**	**₱234**	**₱653**
Noncurrent	**1,308**	**1,028**	**2,336**
	₱1,727	**₱1,262**	**₱2,989**
At December 31, 2025 (Audited):			
Current	₱534	₱251	₱785
Noncurrent	738	892	1,630
	₱1,272	₱1,143	₱2,415

[(a)] *Additions to Other provisions are presented in profit or loss as "Provisions" amounting to ₱218 million and as "Salaries and employee benefits" amounting to ₱130 million under general and administrative expenses (see Note 25) for the six-month periods ended June 30, 2026.*

Provision for Heavy Maintenance. Provision for heavy maintenance pertains to the present value of the estimated contractual obligations of the Company to maintain the service concession assets to a specified level of serviceability during the concession term and to restore the same assets in good

condition prior to turnover of the assets to the Grantor. The amount of provision is reduced by the actual obligations paid for heavy maintenance of the service concession assets.

Other Provisions. Other provisions include the additional consideration (earn-out) in acquiring JJC in 2022, earn-out in acquiring JTT in September 2024, termination benefits, estimated incentives to employees and estimated liabilities for losses of claims by third parties.

As at December 31, 2025, the JTT earn-out liability recorded was fully reversed and presented as a reversal in the rollforward of provisions. The reversal was recognized as a reduction in the cost of investment, under "Investments in associates and joint venture" account of the unaudited interim consolidated statements of financial position, as the pre-agreed level of tariff increase was not met (see Note 10).

In 2025, the Company undertook an organizational optimization plan. The plan is specifically intended to enhance operational efficiency, streamline organizational processes, and ensure that resources are properly aligned with the Company's long-term strategic priorities. Through a structured approach, organizational processes were re-assessed with the corresponding results clearly and promptly communicated company wide. Also, in 2025, the Board of Directors approved the plan and its implementation. Given the transparent and strategic communication of the plan together with the detailed implementation structure, a constructive obligation existed as of year-end, and the Company has recognized provision for termination benefits as at December 31, 2025 based on the latest available estimates and the related provision was fully paid in 2026.

The information usually required by PAS 37, *Provision, Contingent Liabilities and Contingent Assets,* is not disclosed as it may prejudice the Company's negotiation with third parties.

19. Long-term Debts and Short-term Loans

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Short-term loans	**₱8,559**	₱12,176
Current portion of long-term debt	**9,792**	12,382
Noncurrent portion of long-term debt	**200,728**	192,517
	₱219,079	₱217,075

Short-term Loans

SAVVICE
In January 2025, SAVVICE obtained a 120-day loan with Philippine Savings Bank (PSB) for ₱40.0 million, for its capital expenditures, subject to a 5.53% annual interest rate with original maturity in May 2025. The loan was subsequently renewed and was fully paid in January 2026.

MPT Mobility
In 2023, MPT Mobility obtained a 180-day unsecured short-term loan from BPI. The interest rates on these loans varied between 4.70% and 6.70%. The proceeds were partially used for working capital requirements, NLEX Drive and Dine expansion and payments of maturing short-term loan. NLEX Drive & Dine is a drive stop convenience spot featuring a wide variety of retail and food establishments located at the southbound of NLEX in between Meycauayan and Valenzuela exits.

As at June 30, 2026 and December 31, 2025, MPT Mobility has outstanding short-term loans totalling to ₱509 million, with maturities ranging from 3 to 6 months and are rolled over upon maturity for another three (3) to six (6) months.

NLEX Corp.
On December 20, 2024, NLEX Corp. availed of 32-day short-term loans from MBTC amounting to ₱2 billion, with an annual interest rate of 5.2% and maturity date of January 21, 2025. The proceeds will be used to bridge finance the Company's capital expenditures. NLEX Corp. partially settled the short-term loan amounting to ₱1,400 million on maturity date, while the remaining ₱600 million loan was rolled over for another 30 days and was fully settled on February 20, 2025.

On March 28, 2025, NLEX Corp. availed of a 31-day short-term loan from PNB amounting to ₱1.85 billion with an annual interest of 5.2%. The proceeds were used to bridge finance the refinancing requirements of NLEX Corp. for the 1st quarter of the year. Upon maturity on April 28, 2025, NLEX Corp. partially settled ₱550 million and the remaining balance amounting to ₱1 billion was rolled over for a total of 150 days maturing on September 27, 2025. The loan was repaid upon maturity.

As at June 30, 2026 and December 31, 2025, NLEX Corp. has outstanding short-term loans amounting to nil.

MPTC
In 2024, MPTC availed various short-term loans as follows:

a. On July 11, 2024, MPTC availed a short-term loan with a 6-month term from MBTC amounting to ₱487 million with an annual interest rate 6.7%. The proceeds were used to finance the equity requirements of CALAX Construction. In February 2025, the debt was converted to term debt as part of the ₱7.0 billion term loan facility with MBTC with a maturity date of July 2034 and annual repayments every July.

b. In August 2024, MTPC availed short-term loans with MBTC amounting to ₱950 million (for CCLEC's debt servicing), ₱770 million and ₱496 million (for C5 Southlink project financing) with an annual interest rate of 6.1% and subject to a term of 186 days, 170 days, and 160 days, respectively. In February 2025, the debts were converted to term debt as part of the ₱7 billion term loan facility with MBTC with a maturity date of July 14, 2034 and annual principal repayments every July.

c. In September 2024, MPTC entered into a promissory note with RCBC amounting to ₱7 billion to finance the first installment payment of the consideration on the acquisition of shares in JTT. The loan is subject to an annual interest rate of 6.5% with maturity on March 18, 2025 and was subsequently renewed. In December 2025, the loan was fully repaid from the proceeds of the bonds issuance.

d. In October 2024, MPTC availed an additional short-term loan with MBTC amounting to ₱900 million with an annual interest rate of 6.5% to finance the CALAX Construction. In February 2025, the loan was converted to term debt as part of the ₱7 billion term loan facility with MBTC with a maturity date of July 14, 2034 and annual principal repayments every July.

e. In November 2024, MPTC entered into various short-term loans maturing in various dates as follows:

- ₱1 billion with SBC, as advances to CCLEX (₱537 million) and CIC (₱600 million), subject to 6.15% interest rate and original maturity date in February 2025. The debts were refinanced in October 2025 with SBC with a revised maturity date in November 2025 and was fully paid in such month;

- ₱6 billion with BPI, for the deferred payment of the JTT consideration in December 2024, subject to 5.95% interest rate and original maturity of May 2025. The debt was rolled over with a revised maturity date of August 2025. On September 2, 2025, the loan was consolidated to a new facility amounting to ₱10,877 million with a revised maturity on October 2, 2025;

- ₱8 billion with MBTC, for the deferred payment of the JTT consideration in December 2024, subject to 6% interest rate and original maturity of May 2025. The debt was rolled over with revised maturity date of November 2025; and

- ₱3.6 billion with BPI, for the privatization of PT Nusantara, subject to 5.95% interest rate and original maturity date of May 2025. The debt was rolled over with a revised maturity date of August 2025. On September 2, 2025, the loan was consolidated to the ₱10,877 million facility with a revised maturity on October 2, 2025.

f. In December 2024, MPTC entered into various short-term loans as follows:

- An aggregate amount of ₱1,150 million with BPI, as advances for CIC (₱550 million) and CCLEX (₱300 million) and payment of transaction costs in JTT acquisition (₱300 million). The loans are subject to an interest ranging from 6% to 6.10% with original maturity in March 2025 and were subsequently renewed. The ₱300 million loan for CCLEX was repaid in December 2025 from the proceeds of the bonds issuance. Refer to the 2025 transactions below for the refinancing and repayment of the ₱550 million loan for CIC advances, and the refinancing of the ₱300 million (JTT transaction costs) with revised maturity in 2026; and

- ₱600 million with RCBC for the payment of transaction costs in JTT acquisition, subject to annual interest of 6.5% and original maturity date of April 2025 and was subsequently renewed. Refer to the 2025 transactions below for the refinancing of the loan with maturity in 2026.

g. In 2025, the Parent Company obtained various short-term loans, summarized as follows:

- On January 22, 2025, MPTC obtained a ₱300 million and ₱750 million short-term loan from BPI, bearing an annual interest rate of 6.45% and 6.65%, respectively. Proceeds of the loan were utilized to provide advances to CIC and CCLEC, respectively. The loans initially matured on March 31, 2025 and were subsequently renewed.

  On April 14, 2025, MPTC obtained a ₱300 million, ₱250 million and short-term loans from BPI, bearing an annual interest rate of 6.65% with initial maturity on October 14, 2025 and was subsequently renewed. Proceeds of the loans were utilized to provide advances to MPCALA and CIC, respectively. In December 2025, the ₱250 million loan with BPI for advances to CIC was fully repaid from the proceeds of the bonds issuance.

In September 2025, the ₱300 million loan (availed in January 2025 for advances to CIC), together with the ₱550 million loan (availed in December 2024 for advances to CIC) and the ₱300 million loan (availed in April 2025 for advances to MPCALA) were refinanced with BPI amounting to ₱1,150 million and was fully paid in December 2025 from the proceeds of the bonds issuance.

In September 2025, the ₱750 million loan (availed in January 2025 for advances to CCLEC) and the ₱300 million loan (availed in December 2024 for JTT transaction costs) with BPI were refinanced with BPI for ₱1,050 million with a new maturity date on August 17, 2026 at an interest rate of 5.6% per annum.

- On February 20, 2025, the MPTC made an additional drawdown of ₱650 million under a short-term loan facility with SBC. The loan, which carries an annual interest rate of 8.0%, was initially due on July 25, 2025 and was subsequently rolled over. Proceeds were utilized to fund advances to CIC.

  In October 2025, the ₱650 million loan with SBC together with existing short-term loans with SBC amounting to ₱600 million (for CIC advances loaned in November 2024) and ₱537 million (for CCLEC advances loaned in November 2024) totaling ₱1,787 million was refinanced with SBC in which ₱87 million was paid in October 2025 and ₱1.7 billion was paid in November 2025.

- On March 6, 2025, MPTC availed ₱7.3 billion under its short-term credit facility with MBTC subject to an annual interest rate of 7.0% with initial maturity on September 8, 2025 and in September 2025, the loan was converted to long-term for a period of 10 years maturing in September 2035. Proceeds were designated to finance the acquisition of NLEX and ESC shares.

- On April 29, 2025, MPTC availed a ₱600 million short-term loan from BPI, with an annual interest rate of 6.45%. The loan had an original term of 90 days with initial maturity on July 29, 2025 which was subsequently renewed. The proceeds of the loan were utilized for the subscription on the increase in authorized capital stock of ESC.

  On May 2, 2025, MPTC secured a ₱700 million short-term loan from BPI with an interest rate of 6.45% per annum, originally maturing on July 31, 2025 and was subsequently renewed. The loan proceeds were utilized to extend advances to MPCALA.

  In September 2025, the ₱600 million loan (loaned in April 2025 for the subscription of ESC) was refinanced with BPI, together with the ₱700 million short-term loan (loaned in May 2025 for MPCALA advances), the ₱6 billion short-term loan (loaned in November 2024 for JTT deferred consideration), and the ₱3,577 million short-term (loaned in November 2024 for privation of PT Nusantara) and, for a total of ₱10,877 million subject to a 6.5% annual interest rate with maturity in November 2025. Upon maturity, MPTC partially paid ₱7.3 billion while the remaining balance of ₱3,577 million as at December 31, 2025 maturing in January 2026 was subsequently converted to long-term loan maturing in January 2036 with an annual interest of 6.5%.

- On May 7, 2025, MPTC secured a ₱1.1 billion and ₱500 million short-term borrowings from SBC, with a term of one year and an interest rate of 6.65% per annum with the loan proceeds were applied to provide advances to MPCALA and fund LLEX Phase 1, respectively. In

December 2025, the ₱1.1 billion loan and the ₱500.0 million loan from SBC were fully repaid from the proceeds of the bonds issuance.

- On May 14, 2025, MPTC made a drawdown of ₱900 million from SBC, bearing interest of 6.65% per annum and repayable in one year. The funds were used to provide advances to MPCALA. Prior to maturity, the loan was fully repaid from the proceeds of the bonds issuance in December 2025.

- On May 21, 2025, the Company secured a ₱1.05 billion from SBC, payable in one year with interest at 6.65% per annum. The loan proceeds were used for transaction costs related to acquisition of JTT. Prior to maturity, the loan was fully repaid from the proceeds of the bonds issuance in December 2025.

- On June 4, 2025, the Company entered into a ₱600 million borrowing with RCBC, with 7.0% interest per annum and repayable within 90 days and was subsequently renewed. The loan proceeds were used for JTT financing cost.

  On June 19, 2025, MPTC obtained a ₱500 million loan from RCBC at 7.0% annual interest and repayable on September 17, 2025 was subsequently renewed. The funds were used to fund for LLEX Phase 1.

  In September 2025, the ₱500 million loan from RCBC was refinanced with MBTC, together with the ₱600 million loan from RCBC (loaned in June 2025 for JTT financing cost) and ₱600 million loan from RCBC (loaned in December 2024 for JTT transaction costs), for a total of ₱1.7 billion with 5.5% interest per annum with original maturity in December 2025 and was subsequently renewed until September 21, 2026.

- On July 4, 2025, MPTC availed a ₱1.0 billion short-term loan with SBC at 8% interest per annum with original maturity in October 2025 and was subsequently renewed. The proceeds of the loan was used for CCLEC's debt service. In December 2025, the loan was fully repaid from the proceeds of the bonds issuance.

- In August 2025, MPTC availed short-term loans from Chinabank, amounting to ₱1.0 billion for advances to CIC and MPTC debt service and ₱1.0 billion for advances to CIC and LLEX projects, subject to an interest of 6.75% and 6.6%, respectively, with original maturity in January 2026. Prior to maturity, the loans were renewed until April 2026. Upon maturity, the ₱1.0 billion loan for advances to CIC and MPTC debt service was rolled over until January 2027 at 5.6% interest while the ₱1.0 billion loan for advances to CIC and LLEX projects was extended until April 2027 at 5.6% interest.

- On September 12, 2025, MPTC obtained ₱2.5 billion short-term loan from MBTC at 5.5% annual interest with initial maturity on December 11, 2025 was subsequently renewed until September 21, 2026. The funds were used for MPCALA and CIC advances.

- On October 29, 2025, MPTC obtained a ₱500 million short-term loan with AIB subject to a 6.13% annual interest with initial maturity on December 22, 2025. The funds were used to provide advances for MPCALA and CIC. Prior to maturity, the loan was fully repaid from the proceeds of the bonds issuance in December 2025.

- In October 2025, MPTC obtained short-term loans with MBTC amounting to ₱500 million and ₱300 million subject to an annual interest rate of 5.5% maturing on April 20, 2026 in

which the proceeds of the loans were used to provide advances to MPCALA and CIC, respectively. Upon maturity, the loans were subsequently rolled over until October 2026 at 5.2% interest.

- In November 2025, MPTC converted its ₱8.0 billion MBTC short-term loan (loaned in November 2024 for the deferred payment on JTT consideration) to term loan for a period of ten (10) years maturing in November 2030 subject to an interest rate of 6.18% with annual principal repayment and semi-annual interest payment.

h. In February 2025, MPTC converted its existing short-term loans with an aggregate amount of ₱3,603 million to term debt and refinanced it under its existing ₱7.0 billion term loan facility with MBTC.

As at June 30, 2026 and December 31, 2025, MPTC has outstanding short-term loans amounting to ₱8,050 million and ₱11,627 million, respectively.

Long-term Debt

The long-term debts of the Company consist of:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Peso-denominated Notes, Loans and Bonds:		
Term Loan Facilities	**₱150,805**	₱143,513
Fixed-rate Bonds	**22,000**	22,000
Corporate Notes	**13,011**	13,011
	185,816	178,524
Foreign currency-denominated Loans:		
Indonesian Rupiah:		
Term Loan Facilities	**₱10,215**	₱10,849
Syndicated Loan Facility	**15,938**	16,986
Total Principal	**211,969**	206,359
Less unamortized debt issue costs	**1,449**	1,460
	210,520	204,899
Less current portion of long-term debt - net of unamortized debt issue costs of ₱215 million and ₱173 million as at June 30, 2026 and December 31, 2025, respectively	**9,792**	12,382
	₱200,728	₱192,517

The movements in debt issue costs are as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Balance at beginning of period/year	**₱1,460**	₱1,103
Amortization during the period/year* (Notes 28 and 35)	**(257)**	(266)
Debt issue costs incurred during the period/year	**267**	623
Translation adjustment	**(21)**	–
Balance at end of period/year	**₱1,449**	₱1,460

**Includes amortization of debt issue costs capitalized to service concession assets amounting to ₱143 million and ₱20 million for the six-month periods ended June 30, 2026 and for the year ended December 31, 2025, respectively (see Note 11).*

MPTC

Term Loan Facilities

Details of MPTC's term loan facilities are as follows:

Financial institution	Date of drawdown	Facility	Drawdown Amount	Interest rate per annum	Maturity date	Outstanding principal balance	
						June 30, 2026	December 31, 2025
						(Unaudited)	(Audited)
		(in Millions)				*(in Millions)*	
BDO[a]	March 2018	₱1,500	₱900	6.10%	2028	**₱428**	₱495
BDO	March 2019	2,800	2,800	6.98%	2029	**1,686**	1,834
MBTC	December 2020	2,000	2,000	5.06%	2029	**1,400**	1,400
RCBC	December 2021	2,100	2,100	4.79%	2031	**1,680**	1,680
MBTC	May 2022	6,600	6,600	6.03%	2032	**5,610**	5,940
BDO	May 2022	3,100	3,100	6.27%	2032	**2,635**	2,713
BPI	July 2022	1,100	1,100	6.37%	2032	**960**	1,045
BPI	June 2023	1,200	1,200	6.64%	2033	**1,140**	1,140
BPI	August 2023	2,800	2,800	6.95%	2033	**2,660**	2,695
BPI	December 2023	5,700	5,700	6.87%	2033	**5,415**	5,486
MBTC	July 2024	3,000	3,000	6.74%	2034	**2,925**	2,925
MBTC	December 2024[b]	7,000	7,000	6.00%	2034	**6,825**	6,825
MBTC	March 2025[c]	7,300	7,300	6.49%	2035	**7,300**	7,300
MBTC	November 2025[c]	8,000	8,000	6.18%	2028	**7,921**	8,000
BOC[d]	November 2025[c]	7,500	7,500	6.12%	2035	**7,500**	7,500
Mizuho[e]	November 2025	5,100	5,100	6.00%	2028	**5,100**	5,100
BPI	January 2026	3,600	3,600	6.24%	2036	**3,600**	–
						₱64,785	₱62,078

[a] BDO Unibank, Inc. (BDO)
[b] The December 31, 2025 balance includes short-term loans as at December 31, 2024 converted to term loan in February 2025
[c] Date of conversion from short-term to term loan
[d] Bank of Commerce (BOC)
[e] Mizuho Bank Ltd. (Mizuho)

- In November 2025, MPTC availed a 3-year term facility with Mizuho amounting to ₱5.1 billion to refinance existing principal repayments. No additional drawdowns were made from the existing facilities other than refinancing of existing short-term loans to term loans under the existing term loan facilities.

Fixed-rate Bonds

In December 2025, MPTC completed its maiden issuance of fixed-rate peso bonds to diversify its funding sources and support infrastructure investments.

Details of MPTC's fixed-rate bonds are as follows:

Name of Security	Date of issuance	Issued amount	Interest rate per annum	Maturity date	Outstanding principal balance	
					June 30, 2026	December 31, 2025
					(Unaudited)	(Audited)
		(in Millions)			*(in Millions)*	
Bond A	December 2025	₱6,667	5.5%	2028	**₱6,667**	₱6,667
Bond B	December 2025	6,667	5.8%	2030	**6,667**	6,667
Bond C	December 2025	6,666	6.3%	2035	**6,666**	6,666
					₱20,000	₱20,000

The net proceeds from the bond issuance were used to finance tollway project construction and expansion, refinance existing bridge loan facilities, and support general corporate purposes.

NLEX Corp.

Fixed-rate Bonds

Details of NLEX Corp.'s fixed-rate bonds are as follows:

Name of Security	Date of issuance	Issued amount	Interest rate per annum	Maturity date	Outstanding principal balance	
					June 30, 2026	December 31, 2025
					(Unaudited)	(Audited)
		(in Millions)			*(in Millions)*	
10-year bonds due 2028	July 2018	₱2,000	6.9%	2028	**₱2,000**	₱2,000

The Company made payments to its fixed-rate bonds amounting to ₱4.0 billion in 2025. The remaining outstanding bonds amounting to ₱2.0 billion will mature on July 4, 2028.

Term Loan Facilities

Details of NLEX Corp.'s term loan facilities are as follows:

Financial institution	Date of drawdown	Facility	Drawdown amount	Interest rate per annum	Maturity date	Outstanding principal balance	
						June 30, 2026	December 31, 2025
						(Unaudited)	(Audited)
		(in Millions)				*(in Millions)*	
Unionbank[(a)]	January 2016	₱5,000	₱2,000	5.5%	2026	**₱–**	₱1,100
BDO	September 2019	5,000	5,000	6.6%	2029	**3,625**	3,750
MBTC	November 2022	7,000	7,000	7.1% - 7.5%	2032	**6,475**	6,475
BPI	December 2023	10,000	10,000	6.6% - 6.7%	2033	**9,500**	9,500
Chinabank[(b)]	October 2024	10,000	9,750	5.6% - 6.6%	2033	**9,750**	9,750
						₱29,350	₱30,575

[(a)] Unionbank of the Philippines (Unionbank)
[(b)] China Banking Corporation (Chinabank)

On June 30, 2025, NLEX Corp. availed a ₱6.0 billion long-term loan, from its existing ₱10 billion facility with Chinabank, maturing in December 2034 subject to a 5.86% interest per annum, with semi-annual principal and interest payments.

On November 10, 2025, NLEX Corp. availed a ₱1.0 billion long-term loan, from its existing ₱10 billion facility with Chinabank, maturing in December 2034 subject to a 5.56% interest per annum, with semi-annual principal and interest payments.

On December 22, 2025, NLEX Corp. availed a ₱1,950.0 million long-term loan, from its existing ₱10 billion facility with Chinabank, maturing in December 2034 subject to a 5.58% interest per annum, with annual principal repayment and semi-annual interest payments.

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 ₱20.0 billion (₱11.0 billion for Tranche A Facility and ₱9.0 billion for Tranche B Facility), with tenors ranging from seven (7) years (Tranche A) and ten (10) years (Tranche B). The proceeds were used to finance the NLEX Connector Road Project and other capital expenditures.

The details of the drawdowns are as follows:

Tranche	Date of drawdown	Drawdown amount	Interest rate per annum	Maturity date	Outstanding principal balance	
					June 30, 2026	December 31, 2025
					(Unaudited)	(Audited)
		(in Millions)			*(in Millions)*	
A	November 2020	₱2,750	4.04%	2027	**₱1,089**	₱1,089
B	November 2020	2,250	4.29%	2030	**2,160**	2,160
A	March 2021	4,400	5.13%	2027	**1,742**	1,742
B	March 2021	3,600	4.52%	2030	**3,456**	3,456
A	June 2021	1,100	4.58%	2027	**436**	436
B	June 2021	900	4.29%	2030	**864**	864
A	September 2021	1,100	4.64%	2027	**436**	436
B	September 2021	900	4.29%	2030	**864**	864
A	March 2022	825	6.28%	2027	**331**	331
B	March 2022	675	5.88%	2030	**651**	651
A	May 2022	825	6.86%	2027	**331**	331
B	May 2022	675	6.38%	2030	**651**	651
					₱13,011	₱13,011

CIC

Term Loan Facility

On March 26, 2018, CIC obtained a ₱16.2 billion term loan facility agreement, with tenor of ten (10) years with BDO with principal and interest payable semi-annually every March and September. The facility consists of Tranche A and Tranche B as follows:

a. The proceeds of Tranche A shall be used exclusively to finance the prepayment of the Company's outstanding loan obligations under the RCBC/BDO Loan and for general corporate purposes; and
b. The proceeds of Tranche B shall be used to finance up to 70% of the total costs of the C-5 South Link Expressway Project.

On September 10, 2021, the Company petitioned for the reduction of interest rates to 5.81% (inclusive of GRT) for the drawdowns made in Tranche A and Tranche B. The Company received approval for the reduction of rate on October 8, 2021 and will be effective from September 27, 2021 until the next repricing date of March 27, 2023.

On March 27, 2023, the interest rate of the facility was repriced to 7.4% and 8.2% for Tranche A and Tranche B, respectively.

In June 2026, CIC has refinanced its outstanding loan with BDO amounting to ₱8.2 billion maturing in March 2028 with a new loan amounting to ₱13.0 billion with a new maturity in June 2036. The prepayment resulted to a prepayment penalty amounting to ₱110 million as "Bank charges" under "Interest expense and other finance costs" in profit or loss (see Note 28). CIC's outstanding loan balance as at December 31, 2025 amounted to ₱9.4 billion. The loan agreement also requires CIC to provide a collateral security which consists of debt service reserve and payment accounts which are included under "Restricted cash" as at December 31, 2025 in the unaudited interim consolidated statements of financial position (see Note 7).

The new loan amounting to ₱13.0 billion is subject to semi-annual interest payment at 7.3363% with covenant testing periods every June and December starting from December 31, 2026.

As at June 30, 2026 and December 31, 2025, CIC's outstanding term loan balance amounted to ₱13.0 billion and ₱9,416 million, respectively.

MPCALA

Term Loan Facility

On December 21, 2018, MPCALA signed an Omnibus Agreement for a total consideration of ₱24.2 billion, with a 15-year tenor allocated among the lenders as follows: (1) BDO - ₱9.2 billion; (2) Unionbank - ₱4.0 billion; (3) BPI - ₱3.5 billion; (4) RCBC - ₱3.5 billion; (5) Land Bank of the Philippines (LBP) - ₱3.0 billion; and (6) SBC - ₱1.0 billion. The total loan proceeds were used for the construction cost of the CALAX and concession fees payable to the government.

The details of the drawdowns are as follows:

				Outstanding principal balance	
				June 30, 2026	December 31, 2025
Date of drawdown	Drawdown amount	Interest rate per annum	Maturity date	**(Unaudited)**	(Audited)
	(in Millions)			*(in Millions)*	
January 2019	₱805	8.9%	2034	**₱748**	₱765
April 2019	1,963	7.5%	2034	**1,823**	1,864
June 2020	2,908	6.1%	2034	**2,701**	2,761
July 2020	4,342	6.1%	2034	**4,033**	4,123
October 2020	924	6.1%	2034	**858**	877
February 2021	1,297	6.1%	2034	**1,204**	1,231
April 2021	2,227	6.1%	2034	**2,068**	2,114
November 2021	1,200	6.1%	2034	**1,115**	1,140
March 2022	1,800	6.1%	2034	**1,672**	1,709
September 2022	3,900	7.4%	2034	**3,622**	3,702
March 2026	2,834	8.2%	2034	**2,834**	-
				₱22,678	₱20,286

The outstanding loan is secured by MPCALA shares held by MPTC.

MPT SMC

Term Loan Facility

In January 2021, Metro Pacific Tollways South Management Corporation (MPT SMC) secured a ₱700 million term loan facility agreement with SBC at an interest rate of 4.45%. The loan was used to finance the project financing requirements of MPT South Hub and Hive located in Imus City, Cavite, Philippines. The loan is payable quarterly over a maximum term of ten years from the initial drawdown date.

As at June 30, 2026 and December 31, 2025, the outstanding principal loan balance amounted to ₱368 million and ₱403 million, respectively.

CCLEC

Term Loan Facility

On December 27, 2018, CCLEC signed an Omnibus Loan and Security Agreement (OLSA) for a total consideration of ₱19.0 billion, with a 15-year tenor. For the ₱19.0 billion financing, the allocation among the lenders is as follows: (1) RCBC - ₱6.0 billion; (2) Development Bank of the Philippines - ₱5.0 billion; (3) Robinsons Bank Corporation - ₱3.0 billion; (4) Unionbank - ₱3.0 billion; (5) SBC - ₱1.0 billion; and (6) BPI - ₱1.0 billion.

On September 23, 2022, CCLEC signed the supplemental agreement to the OLSA with the existing lenders for the increase of the amount of loan facility by ₱2.1 billion. The allocation among the lenders is as follows: (1) RCBC - ₱0.7 billion; (2) Development Bank of the Philippines - ₱0.6 billion; (3) Robinsons Bank Corporation - ₱0.3 billion; (4) Unionbank - ₱0.3 billion; (5) SBC - ₱0.1 billion; and (6) BPI - ₱0.1 billion.

The total loan proceeds were used for the construction cost of the CCLEX. The loan of CCLEC is secured by CCLEC's shares held by MPT Vizmin, cash and cash equivalents and restricted cash and service concession assets.

The details of the drawdowns are as follows:

Date of drawdown	Drawdown amount	Interest rate per annum	Maturity date	Outstanding principal balance	
				June 30, 2026	December 31, 2025
				(Unaudited)	(Audited)
	(in Millions)			*(in Millions)*	
January 2019	₱2,020	8.2%	2034	**₱1,960**	₱1,970
May 2019	925	7.6%	2034	**897**	902
July 2019	1,035	6.7%	2034	**1,004**	1,009
November 2019	1,350	6.1%	2034	**1,309**	1,316
January 2020	1,650	6.3%	2034	**1,600**	1,609
April 2020	1,320	6.1%	2034	**1,281**	1,287
July 2020	1,720	6.2%	2034	**1,668**	1,677
October 2020	1,300	8.2%	2034	**1,262**	1,267
January 2021	2,820	6.3%	2034	**2,737**	2,750
April 2021	1,900	6.3%	2034	**1,843**	1,853
July 2021	2,060	6.3%	2034	**1,997**	2,008
October 2021	900	6.3%	2034	**872**	877
September 2022	2,100	8.1%	2034	**2,037**	2,048
				₱20,467	₱20,573

On June 22, 2023, Robinsons Bank Corporation assigned Notes with outstanding principal amount of ₱3.2 billion, together will all rights, title, interests, remedies, and collateral to Bank of the Philippine Islands (BPI) for the outstanding loans.

SAVVICE

Term Loan Facility

On January 27, 2022, SAVVICE availed a 5-year long-term loan from BPI amounting to ₱70 million with an interest rate of 6.75% and a maturity date of July 29, 2027. The proceeds were used for its capital expenditure and/or general corporate purposes. The Company drawn the loan on July 29, 2022.

In February 2025, SAVVICE entered into a 5-year long-term loan from PSB amounting to ₱160 million with an interest rate of 5.92% and a maturity date in February 2030. The proceeds will be used for its capital expenditure and/or general corporate purposes. In 2025, SAVVICE drawn the full amount of the facility in various installments.

As at June 30, 2026 and December 31, 2025, the outstanding principal loan balance amounted to ₱157 million and ₱182 million, respectively.

MPTIS

On April 22, 2024, MPTIS obtained a Time Loan Revolving ("TLR") Credit Facility from PT Bank Central Asia Tbk amounting to IDR1,000 billion (₱3.5 billion) with maturity on April 19, 2025. MPTIS made drawdowns amounting to IDR925 billion (₱3.2 billion) and IDR20 billion (₱69 million) on April 22, 2024 and May 27, 2024, respectively. The annual interest rates are 7.88% and 8.13% for the IDR925 billion and IDR20 billion, respectively. On August 20, 2024, MPTIS made another drawdown amounting to IDR4.5 billion (₱16.6 million) for VTO purposes. The loans amounting to IDR949.5 billion (₱3.4 billion) were fully paid on December 9, 2024.

On September 20, 2024, a Senior Term Facility Agreement has been entered between MPTIS and PT Bank Central Asia, PT Bank Rakyat Indonesia (Persero) Tbk and PT Sarana Multi Infrastruktur (Persero). MPTIS obtained a Senior Term Credit Facility amounting to IDR 5 trillion (approximately ₱18.5 billion) to finance up to 80% of the first installment payment of the consideration on the acquisition of shares in JTT. On September 26, 2024, MPTIS made the drawdown of IDR 5 trillion with maturity date on September 20, 2034.

On December 23, 2024, MPTIS made its first installment payment of its IDR5 trillion (₱18.0 billion) loan with BCA amounting to IDR5 billion (₱19 million).

The outstanding loan of MPTIS with BCA is subject to a pledge of all escrow account and JTT shares equivalent to 125% collateral value of the loan amounting to ₱22.6 billion (IDR 6,250 billion).

As at June 30, 2026 and December 31, 2025, the outstanding loan balance amounted to ₱15.9 billion and ₱17.0 billion.

PT Nusantara and Subsidiaries

Term Loan Facilities

Details of PT Nusantara and its subsidiaries' (PT Nusantara Group) term loan facilities are as follows:

Financial institution	Date of drawdown	Facility	Drawdown amount	Interest rate per annum	Maturity date	Outstanding principal balance	
						June 30, 2026	December 31, 2025
						(Unaudited)	(Audited)
		(in Millions)				*(in Millions)*	
MUN							
BCA[a]	June 2022	₱15,101	₱14,407	7.8%	2032	**₱3,859**	₱4,047
MAN							
BCA	October 2022	513	513	8.3%	2035	**443**	466
BCA	October 2023	345	322	8.3%	2035	**285**	300
BCA	November 2024	577	577	8.3%	2036	**528**	553
BSD							
BCA	August 2021	2,700	2,700	7.5%	2035	**1,862**	1,959
BCA	February 2023	2,293	2,069	8.3%	2036	**1,991**	2,095
SCTK							
Mandiri[b]	December 2023	468	386	8.8%	2029	**318**	360
IME							
Persero[c]	December 2021	1,062	796	11.8%	2031	**604**	685
RPSL							
BCA	November 2016	506	506	8.8%	2028	**80**	100
DCC							
Mandiri	December 2023	360	360	8.8%	2029	**245**	284
						₱10,215	₱10,849

[a] *PT Bank Central Asia Tbk*
[b] *PT Bank Mandiri Tbk*
[c] *PT Jasa Marga Persero Tbk*

Other relevant information on PT Nusantara Group's term loan facilities are provided below:

- On November 28, 2024, MAN obtained an Additional Investment Credit Facility 6 from BCA amounting to no more than IDR160 billion (₱577 million) for dividend distribution to MAN shareholders. This facility has a maximum period of 12 years, with loan interest rates calculated based on Indonesia Overnight Index Average (IndOnia) with margin rate per year. All loans are secured by the toll road concession right, all revenues from the toll road, shares of the Company owned by the Parent company, receipt of indemnity insurance from Government or Toll Road Regulator Agency in accordance with PPJT, Escrow Account, the operating account and Debt

Service Account and JLB shares owned by MUN. The loan was drawn on November 29, 2024.

- The outstanding loan of PT Nusantara is secured by the office space purchased through the proceeds of the loan.

- Toll road concession rights under MUN are pledged as collateral for MUN's loans.

- Outstanding loan of MUN is secured by all shares of JLB, debt service payment and reserve accounts, dividend settlement accounts and all operating cash accounts. The loan is also subject to unlimited corporate guarantees from MMN, MAN and BSD.

- Based on notarial deed No. 115 of Karin Christina Basoeki, S.H., dated June 29, 2022 BCA provided Time Loan Non-Revolving 2 ("TL 2") facility to MUN amounting to IDR1,000 billion to MUN which will be used to finance the first payment of 40% of JJC shares which was owned by PT Jasa Marga ("Persero") Tbk. ("JSMR"). This loan is secured by all shares of JLB owned by MUN, Corporate Guarantee from BSD, MMN, and MAN, 25% of NUS shares in MUN, and all shares of JJC owned by MUN.

- The outstanding loans of MMN, MAN, and BSD are secured by their respective concession rights, all revenues derived therefrom, and any indemnity insurance receivable from the Indonesian Government.

- The outstanding loan of DCC is secured by its concession right, receivables from the Grantor, and all assets of the concession financed by BCA.

- The outstanding loan of IME is secured by shares of EI in the debtor, fixed assets financed by BCA and other operating accounts.

- The outstanding loan of RPSL is secured by its biomass power plant, consisting of land, building, machineries and equipment.

Total carrying value of above pledged assets for PT Nusantara Group as at June 30, 2026 and December 31, 2025 are as follows:

	June 30, 2026 (Unaudited)		December 31, 2025 (Audited)	
	IDR (in Billions)	***(in Millions)***	***IDR (in Billions)***	***(in Millions)***
Service concession assets	**4,537**	**₱15,425**	5,274	₱18,613
Shares of stocks	**8,273**	**28,128**	8,277	29,215
Cash and cash equivalents, trade receivables, concession receivables and inventories	**979**	**3,212**	852	3,006
Property and equipment	**64**	**218**	35	125
	13,853	**₱46,983**	14,438	₱50,959

As at June 30, 2026, the Company does not have any undrawn borrowing facilities.

Interest expense from short-term and long-term debts

Interest expense from short-term loans presented as part of capitalized borrowing costs under "Additions" to "Service Concession Assets" in the statement of financial position amounted to ₱491 million for the six-month period ended June 30, 2026 and ₱5,803 million for the year ended December 31, 2025.

Interest charged to operations from these short-term and long-term debts presented as part of "Interest

expense and other finance costs" in the unaudited interim consolidated statement of income amounted to ₱5,442 million and ₱4,993 million for the six-month periods ended June 30, 2026 and 2025, respectively (see Note 28).

Compliance with Loan Covenants

The loan agreements contain, among others, covenants regarding the maintenance of certain financial ratios such as debt-to-equity ratio, debt service coverage ratio and maintenance of debt service reserve account.

- As at June 30, 2026 and December 31, 2025, CIC breached the minimum DSCR requirement from its loan agreement with BDO involving its semi-annual covenant testing in March 2026 and September 2025, respectively. Accordingly, CIC was able to obtain the waiver from BDO on March 27, 2026 and November 5, 2025 granting CIC with an unconditional right to defer the settlement of the long-term debt for at least twelve months after such date. As at June 30, 2026 and December 31, 2025, CIC is compliant with its other loan covenants based on the most recent interest payment date.

- As at June 30, 2026 and December 31, 2025, the SBLC of CCLEC to its Lenders, in lieu of funding the DSRA, amounting to ₱942 million with maturity on July 27, 2026 and has been renewed to ₱1,183 million with new maturity on January 25, 2027.

- On February 14, 2025, MPTC delivered an SBLC through BPI in favor of the lenders of MPTIS in relation to the JTT loan of MPTIS. The SBLC amounted to US$18.7 million (₱1 billion), with maturity on May 23, 2025 and was renewed subsequently. As at June 30, 2026 and December 31, 2025, the SBLC was renewed at approximately US$17 million (₱1 billion) and US$18 million (₱1 billion) with a new maturity date of November 20, 2026 and May 20, 2026, respectively.

- In May 2025, MPTC delivered an SBLC through SBC in favor of the lender of CIC in relation to the Debt Service Reserve (DSR) of CIC under its loan agreement with BDO. The SBLC amounted to ₱1.7 billion with maturity on May 26, 2026 and has been renewed for ₱2.0 billion with new maturity on May 19, 2027.

- In December 2024, MPTC delivered an SBLC through BPI in favor of the lenders of MPCALA in relation to the DSR of MPCALA under its Omnibus Agreement. The SBLC amounted to ₱1.3 billion with maturity on December 20, 2025 and was subsequently renewed with new maturity until December 20, 2026.

Except as discussed above, MPTC and its subsidiaries are in compliance with the required financial ratios and other loan covenants as at June 30, 2026 and December 31, 2025.

The loans of MPTC and its subsidiaries are unsecured, except on loans availed by MPCALA, CCLEC MPTIS and PT Nusantara Group.

20. Service Concession Fees Payable

	CALAX	NLEX-SLEX Connector Road	Total
		(in Millions)	
At January 1, 2025	₱13,986	₱3,906	₱17,892
Accretion	1,009	171	1,180
Change in estimate (Notes 11 and 35)	2,784	–	2,784
Payments	(4,415)	–	(4,415)
At December 31, 2025 (Audited)	₱13,364	₱4,077	₱17,441
Accretion (Note 35)	**494**	**86**	**580**
At June 30, 2026 (Unaudited)	**₱13,858**	**₱4,163**	**₱18,021**

Breakdown of SCFP into current and noncurrent portions follows:

	CALAX	NLEX-SLEX Connector Road	Total
		(in Millions)	
Current portion	**₱4,698**	**₱–**	**₱4,698**
Noncurrent portion	**9,160**	**4,163**	**13,323**
At June 30, 2026 (Unaudited)	**₱13,858**	**₱4,163**	**₱18,021**

	CALAX	NLEX-SLEX Connector Road	Total
		(in Millions)	
Current portion	₱4,692	₱–	₱4,692
Noncurrent portion	8,672	4,077	12,749
At December 31, 2025 (Audited)	₱13,364	₱4,077	₱17,441

Toll Operations

- *CALAX.* In consideration for granting the concession, MPCALA shall pay DPWH a concession fee totaling ₱27.3 billion, 20% or ₱5.5 billion of which was settled upon signing of the concession agreement (July 10, 2015). The balance of the concession fee (nominal amount of ₱21.8 billion) is payable in equal annual installments beginning on the 5th year (2020) over a period of 9 years from the signing of the concession agreement. Service concession fee payable was initially recognized at its present value as at signing date of the concession agreement. For failure to pay the concession fee on or before the agreed upon dates, MPCALA shall pay interest at the rate of one-year Bloomberg Valuation Service ("BVAL") rate plus 1.75%. The interest at such rate shall continue to accrue until the remaining concession fee is paid, or until a notice of default and termination is received by MPCALA. On July 7, 2020, MPCALA paid the first installment of CALAX concession fee amounting to ₱4.4 billion to DPWH. On April 7, 2022, DPWH informed that MPCALA's request dated June 10, 2021, in relation to the deferment of the scheduled concession fee payment, has already been forwarded to the Department of Finance ("DOF") for comments/advice.

  In June 2025, based on the current progress of the construction project, the expected schedule of payments of CALAX concession fees was adjusted. Consequently, the service concession fees payable were remeasured based on the discounted value of expected future cash flows using the prevailing peso interest rates as at June 30, 2025. This resulted in an increase of ₱2,783.6 million in both service concession fees payable and service concession assets (see Note 11).

In July 2025, MPCALA paid its second installment of CALAX concession fee amounting to ₱4.4 billion to DPWH. As at July 28, 2026, discussions with DPWH on the suspension of service concession fee payments are on-going.

- *Connector Road Project.* Under the concession agreement, NLEX Corp. shall pay periodic payments to DPWH representing the consideration for granting the concession and basic right of way in the Connector Road Project. Total payments to be made to DPWH amount to ₱8.5 billion payable at ₱243 million per annum. The payment shall commence on the first anniversary of the construction completion deadline, as extended, until the expiry of the concession period and shall be subject to an agreed escalation every two years based on the prevailing Consumer Price Index ("CPI") for the two-year period immediately preceding the adjustment or escalation.

  The service concession fees payable is based on the discounted value of future fixed cash flows using the prevailing peso interest rates on November 23, 2016. The undiscounted estimated future periodic payments, excluding the effect of the CPI is ₱7,781 million as at June 30, 2026 and December 31, 2025. In 2026 and 2025, the prevailing peso interest rates ranged from 5.52% to 6.96%.

21. 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 years (amounts in millions):

Related Party	Relationship		Income from utility facilities	Repairs and maintenance (see Notes 24 and 25)	Communication, light and water (see Notes 24 and 25)
SMART Communications, Inc. (SMART)	Associate of FPC	**June 30, 2026**	**₱–**	**₱–**	**₱4**
		June 30, 2025	1	–	3
PLDT Inc. (PLDT)	Associate of FPC	**June 30, 2026**	**4**	**–**	**8**
		June 30, 2025	–	–	4
Maynilad Water Services Inc. (Maynilad)	Subsidiary of MPIC	**June 30, 2026**	**–**	**–**	**–**
		June 30, 2025	–	–	9
Manila Electric Company (Meralco)	Associate of MPIC	**June 30, 2026**	**–**	**–**	**13**
		June 30, 2025	–	–	30
Indra Philippines Inc. (Indra)	Associate of MPIC	**June 30, 2026**	**–**	**–**	**–**
		June 30, 2025	–	10	–
Total		**June 30, 2026**	**₱4**	**₱–**	**₱25**
		June 30, 2025	₱1	₱10	₱46

Outstanding balances of receivables from/payables to related parties are carried in the unaudited interim consolidated statements of financial position as at June 30, 2026 and December 31, 2025 under the following accounts:

Related Party	Relationship		Receivables (see Note 8)	Accounts payable and other current liabilities (see Note 17)	Due from related parties	Due to related parties	Terms	Conditions
				(in Millions)				
MPIC	Parent Company	**2026**	**₱–**	**₱–**	**₱2**	**₱9**	On demand; noninterest-bearing	Unsecured; no impairment
		2025	–	–	2	36		
PLDT[(a)]	Associate of FPC	**2026**	**13**	**1**	**19**	**11**	30-45 days; noninterest-bearing	Unsecured; no impairment
		2025	23	1	20	10		
SMART[(a)]	Associate of FPC	**2026**	**3**	**–**	**12**	**1**	30-45 days; noninterest-bearing	Unsecured; no impairment
		2025	–	1	–	–		
Indra	Associate of MPIC	**2026**	**–**	**–**	**–**	**–**	On demand; noninterest-bearing	Unsecured
		2025	–	19	–	–		
Meralco[(a)]	Associate of MPIC	**2026**	**–**	**23**	**7**	**1**	On demand; noninterest-bearing	Unsecured; no impairment
		2025	–	20	7	1		
Maynilad	Subsidiary of MPIC	**2026**	**–**	**1**	**3**	**–**	On demand; noninterest-bearing	Unsecured; no impairment
		2025	–	1	3	–		
CHI[(b)]	Shareholder of CIC	**2026**	**–**	**–**	**–**	**257**	Within one year; noninterest-bearing	Unsecured
		2025	–	–	–	257		
EIPPI[(b)]	Shareholder of NLEX	**2026**	**–**	**–**	**–**	**262**	Within one year; noninterest-bearing	Unsecured
		2025	–	37	–	262		
JJC	Associate of MPTIS	**2026**	**–**	**–**	**722**	**–**	On demand; noninterest-bearing	Unsecured; no impairment
		2025	–	–	718	–		
Bayad Center	Associate of FPC	**2026**	**–**	**–**	**76**	**–**	On demand; noninterest-bearing	Unsecured; no impairment
		2025	–	–	306	–		
Others[(a)]	Other Related Parties	**2026**	**–**	**1**	**₱1**	**–**	Within one year; noninterest-bearing	Unsecured; no impairment
		2025	3	1	16	11		
Total		**2026**	**₱16**	**₱26**	**₱842**	**₱541**		
		2025	₱26	₱80	₱1,072	₱577		

[(a)] *Included in "Due to related parties" account under current liabilities in the unaudited interim consolidated statements of financial position.*
[(b)] *Included in "Due to related parties" account under noncurrent liabilities in the unaudited interim consolidated statements of financial position.*

Settlement of outstanding balances at year-end occurs in cash for the outstanding receivables from/payables to related parties, while advances to contractors and consultants will be applied to future services to be rendered.

Transactions with Other Related Parties

Transactions with Indra Phils. Indra Phils renders services to MPIC's subsidiaries for the implementation of information systems and the conduct of business process analysis and other IT-related services.

Transactions with PLDT and SMART. The Company's primary telecommunications carriers are PLDT (an associate of FPC) for its wireline and SMART (PLDT's subsidiary) for its wireless services. Such services are covered by standard service contracts between the telecommunications carriers and each entity within the Company. Other than these service contracts, the Company also has the following transactions with these telecommunication carriers:

- *Utilities Facilities Contract* between NLEX Corp. and PLDT for the Fiber Optic Overlay along Phase I of the NLEX. PLDT pays an annual fee presented as "Others" in the unaudited interim consolidated statements of comprehensive income. Pursuant to the agreement, PLDT shall pay NLEX Corp. fixed annual fee which shall then be escalated annually by a percentage indicated in the agreement. The contract shall be effective for a period of 20 years from April 15, 2010 (i.e., until April 14, 2030) and may be renewed or extended upon mutual agreement by NLEX Corp. and PLDT.

- *Utilities Facilities Contract* between NLEX Corp. and SMART whereby NLEX Corp. provides SMART an access for the construction, operation and maintenance of a cellsite inside the NLEX right of way for a fixed annual fee which shall then be escalated annually starting on the fourth year of the contract and every year thereafter. The contract is effective for a period of five (5) years from April 27, 2015 and may be renewed or extended upon mutual agreement by NLEX Corp. and SMART. On April 26, 2020, the contract was renewed for another five (5) years effective April 27, 2020 until April 26, 2025. Upon maturity on April 26, 2025, the contract has been extended for another two (2) years from April 27, 2025 to April 26, 2027 between NLEX Corp. and an assignee of SMART, Edgepoint Towers, Inc. The assignment of the contract from SMART to Edgepoint Towers, Inc. was a result of the sale of SMART of its tower site to Edgepoint Towers, Inc.

Transactions with D.M. Consunji, Inc. ("Consunji"). Consunji also entered into construction contracts with MPCALA and NLEX Corp. for the construction of the Laguna Segment of the CALAX and first section of the NLEX-SLEX Connector Road. The contract price for the CALAX and NLEX-SLEX Connector Road amounted to ₱7.2 billion and ₱8.0 billion, respectively, subject to adjustments as provided for in the contract. The contract prices were determined after negotiations between parties and were based on normal commercial terms.

Advances to DMCI in relation to toll projects are included under the account "Advances to Contractors" presented under "Other noncurrent assets" account in the unaudited interim consolidated statements of financial position as at June 30, 2026 and December 31, 2025.

Transactions with MERALCO. MERALCO sells electricity to the Company for the Company's facilities within MERALCO's franchise area. The rates charged by MERALCO are the same mandated rates by the ERC applicable to customers within the franchise area.

Transactions with Maynilad. In 2026 and 2025, NLEX Corp. and CIC were billed by Maynilad for their water consumption in their respective head office.

Other Transactions

- Compensation of key management personnel of the Company are as follows:

	June 30, 2026	June 30, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Short-term employee benefits	**₱263**	₱160
Retirement costs	**79**	10
	₱342	₱170

- The Company acts as a surety or co-obligor with certain Company officers for the payment of valid corporate expenses, through the use of corporate credit cards at specified approved amounts ranging from ₱0.04 million to ₱0.4 million.

- The Company paid its directors amounting to ₱1 million in 2026 and 2025, as recorded under "General and administrative expenses" account in the unaudited interim consolidated statements of income (see Note 25).

- Advances to officers and employees amounted to ₱104 million and ₱114 million as at June 30, 2026 and December 31, 2025, respectively (see Note 8).

- In the normal course of business, the Company also grants and avails noninterest-bearing advances to/from subsidiaries, associates, joint venture and other related parties.

22. Equity

Capital Stock

As at December 31, the capital stock of the Parent Company consists of:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Issued capital stock:		
Common shares	**₱6,779**	₱6,779

Movements in the number of shares of stock of the Parent Company are as follows:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	Common Shares	
Authorized - ₱300 par value		
Balance at beginning/end of period/year	**25,525,000**	25,525,000
Issued:		
Balance at beginning/end of period/year	**22,597,120**	22,597,120
Treasury shares:		
Balance at beginning/end of period/year	**70,119**	70,119
Issued and outstanding at beginning/end of period/year	**22,527,001**	22,527,001

APIC

As at June 30, 2026 and December 31, 2025, APIC amounted to ₱32,730 million.

Deposit for Future Stock Subscription

Deposit for future stock subscription represents funds received by the Company from MPIC intended for subscription for an increase in investment in the Company. Deposit for future stock subscription is stated at cost. The deposit of future stock subscription as at June 30, 2026 and December 31, 2025 amounted to ₱0.5 million.

Equity Adjustment on Reverse Acquisition

Equity adjustment on reverse acquisition resulted from the transaction involving the transfer of the then shareholders of MPTNC of all their shares in MPTNC (regarded as the accounting acquirer) in exchange for the shares of MPTC (regarded as the legal acquirer and accounting acquiree), which was accounted for as a reverse acquisition in the unaudited interim consolidated financial statements of MPTC in 2007 amounting to ₱581 million.

Cash Dividends

The Parent Company's BOD declared the following cash dividends to common stockholders in 2026 and 2025:

Declaration Date	Record Date	Payment Date	Cash Dividend per Share	Total
				(in Millions)
July 28, 2026	**August 11, 2026**	**August 31, 2026**	**₱62.62**	**₱1,411**
March 9, 2026	**March 9, 2026**	**March 31, 2026**	**79.83**	**1,798**
March 21, 2025	March 31, 2025	April 2, 2025	43.84	987
		August 30, 2025 and	66.59	550
August 6, 2025	August 22, 2025	December 19, 2025*	66.59	950

**Payment to be made on August 30, 2025 amounting to ₱550.0 million and on or before December 19, 2025 amounting to ₱950.0 million.*

As at June 30, 2026 and December 31, 2025, the unpaid cash dividends to common stockholders of the Parent Company amounted to ₱20 million and ₱16 million, respectively (see Note 17).

Scrip Dividends

On October 16, 2008, the BOD of MPTC declared scrip dividends to all stockholders of record as at October 30, 2008, giving the stockholders the right to receive a proportionate share in the amounts that may be received by MPTC, through MPTNC, from Leighton International Limited (LIL) under Section 8.04.02 of the Amended and Restated Shareholders' Agreement (ARSA) with, among others, LIL dated September 30, 2004. Under the agreement, MPTNC has the right to 50% of the difference between the selling price of LIL and USD19.4 million provided that any payment of LIL to MPTNC shall not exceed USD 4.4 million.

On November 12, 2009, LIL sold the shares to a third-party and thereby paid the amount of USD4 million (₱204 million) to MPTNC. In view of this, in 2009, the Company recognized the scrip dividends declared in 2008 payable to all stockholders of record as at October 30, 2008 amounting to USD4 million (₱182 million) giving the stockholders the right to receive a proportionate share in the amounts received by MPTC, through MPTNC, from LIL pursuant to the ARSA. As at June 30, 2026 and December 31, 2025, unpaid scrip dividends amounted to ₱0.3 million and were included under "Others" in "Accounts payable and other current liabilities" account (see Note 17).

Retained Earnings Not Available for Dividend Distribution

The Parent Company's retained earnings include undistributed earnings of subsidiaries amounting to ₱28,644 million and ₱26,736 million as at June 30, 2026 and December 31, 2025, respectively, which are not currently available for dividend distribution.

Other Comprehensive Income Reserve

	Cumulative Translation Adjustment (CTA)	FVOCI Financial Assets	Income Tax Related to FVOCI Financial Assets	Re-measurement of Defined Benefit Plan	Income Tax Related to Defined Benefit Plan	Share in OCI of an associate	Total	Attributable to Parent Company Owners	Non-controlling Interest
					(in Millions)				
Balance at January 1, 2026	**(₱2,350)**	**₱2,472**	**(₱408)**	**(₱175)**	**₱40**	**₱567**	**₱146**	**₱934**	**(₱788)**
Net movement in CTA	**(1,671)**	–	–	–	–	–	**(1,671)**	**(1,672)**	**1**
Change in fair value of financial assets at FVOCI (Notes 15 and 30)	–	**276**	**(41)**	–	–	–	**235**	**235**	–
Balance at June 30, 2026	**(₱4,021)**	**₱2,748**	**(₱449)**	**(₱175)**	**₱40**	**₱567**	**(₱1,290)**	**(₱503)**	**(₱787)**
Balance at January 1, 2025	(₱1,994)	₱1,874	(₱275)	(₱133)	₱30	₱567	₱69	₱673	(₱604)
Net movement in CTA	(356)	–	–	–	–	–	(356)	(151)	(205)
Change in fair value of financial assets at FVOCI (Notes 15 and 30)	–	532	(133)	–	–	–	399	352	47
Remeasurement loss (Note 26)	–	–	–	(42)	10	–	(32)	(6)	(26)
Transfer within equity (Note 15)	–	66	–	–	–	–	66	66	–
Balance at December 31, 2025	(₱2,350)	₱2,472	(₱408)	(₱175)	₱40	₱567	₱146	₱934	(₱788)

Other Reserves

As at June 30, 2026 and December 31, 2025, other reserves of the Company consist of:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Premium paid on acquisition of NCI - net (Note 5)	**(₱10,537)**	(₱10,537)
Acquisition of a subsidiary	**67**	67
Dilution of ownership interest in subsidiaries without loss of control, including sale of ownership and effect of rights issuance of a subsidiary (Note 5)	**5,251**	5,251
Long-term incentive plan reserves (Note 26)	**23**	23
Other transactions with NCI (Note 5)	**128**	128
	(₱5,068)	(₱5,068)

23. Non-toll Revenues

	June 30, 2026	June 30, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Service revenue	**₱247**	₱128
Revenue from electricity sales	**172**	221
Treated water sales	**151**	142
Income from toll service facility	**98**	108
Income from advertising	**91**	124
Rental income (Notes 14 and 31)	**66**	60
Income from utility facilities	**4**	2
Others	**101**	157
	₱930	₱942

Revenue from electricity sales pertains to revenue from sale of electricity of RPSL.

Treated water sales pertain to revenue generated by SCTK for the sale and distribution of water.

Service revenue pertains to the traffic management services, supply and application of pavement markings of MPT Mobility, parking revenue from Dibztech and manpower services of SAVVICE to various customers.

Timing of recognition
The Company's non-toll revenues (except rental income which is accounted under PFRS 16, *Leases*) are recognized over time.

24. Cost of Services

	June 30, 2026	June 30, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Amortization of service concession assets (Note 11)	**₱1,528**	₱1,371
Concession fees (Note 2)	**1,451**	1,368
Salaries and employee benefits (Note 26)	**912**	895
PNCC and grantor's share (Note 31)	**722**	669
Repairs and maintenance (Note 21)	**625**	296
Outside services	**588**	530
Provision for heavy maintenance (Note 18)	**520**	511
Communication, light and water (Note 21)	**150**	124
Depreciation of property and equipment (Note 12)	**141**	138
Direct cost of energy	**135**	157
Transportation and travel	**129**	103
Materials and labor	**98**	10
Insurance	**91**	144
Cost of water treatment	**52**	50
Taxes and licenses	**45**	68
Operator's fee	**42**	40
Toll collection and medical services	**36**	81
Amortization of other intangible assets (Notes 13 and 25)	**32**	12
Cost of advertising	**25**	41
Professional fees	**13**	10
TRB share in non-toll revenues	**–**	44
Others	**54**	79
	₱7,389	₱6,741

25. General and Administrative Expenses

	June 30, 2026 (Unaudited)	June 30, 2025 (Audited)
	(in Millions)	
Salaries and employee benefits (Note 26)	**₱678**	₱751
Provisions for ECL (Note 8)	**297**	1
Taxes and licenses	**197**	174
Professional fees	**182**	152
Provisions (Notes 17 and 18)	**130**	5
Depreciation (Notes 12 and 14)	**80**	110
Advertising and marketing expenses	**65**	70
Outside services	**40**	38
Representation and travel	**36**	75
Donations and contributions	**32**	22
Rentals (Note 21)	**29**	25
Amortization of other intangible assets (Notes 13 and 24)	**28**	16
Office supplies	**22**	29
Communication, light and water (Note 21)	**14**	18
Repairs and maintenance (Note 21)	**13**	10
Training and development costs	**5**	7
Directors' fees (Note 21)	**1**	1
Others	**80**	277
	₱1,929	₱1,781

26. Salaries and Employee Benefits

	June 30, 2026 (Unaudited)	June 30, 2025 (Audited)
	(in Millions)	
Salaries expense	**₱1,173**	₱1,247
Other employee benefits	**417**	399
	₱1,590	₱1,646
Cost of services (Note 24)	**₱912**	₱895
General and administrative expenses (Note 25)	**678**	751
	₱1,590	₱1,646

LTIP

Certain employees of the Company are eligible for long-term employee benefits under the LTIP. The liability recognized on the LTIP comprises the present value of the defined benefit obligation and was determined using the projected unit credit method. Each LTIP performance cycle generally covers three (3) years with payment intended to be made at the end of each cycle (without interim payments) and is contingent upon the achievement of an approved core income target of the Company by the end of the performance cycle. Each LTIP performance cycle is approved by the Company's Compensation Committee and its Board of Directors.

MPIC LTIP. On December 16, 2010, MPIC's BOD approved the broad outline of MPIC's strategic plans for 2010 to 2012 focusing on the development of new revenue streams to drive future growth while protecting the existing core business. To ensure the proper execution of the three-year plan, particularly with respect to the manpower resources being committed to such plans, the 2010 to 2012 LTIP, upon endorsement of MPIC's Compensation Committee, was approved by MPIC's BOD to

cover the period from January 1, 2010 to December 31, 2012, or the 2010 to 2012 Performance Cycle.

Carrying value of the 2010 to 2012 LTIP cost recognized under "Other reserves" in the unaudited interim consolidated statements of financial position amounted to ₱23 million as at June 30, 2026 and December 31, 2025, representing MPIC's share in the LTIP cost of the Company as per 2010 to 2012 LTIP (see Note 22).

MPTC LTIP Cycle 2022 - 2024. In 2023 and 2022, the Group has accrued liability for the LTIP performance cycle 2022-2024 amounting to ₱125 million which was subsequently reversed in 2024 based on evaluation of the covering economic performance measurements.

Multi Employer Retirement Plan

On February 20, 2020, the Company's BOD approved the MPTC Multi Employer Retirement Plan (the Plan) which aims to establish a harmonized retirement benefit for all employees within the MPTC Group. Companies covered in the Plan are MPTC, MPTDI, NLEX, MPT SMC, CIC, CCLEC, SAVVICE and MPT Mobility. The plan would also accommodate possible transfer of employees from and to Participating Companies within the MPTC Group. Eligible Employees under the Plan will be entitled to higher benefits under the new Defined Benefit or their benefit under the Defined Contribution.

The existing Retirement Plan was amended mainly to incorporate the following:

1. The Amended Plan takes effect on February 20, 2020. It supersedes all the existing retirement plans in a Participating Company as of the date of adoption by such Company.
2. The Amended Plan is a hybrid of a Defined Benefit and Defined Contribution.

Under the Defined Benefit, the plan will continue to provide for lump sum benefit payments upon retirement. Contributions and costs are determined in accordance with the actuarial study made for the plan. The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as at December 31, 2025 by certified actuaries.

No member shall be required to make any contributions to the Fund. However, starting on the Effective Date or his date of membership in this Plan, whichever is later, each Member shall have the option to contribute an amount not to exceed 50% of his net take-home pay for each succeeding month for the duration of his membership in the Plan and it shall be placed in the Member's Personal Retirement Account (PRA).

Beginning on the Effective Date, a Participating Company shall match its Members' contributions up to a maximum percentage of their monthly basic salary every month. This matching contribution shall be placed in the Members' PRA. A Member's contributions in excess of that percentage of his monthly basic salary shall not be accorded any matching contributions.

The total PRA balance shall be paid to the Member only in the event of his retirement, death, disability or separation from the Company. No part of a Member's PRA balance may be withdrawn while in service with the Company.

Upon completing the submission of all the requirements of each Participating Company, including the new sets of requirements required by Bangko Sentral ng Pilipinas in setting up a Retirement Plan, the setup of the Plan was concluded in March 2021.

As part of the amendment of the plan, to take advantage of the tax privileges that come with a formal retirement plan, an actuarial valuation was conducted to calculate the recommended contributions to support the benefits defined in our Retirement Plan Rules and these were submitted to BIR together with the other documentary requirements. The submission of Tax-Exemption Application was completed in April 2021. The application is still under review by the BIR as at July 28, 2026.

Defined Benefit Retirement Plan

ESC, SAVVICE and PT Nusantara and its subsidiaries, have noncontributory defined benefit retirement plans covering all of their regular and full-time employees. The plans provide for lump sum benefit payments upon retirement. Contributions and costs are determined in accordance with the actuarial study made for the plan. The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as at December 31, 2025 by certified actuaries.

As at June 30, 2026 and December 31, 2025, the retirement plans of ESC, SAVVICE and PT Nusantara and its subsidiaries are unfunded.

Under the Indonesian Labor Law, companies are required to pay separation, appreciation and compensation benefits to their employees if the conditions specified in the Indonesian Labor Law are met. PT Nusantara and its subsidiaries have recognized an unfunded employee benefits liability in accordance with the Indonesian Labor Law.

The tables in the next page summarize the components of provision for retirement costs, included in "Salaries and employee benefits" under "Cost of services" (see Note 24) and "General and administrative expenses" (see Note 25) accounts in the unaudited interim consolidated statements of income and "Other noncurrent assets" and "Accrued retirement costs" accounts in the unaudited interim consolidated statements of financial position, which are based on the latest actuarial valuation.

The Company's accrued retirement costs showed no significant movement for the six-month period ended June 30, 2026. As at June 30, 2026, the accrued retirement cost amounted to ₱835 million.

Changes in accrued retirement costs (pension assets) of the Company for the year ended December 31, 2025 are as follows:

	Present Value of Defined Benefit Obligation	Fair Value of Plan Assets	Accrued Retirement Costs (Pension Assets)
		(in Millions)	
At January 1, 2025	₱1,321	₱688	₱633
Net benefit cost in consolidated statement of income:			
Past service costs	11	–	11
Current service cost	134	–	134
Net interest	50	36	14
	195	36	159
Benefits paid	(220)	(336)	116
Remeasurements in OCI (Note 22):			
Return on plan assets (excluding amount included in net interest)	–	28	(28)
Actuarial changes arising from changes in financial assumptions	18	–	18
Actuarial changes due to experience adjustments	(32)	–	(32)
	(14)	28	(42)
Contributions	–	102	(102)
At December 31, 2025 (Audited)	₱1,282	₱518	₱764

(Forward)

	Present Value of Defined Benefit Obligation	Fair Value of Plan Assets	Accrued Retirement Costs (Pension Assets)
		(in Millions)	
Pension assets			₱–
Accrued retirement costs			764
			₱764

The maximum economic benefit available is a combination of expected refunds from the plan and reductions in future contributions.

Under the Multi Employer Retirement Plan, MPTC and NLEX Corp. are expected to contribute a total of ₱55 million on their defined benefit retirement plans in 2026.

The major categories of plan assets follow:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
Investments in:		
Government securities	**70.5%**	70.5%
Debt securities	**20.9%**	20.9%
UITF	**4.4%**	4.4%
Equity securities	**2.8%**	2.8%
Cash and cash equivalents	**0.6%**	0.6%
Receivables and others	**0.8%**	0.8%
	100.0%	100.0%

The plan assets' carrying amount approximates its fair value since these are short-term in nature or marked-to-market. Philippine bonds and treasury notes consist of government-issued securities and corporate bonds and subordinated notes. Government securities consist primarily of fixed-rate treasury notes and retail treasury bonds. Philippine equity securities pertain to investment in shares of various listed entities.

The principal assumptions used to determine accrued retirement costs as of beginning of the year are as follows:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
Discount rate	**6.37%-6.45%%**	6.37%-6.45%%
Salary increase rate	**6.00%**	6.00%

For subsidiaries with defined benefit retirement plans, the sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at June 30, 2026 and December 31, 2025 assuming if all other assumptions were held constant:

		Increase (Decrease) in the Defined Benefit Obligation	
		June 30, 2026	December 31, 2025
		(Unaudited)	(Audited)
		(in Millions)	
Discount rate	(Actual + 1.00%)	**(₱901)**	(₱901)
	(Actual - 1.00%)	**1,014**	1,014

(Forward)

		Increase (Decrease) in the Defined Benefit Obligation	
		June 30, 2026	December 31, 2025
		(Unaudited)	(Audited)
		(in Millions)	
Salary increase rate	(Actual + 1.00%)	**₱1,017**	₱1,017
	(Actual - 1.00%)	**(897)**	(897)

The management performed an Asset-Liability Matching Study annually. The overall investment policy and strategy of the Company's defined benefit plan is guided by the objective of achieving an investment return which, together with contributions, ensures that there will be sufficient assets to pay pension benefits as they fall due while also mitigating the various risk of the plans. The Company's current strategic investment strategy consists of 99.45% of debt instruments and 0.55% cash.

The average duration of the defined benefit obligation at June 30, 2026 and December 31, 2025 is 12.55 years.

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

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Less than 1 year	**₱281**	₱281
More than 1 year to 5 years	**364**	364
More than 5 years to 10 years	**447**	447
More than 10 years to 15 years	**583**	583
More than 15 years to 20 years	**600**	600
More than 20 years	**2,083**	2,083

Other Employee Benefits

Other employee benefits pertain to contributions to government agencies such as Social Security System, Pag-IBIG and Philippine Health Insurance Corporation, termination benefits (see Note 18), insurance, and allowance for rice, uniforms and recreational activities.

27. Interest Income

	June 30, 2026	June 30, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Cash and cash equivalents and restricted cash (Note 7)	**₱148**	₱183
Finance lease receivables (Notes 9 and 16)	**82**	85
Debt instruments at FVTPL (Note 15)	**70**	21
Concession financial receivables (Notes 8 and 16)	**35**	39
	₱335	₱328

28. Interest Expense and Other Finance Costs

	June 30, 2026 (Unaudited)	June 30, 2025 (Audited)
	(in Millions)	
Interest expense on:		
Long-term debt and short-term loans (Note 19)	**₱5,442**	₱4,993
Provisions (Note 18)	**31**	25
Lease liabilities (Note 17)	**3**	3
Other finance costs:		
Amortization of debt issue costs (Note 19)	**114**	69
Bank charges (Note 19)	**172**	53
	₱5,762	₱5,143

29. Other Income (Expense) - Net

	June 30, 2026 (Unaudited)	June 30, 2025 (Audited)
	(in Millions)	
Dividend income	**₱28**	₱28
Gain on fair value changes of financial assets (Note 15)	**27**	13
Rental income	**8**	11
Gain (loss) on sale of property and equipment (Note 12)	**10**	(1)
Others	**1**	3
	₱74	₱54

30. Income Taxes

The provision for current income tax consists of:

	June 30, 2026 (Unaudited)	June 30, 2025 (Audited)
	(in Millions)	
Regular corporate income tax (RCIT)	**₱1,933**	₱1,822
Minimum corporate income tax (MCIT)	**1**	–
Final tax on interest income	**23**	33
	₱1,957	₱1,855

The components of the Company's net deferred tax liabilities follow:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Deferred Tax Liabilities		
Present value of concession fees capitalized as service concession asset	**₱5,075**	₱5,075
Excess of fair values over book values arising from business combinations	**1,675**	1,675
Difference in method of amortization of service concession assets	**1,339**	1,353
Fair value changes on financial assets at FVOCI	**447**	447

(Forward)

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Unamortized realized foreign exchange losses capitalized	**₱5**	₱5
Others	**153**	102
	8,694	8,657
Deferred Tax Assets		
Service concession fees payable	**5,083**	5,075
Provision for heavy maintenance	**159**	159
Accrued retirement costs	**103**	103
NOLCO	**120**	79
Unearned revenue	**3**	3
Others	**16**	16
	5,484	5,435
Deferred tax liabilities - net	**₱3,210**	₱3,222

Deferred tax assets and deferred tax liabilities reflected in the consolidated statements of financial position are as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Deferred tax assets - net	**₱130**	₱190
Deferred tax liabilities - net	**(3,340)**	(3,412)
	(₱3,210)	(₱3,222)

For tax purposes, NLEX Corp. used the UOP method of amortization for the civil work component of the service concession assets as approved by the BIR. In previous years, CIC used the double declining balance method of amortization for R-1 Expressway while straight-line method for R-1 Expressway Extension as approved by the BIR. In 2021, BIR approved the change in CIC's amortization methodology to UOP beginning 2021. PT Nusantara used the straight-line method of amortization for the service concession assets as approved by the Directorate General of Taxes (DGT).

The Parent Company and certain subsidiaries under the Company have the following temporary differences, NOLCO and MCIT for which no deferred tax assets have been recognized since management believes that it is more likely than not that these will not be realized in the future:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
NOLCO	**₱9,350**	₱8,878
Accrued expenses and provisions	**127**	127
MCIT	**15**	15
Retirement costs and past service costs	**4**	4
	₱9,496	₱9,024

As at June 30, 2026 and December 31, 2025, the Company has excess MCIT that can be applied as tax credit against future income tax due under RCIT.

Year Paid/Incurred	Expiration Date	**June 30, 2026 (Unaudited)**	December 31, 2025 (Audited)
		(in Millions)	
2023	December 31, 2026	**₱8**	₱8
2024	December 31, 2027	**9**	9
2025	December 31, 2028	**1**	1
2026	December 31, 2029	**1**	–
		₱19	₱18

The movements in MCIT are as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Balance at beginning of period/year	**₱18**	₱19
Additions	**1**	1
Expirations	**–**	(2)
Balance at end of period/year	**₱19**	₱18

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(b) of "Bayanihan to Recover As One Act" which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

As at June 30, 2026 and December 31, 2025, certain subsidiaries under the Company incurred the following NOLCO which can be claimed as deduction from the regular taxable income for the next three (3) consecutive taxable periods/years, as follows:

Year Incurred	Availment Period	Amount	NOLCO Expired/Utilized	NOLCO Unapplied
			(in Millions)	
2023	2024-2026	₱2,640	₱–	₱2,640
2024	2025-2027	4,627	–	4,627
2025	2026-2028	1,763	–	1,763
2026	2027-2029	276	–	276
		₱9,306	₱–	₱9,306

The Company has incurred NOLCO in the following taxable years which can be claimed as deduction from the regular taxable income for the next five (5) consecutive taxable years pursuant to the Bayanihan to Recover As One Act, as follows:

Year Incurred	Availment Period	Amount	NOLCO Expired/Utilized	NOLCO Unapplied
			(in Millions)	
2021	2022-2026	₱164	₱–	₱164
		₱164	₱–	₱164

The movements in NOLCO are as follows:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Balance at beginning of period/year	**₱9,194**	₱10,740
Additions	**276**	1,763
Expirations	**–**	(3,309)
Balance at end of period/year	**₱9,470**	₱9,194

The reconciliation of provision for income tax computed at the statutory income tax rate to provision for income tax as shown in the consolidated statements of income as follows:

	June 30, 2026	June 30, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Income before income tax	**₱6,985**	₱6,765
Income tax computed at statutory tax rate of 25%	**1,746**	1,691
Add (deduct) tax effects of:		
Nondeductible expenses and others	**96**	1,194
Effect of optional standard deduction (OSD)	**–**	(1,119)
Change in unrecognized deferred tax assets	**59**	37
Final tax on interest income	**23**	33
Movement in MCIT	**1**	–
	₱1,925	₱1,836

On December 18, 2008, the BIR issued Revenue Regulation (RR) 16-2008, which implemented the provisions of RA No. 9504 on OSD, which allowed both individual and corporate taxpayers to use OSD in computing their taxable income. For corporations, they may elect a standard deduction in an amount equivalent to 40% of gross income, as provided by law, in lieu of the itemized allowed deductions.

NLEX Corp. and CIC opted to avail of the OSD for the taxable period 2026 and year 2025.

The reconciliation of net deferred tax liabilities is summarized as follows:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions)	
Balance at beginning of period/year	**₱3,222**	₱3,248
Income tax effect recognized in OCI (Note 22)	**–**	123
Provision for deferred income tax recognized in the profit or loss	**32**	26
Translation adjustment	**(44)**	(175)
Balance at end of period/year	**₱3,210**	₱3,222

31. Significant Contracts and Commitments

Toll Collection Interoperability Agreement. On September 15, 2017, NLEX Corp., 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 (DOTr), 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 the signing of the MOA. The first phase covers electronic collection interoperability, while the second phase covers cash collection interoperability.

NLEX 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 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 the payment is a continuing obligation under the ARSA, NLEX Corp. continues to accrue and pay the PNCC entitlement.

On December 2, 2010, NLEX Corp. received a letter from the TRB dated November 30, 2010, citing a decision of the Supreme Court (SC) dated October 19, 2010 directing NLEX Corp. to remit forthwith to the National Treasury, through TRB, all payments representing PNCC's percentage share of the toll revenues and dividends, if any, arising out of PNCC's participation in the MNEP. In the said decision, the SC ruled, among others, that after the expiration of the franchise of PNCC, its share/participation in the JVAs and STOAs, inclusive of its percentage share in toll fees collected by joint venture companies currently operating the expressways, shall accrue to the Philippine Government.

On April 12, 2011, the SC issued a resolution directing NLEX Corp. to remit PNCC's share in the net income from toll revenues to the National Treasury and the TRB, with the assistance of the Commission on Audit (COA), was directed to prepare and finalize the implementing rules and guidelines relative to the determination of the net income remittable by PNCC to the National Treasury.

In accordance with the TRB directive, 90% of the PNCC fee and dividends payable is being remitted to the TRB, while the balance of 10% to PNCC. NLEX Corp. recorded PNCC fee amounting to ₱717 million and ₱664 million for the six-month periods ended June 30, 2026 and 2025, respectively (see Note 24).

Connector Road Project. On November 23, 2016, NLEX Corp. and the Government acting through the DPWH signed a concession agreement for the design, financing, construction, operation and maintenance of the Connector Road. The Connector Road will be a four-lane toll expressway structure with a length of eight km all passing through and above the right of way of the Philippine National Railways starting at NLEX Segment 10 in C3 Road Caloocan City and connecting to the South Luzon Expressway ("SLEX") through the Metro Manila Skyway Stage 3 Project.

Section 1 of the Connector covers the area between C3-Road in Caloocan to Espana in Manila, while Section 2 of the Project covers the area between Espana in Manila to PUP to Sta. Mesa in Manila.

The concession period will commence on the commencement date of its construction, and shall end on its thirty-seventh anniversary, unless otherwise extended or terminated in accordance with the concession agreement.

On March 29, 2023, the NLEX Connector Road Section 1 was opened to the public. Section 2 commenced its operation on October 28, 2023. The construction of Connector Road Section 2 is at 99.6% completed as at June 30, 2026 and December 31, 2025, respectively. As at July 28, 2026, the construction of the interconnection structure with Skyway Stage 3 is ongoing and is estimated to be completed by 2nd quarter of 2027.

Under the agreement, NLEX Corporation will pay the DPWH periodic payments as consideration for the grant of right of way for the project.

Third Candaba Viaduct Project. In February 2023, NLEX Corp. awarded the Design and Construction Contract to Leighton Contractors (Asia) Limited – Philippine Branch., for the Third Candaba Viaduct Project. The project entailed the design and construction of a new five-km viaduct along the Candaba Viaduct. The 3rd Viaduct was inaugurated and opened in December 2024 and completed in March 2025 upon issuance of the certificate of final completion.

Construction of Feeder Roads. On October 20, 2011, CIC and CHI executed a MOA, wherein, CHI shall grant CIC a right-of-way to certain segments of the property CHI plans to reclaim, to allow CIC to construct four (4) feeder roads. The four (4) feeder roads are estimated to cost ₱520 million where CHI shall be liable for approximately 50% of construction costs. Actual contribution of CHI amounting to ₱257 million was received by CIC in 2012 and presented as "Other noncurrent liabilities" account as at June 30, 2026 and December 31, 2025. As at July 28, 2026, the construction of the feeder roads has not yet started.

Construction of the CALAX. On July 10, 2015, MPCALA signed the Concession Agreement for the CALAX Project with the DPWH. Under the Concession Agreement, MPCALA is granted the concession to design, finance, construct, operate and maintain the CALAX, including the right to collect toll fees, over a 35-year concession period. The CALAX is a closed-system tolled expressway connecting the CAVITEX and the SLEX. The CALAX Project was awarded to MPCALA following a competitive public bidding process where MPCALA was declared as the highest complying bidder with its offer to pay the government concession fees amounting to ₱27.3 billion payable over nine (9) years from signing of the concession agreement (see Note 17).

On October 31, 2019, the Company opened the Subsections 6-8, portion of the CALAX Laguna Segment, which is the first 10-km stretch of CALAX from Mamplasan Exit in Biñan City, Laguna to the Santa Rosa-Tagaytay Interchange with no toll fees.

On February 10, 2020, TRB issued Notice to Start Collection for the initial toll rates for Subsections 6-8 of the CALAX effective February 11, 2020. MPCALA was granted a provisional initial toll for the 10-km segment of CALAX effective on February 11, 2020.

On July 13, 2021, TRB issued Notice to Start Collection for the initial toll rates for subsection 5. MPCALA was granted a provisional initial toll for the 7.2-kilometer segment of CALAX effective on August 24, 2021. CALAX will collect ₱64.00 for Class 1 vehicles, or ordinary cars, ₱128.00 for

Class 2 vehicles like buses and small commercial trucks; and ₱192.00 for Class 3 vehicles such as large trucks or trailers from motorists.

On August 24, 2021, the Company inaugurated CALAX Subsection 5 which connects Silang East to Sta. Rosa-Tagaytay Road Interchange. This extends the expressway's operating sections from 10 to 14.24 km.

On November 8, 2023, MPCALA opened Subsection 4, portion of the CALAX Cavite Segment, which is 3.9-km stretch from Silang East Interchange to Aguinaldo Silang. MPCALA received the TRB's approval on the Toll Fee Matrix of Subsection 4 on February 10, 2024.

On May 4, 2026, CALAX Subsection 3 was opened to public with start of toll collection on August 9, 2026.

As at July 28, 2026, the construction works for CALAX Cavite Segment (Subsections 1 and 2) are ongoing with estimated completion within the 3rd quarter of 2026.

Grant of Original Proponent Status to MPT South for Cavite Tagaytay Batangas Expressway ("CTBEx") Project. On July 26, 2018, Metro Pacific Tollways South Corp. ("MPT South"), a subsidiary of MPTC, was granted Original Proponent Status by the DPWH in relation to its unsolicited proposal for the CTBEx Project.

The CTBEx Project, a 50.42-km toll facility, is intended to connect seamlessly with the CALAX and CAVITEX of MPTC and is expected to provide congestion relief to Aguinaldo Highway and Tagaytay-Nasugbu road. It is currently configured to have eight (8) main interchanges and two (2) spur roads.

The final award of the CTBEx Project to MPT South will be subject to completion of all regulatory approvals and the Swiss Challenge under existing laws.

On July 5, 2021, MPT South secured the Silang Local Government Unit endorsement of CTBEX Project. The required endorsement from the Batangas Provincial District Council was secured on January 21, 2021. Once secured, the CTBEx Project was presented for approval and endorsement by the NEDA Regional District Council. Project is still under review by the NEDA ICC Technical Board with ongoing exchanges of responses on the proposed Parameters, Terms, and Conditions ("PTC").

Following the implementation of the Revised BOT Law IRR dated October 2022, the Grantor requested for the re-submission of the unsolicited proposal with additional requirements currently being complied with by the Proponent. The CTBEX, however, remains to be listed as a Priority Project by the National Government.

On March 28, 2023, MPT South submitted updated documents in compliance with Section 2.7 and Section 16.3 of the Revised BOT Law Implementing Rules and Regulations. The submission included the following documents: Technical Feasibility Study, Preliminary Engineering Design, Resettlement and Right-of-Way Acquisition Plan, Environmental Impact Assessment, and Company profile.

On May 6, 2024, MPT South notified the DPWH of its intention to proceed with the approval process pursuant to the Republic Act No. 6967, as amended by Republic Act No. 7718, otherwise known as the BOT Law and its Implementing Rules and Regulations. On July 5, 2024, the DPWH advised that it forwarded MPT South's letter for guidance to the PPP Center.

On October 10, 2024, the DPWH notified MPTC and MPT South of the revocation of the previously OP status over the CTBEx Project.

Construction of CAVITEX C-5 South Link Expressway. On May 16, 2018, the Company entered into a contract with FF Cruz for the construction of Phase 1 (Segment 3-A). Construction officially commenced on June 2, 2018. The project was completed by second quarter of 2019.

On July 10, 2020, the Company entered into a contract with A.M. Oreta & Co., and China Harbour Engineering Company for the construction of Phase 2 (Segments 2 and 3A-2). Construction officially commenced on July 22, 2020. As at June 30, 2026, the C-5 South Link: Phase III Segment 3B reached 96.50% completion and was opened to the public on March 30, 2026 with toll start of toll collection on May 9, 2026.

Lease Contract. MPT Mobility entered into various lease agreements covering its leased commercial spaces. The lease agreements have lease terms of five (5) to 20 years and a rental fee that is based on a minimum guaranteed rent for the first two (2) or three (3) years depending on the agreement with the lessee, or a percentage of gross sales, whichever is higher.

Upon signing of the lease contract, the lessees shall pay an advance rent and rental deposit which shall be returned to the lessee after the expiration or termination of the lease contract.

Rental income earned from this investment property amounted to ₱66 million and ₱60 million for the six-month periods ended June 30, 2026 and 2025, respectively (see Notes 14 and 23).

MPT Vizmin. On September 17, 2020, MPT Vizmin entered into a construction contract with BNR CDC (the Contractor) for the construction of Cebu-Cordova Link Expressway Operations Center and MPT Vizmin Corporate Center and Motorist Assistance Area Embankment and Building Foundation Works. The project was completed on November 26, 2021.

On August 3, 2021, MPT Vizmin entered into another construction contract with PSC (the Contractor) for the construction of MPT Vizmin Corporate Office and Motorist Assistance Area and Other Ancillary Works. The project was fully completed on October 10, 2022.

On June 20, 2025, MPT Vizmin acquired the concession right to construct and operate Lapu-Lapu Expressway (LLEX) project through the 100% acquisition of LLEX Corporation (LLEX Corp.) for a total consideration of ₱1 billion. LLEX Corp. was incorporated and registered with Philippine SEC on May 2, 2022 for the main purpose of implementing the construction and operation of LLEX under a Joint Venture Agreement with Lapu-Lapu City. With LLEX, MPT Vizmin intends to build a new tollroad that will connect the existing Cebu-Cordova Link Expressway (CCLEX) to the Mactan-Cebu International Airport (MCIA) in Lapu-Lapu City.

MPT South. In May 2018, MPT South entered into a Deed of Sale with Donidale Holdings, Incorporated for the acquisition of a parcel of land located in Imus Estate Subdivision, Province of Cavite, for a total consideration of ₱180 million, inclusive of VAT and withholding tax. The land is acquired for the construction of the South headquarters to be used by MPT South, CIC, MPCALA and MPT SMC. Consequently, the title of the land was transferred to MPT South.

On October 1, 2020, the Company entered into a deed of assignment with MPT SMC whereby all of MPT South's rights, title, and interest in and to the land is assigned to MPT SMC and MPT South shall subscribe to additional shares of stock of MPT SMC, subject to the availability of the latter's unissued shared of stock.

On January 24, 2021, a MOA was executed between the MPT South and MPT SMC which states that MPT SMC will be the beneficial owner of the land upon arrival of its increase in capital stocks from the Philippine SEC. On January 18, 2022, MPT South filed for an increase in the authorized capital stock with the Philippine SEC.

On July 20, 2022, the Philippine SEC approved the increase of MPT SMC's capital stock from 200,025,000 common shares with a par value of ₱1.00 per share to 400,000,000 common shares with a par value of ₱1.00 per share. Subsequently, MPT South subscribed and paid for 170,000,000 new common shares of the Company with a par value of ₱1.00 per share by way of transfer of MPT South's land with a transfer value amounting to ₱170.0 million.

Agreement for the Design, Supply, Installation, Testing and Commissioning of Fixed Operating Equipment (FOE)
On December 14, 2020, CCLEC entered into an agreement with Indra Philippines, Inc (Indra). for the design, supply, installation, testing and commissioning of CCLEX FOE specifically the traffic management and telecommunication systems. The period of the contract is 14 months from the issuance of the Notice to Proceed.

On January 27, 2021, the Company entered into an agreement with RTS Technology Philippines, Inc. for the design, supply, installation, testing and commissioning of CCLEX FOE specifically the toll collection systems. The period of the contract is 14 months from the issuance of the Notice to Proceed. As at December 31, 2023, the FOE's are already available for use.

PT Bintaro Serpong Damai ("BSD") Enhancement Projects. On January 24, 2022, BSD obtained work order from the Indonesian Toll Road Authority ("BPJT") for the construction of Weaving the Serpong Ramp Junction and the Pamulang Exit Ramp and the widening of Pamulang Exit Arterial Road, and Flood Mitigation KM 8. The project construction had commenced in March 2022 and was substantially completed in December 2023. The project was fully completed in September 2024 with total project cost amounting to ₱2.4 billion.

On February 7, 2022, BSD obtained work order from BPJT for construction of toll access to Makassar New Port in Makassar, South Sulawesi. The project construction had commenced in March 2022 and was substantially completed in December 2023. The project was fully completed in September 2024 with total project cost amounting to ₱2.6 billion.

32. Financial Risk Management Objectives and Policies and Capital Management

The Company's principal financial instruments consist mainly of borrowings from third-party creditors, proceeds of which were used for the acquisition of investments and for financing operations. The Company has various other financial instruments such as cash and cash equivalents, receivables from trade debtors and payables to trade creditors and other government bodies, which arise directly from its operations. The Company also holds financial assets at FVTPL and FVOCI as at June 30, 2026 and December 31, 2025.

The main risks arising from the Company's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk which are discussed in detail below. The BOD reviews and approves policies of managing each of these risks and they are enumerated below:

Interest Rate Risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk

relates primarily to the Company's long-term debt obligations with floating interest rates. To minimize interest rate risk, the Company manages interest cost by evaluating market rate trends. Management conducts assessments among interest rates offered by banks to obtain the most favorable interest rates before making decisions on its placements and prior to entering loan agreements. The Company also continuously monitors fluctuations of interest rates to manage interest rate risks.

The following tables set out the principal amount, by maturity, of the Company's interest-bearing financial assets and liabilities:

	June 30, 2026 (Unaudited)					
	Interest Rate	Within the Year	2-3 Years	4-5 Years	More than 5 Years	Total
			(in Millions)			
Fixed-rate financial assets:						
Cash and cash equivalents and restricted cash[(a)]	0.10%–9.70%	₱16,896	₱–	₱–	₱–	₱16,896
Financial assets at FVTPL	2.13%–5.75%	2,064	–	–	–	2,064
		₱18,960	₱–	₱–	₱–	₱18,960
Fixed-rate financial liabilities:						
Term loan facilities	4.04%–8.90%	₱6,428	₱7,321	₱45,374	₱91,682	₱150,805
Fixed-rate bonds	6.60%-6.90%	–	2,000	–	20,000	22,000
Corporate notes	4.09%-6.86%	2,268	2,276	8,467	–	13,011
Short-term loans	4.70%-6.70%	8,559	–	–	–	8,559
Foreign currency-denominated loans:						
Syndicated loan facility	7.85%	850	1,169	5,631	8,288	15,938
Term-loan facilities	7.50%-9.00%	461	578	2,245	6,931	10,215
		₱18,566	₱13,344	₱61,717	₱126,901	₱220,528

(a) Excluding cash on hand amounting to ₱57 million as at June 30, 2026.

	December 31, 2025 (Audited)					
	Interest Rate	Within the Year	2-3 Years	4-5 Years	More than 5 Years	Total
			(in Millions)			
Fixed-rate financial assets:						
Cash and cash equivalents and restricted cash[(a)]	0.10%–9.70%	₱15,643	₱–	₱–	₱–	₱15,643
Financial assets at FVTPL	2.13%–5.75%	3,198	–	–	–	3,198
		₱18,841	₱–	₱–	₱–	₱18,841
Fixed-rate financial liabilities:						
Term loan facilities	4.04%–8.90%	₱8,929	₱6,802	₱39,323	₱88,459	₱143,513
Fixed-rate bonds	6.60%-6.90%	–	–	2,000	20,000	22,000
Corporate notes	4.09%-6.86%	2,268	2,276	8,467	–	13,011
Short-term loans	4.70%-6.70%	12,176	–	–	–	12,176
Foreign currency-denominated loans:						
Syndicated loan facility	7.85%	882	993	5,184	9,927	16,986
Term-loan facilities	7.50%-9.00%	475	533	2,201	7,640	10,849
		₱24,730	₱10,604	₱57,175	₱126,026	₱218,535

(a) Excluding cash on hand amounting to ₱85 million as at December 31, 2025.

Interest on financial instruments classified as floating rate is repriced semi-annually on each interest payment date. Interest on financial instruments classified as fixed rate is fixed until the maturity of the instrument, except for certain term loan facilities which will be repriced after five (5) or seven (7) years from their initial drawdown dates. Should the interest rate on the repricing date be significantly higher than the current fixed rate, the Company has an option to prepay or refinance the loan.

The other financial instruments of the Company that are not included in the above table are noninterest-bearing and are therefore not subject to cash flow interest rate risk.

The following table demonstrates the sensitivity of income to changes in interest rates with all other variables held constant. The management expects that interest rates will move by ±50 basis points

within the next reporting period. There is no other impact on the Company's equity other than those already affecting the unaudited interim consolidated statement of income:

	Increase/Decrease in Basis Points	Effect on Income Before Income Tax
		(in Millions)
June 30, 2026	**+50**	**(₱26)**
	-50	**26**
June 30, 2025	+50	(₱25)
	-50	25

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company consolidates PT Nusantara, an infrastructure company based in Indonesia. Payment for PT Nusantara's loans, which are denominated in Rupiah, is to be sourced from cash generated from operations, also denominated in Rupiah.

The Company aims to minimize economic and material transactional exposures arising from currency movements against the peso.

The following table demonstrates the sensitivity of income to changes in foreign exchange rates with all other variables held constant. The estimates in the movement of the foreign exchange rates were based on the management's annual financial forecast. There is no other impact on the Company's equity other than those already affecting the unaudited interim consolidated statements of income:

	Increase/Decrease in Foreign Exchange Rates	Effect on Income Before Income Tax
		(in Millions)
June 30, 2026	**+2.10%**	**(₱5)**
	-2.10%	**5**
June 30, 2025	4.6%	(₱25)
	4.6%	25

Credit Risk

Credit risk is the risk that the Company will incur loss arising from customers, clients or counterparties that fail to discharge their contracted obligations. Exposure to credit risk is managed through a credit review where an analysis of the obligors to meet their obligations is considered.

The Company manages and controls credit risk by setting limits on the amount of risk that the Company is willing to accept for individual counterparties and by monitoring exposures in relation to such limits. Specific risks are as follows:

- Receivables arose mainly from electronic toll card service providers of PT Nusantara motorists ply on its toll roads. Trade receivables also come from energy sales and treated water sales from the respective customers of RPSL and DCC which are instrumentalities of the government of Indonesia. NLEX Corp. also has receivables from toll fees of RFID subscribers plying the NLEX and SCTEX using their subscription account with ESC.

- Receivables also arose from motorists who cause accidental damage to NLEX property from day-to-day operations. NLEX Corp., MPCALA and CIC also have advances made to

DPWH, a Philippine government entity, which is covered by a Reimbursement Agreement (see Note 8).

- The Company has trade receivables that came from non-toll revenues such as advertising services and manpower services provided to external customers. These receivables are considered as low-risk as these came from well-established companies. Receivables also arose from motorists who cause accidental damage to NLEX property from day-to-day operations. Property damage claims are initially processed by NLEX Corp. The Company also has advances to DPWH, a Philippine government entity, which is covered by a Reimbursement Agreement.

- The Company also generates non-toll revenues in the form of service fees collected from business locators, generally called TSF, along the stretch of the NLEX. The collection of such fees is provided in the STOA and is based on the principle that these TSF derive benefit from offering goods and services to NLEX motorists. The fees range from one-time access fees to recurring fees calculated as a percentage of sales. The arrangements are backed by a service facility contract between the Company and the various locators. The credit risk on these arrangements is minimal because the fees are collected monthly mostly from well-established companies. The exposure is also limited given that the recurring amounts are not significant and there are adequate safeguards in the contract against payment delinquency. Nevertheless, the Company closely monitors receivables from the TSF.

The Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets. The Company does not require any collateral for its financial assets.

The table below shows the maximum exposure to credit risk for the Company's financial assets, without taking account of any collateral, credit enhancements and other credit risk mitigation techniques:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Cash and cash equivalents[(a)]	**₱14,476**	₱13,048
Receivables[(b)(c)]	**6,335**	5,801
Restricted cash	**2,420**	2,595
Financial asset at fair value through profit or loss	**2,064**	3,198
Finance lease receivable[(d)]	**1,071**	1,114
Concession financial receivables[(d)]	**992**	1,075
Due from related parties	**842**	1,072
Refundable deposits[(e)]	**30**	29
	₱28,230	₱27,932

[(a)] *Excluding cash on hand amounting to ₱57 million and ₱85 million as at June 30, 2026 and December 31, 2025, respectively (see Note 7).*
[(b)] *Amount is gross of allowance for ECL and excluding advances to officers and employees amounting to ₱104 million and ₱114 million as at June 30, 2026 and December 31, 2025, respectively (see Note 8).*
[(c)] *Excluding current portion of concession financial receivables amounting to ₱90 million and ₱176 million as at June 30, 2026 and December 31, 2025, respectively; and excluding current portion of finance lease receivable amounting to ₱42 million and ₱24 million as at June 30, 2026 and December 31, 2025, respectively (see Note 8).*
[(d)] *Included in "Receivables" (see Note 8) and "Other noncurrent assets" (see Note 16) accounts in the consolidated statements of financial position.*
[(e)] *Included in "Other noncurrent assets" account in the consolidated statements of financial position (see Note 16).*

The Company's cash and cash equivalents, restricted cash and financial assets at FVTPL are placed with reputable local and international banks and companies and the Philippine government which meet the standards of the Company's BOD.

The table below shows the gross carrying amount of financial assets and the loss allowances:

	Not Credit-impaired		**Credit-impaired**		**Total**	
			(in Millions)			
	Gross Carrying Amount	**Allowance for ECL**	**Gross Carrying Amount**	**Allowance for ECL**	**Gross Carrying Amount**	**Allowance for ECL**
June 30, 2026 (Unaudited)						
Cash and cash equivalents	**₱14,476**	**₱–**	**₱–**	**₱–**	**₱14,476**	**₱–**
Receivables	**5,525**	**–**	**810**	**810**	**6,335**	**810**
Restricted cash	**2,420**	**–**	**–**	**–**	**2,420**	**–**
Financial assets at FVTPL	**2,064**	**–**	**–**	**–**	**2,064**	**–**
Finance lease receivable	**1,071**	**–**	**–**	**–**	**1,071**	**–**
Concession financial receivables	**992**	**–**	**–**	**–**	**992**	**–**
Due from related parties	**842**	**–**	**–**	**–**	**842**	**–**
Refundable deposits	**30**	**–**	**–**	**–**	**30**	**–**
	₱27,420	**₱–**	**₱810**	**₱810**	**₱28,230**	**₱810**

	Not Credit-impaired		Credit-impaired		Total	
			(in Millions)			
	Gross Carrying Amount	Allowance for ECL	Gross Carrying Amount	Allowance for ECL	Gross Carrying Amount	Allowance for ECL
December 31, 2025 (Audited)						
Cash and cash equivalents	₱13,048	₱–	₱–	₱–	₱13,048	₱–
Receivables	5,250	–	551	551	5,801	551
Restricted cash	2,595	–	–	–	2,595	–
Financial assets at FVTPL	3,198	–	–	–	3,198	–
Finance lease receivable	1,114	–	–	–	1,114	–
Concession financial receivables	1,075	–	–	–	1,075	–
Due from related parties	1,072	–	–	–	1,072	–
Refundable deposits	29	–	–	–	29	–
	₱27,381	₱–	₱551	₱551	₱27,932	₱551

Set out below is the information about the credit risk exposure on the Company's receivables:

		Days past due				
	Current	<30	31-60	61-90	>90	Total
		(In Millions except for expected loss rates)				
June 30, 2026 (Unaudited):						
Expected loss rate	**–%**	**–%**	**–%**	**–%**	**27%**	**7%**
Gross carrying amount	**₱755**	**₱222**	**₱297**	**₱1,818**	**₱3,243**	**₱6,335**
Loss allowance	**–**	**–**	**–**	**–**	**810**	**810**
December 31, 2025 (Audited):						
Expected loss rate	–%	–%	–%	–%	27%	7%
Gross carrying amount	₱654	₱93	₱163	₱1,723	₱3,168	₱5,801
Loss allowance	–	2	4	2	543	551

With the exception of the impaired portion and past due accounts, all of the Company's financial assets are considered high-grade receivables since these are receivables from counterparties who are not expected to default in settling their obligations and from reputable companies. Other counterparties also have corresponding collectibles from the Company for certain contracted services.

The first layer of security comes from the Company's ability to offset amounts receivable from these counterparties against payments due to them.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company is not exposed to significant liquidity risk because of the nature of its operations which provides daily inflows of cash from toll collections. The Company is able to build up sufficient cash from operating revenues prior to the maturity of its payment obligations. The Company has arranged additional short-term lines to boost its ability to meet short-term liquidity needs. The Parent Company and certain subsidiaries under the Company has credit lines amounting to ₱16,600 million and ₱20,875 million as at June 30, 2026 and December 31, 2025, respectively. The Company has cash and cash equivalents amounting to ₱14,533 million and ₱13,133 million as at June 30, 2026 and December 31, 2025, respectively, that are allocated to meet the Company's short-term liquidity needs.

The table below summarizes the maturity profile of the Company's financial liabilities as at June 30, 2026 and December 31, 2025 based on undiscounted payments:

	June 30, 2026 (Unaudited)				
	Within the Year	2-3 Years	4-5 Years	More than 5 Years	Total
	(in Millions)				
Financial Liabilities					
Accounts payable and other current liabilities[(a)]	₱16,224	₱–	₱–	₱–	₱16,224
Dividends payable[(b)]	121	–	–	–	121
Short-term loans	8,559	–	–	–	8,559
Long-term debt[(c)]	10,007	13,344	61,717	126,901	211,969
Service concession fees payable[(d)]	4,698	8,912	–	4,411	18,021
Due to related parties	22	519	–	–	541
	₱39,631	₱22,775	₱61,717	₱131,312	₱255,435

(a) *Excluding statutory liabilities amounting to ₱1,609 million as at June 30, 2026 (see Note 17).*
(b) *Included in "Accounts and other current liabilities" account in the unaudited interim consolidated statements of financial position (see Note 17).*
(c) *Including interest to be paid.*
(d) *Pertains to undiscounted balances.*

	December 31, 2025 (Audited)				
	Within the Year	2-3 Years	4-5 Years	More than 5 Years	Total
	(in Millions)				
Financial Liabilities					
Accounts payable and other current liabilities[(a)]	₱14,386	₱–	₱–	₱–	₱14,386
Dividends payable[(b)]	105	–	–	–	105
Short-term loans	12,176	–	–	–	12,176
Long-term debt[(c)]	12,554	10,604	57,175	126,026	206,359
Service concession fees payable[(d)]	4,692	10,245	–	2,504	17,441
Due to related parties	58	519	–	–	577
	₱43,971	₱21,368	₱57,175	₱128,530	₱251,044

(a) *Excluding statutory liabilities amounting to ₱2,039 million as at December 31, 2025 (see Note 17).*
(b) *Included in "Accounts and other current liabilities" account in the consolidated statements of financial position (see Note 17).*
(c) *Including interest to be paid.*
(d) *Pertains to undiscounted balances.*

Capital Management

The primary objective of the Company's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximize shareholder value while complying with the financial covenants required by the lenders.

The Company closely monitors its debt covenants and maintains a capital expenditure program and dividend declaration policy that keeps the compliance of these covenants into consideration (see Note 19).

The loan agreements require maintenance of DER and DSCR as indicated in the agreements to be able to incur new loans or declare dividends (see Note 19).

The following debt covenants are being complied with by the Company as part of maintaining a strong credit rating with its creditors:

NLEX Corp. Under the loan agreements, NLEX Corp. is required a Maintenance DSCR of not less than 1.15 times and maintain a DER not exceeding 3.0 times until the loan maturity. For the Fixed Rate Bonds, NLEX Corp. is required to maintain a DER of not exceeding 3.0 times for the first three (3) years after the date of the loan agreement and not exceeding 2.5 times after such period. The loan agreement provides that NLEX Corp. may incur new loans or declare dividends as long as the pro-forma DSCR for the relevant year is not less than 1.3 times.

As at June 30, 2026 and December 31, 2025, NLEX Corp. has the capacity to incur additional long-term debt to build up its capital and in preparation for the financing of expansion projects.

CIC. Under the Omnibus Agreement, CIC is required a Maintenance DSCR of not less than 1.05 times and maintain a DER not exceeding 3.0 times until the loan maturity. These shall be calculated every calendar quarter following the occurrence of the First Commercial Operations Date, which is the date on which CIC has:

i. Completed a subsection or segment as evidenced by Certificate of Subsection Completion or Certificate of Segment Completion issued by the DPWH;
ii. Authorized to operate and maintain a subsection or segment as evidenced by a Toll Operation Permit (TOP) issued by TRB for such subsection or segment; and
iii. Received a notice to start collection issued by TRB for such subsection or segment.

MPTC. Under the loan agreements, MPTC is required to maintain a DER not exceeding 70:30 and a DSCR of not less than 1.3 times during the term of the loan. For the fixed-rate Bonds, MPTC is required to maintain a DER of not exceeding 2.5 times and a DSCR of not less than 1.15 times during the term of the bonds.

MPT SMC. Under the loan agreement, MPT SMC is required to maintain a DER not exceeding 2.3 times and a DSCR not less than 1.2 times during the term of the loan.

PT Nusantara. PT Nusantara and its subsidiaries are parties to various loan agreements. Under the loan agreements, PT Nusantara is required a Maintenance DSCR of not less than 1.0 and maintain a DER not exceeding 4.0 times until the loan maturity (DER requirement varies per subsidiary).

MPTIS. Under the loan agreement, MPTIS is required to maintain a DSCR of not less than 1.0 based on its statutory and consolidated balances.

MPTC Group. The Company is in compliance with the above capital ratios and financial covenants as at June 30, 2026 and December 31, 2025, except for the entities mentioned in Note 19 to the unaudited interim consolidated financial statements. The Company manages its capital structure and adjusts it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may obtain additional advances from shareholders, return capital to shareholders, issue new shares or issue new debt or redemption of existing debt. No changes were made in the objectives, policies or processes in 2026 and 2025. The Company monitors capital on the basis of DER. DER is calculated as long-term debt over equity.

In 2026, the Company's strategy, which was unchanged from 2025, was to maintain a sustainable DER. The DER as at June 30, 2026 and December 31, 2025 are:

	June 30, 2026	December 31, 2025
	(Unaudited)	(Audited)
	(in Millions, except ratios)	
Long-term debt* (Note 19)	**₱210,520**	₱204,899
Total equity	**75,802**	75,074
	2.78	2.73

**pertains to total principal balance of long-term debt*

The Company continuously evaluates its capital structure to continuously support its business strategy.

33. 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 approximations of fair values, by category as at June 30, 2026 and December 31, 2025 as follows:

	June 30, 2026		December 31, 2025	
	(Unaudited)		(Audited)	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
	(in Millions)			
Financial Assets				
Financial assets at FVTPL	**₱2,064**	**₱2,064**	₱3,198	₱3,198
Financial assets at FVOCI:				
Investments in unquoted equity shares	**3,032**	**3,032**	2,766	2,766
Investment in quoted club shares	**18**	**18**	8	8
	₱5,114	**₱5,114**	₱5,972	₱5,972
Financial Liabilities				
Financial liabilities at amortized cost:				
Long-term debt	**₱210,520**	**₱200,728**	₱204,899	₱160,839
Service concession fees payable	**18,021**	**15,189**	17,441	10,056
	₱228,541	**₱215,917**	₱222,340	₱170,895

The management assessed that the fair values of cash and cash equivalents, restricted cash, receivables, due from related parties, concession financial receivables, refundable deposits, accounts payable and other current liabilities, dividends payable, short-term loans and due to related parties 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:

Financial Assets at Fair Value
The fair value of the UITF and quoted equity shares are based on the estimated fair market value of the assets of the fund based on prices supplied by independent sources as at June 30, 2026 and December 31, 2025.

The fair value of investment in club shares is based on the quoted market price of the financial instruments as at June 30, 2026 and December 31, 2025.

To estimate the fair value of the unquoted equity shares, the Company uses the guideline public company method. This valuation model is based on published data regarding comparable companies' quoted prices, earnings, revenues and EBITDA expressed as a multiple, adjusted for the effect of the non-marketability of the equity securities. The estimate is adjusted for the net debt of the investee, if applicable. Adjusted market multiple ranges from 8 to 37 and discount for lack of marketability of up to 30% in 2026 and 2025.

Long-term Debt
Except for 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 credit-adjusted IDR risk-free rates and prevailing peso interest rates. In 2026 and 2025, the prevailing credit adjusted IDR and peso interest rates ranged from 5.9% to 11.5% and 4.6% to 9.8%, respectively.

Service Concession Fees Payable
The estimated fair value of the service concession fees payable 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 4.7% to 6.4% and 5.83% to 6.44%, respectively.

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

	June 30, 2026 (Unaudited)	**Level 1**	**Level 2**	**Level 3**
		(in Millions)		
Assets measured at fair value:				
Financial assets at FVTPL	**₱2,064**	**₱–**	**₱2,064**	**₱–**
Financial assets at FVOCI:				
Investments in unquoted equity shares	**3,032**	**–**	**–**	**3,032**
Investment in quoted club shares	**18**	**–**	**18**	**–**
	₱5,114	**₱–**	**₱2,082**	**₱3,032**

	December 31, 2025 (Audited)	Level 1	Level 2	Level 3
		(in Millions)		
Assets measured at fair value:				
Financial assets at FVTPL	₱3,198	₱–	₱3,198	₱–
Financial assets at FVOCI:				
Investments in unquoted equity shares	2,766	–	–	2,766
Investment in quoted club shares	8	–	8	–
	₱5,972	₱–	₱3,206	₱2,766
Liabilities for which fair values are disclosed:				
Financial liabilities at amortized cost:				
Long-term debt	₱160,839	₱94,389	₱66,450	₱–
Service concession fees payable	10,056	–	–	10,056
	₱170,895	₱94,389	₱66,450	₱10,056

34. Contingencies

a. VAT
On various dates, NLEX Corp. received VAT assessments from the BIR covering taxable years 2006 – 2009. The assessments are at various stages. 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 ₱1,011 million and ₱585 million for taxable years 2006 and 2007, respectively. As at July 28, 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. NLEX Corp. is a party to certain claims and assessments relating to real property taxes (RPT) as follows:

i. 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 RPT. The LBAA has yet to conduct an ocular inspection to determine whether the properties, subject of the tax declarations, form part of the NLEX, which NLEX Corp. argues is property of the public dominion and exempt from RPT. As at July 28, 2026, the cases are pending.

ii. In September 2013, NLEX Corp. received notices of realty tax delinquencies for the years 2006 to 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 (DOF-BLGF) 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 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 at July 28, 2026.

iii. In December 2023 and January 2024, NLEX Corp. received notices of tax assessment with tax declarations for the years 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 at July 28, 2026.

The outcome of the claims on RPT cannot be presently determined. Management believes that these claims will not have a significant impact on the Company's unaudited interim 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. Toll Rate Adjustments

i. NLEX Corp., as petitioner-applicant, filed the following Petitions for Approval of Periodic Toll Rate Adjustment with the TRB praying for the adjustment of the toll rates for the NLEX, as follows:

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

2012 and 2014 Petitions

In February 2019, NLEX Corp. received a Consolidated Resolution from TRB allowing toll rate adjustments to be implemented on a staggered basis in 2018, 2020, 2022 and 2024. The first tranche collection started on March 21, 2019, and the second tranche collection started on October 9, 2020, after NLEX Corp. completed the publication of the toll fee matrix and filed a Manifestation of Compliance. On October 9, 2020, the TRB issued a Notice to Start Collection of the second tranche effective immediately. On May 6, 2021 and February 7, 2023, the TRB issued a Notice to Start Collection of the third tranche and fourth and final tranche of the consolidated resolution on the 2012 and 2014 Petitions.

2016 Petition
In January 2022, NLEX Corp. received a Resolution from the TRB allowing to implement toll rate adjustments on a date not earlier than January 1, 2022. The TRB directed NLEX Corp. to publish the adjusted toll rates before issuing a Notice to Start Collection. The TRB issued a Notice to Start Collection on March 22, 2022, and NLEX implemented the toll rate adjustments on May 12, 2022.

2018 and 2020 Petitions
On April 17, 2023, NLEX Corp. received a Consolidated Resolution dated February 16, 2023 from the TRB informing the Company of the TRB's approval of the consolidated 2018 and 2020 Petitions. The TRB has directed the Company to implement the provisionally approved toll adjustment in two (2) equal tranches over 2023 and 2024, not earlier than April 1, 2023 in order to mitigate the impact on inflation. The TRB issued a Notice to Start Collection on May 25, 2023, and NLEX implemented the first tranche of the periodic toll rate adjustments on June 15, 2023.

On May 14, 2024, the TRB issued a Notice to Start Collection of the second tranche. On June 4, 2024, NLEX Corp. implemented the second and last tranche of the periodic toll rate adjustments.

2022 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 adjustment.

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 August 15, 2025, NLEX Corp. filed its Manifestation of Compliance noting its partial compliance with the said TRB Order. On August 27, 2025, NLEX Corp filed a subsequent Manifestation of Compliance indicating its full compliance therewith.

2024 Petition
On September 30, 2024, NLEX Corp. Filed a Petition for Periodic Toll Rate Adjustments effective 2025. NLEX Corp. has yet to receive regulatory approval for the 2024 Petition.

Segment 10 Add-on Toll Rate Petition
In March 2019, the TRB granted provisional authority to NLEX Corp. to collect add-on tolls for the Open System of the NLEX and allowed the implementation of the new authorized toll price for the NLEX. This was stated in a letter sent to NLEX Corp. which also contained the Integrated Toll Fee Matrix. The matrix included the first tranche of the approved adjusted toll rates in the 2012 and 2014 Petitions as well as 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, and on such date, NLEX Corp. implemented the add-on toll rate adjustment.

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.

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 effective immediately. On May 12, 2022, NLEX implemented the provisional add-on toll rate.

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 Petitions

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

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 July 1 2023. On August 15, 2023, the TRB issued a Notice to Start Collection of the first tranche. 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.

On November 6, 2024, NLEX Corp implemented the second tranche of the periodic toll rate adjustments. On July 28, 2025, the TRB issued an Order directing NLEX Corp to publish the authorized provisional toll rates of the third and final tranche in a newspaper of general circulation at least once a week for three (3) consecutive weeks and post the applicable surety bonds from a reputable and independent/non-affiliated bonding company within fifteen (15) days from receipt of the Order. On August 13, 2025, NLEX Corp filed its Manifestation of Compliance noting its full compliance with the said TRB order. On August 27, 2025, the TRB issued a Notice to Start Collection effective on September 1, 2025.

2023 and 2024 SCTEX Petitions

On July 28, 2025, the TRB issued an Order (Consolidated) directing NLEX Corp to publish the authorized provisional toll rates for the periodic adjustments in a newspaper of general circulation at least once a week for three (3) consecutive weeks and post the applicable surety bonds from a reputable and independent/non-affiliated bonding company within fifteen (15) days from receipt of the Order. On August 5, 2025, NLEX Corp received another Order dated July 28, 2025, from the TRB directing NLEX Corp to publish in full the contents of the 2024 SCTEX Petition, along with the applicable toll fee matrix, in a newspaper of general circulation within fifteen (15) days from receipt of the Order. On August 14, 2025, NLEX Corp filed its Manifestation of Compliance noting its partial compliance with the said TRB orders. On August 14, 2025, NLEX Corp. filed its Manifestation of Compliance noting its

partial compliance. Subsequently, on August 27, 2025, NLEX Corp filed a Manifestation of Compliance indicating its full compliance with the aforementioned TRB Orders.

NLEX - SLEX Connector Road Project 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, and 8, 2023, respectively. On August 8, 2023, NLEX Corp. filed a Manifestation of Compliance of its full and complete compliance with the TRB Order dated July 20, 2023. 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.

ii. CAVITEX R1 Enhancement Phase 1

On July 15, 2019, the TRB allowed the implementation of Add-On Toll Rates for vehicle classes 1, 2, and 3 amounting to ₱1.00, ₱2.00, and ₱3.00 (VAT-inclusive), respectively. The implementation was subject to continuing review and validation by TRB to assess its reasonableness and the issuance of a recommendation by COA after completing its audit. The effective date of the toll rate was October 24, 2019.

CAVITEX R1 Enhancement Phase 2

On November 27, 2020, CIC and PRA submitted a petition to TRB for approval of an Add-On Agreed Toll Rate with an application for provisional relief for the R-1 Expressway Segment 1 enhancement.

On April 21, 2022, TRB issued a Notice of Toll Rate Adjustment Implementation approving the implementation of the adjusted Add-On Toll Rate of ₱27.00, ₱54.00 and ₱81.00 (VAT-inclusive) for vehicle classes 1, 2 and 3, respectively. The TRB directed the publication of the adjusted toll rates matrix in a newspaper of general circulation for three consecutive weeks, and it was published in the Manila Standard in April and May 2022. After the joint manifestation of compliance filed by CIC and PRA in May 2022, TRB issued a notice to start collecting the approved toll rates, which were implemented on May 22, 2022.

C-5 South Link Expressway Segment 3A-1

CIC filed a petition in July 2019 requesting the TRB to approve the implementation of initial toll fees for the C-5 South Link Expressway. The TRB approved the provisional initial toll rate in August 2019, subject to review by the COA and TRB's continuing authority to review its reasonableness. CIC was required to submit an updated investment recovery scheme within six months. In April 2020, CIC requested an extension due to the COVID-19 pandemic. Despite compliance with TRB requirements, TRB's authority for toll collection lapsed on April 24, 2020. After further communication and compliance, CIC was allowed to resume toll collection in July 2020, which was further extended until April 22, 2021. CIC

filed a motion to confirm the continuing implementation and collection of the provisional initial toll for Segment 3A-1 on April 16, 2021. The TRB issued a resolution extending CIC's provisional authority to collect the initial toll fee until October 23, 2021, subject to a surety bond from a reputable company.

On October 1, 2021, TRB extended the provisional authority to collect initial toll fees for Segment 3A-1 for another six months until April 14, 2022, requiring CIC and PRA to post a bond worth ₱255 million to guarantee the refund of collected provisional initial toll fees to toll users if CIC and PRA are not entitled to them. On October 15, 2021, CIC filed a motion for partial reconsideration, asking TRB to declare the finality of the authority to collect provisional initial toll for Segment 3A-1 and declare the provisional initial toll for Segment 3A-1 as final until the final initial toll rate for the C-5 Link Expressway is determined.

On October 22, 2021, the CIC provided proof of the renewal of their Surety Bond in the amount of ₱255 million by filing a Manifestation of Compliance. The TRB acknowledged the submission of this document on October 16, 2021.

As the Surety Bond was set to expire on April 24, 2022, CIC and PRA were directed to obtain a new bond from a reputable bonding company covering the amount of ₱389 million, effective from April 25, 2022 to April 24, 2023. A Manifestation of Compliance was submitted to the TRB on April 22, 2022, indicating that this requirement had been fulfilled.

The surety bond posted by CIC and PRA was initially effective until April 24, 2023 and was extended yearly with the latest extension until April 24, 2027, in view of the continued provisional nature of the toll fees.

C-5 South Link Expressway Segment 3A-2

CIC and PRA filed a Supplemental Petition for provisional initial toll approval for Segments 3A-1 and 3A-2 on April 29, 2022, which was followed by an Amended Supplemental Petition on June 2, 2022, in response to the TRB's directive. The TRB issued a Resolution on June 30, 2022, directing CIC and PRA to publish the Notice of Toll Rate Implementation for three weeks and post a Surety Bond before starting the collection. The TRB granted a Toll Operation Permit for Segment 3A-2 on the same date. CIC and PRA complied with the publication requirement and posted the Surety Bond worth ₱86.3 million, with the Manifestation of Compliance filed on July 15, 2022.

On November 7, 2022, the TRB approved the implementation of the provisional initial per kilometer toll rates for Segments 3A-1 and 3A-2.

After CIC and PRA's compliance with regulatory requirements which includes the posting of a surety bond, the TRB issued the Notice to Start Collection on November 25, 2022 effective immediately.

The surety bond posted by CIC and PRA was initially effective until July 15, 2023 and was subsequently extended until July 15, 2027.

CAVITEX R-1 Expressway

CIC and PRA were directed by the TRB's Order dated September 9, 2021, to publish the approved adjusted toll rates matrix for the 2011 and 2014 Petitions for Periodic Toll Rate Adjustment in a newspaper of general circulation for three consecutive weeks. CIC and PRA complied with this order on September 10, September 17, and September 24, 2021, and submitted proof of compliance on September 24, 2021.

On March 24, 2022, the TRB issued a Consolidated Resolution providing the approved adjusted toll rates and a Notice to Start Collection effective immediately. However, on April 5, 2022, the Notice was canceled, and CIC and PRA were directed to publish the adjusted toll rates matrix in a newspaper of general circulation once a week for three consecutive weeks. CIC and PRA complied with the directive on April 11 and 18, 2022, and filed a Manifestation of Compliance with the TRB on April 25, 2022. On April 29, 2022, the TRB issued another Notice to Start Collection, and the adjusted toll rates were implemented on May 22, 2022.

The rates for R-1 Expressway are as follows: ₱35.00, ₱70.00, and of ₱104.00 (VAT-inclusive) for vehicle classes 1, 2 and 3, respectively.

CAVITEX R-1 Expressway Extension

On September 29, 2017, CIC and PRA filed a Petition for approval of the periodic toll rate adjustment for R-1 Expressway and R-1 Expressway Extension.

On July 3, 2023, the TRB issued a Notice of Resolution and Order indicating its approval of the provisional adjusted agreed toll rates for R-1 Expressway and R-1 Expressway Extension subject to CIC and PRA's compliance with publication and surety bond requirements.

On July 19, 2023, CIC filed a Manifestation of Partial Compliance with Motion for Extension to Comply with the Order, which covers: (a) manifestation of completion of the 3-week publication requirement, and (b) request for an extension of 10 calendar days to submit the Surety Bond, in light of changes in PRA management, which was noted by the TRB in its Order dated July 26, 2023.

On July 28, 2023, CIC submitted a certified copy of the required surety bond as compliance with the TRB Order. To date, CIC awaits the issuance by the TRB of Notice to Start Collection of the adjusted toll rates.

On August 11, 2023, the TRB issued a Notice to Start Collection of the provisionally approved 2017 Periodic Toll Rate Adjustment effective immediately.

While the 2020 Petition for Periodic Toll Rate Adjustment for R-1 Expressway and R-1 Expressway Extension remains pending, CIC and PRA filed the 2023 Petition for Periodic Toll Rate Adjustment on September 29, 2023, in accordance with its right to a periodic adjustment of the Agreed Toll Rate every three (3) years from the identified Toll Rate Review Date.

On November 6, 2023, the TRB issued an Order directing CIC and PRA to publish in full once the following: (a) 2023 Petition for Periodic Toll Rate Adjustment (including Annexes); (b) the existing and proposed adjusted toll fare matrix; and (c) Notice to Expressway Users in a newspaper of general circulation within 15 days from receipt of the Order.

On November 10, November 17, and November 24, CIC and PRA caused the publication of the 2023 Petition for Periodic Toll Rate Adjustment containing the proposed adjusted toll fare matrix and the Notice to Expressway Users in a newspaper of general circulation. CIC submitted proof of its Compliance with TRB's November 6 Order on November 20, 2023, for the first publication and on November 28, 2023 for the second and third publications, done over and above the TRB Order's requirement, to further ensure due notice to the public.

In October 2025, CIC fully implemented the 2020 and 2023 Petitions for the Periodic Toll

Rate Adjustment for R-1 Expressway and 50% of the R-1 Expressway Extension. As at July 28, 2026, the approval for the implementation of the remaining 50% of the R-1 Expressway Extension remains pending.

iii. CALAX

CALAX Subsections 6-8

The TRB issued a Notice to Start Collection for the initial toll rates for Subsections 6 to 8 of CALAX on February 10, 2020, and it became effective on February 11, 2020. A provisional initial toll rate was granted to MPCALA for the 10-km segment of CALAX, which became effective on the same date.

CALAX Subsection 5

TRB issued Notice to Start Collection for the initial toll rates for Subsection 5 On July 13, 2021. MPCALA was granted a provisional initial toll for the 7.2-km segment of CALAX effective on August 24, 2021.

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

Atty. Onofre G. Garlitos, Jr. filed with the SC a Petition for Prohibition and Mandamus with Prayer for Issuance of Temporary Restraining Order and/or Writ of Preliminary Injunction dated March 17, 2015 (Petition) 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 Office of the Solicitor General, 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. In July 2020, the Supreme Court issued another Notice for the petitioner's counsel to pay an increased fine of ₱2,000 and to comply with the resolution to file a consolidated reply to the separate comments of the Executive Secretary and BCDA. On October 28, 2020, NLEX Corp.'s counsel received from BCDA's counsel a Motion for Leave to File Manifestation with Motion for Submission for Resolution dated October 1, 2020. In a Resolution dated March 28, 2022, the Supreme Court (a) imposed upon petitioner's (withdrawing) counsel an additional fine which, together with the original fine, shall be paid to the Supreme Court and (b) ordered petitioner's (withdrawing) counsel to submit a consolidated reply to the separate comments of the Executive Secretary and BCDA. As at July 28, 2026, the Supreme Court has yet to resolve the Motion for Reconsideration dated June 13, 2022 filed by Garlitos.

MPTC, NLEX Corp., CIC, CCLEC and PT Nusantara are also parties 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.

35. Supplemental Cash Flow Information

Changes in liabilities arising from financing activities

	January 1, 2026	Cash flows	Amortization of DIC	Interest accretion	Others	June 30, 2026 (Unaudited)
Long-term debts and short-term loans (Note 19)	₱217,075	₱3,001	₱257	₱–	(₱1,254)	₱219,079
Interest payable (Note 17)	2,843	(4,951)	–	–	5,933	3,825
Dividends payable (Notes 17 and 22)	105	(2,880)	–	–	2,896	121
Service concession fees payable (Note 20)	17,441	–	–	580	–	18,021
Lease liabilities (Notes 17 and 28)	107	(28)	–	3	68	150
Total liabilities from financing activities	₱237,571	(₱4,858)	₱257	₱583	₱7,643	₱241,196

	January 1, 2025	Cash flows	Amortization of DIC	Interest Accretion	Others	June 30, 2025 (Audited)
Long-term debts and short-term loans (Note 19)	₱190,752	₱18,236	₱155	₱–	(₱1,276)	₱207,867
Interest payable (Note 17)	2,108	(6,329)	–	–	6,317	2,096
Dividends payable (Notes 17 and 22)	793	(2,088)	–	–	2,398	1,103
Service concession fees payable (Note 20)	17,892	–	–	623	2,784	21,299
Lease liabilities (Notes 17 and 28)	82	(24)	–	3	11	72
Total liabilities from financing activities	₱211,627	₱9,795	₱155	₱626	₱10,234	₱232,437

The 'Others' column includes the effect of foreign currency translation adjustments of IDR-denominated loans, loss on extinguishment of Series 2010-1 Notes, the interest expense on interest-bearing loans and borrowings, and dividends declared to stockholders and NCI.

Non-cash investing activities

The following table shows the Company's significant non-cash investing activities and corresponding transaction amounts/balances for the six-month periods ended June 30:

	June 30, 2026 (Unaudited)	June 30, 2025 (Audited)
	(in Millions)	
Additions to service concession assets and service concession fees payable pertaining to accretion of service concession fees payable (Notes 11 and 20)	₱580	₱310
Additions to property and equipment due to recognition of ROU assets (Note 12)	21	43

Reclassifications

The Company reclassified certain movements in the unaudited interim consolidated statement of cash flows for the six-month period ended June 30, 2025 related to accounts payable and other current liabilities under operating activities, and service concession assets and other noncurrent assets under investing activities. These reclassifications have no impact on the Company's financial position as at December 31, 2025 or results of operation for the six-month period ended June 30, 2025.

36. Operating Segment Information

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

MPTC performance is evaluated based on net income for the period, earnings before interest, taxes and depreciation and amortization (EBITDA), EBITDA margin, and core income. Net income for the period is measured consistently with the net income in the unaudited interim consolidated statements of income.

EBITDA is measured as net income excluding amortization of service concession assets and other intangible assets, depreciation of property and equipment, and provisions, impairment on noncurrent assets, interest expense and other finance costs, interest income, net foreign exchange gain (loss), 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 total revenues.

Core income for the period is measured as net income, excluding adjustments on net foreign exchange gain (loss), impairment on noncurrent assets, net of tax effects of aforementioned adjustments and other nonrecurring income and expenses, as defined under the Company's policy. Certain account groupings reflected in the operating segment presentation of the core income are defined under the Company's policy and may not directly reflect the groupings in the statements of income.

The revenues, net income, assets, liabilities, and other information of the Company's operations as at June 30, 2026 and December 31, 2025 and for the six-month periods ended June 30, 2026 and 2025, are as follows:

	June 30, 2026	June 30, 2025
	(Unaudited)	(Audited)
	(in Millions, except ratios)	
Net toll revenues	**₱19,600**	₱18,120
Other income	**972**	1,014
Total revenues	**20,572**	19,134
Cost of services	**(5,123)**	(4,645)
Operating expenses	**(1,700)**	(1,504)
Equity in net earnings of associates and joint venture	**1,117**	1,001
EBITDA	**14,866**	13,986
Financing costs	**(5,199)**	(4,735)
Noncash charges	**(2,572)**	(2,418)
Provision for income tax	**(1,902)**	(1,836)
Core income	**5,193**	4,997
Core income attributable to equity holders of the Parent Company	**3,843**	3,552
Nonrecurring items attributable to equity holders of the Parent Company	**(137)**	(54)
Net income attributable to equity holders of the Parent Company	**₱3,706**	₱3,498

	June 30, 2026 (Unaudited)	June 30, 2025 (Audited)
	(in Millions, except ratios)	
EBITDA margin for the period	**72%**	73%
Other disclosures:		
Capital expenditure (consists of additions to service concession assets, property and equipment, other intangible assets and investment properties)	**7,590**	7,948

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
	(in Millions)	
Total assets	**₱339,693**	₱334,596
Total liabilities	**263,891**	259,522
Total equity	**75,802**	75,074

The following table shows the reconciliation of EBITDA to core income to net income for the six-month periods ended June 30, 2026 and 2025.

	June 30, 2026 (Unaudited)	June 30, 2025 (Audited)
	(in Millions, except ratios)	
EBITDA	**₱14,866**	₱13,986
Amortization of service concession assets (Notes 11 and 24)	**(1,528)**	(1,371)
Interest expense and other finance costs (Note 28)	**(5,762)**	(5,090)
Depreciation of property and equipment (Note 12)	**(221)**	(248)
Interest income (Note 27)	**335**	328
Amortization of other intangible assets (Notes 13 and 29)	**(60)**	(16)
Gain on fair value changes of financial assets (Notes 15 and 29)	**27**	13
Provisions (Notes 24 and 25)	**(868)**	(516)
Other charges - net	**306**	(268)
Core income before income tax	**7,095**	6,818
Nonrecurring items:		
Provisions for ECL	–	(1)
Taxes and licenses	**(16)**	–
Foreign exchange gain (loss) - net	**9**	(52)
Other charges - net	**(103)**	–
Income before income tax	**6,985**	6,765
Provision for (benefit from) income tax (Note 30):		
Current	**1,957**	1,855
Deferred	**(32)**	(19)
	1,925	1,836
Net income	**₱5,060**	₱4,929

37. Consolidated Subsidiaries

The consolidated subsidiaries of MPTC are as follows:

Name of Subsidiary	Place of Incorporation	**June 30, 2026 (Unaudited)** **MPTC Direct Interest**	**Direct Interest of Subsidiary**	**MPTC Effective Interest**	December 31, 2025 (Audited) MPTC Direct Interest	Direct Interest of Subsidiary	MPTC Effective Interest	Principal Activity
			(In %)			*(In %)*		
Cavitex Infrastructure Corporation (CIC)	Philippines	**100.0**	**–**	**100.0**	100.0	–	100.0	Tollway operations (see Note 1); Interest in CIC is held through a Management Letter Agreement. CIC holds the concession agreement for CAVITEX (see Note 2)
Metro Strategic Infrastructure Holdings, Inc. (MSIHI)	Philippines	**97.0**	**–**	**97.0**	97.0	–	97.0	Investment holding
Metro Pacific Tollways Digital, Inc. (formerly Metro Pacific Tollways Data Services, Inc.; MPTDI)	Philippines	**100.0**	**–**	**100.0**	100.0	–	100.0	Toll collection function of CAVITEX and CALAX.
Metro Pacific Tollways South Corporation (MPT South)	Philippines	**100.0**	**–**	**100.0**	100.0	–	100.0	Investment holding
Metro Pacific Tollways Vizmin Corporation (MPT Vizmin)	Philippines	**100.0**	**–**	**100.0**	100.0	–	100.0	Investment holding
MPT Asia, Corporation (MPT Asia)	BVI	**100.0**	**–**	**100.0**	100.0	–	100.0	Investment holding
Easytrip Services Corporation (ESC)	Philippines	**100.0**	**–**	**100.0**	100.0	–	100.0	Electronic toll collection services
Metro Pacific Tollways Asia, Corporation Pte. Ltd. (MPT Asia SG)	Singapore	**100.0**	**–**	**100.0**	100.0	–	100.0	Investment holding
Dibztech, Inc. (Dibztech)	Philippines	**100.0**	**–**	**100.0**	100.0	–	100.0	Parking management
MPT Mobility Corporation (formerly NLEX Ventures Corporation; MPT Mobility)	Philippines	**100.0**	**–**	**100.0**	100.0	–	100.0	Service facilities management
MPCALA Holdings, Inc. (MPCALA)	Philippines	**26.8**	**73.2**	**100.0**	40.0	60.0	100.0	Tollway operations (see Note 1); MPCALA is owned by MPTC at 40% and 60% by MPT South; holds the concession agreement for CALAX
NLEX Corporation (NLEX Corp.)	Philippines	**73.3**	**10.5**	**83.8**	73.3	10.5	83.8	Tollway operations (see Note 1); 4.7% is owned through 44.6% ownership in MPT North (see Note 5 and 10)
Luzon Tollways Corporation (LTC)	Philippines	**–**	**100.0**	**100.0**	–	100.0	100.0	Tollway operations; Dormant
MPT South Subsidiaries								
Metro Pacific Tollways South Management Corporation (MPT SMC)	Philippines	**–**	**100.0**	**100.0**	–	100.0	100.0	Tollway operations
MPTS Ventures Corporation	Philippines	**–**	**–**	**–**	–	–	–	Road safety and traffic management services in May 2023, the SEC approved the shortening of the corporate term until December 31, 2024. All net assets are transferred to MPT South in March 2025.

(Forward)

Name of Subsidiary	Place of Incorporation	June 30, 2026 (Unaudited) MPTC Direct Interest	Direct Interest of Subsidiary	MPTC Effective Interest	December 31, 2025 (Audited) MPTC Direct Interest	Direct Interest of Subsidiary	MPTC Effective Interest	Principal Activity
			(In %)			*(In %)*		
MPT Vizmin Subsidiaries								
Cebu Cordova Link Expressway Corporation (CCLEC)	Philippines	–	**100.0**	**100.0**	–	100.0	100.0	Tollway operations (see Note 1); CCLEC holds the concession agreement for the CCLEX (see Note 1)
LLEX Corp.	Philippines	–	**100.0**	**100.0**	–	100.0	100.0	Tollway operations; newly acquired by MPT Vizmin on June 20, 2025 (see Notes 1 and 5); LLEX Corp. holds the concession agreement for the LLEX
MPTDI Subsidiary								
SAVVICE Corporation (SAVVICE) (formerly Southbend Express Services, Inc.)	Philippines	–	**100.0**	**100.0**	–	100.0	100.0	Manpower services provider
MPT Mobility Subsidiary								
Assist and Assistance Concept, Inc. (AACI)	Philippines	–	**100.0**	**100.0**	–	100.0	100.0	Roadside, travel and health assistance provider
MPT Asia Subsidiaries								
MPT Thailand, Corporation (MPT Thailand)	BVI	–	–	–	–	–	–	Investment holding; MPT Thailand has been struck off from the BVI Register of Companies effective May 1, 2025
PT Metro Pacific Tollways Indonesia (MPTI)	Indonesia	–	**100.0**	**100.0**	–	100.0	100.0	Investment holding
MPT Asia SG Subsidiaries								
CAIF III Infrastructure Holdings Sdn Bhd (CAIF)	Malaysia	–	**100.0**	**100.0**	–	100.0	100.0	Investment holding
CIIF Infrastructure Holdings Sdn Bhd (CIIF)	Malaysia	–	**100.0**	**100.0**	–	100.0	100.0	Investment holding
Metro Pacific Tollways Vietnam Company Limited (MPT Vietnam)	Vietnam	–	**100.0**	**100.0**	–	100.0	100.0	Investment holding
PT Metro Pacific Tollways Indonesia Services (PT MPTIS)	Indonesia	–	**100.0**	**100.0**	–	100.0	100.0	Investment holding
MPT Vietnam Subsidiary								
MPT Management Vietnam Company Limited (MPT Management Vietnam)	Vietnam	–	**100.0**	**100.0**	–	100.0	100.0	Investment holding
MPT Management Vietnam Subsidiary								
MPT Service Vietnam Company Limited	Vietnam	–	**100.0**	**100.0**	–	100.0	100.0	Investment holding
PT MPTIS Subsidiary								
PT Nusantara Infrastructure Tbk (PT Nusantara)	Indonesia	–	**99.3**	**99.3**	–	99.3	99.3	Infrastructure company

(Forward)

Name of Subsidiary	Place of Incorporation	June 30, 2026 (Unaudited) MPTC Direct Interest	Direct Interest of Subsidiary	MPTC Effective Interest	December 31, 2025 (Audited) MPTC Direct Interest	Direct Interest of Subsidiary	MPTC Effective Interest	Principal Activity
			(In %)			*(In %)*		
PT Nusantara Subsidiaries								
PT Margautama Nusantara (MUN)	Indonesia	–	**36.5**	**61.6**	–	36.5	61.6	Construction, trading and services – Toll; PT MPTIS' direct interest of 25.5% in MUN as at June 30, 2026 and December 31, 2025
PT Potum Mundi Infranusantara (Potum)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Water and waste management services
PT Energi Infranusantara (EI)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Construction, trading and services - Power
PT Portco Infranusantara (Portco)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Port management
PT Meta Media Infranusantara (formerly PT Telekom Infranusantara)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Trading, supplies and other telecommunications
PT Marga Metro Nusantara (Marga Metro)	Indonesia	–	**70.0**	**69.5**	–	70.0	69.5	Construction and trading services
PT Metro Tekno Media Infranusantara (MTMI)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Digital platform and software publisher
MUN Subsidiaries								
PT Bintaro Serpong Damai	Indonesia	–	**88.9**	**54.8**	–	88.9	54.8	Toll road operator
PT Metro Makassar Network (formerly PT Bosowa Marga Nusantara; MMN)	Indonesia	–	**99.6**	**61.4**	–	99.6	61.4	Toll road operator
MMN Subsidiary								
PT Makassar Airport Network (formerly PT Jalan Tol Seksi Empat (JTSE); MAN)	Indonesia	–	**99.4**	**61.4**	–	99.4	61.4	Toll road operator
MAN Subsidiary								
PT Metro Jakarta Ekspresway	Indonesia	–	**85.0**	**52.1**	–	85.0	52.1	Trade, development, and business management consulting services
Potum Subsidiaries								
PT Dain Celicani Cemerlang (DCC)	Indonesia	–	**74.5**	**73.9**	–	74.5	73.9	Water and waste management services
PT Sarana Catur Tirta Kelola (SCTK)	Indonesia	–	**65.0**	**64.5**	–	65.0	64.5	Water management services
SCTK Subsidiaries								
PT Sarana Tirta Rezeki (STR)	Indonesia	–	**90.0**	**61.6**	–	90.0	61.6	Water management services; STR is owned by SCTK at 80% and by Potum at 10%
PT Jasa Sarana Nusa Makmur (JSMN)	Indonesia	–	**100.0**	**64.5**	–	100.0	64.5	Water management services

(Forward)

Name of Subsidiary	Place of Incorporation	**June 30, 2026 (Unaudited)**			December 31, 2025 (Audited)			Principal Activity
		MPTC Direct Interest	**Direct Interest of Subsidiary**	**MPTC Effective Interest**	MPTC Direct Interest	Direct Interest of Subsidiary	MPTC Effective Interest	
			(In %)			*(In %)*		
EI Subsidiaries								
PT Inpola Meka Energi (IME)	Indonesia	–	**99.9**	**99.3**	–	99.9	99.3	Power supply services
PT Rezeki Perkasa Sejahtera Lestari (RPSL)	Indonesia	–	**80.0**	**79.4**	–	80.0	79.4	Power supply services
PT Auriga Energi (AE)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Power plants/Electricity support facilities
AE Subsidiaries								
PT Centara Energi (CE)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Power plants/Electricity support facilities; CE is 99.9%-owned by EI and 0.1%-owned by AE effective December 3, 2025
PT Eris Serra Energi (ESE)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Power plants/Electricity support facilities; CE is 99.9%-owned by EI and 0.1%-owned by AE effective December 3, 2025
PT Energi Surya Nusantara (formerly PT Energi Parindu Nusantara) (ESN)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Power plants/Electricity support facilities; CE is 99.9%-owned by EI and 0.1%-owned by AE effective December 3, 2025
PT Eridanusa Energi Nusantara (EEN)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Power plants/Electricity support facilities; CE is 99.0%-owned by EI and 1.0%-owned by AE effective December 3, 2025
Marga Metro Subsidiary								
PT Jakarta Metro Ekspressway	Indonesia	–	**92.8**	**64.5**	–	85.0	59.1	Toll road operator
Portco Subsdiary								
PT Hikari Infra Indonesia (PT Hikari)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Toll road operator/maintenance; Newly incorporated on September 2, 2025; Hikari is 99.9% owned by Portco and 0.1%-owned by MTMI
PT Hikari Subsidiary								
PT Smart Inspection Indonesia (PT Smart)	Indonesia	–	**100.0**	**99.3**	–	100.0	99.3	Toll road operator/maintenance; Newly incorporated on September 10, 2025
PT Smart Subsidiary								
PT Smart Inspection Technology Services	Indonesia	–	**100.0**	**99.3**	–	–	–	Toll road technology consultant/service provider; Newly incorporated on May 11, 2026

METRO PACIFIC TOLLWAYS CORPORATION
(A Subsidiary of Metro Pacific Investments Corporation)
AND SUBSIDIARIES

INDEX TO THE SUPPLEMENTARY SCHEDULES
JUNE 30, 2026

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5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City

Supplementary Schedules under Annex 68-E | Schedule of Financial Soundness Indicators
Pursuant to Securities Regulation Code (SRC) Rule 68, as Amended (2011)

Ratio	Formula	**June 30, 2026 (Unaudited)**	December 31, 2025 (Audited)
		(in Millions, except ratios)	
Liquidity Ratios			
Current Ratio			
	Current Assets	₱34,996	₱34,831
	Current Liabilities	42,632	47,708
		0.82	0.73
Acid-Test Ratio			
	Quick Assets	22,358	21,895
	Current Liabilities	42,632	47,708
		0.52	0.46
Solvency Ratios			
Debt-to-Equity Ratio			
	Total Liabilities	263,891	259,522
	Total Equity	75,802	75,074
		3.48	3.46
Asset-to-Equity Ratio			
	Total Assets	339,693	334,596
	Total Equity	75,802	75,074
		4.48	4.46

		June 30, 2026 (Unaudited)	June 30, 2025 (Audited)
		(in Millions, except ratios)	
Interest Rate Coverage Ratio			
	EBIT	₱13,058	₱11,758
	Interest Expense	5,442	4,993
		2.40	2.35
Profitability Ratios			
Return on Assets			
	Net Profit	5,060	4,929
	Total assets	339,693	334,596
		1.49%	1.47%
Return on Equity			
	Net Profit	5,060	4,929
	Total Equity	75,802	75,074
		6.68%	6.57%
Net Profit Margin			
	Net Profit	5,060	4,929
	Revenues	20,530	19,062
		24.65%	25.86%

METRO PACIFIC TOLLWAYS CORPORATION
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RECONCILIATION OF UNAUDITED RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

As at June 30, 2026

		(Amounts in Millions)
Unappropriated Retained Earnings, beginning of reporting period		₱2,861
Add: Items that are directly credited to Unappropriated Retained Earnings		
Reversal of Retained Earnings Appropriation/s	–	
Effect of restatements or prior-period adjustments	–	
Others	–	
Less: Items that are directly debited to Unappropriated Retained Earnings		
Dividend declaration during the reporting period	(1,798)	
Retained earnings appropriated during the reporting period	–	
Effect of restatements or prior period adjustments	–	
Others	–	(1,798)
Unappropriated Retained Earnings, as adjusted		1,063
Add/Less: Net Income (loss) for the current period		1,437
Less: Unrealized income recognized in the profit or loss during the reporting period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared	–	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	–	
Unrealized fair value gain of Investment Property	–	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	–	
Sub-total		–
Add: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)		
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	–	
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	–	
Realized fair value gain of Investment Property	–	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	–	
Sub-total		–
Add: Unrealized income recognized in the profit or loss in prior reporting periods but reversed in the current reporting period (net of tax)		
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	–	
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	–	
Reversal of previously recorded fair value gain of Investment Property	–	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	–	
Sub-total		–

(Forward)

METRO PACIFIC TOLLWAYS CORPORATION
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5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City
RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
As at June 30, 2026

Adjusted Net Income/Loss		₱1,437
Add: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)	–	
Sub-total		–
Add/Less: Adjustments related to relief granted by the SEC and BSP		
Amortization of the effect of reporting relief	–	
Total amount of reporting relief granted during the year	–	
Others	–	
Sub-total		–
Add/Less: Other items that should be excluded from the determination of the amount available for dividends distribution		
Net movement of treasury shares (except for reacquisition of redeemable shares)	–	
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	–	
Net movement in the deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right or use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	–	
Adjustment due to deviation from PFRS/GAAP – gain (loss)	–	
Others	–	
Sub-total		–
Total Retained Earnings, end of the reporting period available for dividend		₱2,500

METRO PACIFIC TOLLWAYS CORPORATION
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5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City
Supplementary Schedules under Annex 68-J
Pursuant to Securities Regulation Code (SRC) Rule 68, as Amended (2011)
June 30, 2026

Schedule A. Financial Assets

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the statements of financial position	Value based on market quotation at end of reporting period	Income received and accrued
			(in Millions)	
Cash and cash equivalents and restricted cash		₱16,953	₱–	₱148
Receivables [(a)]		5,761	–	–
Financial assets at FVTPL				
BDO	842,887,950 shares	1,525	1,525	63
MBTC	1,004,646,662 shares	517	517	5
PT KISI Asset Management	5,000,000,000 shares	19	19	2
PSBank	1,000,000 shares	1	1	–
BPI	669 shares	1	1	–
Financial assets at OCI				
SMC Skyway Corporation (SMCSC)	1,379,674 shares	3,032	3,032	28
Investment in quoted club shares	1 share	18	18	–
Other Assets				
Finance lease receivable		1,071	–	–
Concession financial receivables		992	–	117
		₱29,890	₱5,113	₱363

[(a)] Excluding advances to officers and employees and current portion of finance lease receivable and concession financial receivables.

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)

Name and designation of debtor	Balance at beginning of period	Additions	Deductions		Current	Non-current	Balance at end of period
			Amounts collected	Amounts written-off			
				(in Millions)			
Receivables:							
Advances to officers and employees	₱114	₱2	(₱12)	₱–	₱104	₱–	₱104
PLDT - Associate of FPC	23	–	(10)	–	13	–	13
Others	3	–	(3)	–	–	–	–
Due from related parties:							
JJC - Associate of MPTIS	718	14	(10)	–	722	–	722
Bayad Center – Affiliate of MPIC	306	–	(230)	–	76	–	76
PLDT - Associate of FPC	20	1	(2)	–	19	–	19
Meralco - Associate of MPIC	7	–	–	–	7	–	7
MPIC - Parent Company	2	–	–	–	2	–	2
Maynilad - Subsidiary of MPIC	3	–	–	–	3	–	3
SMART	–	31	(19)	–	12	–	12
Others	16	–	(15)	–	1	–	1
	₱1,212	₱48	(₱301)	₱–	₱959	₱–	₱959

Schedule C. Amounts Receivable from Related Parties which are eliminated during Consolidation of Financial Statements

Name and designation of debtor	Balance at beginning of period	Additions	Deductions		Current	Non-current	Balance at end of period
			Amounts collected	Amounts written-off			
				(in Millions)			
MPTIS	₱13,975	₱235	(₱661)	₱–	₱13,472	₱77	₱13,549
MPCALA	6,934	1,802	–	–	8,736	–	8,736
CIC	5,217	–	(5,090)	–	127	–	127
NLEX Corp.	2,135	–	(236)	–	1,899	–	1,899
MPT South	872	240	(448)	–	664	–	664
MPTC	168	–	(36)	–	132	–	132
MPT Vizmin	100	4	–	–	104	–	104
ESC	89	31	–	–	120	–	120
CCLEC	74	39	–	–	113	–	113
Dibztech	57	1	–	–	58	–	58
SAVVICE	52	35	–	–	87	–	87
Metro Pacific Tollways Asia, Corporation Pte. Ltd.	14	9	–	–	23	–	23
MSIHI	–	204			204		204
MPT SMC	–	224			224		224
Others	–	50	–	–	50	–	50
	₱29,687	₱2,874	(₱6,471)	₱–	₱26,013	₱77	₱26,090

Schedule D. Intangible Assets

Description	Beginning balance	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other changes: additions (deductions)	Ending balance
			(in Millions)			
Service Concession Assets						
Cost	₱234,386	₱9,320	₱–	₱–	(₱1,038)	₱242,668
Accumulated amortization	(24,257)	–	(1,528)	–	261	(25,524)
Carrying values	210,129	9,320	(1,528)	–	(777)	217,144
Goodwill and Other Intangible Assets						
Cost	10,550	20	–	–	(28)	10,542
Accumulated amortization	(373)	–	(60)	–	–	(433)
Impairment	(28)	–	–	–	–	(28)
Carrying values	10,149	20	(60)	–	(28)	10,081
	₱220,278	₱9,340	(₱1,588)	₱–	(₱805)	₱227,225

Schedule E. Long-Term Debt

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related statement of financial position	Amount shown under caption "Long-term debt" in related statement of financial position	Total	Interest rate	Final Maturity date
	(in Millions)					
Short-term loans						
Short-term loans	₱8,559	₱8,559	₱–	₱8,559	4.70%-6.70%	2026
Peso-denominated Notes, Loans and Bonds:						
Term Loan Facilities	146,690	6,256	143,596	149,852	4.04%–8.90%	2026 to 2035
Fixed-rate Bonds	22,000	–	21,726	21,726	6.60%-6.90%	2028, 2030, and 2035
Corporate Notes	20,000	2,247	10,713	12,960	4.09%-6.86%	2027 and 2030
Foreign currency-denominated Loans (Indonesian Rupiah):						
Term Loan Facilities	24,365	452	9,702	10,154	7.85%	2026 to 2036
Syndicated Loan Facility	17,100	837	14,991	15,828	7.50%-9.00%	2026 to 2036
	₱238,714	₱18,351	₱200,728	₱219,079		

Schedule F. Indebtedness to Related Parties (Long-Term Loans from Related Companies)

Name of related party	Balance at beginning of period	Balance at end of period
Not applicable. No long-term loan from related party		

Schedule G. Guarantees of Securities of Other Issuers

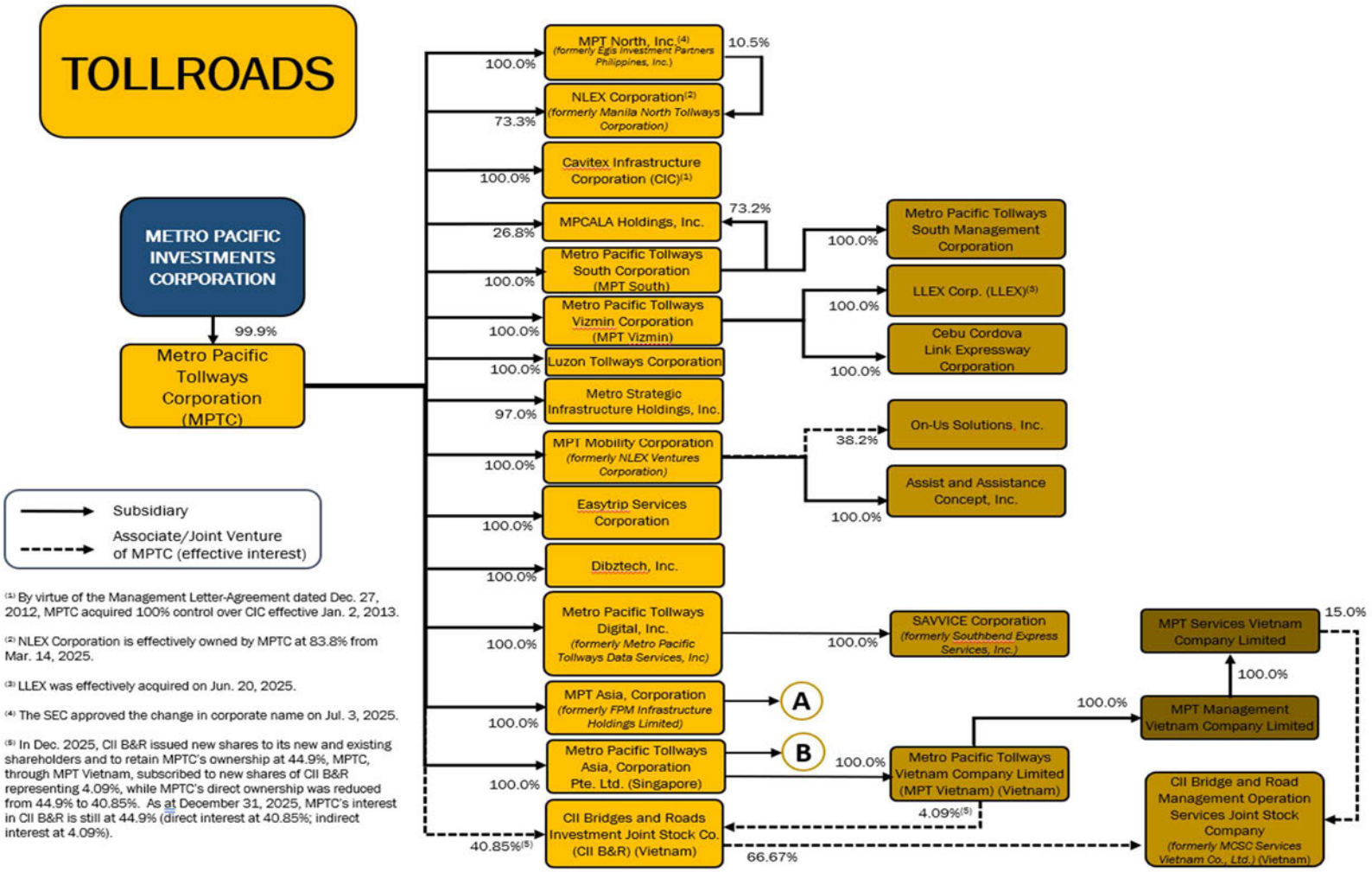
Name of issuing entity of securities guaranteed by the Company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee
Not applicable.				

Schedule H. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related statement of financial position caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common shares	25,525,000	22,527,001	–	22,506,685	10	20,306

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MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP
JUNE 30, 2026



(1) By virtue of the Management Letter-Agreement dated Dec. 27, 2012, MPTC acquired 100% control over CIC effective Jan. 2, 2013.

(2) NLEX Corporation is effectively owned by MPTC at 83.8% from Mar. 14, 2025.

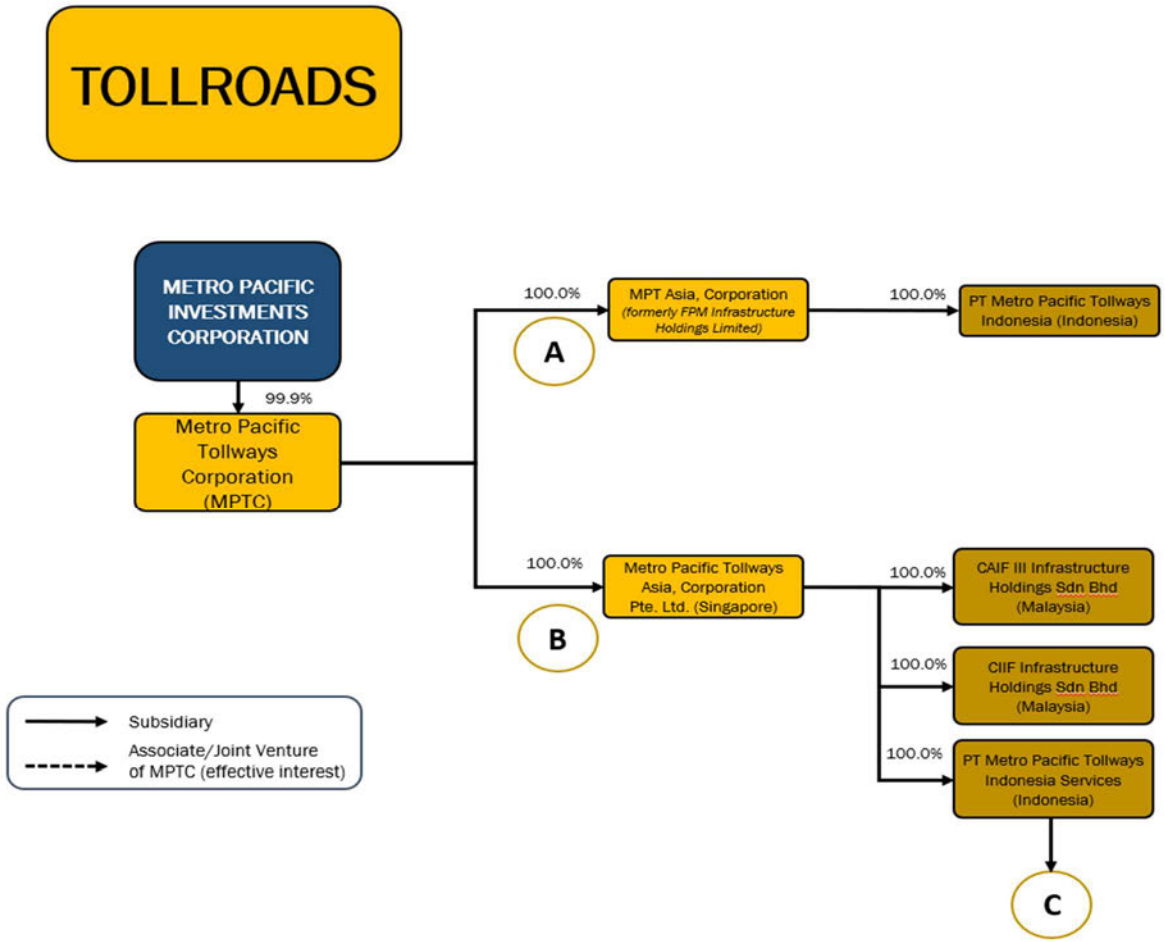
(3) LLEX was effectively acquired on Jun. 20, 2025.

(4) The SEC approved the change in corporate name on Jul. 3, 2025.

(5) In Dec. 2025, CII B&R issued new shares to its new and existing shareholders and to retain MPTC's ownership at 44.9%, MPTC, through MPT Vietnam, subscribed to new shares of CII B&R representing 4.09%, while MPTC's direct ownership was reduced from 44.9% to 40.85%. As at December 31, 2025, MPTC's interest in CII B&R is still at 44.9% (direct interest at 40.85%; indirect interest at 4.09%).

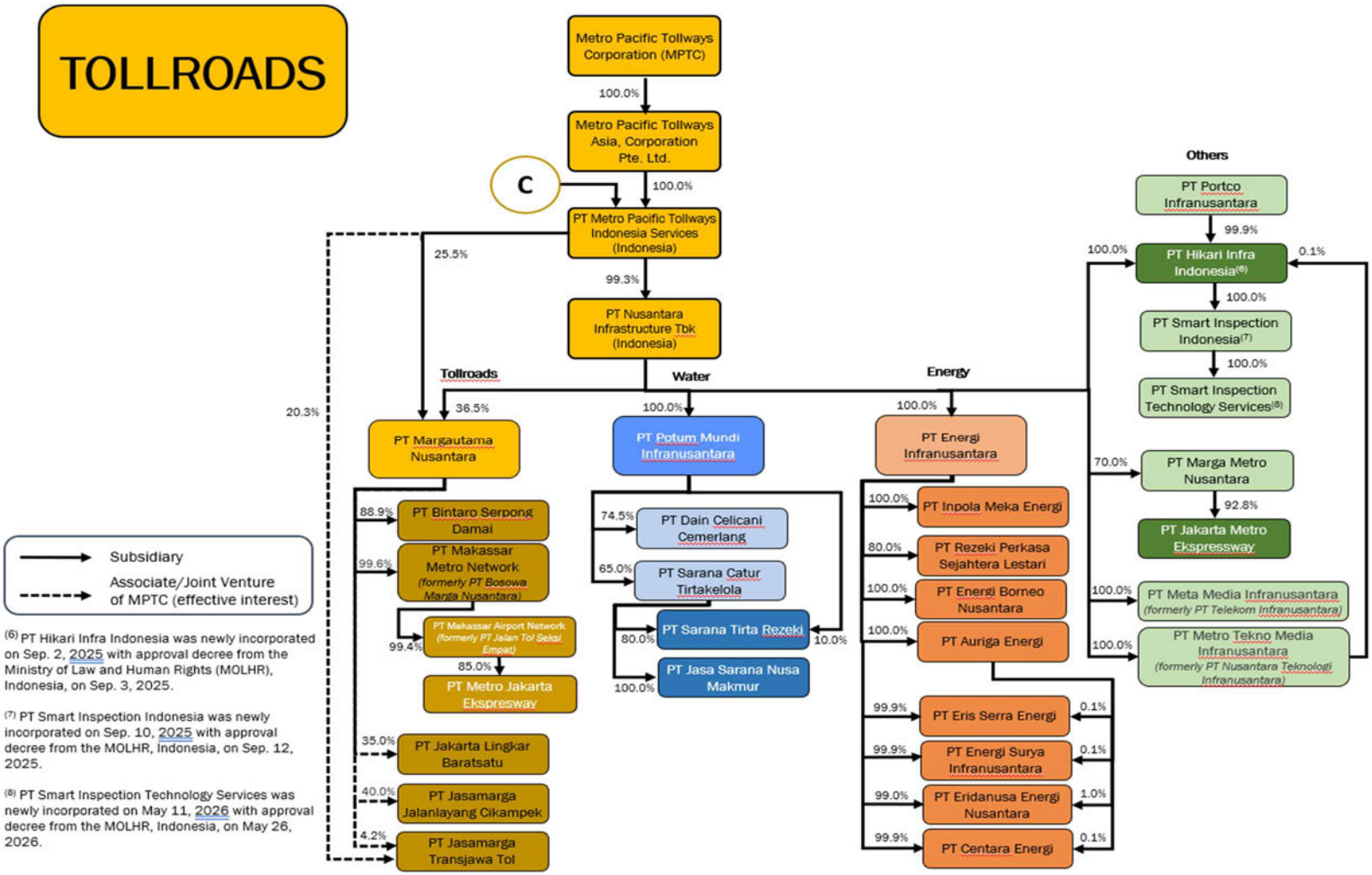
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MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP
JUNE 30, 2026



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MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP
JUNE 30, 2026



(6) PT Hikari Infra Indonesia was newly incorporated on Sep. 2, 2025 with approval decree from the Ministry of Law and Human Rights (MOLHR), Indonesia, on Sep. 3, 2025.

(7) PT Smart Inspection Indonesia was newly incorporated on Sep. 10, 2025 with approval decree from the MOLHR, Indonesia, on Sep. 12, 2025.

(8) PT Smart Inspection Technology Services was newly incorporated on May 11, 2026 with approval decree from the MOLHR, Indonesia, on May 26, 2026.

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 our unaudited interim financial statements and the related notes as of June 30, 2026 and December 31, 2025 and for the six-month periods ended June 30, 2026 and 2025 included elsewhere in this report. This discussion contains 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.

Financial Highlights and Key Performance Indicators:

Operating Segment Information

In ₱ Millions, except ratios	Six-Month Periods Ended June 30			
	2026	2025	Increase/(decrease)	
	(Unaudited)	(Audited)	Amount	%
Net toll revenues	**19,600**	18,120	1,480	8%
Other income	**972**	1,014	(42)	(4%)
Total revenues	**20,572**	19,134	1,438	8%
Cost of services	**(5,123)**	(4,645)	(478)	10%
Operating expenses	**(1,700)**	(1,504)	(196)	13%
Equity in net earnings of associates and joint venture	**1,117**	1,001	116	12%
Earnings before interest, taxes and depreciation and amortization (EBITDA)	**14,866**	13,986	880	6%
Financing costs	**(5,199)**	(4,735)	(464)	10%
Noncash charges	**(2,572)**	(2,418)	(154)	6%
Provision for income tax	**(1,902)**	(1,836)	(66)	4%
Core income	**5,193**	4,997	196	4%
Core income attributable to equity holders of the Parent Company	**3,843**	3,552	291	8%
Nonrecurring items attributable to equity holders of the Parent Company	**(137)**	(54)	(83)	154%
Net income attributable to equity holders of the Parent Company	**3,706**	3,498	208	6%
EBITDA margin for the period	**72%**	73%		
Other disclosures:				
Capital expenditure (consists of additions to service concession assets, property and equipment, other intangible assets and investment properties)	**7,590**	7,948	(358)	(5%)

	June 30	December 31		
	2026	2025	Increase/(decrease)	
	(Unaudited)	(Audited)	Amount	%
Total assets	**339,693**	334,596	5,097	2%
Total liabilities	**263,891**	259,522	4,369	2%
Total equity	**75,802**	75,074	728	1%

Overview

The MPTC Group's total revenues for the six-month period ended June 30, 2026 registered an 8% increase versus same period of last year mainly due to implementation of the approved toll rate adjustments. Despite the increase in certain costs and expenses, the core income attributable to equity holders of MPTC for the six-month period ended June 30, 2026 reported an 8% increase versus the same period in 2025. This was mainly due to the following: (a) higher toll revenues from toll rate adjustments implemented in NLEX and in Makassar in January 2026 (including full six-month period impact in 2026 from toll rate adjustments implemented in 2025); (b) higher net results from equity-accounted entities mainly from higher traffic and toll rate adjustments in 2026; and (c) increase in ownership in NLEX Corp. by 6.1% from March 2025. This was partially offset by: (a) higher financing costs from new loans and end of borrowing cost capitalization; and (b) higher amortization of service concession assets.

The MPTC Group's net income attributable to equity holders of MPTC for the six-month period ended June 30, 2026 is higher by 6% mainly due to the prepayment fee (non-recurring item) from the refinancing of the long-term loan of Cavitex in June 2026.

Adoption of New Standards and Interpretation

The MPTC Group's accounting policies are consistent with those followed in the preparation of the MPTC Group's previous annual consolidated financial statements, considering the changes in accounting policies and the adoption of the new and amended PFRS, which became effective on January 1, 2026. Adoption of new standards did not have a material impact on the MPTC Group's financial results. Refer to Note 4, *Significant Accounting Policies* of the Unaudited Interim Consolidated Financial Statements.

Description of Operating Segment

MPTC Group has only one operating segment, which is the tollways business, and its results of operations are reviewed by the chief operating decision maker (Board of Directors) to make decisions and to assess the MPTC Group's financial performance, and for which discrete financial information is available. MPTC Group's performance is evaluated based on net income for the year, EBITDA, EBITDA margin, and core income. Net income for the year is measured consistently with the net income in the consolidated statements of income.

EBITDA is measured as net income excluding amortization of service concession assets and other intangible assets, depreciation of property and equipment, and provisions, impairment on noncurrent assets, interest expense and other finance costs, interest income, net foreign exchange gain (loss), 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 total revenues.

Core income for the year is measured as net income, excluding adjustments on net foreign exchange gain (loss), impairment on noncurrent assets, net of tax effects of aforementioned adjustments and other nonrecurring income and expenses, as defined under the MPTC Group's policy. Certain account groupings reflected in the operating segment presentation of the core income are defined under the Company's policy and may not directly reflect the groupings in the Statement of Income.

I. Consolidated Results of Operations

For the six-month periods ended June 30, 2026 vs. June 30, 2025

(in ₱ Millions)	Six-Month Periods Ended June 30		Period-to-Period Analysis		Common-Size Analysis	
	2026	2025				
	(Unaudited)	(Audited)	Amount	%	2026	2025
Operating revenues						
Toll fees	19,600	18,120	1,480	8%	95%	95%
Non-toll revenues	930	942	(12)	(1%)	5%	5%
Total revenues	**20,530**	**19,062**	**1,468**	**8%**	**100%**	**100%**
Cost of services	(7,389)	(6,741)	(648)	10%	(36%)	(35%)
Gross profit	**13,141**	**12,321**	**820**	**7%**	**64%**	**65%**
Construction revenue	6,783	5,547	1,236	22%	33%	29%
Construction costs	(6,783)	(5,547)	(1,236)	22%	(33%)	(29%)
General and administrative expenses	(1,929)	(1,781)	(148)	8%	(9%)	(9%)
	11,212	**10,540**	**672**	**6%**	**55%**	**55%**
Other income (expenses)						
Interest expense and other finance costs	(5,762)	(5,143)	(619)	12%	(28%)	(27%)
Equity in net earnings of associates and joint venture	1,117	1,001	116	12%	5%	5%
Interest income	335	328	7	2%	2%	2%
Foreign exchange gain - net	9	(15)	24	(160%)	0%	0%
Other income	74	54	20	37%	0%	0%
	(4,227)	**(3,775)**	**(452)**	**12%**	**(21%)**	**(20%)**
Income before income tax	**6,985**	**6,765**	**220**	**3%**	**34%**	**35%**
Provision for income tax	1,925	1,836	89	5%	9%	10%
Net income	**5,060**	**4,929**	**131**	**3%**	**25%**	**26%**

For the six-month period ended June 30, 2026, total revenues reached ₱20.5 billion, 8% higher versus the same period in 2025, as contributed mainly by the impact of toll rate adjustments in 2026 (and full six-month period impact of toll rate adjustments in 2025), despite lower traffic from domestic operations driven by the fuel crisis. The toll revenues from domestic operations represent 93% and 92% of the toll revenues of the MPTC Group in 2026 and 2025, respectively. The average daily vehicle entry (ADVE) for domestic operations is approximately 722 thousand in 2025 to approximately 715 thousand in 2026 (1% decrease) while the ADVE for international operations is approximately 1.71 million in 2025 to approximately 1.74 million in 2026 (2% increase). The increase in traffic from international operations particularly in Indonesia was mainly due to congestion in the arterial roads as a result of the road repairs, thus, several motorists shifted to our toll roads. Another factor is the improved toll road connectivity and several events that have happened along the area. In January 2026, NLEX Corp. and MMN implemented toll rate adjustments in NLEX and Makassar, respectively, in accordance with the respective concession agreements and as approved by the regulatory agencies. In addition, the toll rate adjustments implemented by the Group in 2025 had contributed a full six-month period impact in 2026: NLEX (March), SCTEX (September), CAVITEX (October), CCLEX (partial implementation in July and full implementation in October).

Non-toll revenues comprised of toll service facilities and other non-toll businesses involving water and energy, which is slightly lower by 1% (₱12 million) in 2026 mainly from lower toll service facilities (i.e., advertising, roadway services) and electricity sales, partially offset by service revenues derived from deliveries of steel girders in 2026 while none in 2025.

Cost of services is higher by ₱648 million (10%) mainly due to: (a) timing of repairs and maintenance on the domestic toll roads in 2026 resulting to higher expenditures by ₱329 million (111%); (b) timing of

outside services by ₱196 million (187%) mainly from the O&M expenses of MCTEP (higher by ₱187 million or 205%); (c) higher amortization of service concession assets by ₱178 million (13%) mainly from the full six-month period impact in 2026 of the amortization of fully completed service concession asset (Candaba) by ₱147 million; and (d) higher government fees by ₱137 million (7%) (i.e., concession fee, PNCC fee and grantor's share) from higher toll revenues. The higher government fees was mainly contributed by higher: (a) concession fees pertaining to 50% BCDA share in the net toll revenues at SCTEX driven by higher revenues arising from toll rate adjustment in September 2025 (higher by ₱83 million or 6%); (b) 6% PNCC fee, which represents the government's share in the net toll revenues at NLEX (90% to TRB and 10% to PNCC), driven by higher revenues from toll rate adjustment in January 2026 and a full six-month period impact in 2026 of the toll rate adjustment in March 2025 (higher by ₱53 million or 8%); and (c) 2% revenue share to the Cebu LGUs driven by the toll rate adjustments in CCLEX (higher by ₱1 million or 25%).

Gross profit increased by 7% to ₱13.1 billion mainly due to higher toll revenues.

General and administrative expenses is higher by ₱148 million (8%) mainly due to provision for ECL of ₱297 million from receivables on non-toll services (i.e., rent and advertising facilities), which was partially offset by lower personnel costs as a result of the manpower optimization and other savings from continued cost-efficiency measures to mitigate the fuel crisis impact.

Interest expense and other finance costs is higher by ₱619 million (12%), mainly from: (a) higher interest on loans by ₱448 million (9%) from new loans in 2026 and full six-month period impact of new loans availed during the 2nd half of 2025 and the end of borrowing cost capitalization of Candaba; and (b) prepayment fee of ₱110 million on the extinguishment of the Cavitex loan from its refinancing in June 2026.

Equity in net earnings from associates and joint venture is higher by ₱116 million (12%) mainly from higher net results in 2026 from toll rate adjustments of JTT in 2026 (from 3 concessions) and full six-month period impact of toll rate adjustments in 2025 (from 3 concessions).

II. Consolidated Financial Position as of June 30, 2026 and December 31, 2025

(Amounts in ₱ Millions)	June 30 2026 (Unaudited)	December 31 2025 (Audited)	Horizontal Analyses Increase (Decrease) Amount	%	Vertical Analyses 2026	2025
ASSETS						
Current Assets						
Cash and cash equivalents	14,533	13,133	1,400	11%	4%	4%
Restricted cash	2,420	2,595	(175)	(7%)	1%	1%
Receivables	5,761	5,564	197	4%	2%	2%
Financial assets at FVTPL	2,064	3,198	(1,134)	(35%)	1%	1%
Due from related parties	842	1,072	(230)	(21%)	0%	0%
Other current assets	9,376	9,269	107	1%	3%	3%
Total Current Assets	34,996	34,831	165	0%	10%	10%

(Forward)

(Amounts in ₱ Millions)	June 30 2026 (Unaudited)	December 31 2025 (Audited)	Horizontal Analyses Increase (Decrease) Amount	%	Vertical Analyses 2026	2025
Noncurrent Assets						
Service concession assets	217,144	210,129	7,015	3%	64%	63%
Investments in associates and joint venture	59,319	61,737	(2,418)	(4%)	17%	18%
Goodwill and other intangible assets	10,081	10,149	(68)	(1%)	3%	3%
Property and equipment	3,474	3,464	10	0%	1%	1%
Financial assets at FVOCI	3,050	2,774	276	10%	1%	1%
Advances to contractors, consultants and suppliers	862	770	92	12%	0%	0%
Investment properties	791	803	(12)	(1%)	0%	0%
Deferred tax assets - net	130	190	(60)	(32%)	0%	0%
Other noncurrent assets	9,846	9,749	97	1%	3%	3%
Total Noncurrent Assets	304,697	299,765	4,932	2%	90%	90%
TOTAL ASSETS	**339,693**	**334,596**	**5,097**	**2%**	**100%**	**100%**
LIABILITIES AND EQUITY						
Current Liabilities						
Accounts payable and other current liabilities	17,954	16,530	1,424	9%	5%	5%
Short-term loans	8,559	12,176	(3,617)	(30%)	3%	4%
Income tax payable	949	1,081	(132)	(12%)	0%	0%
Current portion of:						
Long-term debt	9,792	12,382	(2,590)	(21%)	3%	4%
Service concession fees payable	4,698	4,692	6	0%	1%	1%
Provisions	653	785	(132)	(17%)	0%	0%
Due to related parties	22	58	(36)	(62%)	0%	0%
Consumer financing liabilities	5	4	1	25%	0%	0%
Total Current Liabilities	42,632	47,708	(5,076)	(11%)	13%	14%
Noncurrent Liabilities						
Noncurrent portion of:						
Long-term debt	200,728	192,517	8,211	4%	59%	58%
Service concession fees payable	13,323	12,749	574	5%	4%	4%
Provisions	2,336	1,630	706	43%	1%	0%
Due to related parties	519	519	-	0%	0%	0%
Consumer financing liabilities	1	-	1	-	0%	0%
Deferred tax liabilities – net	3,340	3,412	(72)	(2%)	1%	1%
Accrued retirement costs	835	764	71	9%	0%	0%
Other noncurrent liabilities	177	223	(46)	(21%)	0%	0%
Total Noncurrent Liabilities	221,259	211,814	9,445	4%	65%	63%
Total Liabilities	**263,891**	**259,522**	**4,369**	**2%**	**78%**	**78%**

(Forward)

(Amounts in ₱ Millions)	June 30 2026 (Unaudited)	December 31 2025 (Audited)	Horizontal Analyses Increase (Decrease) Amount	%	Vertical Analyses 2026	2025
Equity						
Capital stock	6,779	6,779	-	0%	2%	2%
Additional paid-in capital	32,730	32,730	-	0%	10%	10%
Deposits for future stock subscription	1	1	-	0%	0%	0%
Equity adjustment on reverse acquisition	(581)	(581)	-	0%	0%	0%
Retained earnings	28,644	26,736	1,908	7%	8%	8%
Treasury shares	(137)	(137)	-	0%	0%	0%
Other comprehensive income reserve	(503)	934	(1,437)	(154%)	0%	0%
Other reserves	(5,068)	(5,068)	-	0%	(1%)	(2%)
Total equity attributable to equity holders of the Parent Company	**61,865**	**61,394**	**471**	**1%**	**18%**	**18%**
Non-controlling interests	13,937	13,680	257	2%	4%	4%
Total Equity	**75,802**	**75,074**	**728**	**1%**	**22%**	**22%**
TOTAL LIABILITIES AND EQUITY	**339,693**	**334,596**	**5,097**	**2%**	**100%**	**100%**

Total assets slightly grew by ₱5.1 billion (2%) as of June 30, 2026 mainly from the increase in service concession assets by ₱7.0 billion (3%) partially offset by the decline in investments in associates and a joint venture by ₱2.4 billion (4%).

Noncurrent assets increased by ₱4.9 billion (2%) and this is mainly attributable to service concession assets and investments in associates and a joint venture. The increase in service concession assets by ₱7.0 billion (3%) was mainly due to additions from ongoing toll road construction projects on Cavitex (C5 South Link Segment 3B and CC Link) and CALAX (Subsections 1 to 3) in which Cavitex C5 South Link Segment 3B and CALAX Subsection 3 were opened to public on March 30, 2026 and May 4, 2026, respectively, partially offset by amortization during the six-month period ended June 30, 2026 amounting to ₱586 million. The decline in investments in associates and a joint venture was mainly attributable to the: (a) cumulative translation adjustment impact from the decline of IDR foreign exchange of the investments in Indonesia (₱2.1 billion); (b) dividends declared by the associates (Vietnam: CII B&R, and Indonesia: JLB and JTT) totaling ₱1.7 billion; and partially offset by: (c) the share in the net results for the six-month period June 30, 2026 totaling ₱1.1 billion; and (d) additional investment in CII B&R of ₱194 million to retain the Group's equity interest of 44.9% in CII B&R.

Total liabilities slightly increased by ₱4.4 billion (2%) mainly from increases in: (a) loans (short-term and long-term loans) by ₱2.0 billion mainly from loan availments, net of principal repayments, during the six-month period ended June 30, 2026; and (b) accounts payable and other current liabilities by ₱1.4 billion mainly from accrued expenses, interest payable and retention payable totaling ₱2.6 billion which was partially offset by the decline in trade payables of ₱0.8 billion and withholding taxes by ₱0.3 million.

Current liabilities decreased by ₱5.1 billion (11%) mainly from decline in short-term loans by ₱3.6 billion (30%) and current portion of long-term debt by ₱2.6 billion (21%) which was partially offset by the increase in accounts payable and other current liabilities by ₱1.4 billion (9%) (discussed above).

Short-term loans significantly decreased by ₱3.6 billion (30%) mainly due to the Parent Company's conversion of ₱3.6 billion loan to long-term loan upon its maturity in January 2026 with a new maturity in January 2036. The existing loan was previously used for the privatization of PT Nusantara.

The long-term debt (current and noncurrent) increased by ₱5.6 billion (3%) mainly from: (a) Parent Company's conversion of short-term loan of ₱3.6 billion to long-term loan; (b) MPCALA's drawdown of ₱2.8 billion in March 2026 from existing facility; and (c) CIC's refinancing of its existing loan in June 2026 with outstanding principal balance of ₱8.2 billion maturing in March 2028 to ₱13.0 billion maturing in March 2036.

Noncurrent liabilities significantly increased by ₱9.4 billion (4%) mainly from increases in: (a) noncurrent portion of long-term loans by ₱8.2 billion (4%); (b) provisions by ₱0.7 billion (43%) mainly from heavy maintenance and employee benefits; and (c) service concession fees payable by ₱0.6 billion (5%).

The provisions (current and noncurrent) increased by ₱0.6 billion (24%) mainly from increases in provision for heavy maintenance program for the toll road operations and employee benefits.

The increase in service concession fees payable (current and noncurrent) by ₱0.6 billion (3%) solely pertains to interest accretion based on the present value recognition of the outstanding concession fees of MPCALA and NLEX Corp. as payable to DPWH.

The retained earnings accumulated a net increase of ₱1.9 billion (7%) during the six-month period ended June 30, 2026 as a result of the net income attributable to equity holders of MPTC amounting to ₱3.7 billion partially offset by dividends declared in March 2026 amounting to ₱1.8 billion.

The significant decrease in other comprehensive income reserve by ₱1.4 billion (154%) mainly pertains to the cumulative translation adjustments relating to the decline in IDR to PHP which is a combination of the impact of the IDR to USD and USD to PHP foreign currency exchange rates.

III. Consolidated Statements of Cash Flows

For the six-month periods ended June 30, 2026 and 2025

(Amounts in ₱, Millions)	Six-Month Periods Ended June 30 2026 (Unaudited)	2025 (Audited)
Net cash flows from operating activities	11,730	8,238
Net cash flows used in investing activities	(5,392)	(5,829)
Net cash flows provided by (used in) financing activities	(4,858)	2,051
Net increase in cash and cash equivalents	**1,480**	**4,460**
Effect of exchange rate changes on cash and cash equivalents	**(80)**	**1,111**
Cash and cash equivalents at beginning of the period	**13,133**	**9,530**
Cash and cash equivalents at end of the period	**14,533**	**15,101**

Cash and cash equivalents as of June 30, 2026 amounted to ₱14.5 billion with an 11% increase from December 31, 2025.

The net cash flows from operating activities were both positive for the six-month periods ended June 30, 2026 and 2025 as attributable to higher revenues and EBITDA.

The notable components of the cash flows from investing activities are as follows:

Investing Activities *(Amounts in ₱ Millions)*	Six-Month Periods Ended June 30 2026 (Unaudited)	 2025 (Audited)
Acquisitions of financial assets at FVTPL	(5,212)	(3,281)
Additions to service concession assets	(8,258)	(6,974)
Proceeds from sale or maturity of financial assets at FVTPL	6,388	3,928
Dividends received	1,717	51

Refer to the discussion above (under consolidated financial position) as to the projects that contributed to the increase in service concession assets.

Dividends received for the six-month period ended June 30, 2026 were mainly from MPTC Group's equity-accounted investments (JLB and JTT).

The net cash flows used in financing activities were mainly driven by the movements in the short-term and long-term debts as well as the corresponding interest and financing costs.

Below are the key movements under financing activities:

Financing Activities *(Amounts in ₱ Millions)*	Six-Month Periods Ended June 30 2026 (Unaudited)	 2025 (Audited)
Proceeds from long-term debts and short-term loans	19,434	23,817
Payments of:		
Long-term debts and short-term loans	(16,166)	(5,581)
Interest on long-term debts and short-term loans	(4,951)	(6,329)
Dividends to stockholders	(1,798)	(984)
Dividends to non-controlling stockholders	(1,082)	(1,104)
Debt issue costs	(267)	(121)
Acquisitions of non-controlling interest	-	(7,623)

IV. Key Performance Indicators

Shown below is the summary of relevant financial ratios of the Group.

(Amounts in ₱ Millions and based on the consolidated financial statements)

KPI / Ratio	Formula	June 30 2026 (Unaudited)	December 31 2025 (Audited)
Liquidity			
Current Ratio	Current Assets	34,996	34,831
	Divided by: Current Liabilities	42,632	47,708
	Current Ratio	**0.82**	**0.73**

(Forward)

KPI / Ratio	Formula	June 30 2026 (Unaudited)	December 31 2025 (Audited)
Solvency			
Debt to Equity Ratio	Total Debt[(a)]	219,079	217,075
	Divided by: Stockholders' Equity	75,802	75,074
	DE Ratio	**2.89**	**2.89**
Profitability			
Return on Equity	Net Income[(b)]	10,120	8,893
	Divided by: Stockholders' Equity	75,802	75,074
	Return on Equity	**13.35%**	**11.85%**
Return on Assets	Net Income[(b)]	10,120	8,893
	Divided by: Total Assets	339,693	334,596
	Return on Assets	**2.98%**	**2.66%**
EBITDA Margin	EBITDA	14,866	13,986[(c)]
	Divided by: Total Revenues	20,530	19,062[(c)]
	EBITDA Margin	**72.41%**	**73.37%**
Net Income Margin	Net Income	5,060	4,929[(c)]
	Divided by: Total Revenues	20,530	19,062[(c)]
	Net Income Margin	**24.65%**	**25.86%**

(a) Debt means, for purposes of computing the Debt-to-Equity Ratio, the amount of all outstanding obligations for borrowed money from any bank or financial institution and amounts outstanding under any issue of bonds, notes, or similar instruments by the Issuer, which are booked as liabilities in the financial statements
(b) 2026: Annualized based on the six-month period ended June 30, 2026
(c) 2025: Based on June 30, 2025 audited interim consolidated financial statements

V. Off-Balance Sheet Arrangements

The MPTC Group has no material off-balance sheets transactions or arrangements.

VI. Other Matters

1. There were no known trends, demands, commitments, events or uncertainties that will have a material impact on the liquidity of the MPTC Group.
2. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a favorable or unfavorable impact on toll and non-toll revenues or income from continuing operation.
3. The effects of seasonality or cyclicality on the operations of the business of the MPTC Group are not material.
4. There are no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows, except those stated in Management's Discussion and Analysis of Financial Position and Financial Performance.

5. There were no material changes in estimates of amounts reported in prior financial years.
6. There were no known events that will trigger direct or contingent financial obligation that is material to the MPTC Group, including any default or acceleration of an obligation and there were no changes in contingent liabilities and contingent assets since the last annual reporting date.
7. There was no material off-statements of financial position transactions, arrangements, obligations (including contingent obligations), and other relationship of the MPTC Group with unconsolidated entities or other persons created during the reporting period.
8. The MPTC Group's material commitments for capital expenditure projects have been approved for the current period and are still ongoing as of June 30, 2026. These consist of the ongoing projects discussed under Item 2 (II. Consolidated Financial Position as of June 30, 2026 and December 31, 2025). It also includes enhancement and preventive maintenance to ensure that the road assets, systems and equipment are properly maintained and functioning effectively. These projects are funded or continue to be funded via combination of debt and internally-generated funds.

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.

	Disclosure	Date
1.	Implementation of the toll rate adjustment of its subsidiary, NLEX Corporation, as approved by the Toll Regulatory Board	January 18, 2026
2.	Execution of a term loan facility agreement with Bank of the Philippine Islands for a 10-year fixed-rate term in the aggregate amount of up to Three Billion Six Hundred Million Pesos	January 20, 2026
3.	Declaration of cash dividends	March 9, 2026
4.	Implementation of the Kaagapay sa Biyahe (KaBiyahe) toll rebate program within NLEX	March 20, 2026
5.	Extension of the KaBiyahe toll rebate program to SCTEX and CAVITEX	March 21, 2026
6.	Implementation by NLEX Corporation and Cavitex Infrastructure Corporation of temporary full toll rebate for trucks and cargo vehicles carrying agricultural products and goods	April 17, 2026
7.	Appointment of Atty. Jan David I. Garcia as Corporate Secretary of MPTC to serve the unexpired term of Atty. Alex Erlito S. Fider. Atty. Fider will continue to be a director of MPTC	April 22, 2026
8.	Setting the date of the 2026 Annual Stockholders' Meeting of MPTC on October 28, 2026 with a record date of October 8, 2026	April 22, 2026
9.	Approval by the Toll Regulatory Board for Cavitex Infrastructure Corporation to start toll collection for the final segment of the CAVITEX C5 Link starting May 5, 2026	April 30, 2026
10.	Clarification on news article on MPTC and SMC merger	June 16, 2026
11.	MPTC declaration of cash dividends	July 28, 2026

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 Pasig on August 14, 2026.

By:



Marisa V. Conde
Officer-in-Charge
Chief Finance Officer and Treasurer

SCHEDULE 4
MINUTES OF THE ANNUAL SHAREHOLDERS' MEETING
DATED 26 SEPTEMBER 2025

MINUTES OF THE ANNUAL MEETING
OF THE SHAREHOLDERS OF

METRO PACIFIC TOLLWAYS CORPORATION

Held by Remote Communication

On 26 September 2025

SHAREHOLDERS PRESENT/REPRESENTED

Total Number of Shares Present or Represented in Person or By Proxy	22,506,685
Percentage of the Total Shares Present or Represented in Person or By Proxy	99.90%
Total Number of Issued and Outstanding Shares	22,506,685

PROCEEDINGS

PROCEDURAL MATTERS

Call to Order

The President and Chief Executive Officer, Mr. Gilbert Gabriel F. Santa Maria, acted as the Chairman of the Meeting (**Chairman**) called the meeting to order and presided over the same. The Corporate Secretary, Mr. Alex Erlito S. Fider, recorded the minutes of the meeting.

Certification of Notice and Quorum

At the request of the Chairman, the Corporate Secretary certified that notices of this meeting were sent to the Shareholders of the Company, all in accordance with the requirements of the Securities and Exchange Commission. In this meeting, Shareholders owning a total of 22,506,685 common shares representing 99.90% of the total issued and outstanding voting stock of the Company were present or represented, and there was therefore a quorum at this meeting.

The Corporate Secretary explained that this meeting was being conducted through remote communication pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, and proceeded to discuss the rules and procedures for the conduct of this meeting.

Approval of Minutes of the Last Shareholders' Meetings

The Chairman announced that the next item on the agenda was the approval of the minutes of the last Annual Meeting of the Shareholders of the Company held on 27 December 2024. The link to access the minutes of said meetings was provided to the Shareholders prior to this meeting together with the notice thereof.

At the request of the Chairman, the Corporate Secretary reported that Shareholders owning 22,506,685 common shares representing 99.90% of the total issued and outstanding voting stock of the Company have voted in favor of the approval of this corporate action.

Accordingly, the Chairman declared the approval of the minutes of the last Annual Meeting of the Shareholders of the Company held on 27 December 2024.

The breakdown of the votes cast on this matter was as follows:

Votes in Favor:	22,506,685 common shares (representing 100% of the total votes represented in this meeting)
Votes Against:	0
Abstentions:	0

APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

The Chairman noted that the next item in the Agenda was the approval of the Audited Financial Statements of the Company as of and for the year ended 31 December 2024. A copy of the latest Audited Financial Statements of the Company was provided to the Shareholders in attendance.

At the request of the Chairman, the Corporate Secretary reported that Shareholders owning 22,506,685 common shares representing 99.90% of the total issued and outstanding voting stock of the Company have voted in favor of the approval of this corporate action.

Accordingly, the Chairman declared the approval of the Audited Financial Statements of the Company as of and for the year ended 31 December 2024.

The breakdown of the votes cast on this matter was as follows:

Votes in Favor:	22,506,685 common shares (representing 100% of the total votes represented in this meeting)
Votes Against:	0
Abstentions:	0

RATIFICATION OF THE ACTS OF THE BOARD AND OF MANAGEMENT SINCE THE LAST ANNUAL SHAREHOLDERS' MEETING

The next item in the agenda was the ratification of the acts of the Board of Directors and Management of the Company since the last Annual Shareholders' Meeting on 27 December 2024 to present date, as set forth in the minutes of the meetings of the Board of Directors held during the same period, which were available for examination by Shareholders during office hours at the office of the Corporate Secretary. The acts of Management being submitted for ratification were acts taken to implement the resolutions of the Board, or taken in the regular course of business of the Company.

At the request of the Chairman, the Corporate Secretary reported that Shareholders owning 22,506,685 common shares representing 99.90% of the total issued and outstanding voting stock of the Company have voted in favor of the approval of this corporate action.

Accordingly, the Chairman declared the approval and ratification of the acts of the Board of Directors and Management of the Company since the last Annual Shareholders' Meeting held on 27 December 2024 to present date.

The breakdown of the votes cast on this matter was as follows:

Votes in Favor:	22,506,685 common shares (representing 100% of the total votes represented in this meeting)
Votes Against:	0

Abstentions:	0

ELECTION OF DIRECTORS

The Chairman then stated that the next item in the agenda was the election by the Shareholders of the members of the Board of Directors of the Company. He then requested the Corporate Secretary to read the names of the persons duly nominated as Directors. Mr. Fider stated that the following were duly nominated as Directors of the Company:

Mr. Manuel V. Pangilinan
Mr. Gilbert Gabriel F. Santa Maria
Mr. Jose Ma. K. Lim
Ms. June Cheryl A. Cabal-Revilla
Mr. Brian Matthew P. Cu
Mr. Victorico P. Vargas
Mr. Alex Erlito S. Fider
Mr. Yoshitoshi Iwami
Ms. Marisa V. Conde
Mr. Artemio V. Panganiban
Ms. Arlyn S. Villanueva

The Corporate Secretary identified Mr. Panganiban and Ms. Villanueva as Independent Directors. He added that the Nominations Committee of the Board has evaluated the nomination of these individuals and confirmed that they possess all the qualifications and have none of the disqualifications to be elected as Directors of the Company, and that Mr. Panganiban and Ms. Villanueva meet all the requirements for election as Independent Directors of the Company under the Securities Regulation Code and its Implementing Rules and Regulations.

The Corporate Secretary then stated that considering that there were only eleven (11) nominees for thirteen (13) board seats, and each nominee received votes, then each of the nominees has received sufficient votes for election to the Board.

Accordingly, the Chairman declared the eleven (11) nominees named by the Corporate Secretary elected as Directors of the Company for the year 2025, and until their successors have been duly elected and qualified.

The Corporate Secretary then noted that as only eleven (11) Directors were duly elected, two (2) of the thirteen (13) Board seats shall remain vacant until the same were filled in by the Shareholders of the Corporation through election or appointment.

The number of votes cast in favor of each Director was as follows:

Nominees	Votes In Favor	Votes Against	Abstentions
Mr. Manuel V. Pangilinan	22,506,685	0	0
Mr. Gilbert Gabriel F. Santa Maria	22,506,685	0	0
Mr. Jose Ma. K. Lim	22,506,685	0	0
Ms. June Cheryl A. Cabal-Revilla	22,506,685	0	0
Mr. Brian Matthew P. Cu	22,506,685	0	0
Mr. Victorico P. Vargas	22,506,685	0	0
Mr. Alex Erlito S. Fider	22,506,685	0	0
Mr. Yoshitoshi Iwami	22,506,685	0	0
Ms. Marisa V. Conde	22,506,685	0	0
Mr. Artemio V. Panganiban	22,506,685	0	0

Nominees	Votes In Favor	Votes Against	Abstentions
Ms. Arlyn S. Villanueva	22,506,685	0	0

APPOINTMENT OF EXTERNAL AUDITOR

The Chairman proceeded to the next item in the agenda which was the appointment of the external auditor of the Company. The Corporate Secretary stated that the Audit Committee of the Board recommended the re-appointment of SyCip Gorres Velayo & Co. as external auditors of the Company for the year 2025.

At the request of the Chairman, the Corporate Secretary reported that Shareholders owning 22,506,685 common shares representing 99.90% of the total issued and outstanding voting stock of the Company have voted in favor of the approval of this corporate action.

Accordingly, the Chairman declared the approval of the re-appointment of SyCip Gorres Velayo & Co. as external auditors of the Company.

The breakdown of the votes cast on this matter was as follows:

Votes in Favor:	22,506,685 common shares (representing 100% of the total votes represented in this meeting)
Votes Against:	0
Abstentions:	0

OTHER MATTERS

The Chairman then asked if there were other matters to be taken up. The moderator, Atty. Maria Angelica Torio, said that there were no questions from the Shareholders of the Company.

ADJOURNMENT

There being no other matters to discuss, the meeting was on motion made and duly seconded, adjourned.

- SIGNATURE PAGE FOLLOWS -

CERTIFIED CORRECT:

[redacted]

ALEX ERLITO S. FIDER
Corporate Secretary

ATTESTED BY:

[redacted]

GILBERT GABRIEL F. SANTA MARIA
Chairman of the Meeting / President and CEO

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ARLYN S. VILLANUEVA,** Filipino, of legal age, and a resident of 2 Myma Drive, Villa Gloria Subdivision, Angeles City after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of Metro Pacific Tollways Corporation. (the "**Corporation**") and have been its independent director since 2009.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
NLEX Corporation	Independent Director	2014 - Present
Roxas Holdings, Inc.	Independent Director	2019 - Present
Sicangco Menor Villanueva & Co., CPAs	Managing Partner	2014 - Present
Institute of Corporate Directors	Member (Fellow)	2014 - Present
Philippine Institute of Certified Public Accountants	Member	1978 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other issuances of the Securities and Exchange Commission ("**SEC**").

4. I am not related to any director, officer, or substantial shareholder of the Corporation and its subsidiaries and affiliates other than the relationship provided under Rule 38.2 of the Securities Regulation Code.

5. To the best of my knowledge, I am not subject of any pending criminal or administrative investigation or proceeding.

6. I am neither in government service nor affiliated with any government agency or Government-Owned and Controlled Corporation

7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

-- SIGNATURE PAGE FOLLOWS --

IN WITNESS WHEREOF, I have hereunto affixed my signature this SEP 17 2026 at MAKATI CITY.

[redacted]

ARLYN S. VILLANUEVA
Affiant

SUBSCRIBED AND SWORN TO before me this SEP 17 2026 in MAKATI CITY, affiant exhibited to me her [redacted] issued on 17 DEC 2021 by DFA ANGELES.

Doc. No. 355;
Page No. 72;
Book No. I;
Series of 2026.

[redacted]

MARIA ANGELA AMELIA A. FIDER
Appointment No. M-441
Notary Public for Makati City
Until December 31, 2027
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 93034
PTR No. 10766624/Makati City/01-02-2026
IBP No. 536200/PPLM/12-23-2025
Admitted to the bar in 2025

Annex A-2

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **MARK DENNIS Y.C. JOVEN,** Filipino, of legal age, and a resident of 569 Juan Luna Street, Binondo, Manila after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of Metro Pacific Tollways Corporation (the "**Corporation**").

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Security Bank Corporation	Independent Director	April 2026 to present
Security Bank Capital Investment Corporation	Independent Director	April 2026 to present
Palawan Pawnshop, Inc.	Independent Director	March 2026 to present
Eight Under Par (Pawnshop Operator), Inc.	Independent Director	March 2026 to present
Paragua Pawnshop and Financial Services Inc.	Independent Director	March 2026 to present
VG Star Pawnshop and Jewelry Corporation	Independent Director	March 2026 to present
PPS-PEPP Money Shop Services Corporation	Independent Director	March 2026 to present
PPS-PEPP Financial Services Corporation	Independent Director	March 2026 to present
Ryse, Inc. (a subsidiary of Mynt, Inc.)	Independent Director	December 2025 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other issuances of the Securities and Exchange Commission ("**SEC**").

4. I am not related to any director, officer, or substantial shareholder of the Corporation and its subsidiaries and affiliates other than the relationship provided under Rule 38.2 of the Securities Regulation Code.

5. To the best of my knowledge, I am not subject of any pending criminal or administrative investigation or proceeding.

6. I am neither in government service nor affiliated with any government agency or Government-Owned and Controlled Corporation

7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

-- SIGNATURE PAGE FOLLOWS --

IN WITNESS WHEREOF, I have hereunto affixed my signature this OCT 19 2026 at MAKATI CITY.

[redacted]

MARK DENNIS Y.C. JOVEN
Affiant

SUBSCRIBED AND SWORN TO before me this OCT 19 2026 in MAKATI CITY, affiant exhibited to me his [redacted] issued on 08 June 2021 by DFA Manila.

MARIA AN[redacted]AMELIA A. FIDER
Appointment No. M-441
Notary Public for Makati City
Until December 31, 2027
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 93034
PTR No. 10766624/Makati City/01-02-2026
IBP No. 536200/PPLM/12-23-2025
Admitted to the bar in 2025

Doc. No. 76;
Page No. 16;
Book No. II;
Series of 2026.

Annex A-3

REPUBLIC OF THE PHILIPPINES)
MANILA CITY, METRO MANILA) S.S.

SECRETARY'S CERTIFICATE

I, **JAN DAVID I. GARCIA,** of legal age, Filipino, and with office address at the 5th Floor, Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City, being duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Secretary of **METRO PACIFIC TOLLWAYS CORPORATION** (the "**Corporation**"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at 5th Floor Rockwell Business Center Tower 1, Ortigas Avenue, Pasig City, Philippines.

2. Based on the respective representations and certifications of the directors and officers of the Corporation, as well as the records of the Corporation presently in my custody, none of the directors or officers of the Corporation holds any employee or officer position in any capacity in any government agency or instrumentality.

- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, I have hereunto affixed my signature and seal on OCT 19 2026 at Makati City, Metro Manila, Philippines.

[redacted]

JAN DAVID I. GARCIA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this OCT 19 2026 at Makati City, affiant exhibited to me his [redacted] issued on 24 February 2022 by the DFA Manila.

Doc. No. 18;
Page No. 5;
Book No. II;
Series of 2026..

[redacted]

MARIA ANGELA AMELIA A. FIDER
Appointment No. M-441
Notary Public for Makati City
Until December 31, 2027
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 95034
PTR No. 10766624/Makati City/01-02-2026
IBP No. 536200/PPLM/12-23-2025
Admitted to the bar in 2025

Annex B-1

Board, Committees, and selected Officers' Assessment

Contents:

Item 1: Board Self-Assessment

Item 2: Board Committee Performance Assessment

Item 3: Board Evaluation of President and CEO's Performance

MPTC BOARD, COMMITTEES, AND SELECTED OFFICERS' PERFORMANCE ASSESSMENT (PERFORMANCE YEAR: 2025)

To our Dear Directors:

The conduct of an Annual Board Performance Assessment is recognized as a best practice in corporate governance and would be beneficial for MPTC to adopt this initiative.

The performance assessment is also in compliance with the SEC's Revised Code of Corporate Governance and our Company's Revised Manual on Corporate Governance as approved by the MPTC Board.

We thus seek your help in assessing the performance of the Board, the Committees, and the Chief Audit Executive for the period January 1 to December 31, 2025.

Please take note that the Board of Directors shall accomplish the different assessment forms as indicated below:

FORM	DESCRIPTION	TO BE ACCOMPLISHED BY:
Board Self - Assessment	Evaluation of the following: a. Board Structure b. Board Responsibilities c. Board Processes d. Individual Board Members e. Management Relationship	**All Directors**
General Board Committees' Performance Assessment	A review of the performance of the following committees: a. Audit b. Governance and Risk	**All Directors**
Board Committee Members' Self-Assessment		**Board Committee Members**
Evaluation of President and CEO's Performance	Evaluation of the President and CEO's performance in terms of the following: a. Leadership and Administration Skills b. Board Relations c. Social Responsibility and Public Relations	**All Directors**
Evaluation of CAE's Performance	Evaluation of the Chief Audit Executive's performance	**Audit Committee Members**

Kindly accomplish the Board, Committees, and selected Officers' Performance Assessment Forms and submit the same on or before **May 29, 2026** to the Governance and Risk Committee of MPTC through the CG Office.

You may get in touch with Atty. Cynthia G. Casino, Chief Governance and Risk Officer (cgcasino@mptc.com.ph) for related inquiries. Thank you for your continued support to the corporate governance initiatives of MPTC.

ARTEMIO V. PANGANIBAN
Chairman, Governance and Risk Committee

BOARD OF DIRECTORS SELF-ASSESSMENT QUESTIONNAIRE

Period Covered: Year 2025

Assessment Objective

This questionnaire is intended to evaluate and elevate the performance of the Board as a whole, during the previous year. The questionnaire shall also serve as a self-evaluation of the performance of the individual directors during the covered period.

Criteria and Process

Evaluate the performance of the Board based on the following criteria: Board Structure, Board Responsibilities, Board Processes, Individual Board Members, and Management Relationship.

Indicate the rating by checking (✓) the appropriate box that best reflects your answer for each statement below.

Please go over each statement carefully and answer using the following scale:

Scale	Category
1	Not at all Satisfied; (NS)
2	Slightly Satisfied; Needs Improvement (SS)
3	Satisfied, Meets Requirements (S)
4	More Satisfied; Exceeds Requirements (MS)
5	Very Satisfied; Outstanding (VS)

For items rated with 1 or 2, please indicate your reason on the space provided for comments and suggestions so it can be addressed.

Thank you.

Reference: View the following documents using the link or QR code. Link: **https://tinyurl.com/MPTCBoardAssessment** List of BOD and Attendance Board Committee Charters Revised CG Manual Code of Business Conduct and Ethics	

BOARD STRUCTURE	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
1. The Board has a proper mix of directors with the appropriate skills, knowledge, and experience to enable them to effectively participate in Board deliberations.						
2. The Board has a process of selection that ensures an optimum mix of directors and officers who can perform competently and professionally and add value to the Company.						
3. The powers, roles, responsibilities and accountabilities between the Board and management are clearly defined, segregated, and understood.						
4. The Board has the necessary committees in place to assist the Board in the performance of its duties and responsibilities.						
5. The Composition of the Board complies with the requirements under the Company's Articles of Incorporation ("Articles"), Revised Manual on Corporate Governance ("Revised CG Manual"), and applicable laws and rules.						

BOARD RESPONSIBILITIES	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
1. The Board oversees the Company's operations to ensure that the same is in accordance with the highest ethical standards and in harmony with applicable laws, regulations and policies.						
2. The Board is vigilant with the management of enterprise-wide risks and ensures that the functionality and effectiveness of its ERM system as mandated in the Governance, Risk, and Sustainability Charter are fulfilled.						
3. The Board determines and periodically reviews the Company's values and purpose, vision, mission and strategic objectives, plans and policies that guide and direct the activities of the Company, and the means to attain the same.						
4. The Board exercises corporate powers in accordance with the principles of sound corporate governance.						
5. The Board sets sound strategic objectives and business plans aimed at sustaining and securing the Company's long-term viability and success.						
6. The Board responsibly and regularly monitors and approves the Company's financial statements including income statement, balance sheet and cash flows.						
7. The Board ensures that financial statements filed with regulatory authorities and released to the public represent an accurate, fair and true picture of the company's financial standing.						

BOARD RESPONSIBILITIES	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
8. The Board adopts appropriate decision-making processes, which processes include ensuring that the decisions made are clearly documented and consistent with approved objectives, strategies and policies.						
9. The Board approves objectives and policies for the Company's social, community and environmental performance.						

BOARD PROCESSES	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
1. Each member of the Board is given, in a timely manner, complete and relevant information and background materials for each item in the agenda to be discussed in every meeting.						
2. Board Members are adequately informed of the agenda and well prepared to discuss the issues.						
3. Attendance at board and committee meetings is 75% or more on a regular basis.						
4. Board and Committee agendas are practical and realistic in terms of breadth and scope of topics to be discussed given the time available and are effectively managed in accordance with the relative importance of each topic for consideration.						
5. Board meetings are conducted in a manner that ensures open and truthful communication, meaningful participation and timely resolution of issues.						
6. Each committee renders valuable aid in accordance with their particular area of expertise.						

INDIVIDUAL BOARD MEMBERS	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
1. As a member of the Board, I understand the vision, mission, values and strategies of the Company.						
2. As a member of the Board, I am aware of the function and role that I need to play as a Board member.						
3. As a member of the Board, I am aware and fully comprehend the scope, power, and authority of the Company and the Board as prescribed in the Articles of Incorporation, by-laws, the Revised Manual on Corporate Governance, the Code of Business Conduct and Ethics, and the legislative franchise of the Company, and the existing laws, rules, and regulations.						
4. As a member of the Board, I consciously and deliberately avoid engaging in any transaction or situation where a potential conflict of interests with the Company exists and if such a potential conflict appears, I immediately disclose the situation to the rest of the Board.						
5. As a member of the Board, I regularly and actively participate in discussions with independence and objectivity and an open mind for differing opinions of other members.						
6. I actively challenge the opinions of others in the course of discussion and issue resolution but I completely support the decisions of the Board once they are made even if I do not fully agree with the decision.						
7. I keep myself abreast with the key developments in the Company's industry, sector, and environment and continues to enhance and update my knowledge on Corporate Governance.						
8. I am aware of the key issues and challenges facing the Company today and in the future.						

MANAGEMENT RELATIONSHIP	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
1. There is a clear understanding of where the role of the Board ends and where that of the CEO/management begins.						
2. The Board consistently challenges the CEO/management in order to understand and attend to the businesses better and to drive improvements in the Company's performance.						
3. The Board has established appropriate and clear threshold limit and boundaries for Board or committee involvement in major business policies or decisions.						
4. The Board ensures that an appropriate system of incentives is in place which sets down guidelines on how to distinguish and reward performers from non-performers.						
5. The Board conducts a review of the CEO's performance and ensures that the performance objectives of the management are attuned to and in furtherance of the stated and agreed corporate goals.						

BOARD'S GENERAL PERFORMANCE EVALUATION		
Using the following definitions of levels of performance, please check the appropriate box level that corresponds to your perception or evaluation of the Board's general performance.		(✓)
Excellent	Performance is clearly outstanding and superior – it far exceeds standards or expectation.	
Good	Performance generally meets or exceeds standards or expectations.	
Satisfactory	Performance is adequate.	
Needs Improvement	Fails to meet expectations.	
Please use this space for any other comments or matters you wish to convey:		

Name of Assessor:	
Signature:	
Date:	

GENERAL BOARD COMMITTEES' PERFORMANCE ASSESSMENT

Period Covered: Year 2025

Assessment Objective

The MPTC Board of Directors has organized Board Committees to assist in the performance of its duties and responsibilities and in ensuring compliance with the principles of good corporate governance.

This questionnaire is intended for the members of the Board to assess the performance of the different Board Committees during the previous year and determine ways to enhance the Board Committee's future effectiveness.

Criteria and Process

Evaluate and indicate the rating by checking (✓) the appropriate box that best reflects your answer for each statement below.

Please go over each statement carefully and answer using the following scale:

Scale	Category
1	Not at all Satisfied; (NS)
2	Slightly Satisfied; Needs Improvement (SS)
3	Satisfied, Meets Requirements (S)
4	More Satisfied; Exceeds Requirements (MS)
5	Very Satisfied; Outstanding (VS)

For items rated with 1 or 2, please indicate your reason on the space provided for comments and suggestions so it can be addressed.

Thank you.

Reference:

View the following documents using the link or QR code.
Link: **https://tinyurl.com/MPTCBoardAssessment**

Board Committee Attendance
Board Committee Charters

AUDIT COMMITTEE
MEMBERS: (1) Arlyn Sicangco-Villanueva (Chairman, ID); (2) Artemio V. Panganiban (ID); (3) June Cheryl A. Cabal-Revilla (NED)

GOVERNANCE AND RISK COMMITTEE
MEMBERS: (1) Artemio V. Panganiban (Chairman, ID); (2) Arlyn Sicangco-Villanueva (ID); (3) June Cheryl A. Cabal-Revilla (NED)

OVERALL EFFECTIVENESS	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
AUDIT COMMITTEE						
GOVERNANCE AND RISK COMMITTEE (Corporate Governance, Risk, and Sustainability)						

STRUCTURE	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
The Board Committee/s have the right size and composition for their specific board functions.						
The types of committees are appropriate considering the size and needs of the Company.						
The members of the Board are properly assigned to the committees based on their expertise and strengths.						
What measures can be implemented to improve the Company's Board Committee/s' structure?						

RESPONSIBILITIES	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
The Board Committee/s regularly review and update their respective Committee Charters, and recommends appropriate changes or improvements to the Board, in compliance with governance rules, applicable laws, and best practices.						
The members of the Board Committee/s are aware of the mandate of their Committee/s and ensure faithful execution of their duties and responsibilities.						
The members of the Board Committee/s dedicate sufficient time and effort to review the meeting materials, governance best practices, and industry trends to enable them to provide relevant insights and inputs during meetings.						
What measures can be implemented to assist the Company's Board Committee/s to perform its duties and responsibilities?						

Are there other comments suggestions and/or matters that you wish to convey regarding the Board Committee/s?

Name of Assessor:	
Signature:	
Date:	

BOARD EVALUATION OF PRESIDENT/CEO'S PERFORMANCE

Period Covered: Year 2025

President and CEO: Mr. Gilbert Gabriel F. Santa Maria

**Note: Mr. Santa Maria was appointed as President and CEO on 01 September 2025. Accordingly, his performance assessment for Y2025 will cover only the period from September to December 2025.*

Assessment Objective

This questionnaire is intended for the members of the Board to evaluate the performance of the President/CEO during the previous year.

Criteria and Process

Evaluate and check (✓) the appropriate box corresponding to the rating that best signifies your evaluation of the Company's President/CEO's performance.

Please go over each statement carefully and answer using the following scale:

Scale	Category
1	Not at all Satisfied; (NS)
2	Slightly Satisfied; Needs Improvement (SS)
3	Satisfied, Meets Requirements (S)
4	More Satisfied; Exceeds Requirements (MS)
5	Very Satisfied; Outstanding (VS)

For items rated with 1 or 2, please indicate your reason on the space provided for comments and suggestions so it can be addressed.

Thank you.

LEADERSHIP AND ADMINISTRATION SKILLS	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
1. Functions as an effective leader who provides appropriate business direction to the Company and demonstrates high level of drive and energy.						
2. Supervises, directs, controls, and manages the business operations, affairs, and properties of the Company in a sound and prudent manner.						
3. Delegates effectively to members of the senior management team and other officers.						
4. Keen at analyzing business scenarios and determining possible problems thereby developing solutions that are realistic, effective, practical, and innovative.						
5. Consistently monitors the reliability and integrity of relevant financial and operational data, including the adequacy and effectiveness of the Company's financial reporting, governance, operations, information systems, and ensure that the operation of the Company is within budget and is in line with the vision and direction of the organization.						
6. Demonstrates commitment to the fundamental principles of good corporate governance.						
7. Communicates effectively and shows transparency in disclosing matters of importance to the stakeholders.						
8. Directs, manages, and effectively monitors and evaluates the strategies, plans, company programs and activities, policies, procedures, and personnel with the end view of meeting agreed upon targets and improving organizational structure and practices.						
9. Effectively monitors the key risks areas and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.						
10. Ensures the implementation of the compensation and succession plans and the professional development programs for employees.						

BOARD RELATIONS	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
1. Maintains an effective working relationship and works closely with the Chairman and the members of the Board in developing strategic direction and operational plans and manages corporate affairs in accordance with the strategic framework adopted by the Board and within the limits prescribed by the Company's by-laws.						
2. Helps the Board establish the Company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of Management's performance.						
3. Works with the Board in creating an optimal governance environment, recommends best practices in corporate governance to be implemented within the company.						
4. Ensures that all resolutions and directions of the Board are carried into effect						
5. Maintains an open communication with the Board and ensures that each member of the Board is provided with relevant, timely and accurate information on plans, performance, issues, developments, opportunities, including the management development plans and succession in all key positions, which would enable the Board to make appropriate decisions or directions, and fulfil its statutory and other obligations.						

SOCIAL RESPONSIBILITY, COMMUNICATION, AND PUBLIC RELATIONS	1 NS	2 SS	3 S	4 MS	5 VS	Reason and Suggested Improvements
1. Ensure that a cordial relationship with members of the media is developed and maintained in order that appropriate and updated information regarding the company's operation and future corporate plans are provided.						
2. Develops programs for the promotion of a positive image of the corporation.						
3. Exercises oversight responsibility over the investor relations program that keep the stakeholders informed of the important developments in the company.						
4. Represents the company in community activities. And continually develops and adopts corporate projects and policies that have positive impact to the environment and the community.						
5. Informs and solicits active involvement and participation by the Board in activities promoting corporate social responsibility.						
6. Maintains good rapport, and ensures open communication links, with its investors, customers, suppliers, contractors, competitors, regulators and other agencies of the government, and with the local community.						
7. Ensures that information disclosed to the public is precise and accurate and will not in any way mislead those relying on the information given.						

PRESIDENT/CEO'S GENERAL PERFORMANCE EVALUATION		
Using the following definitions of levels of performance, please check the appropriate box level that corresponds to your perception or evaluation of the President/CEO's general performance.		**(✓)**
Excellent	Performance is clearly outstanding and superior – it far exceeds standards or expectation.	
Good	Performance generally meets or exceeds standards or expectations.	
Satisfactory	Performance is adequate.	
Needs Improvement	Fails to meet expectations.	
Please use this section to express any other comment or matter related to the President/CEO's performance:		

Name of Assessor:	
Signature:	
Date:	

METRO PACIFIC TOLLWAYS CORPORATION

BOARD, BOARD COMMITTEES, AND SELECTED OFFICERS' PERFORMANCE ASSESSMENT POLICY

Section 1. Purpose

In line with corporate governance best practices, and in accordance with Board of Directors' ("Board") key mandate, Metro Pacific Tollways Corporation ("Company") hereby formalizes the herein Board, Board Committees, and selected Officers' Performance Assessment Policy and the attached assessment forms.

With an aim to maintain an energized, proactive and effective Board, the objective of this Policy is to enable the Board to periodically identify overall strengths and specific areas for improvements based on results of assessment, and to obtain important feedback and views from the members of the Board which will collectively form part of Company's overall strategy, performance and/or future directions or endeavors.

The performance assessment is in compliance with the applicable provisions of the SEC's Revised Code of Corporate Governance and the Company's Revised Manual on Corporate Governance as approved by the MPTC Board on February 11, 2021. The assessment forms were approved by the Board on July 27, 2021.

Section 2. Policy Statement

The Performance Assessment process aims to ensure individual directors and the Board as a whole work efficiently and effectively in achieving their functions. This policy aims at establishing a procedure for conducting periodical evaluation of its own performance and of its committees, individual directors, and selected officers. Hence, it is important that every individual director effectively contributes in Board deliberations.

Directors will be requested to accomplish the different assessment forms as follows:

FORM	DESCRIPTION	TO BE ACCOMPLISHED BY:
Board Self - Assessment	Evaluation of the following: a. Board Structure b. Board Responsibilities c. Board Processes d. Individual Board Member's Self-Assessment e. Management Relationship f. Board's General Performance Evaluation	**All Directors**

FORM	DESCRIPTION	TO BE ACCOMPLISHED BY:
Board Assessment of Committees	A review of the performance of the following committees: a. Audit Committee b. Compensation and Remuneration Committee c. Nomination Committee d. Governance and Risk Committee	**All Directors**
Evaluation of President and CEO's Performance	Evaluation of the President and CEO's performance in terms of the following: a. Leadership and Administration Skills b. Board Relations c. Social Responsibility, Communication, and Public Relations	**All Directors**
Evaluation of CAE's Performance	Evaluation of the Chief Audit Executive's performance	**All Directors**

The performance assessment shall be conducted every 1st quarter of the following year.

All members of the Board shall accomplish respective Self-Assessment and Board Committee Assessment Forms.

Performance evaluation of the President and Chief Executive Officer (CEO) and the Chief Audit Executive (CAE) shall be completed by each individual directors.

Each director is requested to respond to each item based on his/her personal observations and is highly encouraged to communicate other comments and thoughts.

None of the comments shall be attributed to any individual respondent and the report and summation by the CGO shall perform the necessary anonymization of the results.

Assessment forms shall be accomplished within seven (7) working days from date of distribution. It can be accomplished online, however, for those who would like to accomplish manually, the respondents may send it in a sealed envelope (marked "Strictly Private and Confidential") to the Compliance Officer and/or Head of Governance and Risk.

It shall be the duty of the Governance and Risk Committee, who shall be supported administratively by the Corporate Governance Office, to administer and coordinate the completion of self-assessment, and shall keep all the accomplished forms and related records for a period of no less than five (5) years from date of assessment.

The Corporate Governance Office will consolidate the results and the report will be submitted to the Governance and Risk Committee.

The annual results of the assessment process shall be reported by the Governance and Risk Committee to and be included in the Board Report or in the discussions as needed during regular and/or special meetings of the Board.

Section 3. Amendment or Alteration of this Policy

The Governance and Risk Committee shall conduct a review of this Policy and all attached assessment forms as appropriate and will discuss any revisions that may be required and recommend any such revisions for the consideration and approval of the Board.

Endorsed by:

(Signed)
Artemio V. Panganiban
Chairman, Governance and Risk Committee

(Signed)
Christopher Daniel C. Lizo
Chief Compliance Officer

Approved by:

(Signed)
Manuel V. Pangilinan
Chairman of the Board

CORPORATE GOVERNANCE – BOARD ASSESSMENT (Y2024 PERFORMANCE) - MPTC

BOARD ASSESSMENT RESULT

Reference: 1 – Not Satisfied (NS); 2 – Slightly Satisfied (SS); 3 – Satisfied (S); 4 – More Satisfied (MS); 5 – Very Satisfied (VS)

	AVE. RESULT
BOARD SELF-ASSESSMENT	**4.81**
Board Structure	4.93
Board Responsibilities	4.83
Board Processes	4.69
Individual Board Members	4.81
Management Relationship	4.80
BOARD COMMITTEES	
Audit Committee - [Other Directors / Committee Members]	4.67 / 4.94
Compensation and Remuneration Committee	N/A
Nomination Committee	N/A
Governance and Risk Committee: CG (5.0), Risk (5.0), and Sustainability (4.9) - [Other Directors / Committee Members]	4.33 / 4.97
PRESIDENT AND CHIEF EXECUTIVE OFFICER	**4.95**
Leadership and Administration Skills	4.95
Board Relations	4.93
Social Responsibility, Communication, and Public Relations	4.96
CHIEF AUDIT EXECUTIVE	**4.90**

							AVERAGE
BOARD SELF ASSESSMENT	**4.96**	**5.00**	**4.79**	**4.36**	**4.89**	**4.89**	**4.81**
BOARD STRUCTURE	5.00	5.00	5.00	4.60	5.00	5.00	**4.93**
1. The Board has a proper mix of directors with the appropriate skills, knowledge, and experience to enable them to effectively participate in Board deliberations.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
2. The Board has a process of selection that ensures an optimum mix of directors and officers who can perform competently and professionally and add value to the Company.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
3. The powers, roles, responsibilities and accountabilities between the Board and management are clearly defined, segregated, and understood.	5 VS	5 VS	5 VS	5 VS	5 VS	5 VS	**5.00**
4. The Board has the necessary committees in place to assist the Board in the performance of its duties and responsibilities.	5 VS	5 VS	5 VS	5 VS	5 VS	5 VS	**5.00**
5. The Composition of the Board complies with the requirements under the Company's Articles of Incorporation ("Articles"), Revised Manual on Corporate Governance ("Revised CG Manual"), and applicable laws and rules.	5 VS	5 VS	5 VS	5 VS	5 VS	5 VS	**5.00**
BOARD RESPONSIBILITIES	5.00	5.00	4.88	4.44	4.89	4.78	**4.83**
1. The Board oversees the Company's operations to ensure that the same is in accordance with the highest ethical standards and in harmony with applicable laws, regulations and policies.	5 VS	5 VS	5 VS	5 VS	5 VS	5 VS	**5.00**
2. The Board is vigilant with the management of enterprise-wide risks and ensures that the functionality and effectiveness of its ERM system as mandated in the Governance, Risk, and Sustainability Charter are fulfilled.	5 VS	5 VS	5 VS	5 VS	5 VS	5 VS	**5.00**
3. The Board determines and periodically reviews the Company's values and purpose, vision, mission and strategic objectives, plans and policies that guide and direct the activities of the Company, and the means to attain the same.	5 VS	5 VS	5 VS	4 MS	4 MS	5 VS	**4.67**
4. The Board exercises corporate powers in accordance with the principles of sound corporate governance.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
5. The Board sets sound strategic objectives and business plans aimed at sustaining and securing the Company's long-term viability and success.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
6. The Board responsibly and regularly monitors and approves the Company's financial statements including income statement, balance sheet and cash flows.	5 VS	5 VS	5 VS	5 VS	5 VS	4 MS	**4.83**
7. The Board ensures that financial statements filed with regulatory authorities and released to the public represent an accurate, fair and true picture of the company's financial standing.	5 VS	5 VS	5 VS	5 VS	5 VS	4 MS	**4.83**
8. The Board adopts appropriate decision-making processes, which processes include ensuring that the decisions made are clearly documented and consistent with approved objectives, strategies and policies.	5 VS	5 VS	0 [Blank]	4 MS	5 VS	5 VS	**4.80**
9. The Board approves objectives and policies for the Company's social, community and environmental performance.	5 VS	5 VS	4 MS	4 MS	5 VS	5 VS	**4.67**

BOARD PROCESSES	5.00	5.00	4.50	4.00	5.00	4.67	**4.69**
1. Each member of the Board is given, in a timely manner, complete and relevant information and background materials for each item in the agenda to be discussed in every meeting.	5 VS	5 VS	4 MS	4 MS	5 VS	3 S	**4.33**
2. Board Members are adequately informed of the agenda and well prepared to discuss the issues.	5 VS	5 VS	4 MS	4 MS	5 VS	5 VS	**4.67**
3. Attendance at board and committee meetings is 75% or more on a regular basis.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
4. Board and Committee agendas are practical and realistic in terms of breadth and scope of topics to be discussed given the time available and are effectively managed in accordance with the relative importance of each topic for consideration.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
5. Board meetings are conducted in a manner that ensures open and truthful communication, meaningful participation and timely resolution of issues.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
6. Each committee renders valuable aid in accordance with their particular area of expertise.	5 VS	5 VS	4 MS	4 MS	5 VS	5 VS	**4.67**
INDIVIDUAL BOARD MEMBERS	5.00	5.00	4.75	4.38	4.75	5.00	**4.81**
1. As a member of the Board, I understand the vision, mission, values and strategies of the Company.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
2. As a member of the Board, I am aware of the function and role that I need to play as a Board member.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
3. As a member of the Board, I am aware and fully comprehend the scope, power, and authority of the Company and the Board as prescribed in the Articles of Incorporation, by-laws, the Revised Manual on Corporate Governance, the Code of Business Conduct and Ethics, and the legislative franchise of the Company, and the existing laws, rules, and regulations.	5 VS	5 VS	5 VS	5 VS	5 VS	5 VS	**5.00**
4. As a member of the Board, I consciously and deliberately avoid engaging in any transaction or situation where a potential conflict of interests with the Company exists and if such a potential conflict appears, I immediately disclose the situation to the rest of the Board.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
5. As a member of the Board, I regularly and actively participate in discussions with independence and objectivity and an open mind for differing opinions of other members.	5 VS	5 VS	4 MS	5 VS	4 MS	5 VS	**4.67**
6. I actively challenge the opinions of others in the course of discussion and issue resolution but I completely support the decisions of the Board once they are made even if I do not fully agree with the decision.	5 VS	5 VS	4 MS	5 VS	4 MS	5 VS	**4.67**
7. I keep myself abreast with the key developments in the Company's industry, sector, and environment and continues to enhance and update my knowledge on Corporate Governance.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
8. I am aware of the key issues and challenges facing the Company today and in the future.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**

MANAGEMENT RELATIONSHIP	4.80	5.00	4.80	4.40	4.80	5.00	**4.80**
1. There is a clear understanding of where the role of the Board ends and where that of the CEO/management begins.	5 VS	5 VS	5 VS	4 MS	5 VS	5 VS	**4.83**
2. The Board consistently challenges the CEO/management in order to understand and attend to the businesses better and to drive improvements in the Company's performance.	5 VS	5 VS	4 MS	4 MS	5 VS	5 VS	**4.67**
3. The Board has established appropriate and clear threshold limit and boundaries for Board or committee involvement in major business policies or decisions.	5 VS	5 VS	5 VS	5 VS	5 VS	5 VS	**5.00**
4. The Board ensures that an appropriate system of incentives is in place which sets down guidelines on how to distinguish and reward performers from non-performers.	4 MS	5 VS	5 VS	5 VS	5 VS	5 VS	**4.83**
5. The Board conducts a review of the CEO's performance and ensures that the performance objectives of the management are attuned to and in furtherance of the stated and agreed corporate goals.	5 VS	5 VS	5 VS	4 MS	4 MS	5 VS	**4.67**
BOARD'S GENERAL PERFORMANCE EVALUATION	Blank	Excellent	Excellent	Blank	Excellent	Blank	**Excellent**
BOARD COMMITTEES- GENERAL BOARD COMMITTEES' PERFORMANCE ASSESSMENT[NON COMMITTEE MEMBERS]							
General Board Committees - OVERALL EFFECTIVENESS	**0.00**	**0.00**	**5.00**	**3.50**	**5.00**	**0.00**	**4.50**
AUDIT COMMITTEE			5 VS	4 MS	5 VS		**4.67**
GOVERNANCE AND RISK COMMITTEE - CG, RM, SM			5 VS	3 S	5 VS		**4.33**
NOMINATION COMMITTEE	0 [Blank]	0 [Blank]	0 [Blank]	0 [Blank]	0 [Blank]	0 [Blank]	**0.00**
COMPENSATION AND REMUNERATION COMMITTEE	0 [Blank]	0 [Blank]	0 [Blank]	0 [Blank]	0 [Blank]	0 [Blank]	**0.00**
General Board Committees - STRUCTURE	**0.00**	**0.00**	**5.00**	**4.00**	**5.00**	**0.00**	**4.67**
1. The Board Committee/s have the right size and composition for their specific board functions.			5 VS	4 MS	5 VS		**4.67**
2. The types of committees are appropriate considering the size and needs of the Company.			5 VS	4 MS	5 VS		**4.67**
3. The members of the Board are properly assigned to the committees based on their expertise and strengths.			5 VS	4 MS	5 VS		**4.67**
What measures can be implemented to improve the Company's Board Committee/s structure?	-	-	-	-	-	-	**-**
General Board Committees - RESPONSIBILITIES	**0.00**	**0.00**	**4.67**	**4.00**	**5.00**	**0.00**	**4.56**
1. The Board Committee/s regularly review and update their respective Committee Charters, and recommends appropriate changes or improvements to the Board, in compliance with governance rules, applicable laws, and best practices.			5 VS	4 MS	5 VS		**4.67**
2. The members of the Board Committee/s are aware of the mandate of their Committee/s and ensure faithful execution of their duties and responsibilities.			5 VS	4 MS	5 VS		**4.67**
3. The members of the Board Committee/s dedicate sufficient time and effort to review the meeting materials, governance best practices, and industry trends to enable them to provide relevant insights and inputs during meetings.			4 MS	4 MS	5 VS		**4.33**
What measures can be implemented to assist the Company's Board Committee/s to perform its duties and responsibilities?	-	-	-	-	-	-	**-**

BOARD COMMITTEE MEMBERS' SELF ASSESSMENT							
AUDIT COMMITTEE [Committee Members' Self Assessment]	5.00	4.89	0.00	0.00	0.00	0.00	4.94
1. The Committee reviews and evaluates the qualifications, performance and independence of the external auditors and the lead partner.	5 VS	5 VS				0 [Blank]	5.00
2. The Committee reviews and discusses with management and the external auditor the Corporation's quarterly, half-year, and annual financial statements before submission to the Board, focusing particularly on the following: (i) critical accounting policies and practices to be used, (ii) major financial reporting issues and judgments made. (iii) significant adjustments resulting from the audit (iv) unusual or complex transactions (v) going concern assumption (vi) compliance with accounting standards and (vii) compliance with tax, legal, and stock exchange requirements.	5 VS	5 VS				0 [Blank]	5.00
3. The Committee reviews the significant issues raised in internal audit reports to management and management's responses and ensures appropriate corrective actions are undertaken.	5 VS	5 VS				0 [Blank]	5.00
4. The Committee reviews and oversees related party transactions and other potential conflicts of interest situations where appropriate.	5 VS	5 VS				0 [Blank]	5.00
5. The Committee challenges the Management, the Internal and External Auditors to ensure that the entity has appropriate antifraud programs and controls in place to identify potential fraud and ensure that investigations are undertaken if fraud is detected.	5 VS	4 MS				0 [Blank]	4.50
6. The Committee reviews the effectiveness of the organization’s control framework, including information technology security and control.	5 VS	5 VS				0 [Blank]	5.00
7. The Committee reviews the effectiveness of the internal audit function, its budget and staffing, and compliance with the Standards for the Professional Practice of Internal Auditing.	5 VS	5 VS				0 [Blank]	5.00
8. The Committee reviews the adequacy of the Corporation's system of internal control over financial reporting including the reliability of its financial reporting systems.	5 VS	5 VS				0 [Blank]	5.00
9. OVERALL EFFECTIVENESS OF THE COMMITTEE VIS-A-VIS ITS CHARTER REQUIREMENTS	5 VS	5 VS				0 [Blank]	5.00

GOVERNANCE AND RISK COMMITTEE - CG, RM, SM [Committee Members' Self Assessment]	5.00	4.93	0.00	0.00	0.00	0.00	4.97
I. CORPORATE GOVERNANCE [Committee Members' Self Assessment - GRC]	5.00	5.00	0.00	0.00	0.00	0.00	**5.00**
1. The Committee assists the Board in ensuring and overseeing the development of appropriate corporate governance principles, structures, and policies for the Corporation, and ensures that these are reviewed and updated regularly, in order to establish and maintain good governance and high ethical standards in the Corporation.	5 VS	5 VS				0 [Blank]	**5.00**
2. The Committee assists the Board in reviewing the effectiveness and appropriateness of the Company's Vision, Mission, Philosophy and strategy at least every 2 years or whenever necessary.	5 VS	5 VS				0 [Blank]	**5.00**
3. The Committee oversees the implementation of the Corporate Governance' framework and program, and periodically reviews the said framework and program to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy.	5 VS	5 VS				0 [Blank]	**5.00**
4. The Committee exercises general oversight over the Whistleblowing System and receives reports relative to the implementation of the Whistleblowing System and/or the CG Policies of the Company.	5 VS	5 VS				0 [Blank]	**5.00**
5. When warranted, the Committee makes recommendations on remedial action to be taken, pursuant to the Whistleblowing System or the implementation of the CG Policies.	5 VS	5 VS				0 [Blank]	**5.00**
6. The Committee oversees the continuing Corporate Governance communication and education programs for the Board members, officers and employees of the Corporation.	5 VS	5 VS				0 [Blank]	**5.00**
II. RISK MANAGEMENT [Committee Members' Self Assessment - GRC]	5.00	5.00	0.00	0.00	0.00	0.00	**5.00**
1. The Committee assists the Board in ensuring and overseeing the development and adoption of the ERM plan, and the appropriate structures and policies, and ensures that these are reviewed and updated regularly for its continued relevance, comprehensiveness, and effectiveness.	5 VS	5 VS				0 [Blank]	**5.00**
2. The Committee reports on the Company's material risk exposures, the actions taken to reduce the risks, and recommend further actions or plans, as necessary.	5 VS	5 VS				0 [Blank]	**5.00**
3. The Committee oversees the Management's activities in managing credit, market, liquidity, operational, legal, and other risk exposures of the Company.	5 VS	5 VS				0 [Blank]	**5.00**
4. The Committee provides insights into market conditions, monitor the current and emerging international trends and evolution in best risk management practices, helping the board to regularly upgrade its risk assessment templates.	5 VS	5 VS				0 [Blank]	**5.00**
5. The Committee reviews at least annually the Company's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and major events which may have occurred in the Company.	5 VS	5 VS				0 [Blank]	**5.00**

III. SUSTAINABILITY MANAGEMENT [Committee Members' Self Assessment - GRC]	5.00	4.80	0.00	0.00	0.00	0.00	**4.90**
1. The Committee assists the Board in ensuring and overseeing the development of the Sustainability Framework, and the appropriate structures, and policies, and ensures that these are reviewed and updated regularly for its continued relevance, comprehensiveness, and effectiveness.	5 VS	5 VS				0 [Blank]	**5.00**
2. The Committee oversees the development and publication of the Company's Sustainability Reports to the regulatory bodies, investor groups and the Company's other Stakeholders.	5 VS	4 MS				0 [Blank]	**4.50**
3. The Committee monitors the current and emerging sustainability trends, as well as related legislation and regulation affecting the Company's operations and reputation.	5 VS	5 VS				0 [Blank]	**5.00**
4. The Committee develops measurable systems and processes in which to hold Management accountable in relation to the Company's sustainability objectives.	5 VS	5 VS				0 [Blank]	**5.00**
5. The Committee requires that the Management has taken steps to ensure that employees receive the training necessary to meet environmental and sustainability standards set by law and regulations.	5 VS	5 VS				0 [Blank]	**5.00**
OVERALL EFFECTIVENESS OF THE GOVERNANCE AND RISK COMMITTEE VIS-A-VIS ITS CHARTER REQUIREMENTS	5 VS	5 VS				0 [Blank]	**5.00**
BOARD EVALUATION OF PRESIDENT/CEO PERFORMANCE	**5.00**	**4.93**	**4.89**	**0.00**	**5.00**	**0.00**	**4.95**
LEADERSHIP AND ADMINISTRATION SKILLS	5.00	4.80	5.00	0.00	5.00	0.00	**4.95**
1. Functions as an effective leader who provides appropriate business direction to the Company and demonstrates high level of drive and energy.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
2. Supervises, directs, controls, and manages the business operations, affairs, and properties of the Company in a sound and prudent manner.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
3. Delegates effectively to members of the senior management team and other officers.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
4. Keen at analyzing business scenarios and determining possible problems thereby developing solutions that are realistic, effective, practical, and innovative.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
5. Consistently monitors the reliability and integrity of relevant financial and operational data, including the adequacy and effectiveness of the Company's financial reporting, governance, operations, information systems, and ensure that the operation of the Company is within budget and is in line with the vision and direction of the organization.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
6. Demonstrates commitment to the fundamental principles of good corporate governance.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
7. Communicates effectively and shows transparency in disclosing matters of importance to the stakeholders.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
8. Directs, manages, and effectively monitors and evaluates the strategies, plans, company programs and activities, policies, procedures, and personnel with the end view of meeting agreed upon targets and improving organizational structure and practices.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
9. Effectively monitors the key risks areas and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.	5 VS	4 MS	5 VS	0 [Blank]	5 VS	0 [Blank]	**4.75**
10. Ensures the implementation of the compensation and succession plans and the professional development programs for employees.	0 [Blank]	4 MS	5 VS	0 [Blank]	5 VS	0 [Blank]	**4.67**

BOARD RELATIONS	0.00	5.00	4.80	0.00	5.00	0.00	**4.93**
1. Maintains an effective working relationship and works closely with the Chairman and the members of the Board in developing strategic direction and operational plans and manages corporate affairs in accordance with the strategic framework adopted by the Board and within the limits prescribed by the Company's by-laws.	0 [Blank]	5 VS	4 MS	0 [Blank]	5 VS	0 [Blank]	**4.67**
2. Helps the Board establish the Company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of Management's performance.	0 [Blank]	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
3. Works with the Board in creating an optimal governance environment, recommends best practices in corporate governance to be implemented within the company.	0 [Blank]	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
4. Ensures that all resolutions and directions of the Board are carried into effect	0 [Blank]	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
5. Maintains an open communication with the Board and ensures that each member of the Board is provided with relevant, timely and accurate information on plans, performance, issues, developments, opportunities, including the management development plans and succession in all key positions, which would enable the Board to make appropriate decisions or directions, and fulfil its statutory and other obligations.	0 [Blank]	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
SOCIAL RESPONSIBILITY, COMMUNICATION, AND PUBLIC RELATIONS	5.00	5.00	4.86	0.00	5.00	0.00	**4.96**
1. Ensure that a cordial relationship with members of the media is developed and maintained in order that appropriate and updated information regarding the company's operation and future corporate plans are provided.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
2. Develops programs for the promotion of a positive image of the corporation.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
3. Exercises oversight responsibility over the investor relations program that keep the stakeholders informed of the important developments in the company.	5 VS	5 VS	4 MS	0 [Blank]	5 VS	0 [Blank]	**4.75**
4. Represents the company in community activities. And continually develops and adopts corporate projects and policies that have positive impact to the environment and the community.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
5. Informs and solicits active involvement and participation by the Board in activities promoting corporate social responsibility.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
6. Maintains good rapport, and ensures open communication links, with its investors, customers, suppliers, contractors, competitors, regulators and other agencies of the government, and with the local community.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
7. Ensures that information disclosed to the public is precise and accurate and will not in any way mislead those relying on the information given.	5 VS	5 VS	5 VS	0 [Blank]	5 VS	0 [Blank]	**5.00**
PRESIDENT/CEO'S GENERAL PERFORMANCE EVALUATION	Blank	Excellent	Excellent	Good	Excellent	Blank	**Excellent**

BOARD EVALUATION OF CHIEF AUDIT EXECUTIVE (CAE) PERFORMANCE [Audit Committee Members	5.00	4.80	0.00	0.00	0.00	0.00	4.90
1. Periodically reviews the Audit Committee Charter and, if necessary, presents improvements to the Audit Committee for discussion and approval.	5 VS	5 VS				0 [Blank]	**5.00**
2. Establishes a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the organization's goals.	5 VS	5 VS				0 [Blank]	**5.00**
3. Communicates the internal audit activity's plans, resource requirements and impact of resource limitations, as well as significant interim changes, to the Audit Committee for review and approval.	5 VS	4 MS				0 [Blank]	**4.50**
4. Spearheads the performance of the internal audit activity to ensure it adds value to the organization.	5 VS	4 MS				0 [Blank]	**4.50**
5. Reports periodically to the Audit Committee on the internal audit activity's performance relative to its plan. (a.) Progress of the internal audit plan; and (b.) Summary of internal audit activities and significant reports	5 VS	5 VS				0 [Blank]	**5.00**
6. Ensures improvement of the various internal control procedures to increase efficiency and mitigate potential risks, and thereafter recommends to the Audit Committee for approval.	5 VS	5 VS				0 [Blank]	**5.00**
7. Executes an effective and thorough audit process.	5 VS	5 VS				0 [Blank]	**5.00**
8. Follows through on the previous audit findings.	5 VS	5 VS				0 [Blank]	**5.00**
9. Provides practical, reasonable, and acceptable recommendations based on the audit findings.	5 VS	5 VS				0 [Blank]	**5.00**
10. Conducts regular audits of the Company's related party transactions to ensure that there are no conflicts of interests, and that transactions are within the established approval levels of financial transactions and duly approved by the Board.	5 VS	5 VS				0 [Blank]	**5.00**
CAE'S GENERAL PERFORMANCE EVALUATION	Excellent	Excellent				Blank	**Excellent**