



**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-C  
CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2 (c) THEREUNDER**

1. **February 27, 2026**  
Date of Report
2. SEC Identification Number: **CS202052294**    3. BIR Tax Identification No: **502-228-971-000**
4. **MREIT, INC.**  
Exact name of Issuer as specified in its charter
5. **Metro Manila**  
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)  
Industry Classification Code
7. **18th Floor, Alliance Global Tower, 36th Street corner 11th Avenue  
Uptown Bonifacio, Taguig City 1634**  
Address of principal office
8. **(632) 8894-6300/6400**  
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<b><u>Title of Each Class</u></b>	<b><u>Number of Shares of Stock Outstanding</u></b>
Common	3,721,983,381
Preferred	0
<b>Total</b>	<b>3,721,983,381</b>

10. **Item 9(b)**

Please see the attached Audited Financial Statements of MREIT, Inc. for the year ended 31 December 2025, as audited by its external auditor, Punongbayan & Araullo.

**SIGNATURE**

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MREIT, INC.**  
Issuer

By:

  
**MABEL P. TACORDA**  
Compliance Officer  
February 27, 2026

STATEMENT OF MANAGEMENT'S RESPONSIBILITY  
FOR FINANCIAL STATEMENTS

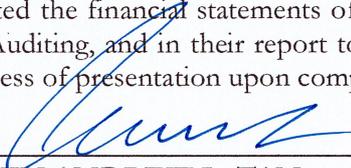
The management of **MREIT, Inc.** (the Company), is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the year ended December 31, 2025, 2024, and 2023, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

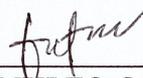
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or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

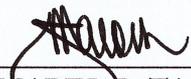
The Board of Directors is responsible for overseeing the Company's financial reporting process.

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

Punongbayan & Araullo, the independent auditors appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.

  
\_\_\_\_\_  
**KEVIN ANDREW L. TAN**  
Chairman of the Board

  
\_\_\_\_\_  
**JOSE ARNULFO C. BATAC**  
Chief Executive Officer / President

  
\_\_\_\_\_  
**MABEL P. TACORDA**  
Chief Finance Officer

SUBSCRIBED AND SWORN TO BEFORE ME, this  
27 FEB 2026 day of 20 at Makati City,  
affiant exhibited to me his/her competent evidence of identity  
consisting of \_\_\_\_\_ with no. \_\_\_\_\_  
issued on \_\_\_\_\_ valid until \_\_\_\_\_  
issued at \_\_\_\_\_.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

DOC NO. 444 ;  
PAGE NO. 90 ;  
BOOK NO. 402 ;  
SERIES OF 2026 .

  
**ATTY. RAYMOND A. RAMOS**  
COMMISSION NO. M-229  
NOTARY PUBLIC FOR MAKATI CITY  
UNTIL DECEMBER 31, 2026  
2364 ANGONO STREET  
BARANGAY POBLACION 1210, MAKATI CITY  
SC Roll No. 62179/04-26-2013  
IBP NO. 536461/01-05-2026/Pasig City  
PTR NO. MKT 10764120/01-05-2026/Makati City  
MCLE Compliance No. VIII-0012898/04-14-2028



**P&A**  
**Grant Thornton**

**FOR SEC FILING**

Financial Statements and  
Independent Auditors' Report

**MREIT, Inc.**

December 31, 2025, 2024 and 2023

## Report of Independent Auditors

**The Board of Directors and Stockholders  
MREIT, Inc.**

***(A Subsidiary of Megaworld Corporation)***

18th Floor, Alliance Global Tower  
36th Street cor. 11th Avenue  
Uptown Bonifacio, Taguig City

### Report on the Audit of Financial Statements

#### ***Opinion***

We have audited the financial statements of MREIT, Inc. (the Company), which comprise the statements of financial position as of December 31, 2025 and 2024, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the years ended December 31, 2025, 2024 and 2023, and the notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying 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 ended December 31, 2025, 2024 and 2023 in accordance with Philippine Financial Reporting Standards (PFRS Accounting Standards).

#### ***Basis for Opinion***

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the 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), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to audits of the financial statements of public interest entities in the Philippines. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***Key Audit Matters***

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

### ***Valuation of Investment Properties***

#### *Description of the Matter*

The Company's investment properties are accounted for under the fair value model, whereby the fair values are determined by an independent appraiser using the income approach. Under the income approach, the fair value of an asset is measured by calculating the present value of its economic benefits by discounting expected cash flows at a rate of return that compensates the risks associated with a particular investment.

The total fair value of investment properties as of December 31, 2025 is P73.7 billion, which represents 96% of the total assets of the Company. The valuation of investment properties is considered a key audit matter because of the significance of the amount to the financial statements and the measurement approach involves application of significant judgments and estimates.

The Company's policy on measurement of investment properties is more fully described in Note 2 to the financial statements. The significant judgments applied and estimates used in measuring fair value are more fully described in Note 3 to the financial statements, while the detailed information on investment properties and valuation approach used are fully described in Notes 6 and 21, respectively, to the financial statements.

#### *How the Matter was Addressed in the Audit*

We have evaluated the competence, capability and objectivity of the independent appraisers to establish reliance on their work. We have also involved our internal valuation specialists in evaluating the accuracy of the valuation model and the reasonableness of key assumptions used, such as discount rates and growth rates. We have also tested the completeness and accuracy of key inputs used in the valuation such as lease rates and lease terms, on a sample basis, by agreeing it to supporting lease contracts.

***Other Information***

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

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

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

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

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

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

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

***Auditors' Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 PSA 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 auditors' report to the related disclosures in the 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 auditors' 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 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.

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

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

## Report on Other Legal and Regulatory Requirements

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information for the year ended December 31, 2025 required by the Bureau of Internal Revenue is presented by the management of the Company in a supplementary schedule filed separately from the basic financial statements and is presented for purposes of additional analysis and is not a required part of the basic financial statements prepared in accordance with PFRS Accounting Standards. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditors' report is John Endel S. Mata.

### **PUNONGBAYAN & ARAULLO**



**By: John Endel S. Mata**  
Partner

CPA Reg. No. 0121347  
TIN 257-622-627  
PTR No. 10770763, January 6, 2026, Makati City  
SEC Group A Accreditation  
Partner - No. 121347-SEC (until financial period 2025)  
Firm - No. 0002 (until financial period 2030)  
BIR AN 08-002551-040-2025 (until November 11, 2028)  
BOA/PRC Cert. of Reg. No. 0002/P-012 (until August 12, 2027)

February 24, 2026

**MREIT, INC.**  
**(A Subsidiary of Megaworld Corporation)**  
**STATEMENTS OF FINANCIAL POSITION**  
**DECEMBER 31, 2025 AND 2024**  
**(Amounts in Philippine Pesos)**

	Notes	2025	2024
<b><u>A S S E T S</u></b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	4	P 1,387,817,591	P 2,025,255,093
Trade and other receivables	5	596,167,897	389,032,440
Other current assets	7	360,534,097	328,418,811
Total Current Assets		2,344,519,585	2,742,706,344
<b>NON-CURRENT ASSETS</b>			
Trade receivables	5	320,481,770	204,385,118
Investment properties	6	73,707,259,800	72,922,717,200
Other non-current assets	7	216,153,357	224,237,781
Total Non-current Assets		74,243,894,927	73,351,340,099
<b>TOTAL ASSETS</b>		<b>P 76,588,414,512</b>	<b>P 76,094,046,443</b>
<b><u>LIABILITIES AND EQUITY</u></b>			
<b>CURRENT LIABILITIES</b>			
Accounts and other payables	8	P 484,001,229	P 810,031,958
Deposits and other liabilities	9	744,085,554	671,761,410
Total Current Liabilities		1,228,086,783	1,481,793,368
<b>NON-CURRENT LIABILITIES</b>			
Interest-bearing loan	10	7,217,637,246	7,212,172,904
Deposits and other liabilities	9	983,154,955	1,110,413,468
Total Non-current liabilities		8,200,792,201	8,322,586,372
Total Liabilities		9,428,878,984	9,804,379,740
<b>EQUITY</b>			
Capital stock	16	3,721,983,381	3,721,983,381
Additional paid-in capital		64,797,000,097	64,797,000,097
Deposit for future stock subscription		187,500,000	-
Deficit		( 1,546,947,950 )	( 2,229,316,775 )
Total Equity		67,159,535,528	66,289,666,703
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>P 76,588,414,512</b>	<b>P 76,094,046,443</b>

*See Notes to Financial Statements.*

**MREIT, INC.**  
*(A Subsidiary of Megaworld Corporation)*  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023**  
*(Amounts in Philippine Pesos)*

	Notes	<u>2025</u>	<u>2024</u>	<u>2023</u>
<b>REVENUES</b>				
Rental income	11	P 4,280,578,242	P 3,464,129,799	P 3,223,382,715
Income from dues - net	2	<u>1,299,540,327</u>	<u>1,049,348,194</u>	<u>933,121,752</u>
		5,580,118,569	4,513,477,993	4,156,504,467
<b>COST OF SERVICES</b>				
	12	<u>1,168,766,948</u>	<u>978,303,651</u>	<u>940,568,965</u>
<b>GROSS PROFIT</b>				
		4,411,351,621	3,535,174,342	3,215,935,502
<b>OTHER OPERATING EXPENSES</b>				
	13	<u>152,654,000</u>	<u>92,504,315</u>	<u>62,196,945</u>
<b>OPERATING PROFIT</b>				
		<u>4,258,697,621</u>	<u>3,442,670,027</u>	<u>3,153,738,557</u>
<b>OTHER INCOME (CHARGES)</b>				
Fair value gains (losses) on investment properties	6	640,857,352	790,416,800	( 2,732,200,000 )
Interest expense	9, 10	( 530,060,299 )	( 304,375,635 )	( 306,980,679 )
Interest income	4, 7	33,692,774	50,171,485	64,685,771
Miscellaneous income		<u>2,461,262</u>	<u>4,560,676</u>	<u>1,686,743</u>
		146,951,089	540,773,326	( 2,972,808,165 )
<b>PROFIT BEFORE TAX</b>				
		4,405,648,710	3,983,443,353	180,930,392
<b>TAX EXPENSE</b>				
	14	( 6,056,299 )	( 9,573,510 )	( 12,586,537 )
<b>NET PROFIT</b>				
		4,399,592,411	3,973,869,843	168,343,855
<b>OTHER COMPREHENSIVE INCOME</b>				
		-	-	-
<b>TOTAL COMPREHENSIVE INCOME</b>				
		<u>P 4,399,592,411</u>	<u>P 3,973,869,843</u>	<u>P 168,343,855</u>
<b>BASIC AND DILUTED EARNINGS</b>				
PER SHARE	17	<u>P 1.18</u>	<u>P 1.37</u>	<u>P 0.06</u>

*See Notes to Financial Statements.*

MREIT, INC.  
*(A Subsidiary of Megaworld Corporation)*  
**STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023**  
*(Amounts in Philippine Pesos)*

	<u>Capital Stock</u> <small>(see Note 16)</small>	<u>Additional Paid-in Capital</u> <small>(see Note 16)</small>	<u>Deposit for Future Stock Subscription</u> <small>(see Note 16)</small>	<u>Deficit</u> <small>(see Note 16)</small>	<u>Total</u>
Balance at January 1, 2025	P 3,721,983,381	P 64,797,000,097	P -	( P 2,229,316,775 )	P 66,289,666,703
Dividends declared during the year	-	-	-	( 3,717,223,586 )	( 3,717,223,586 )
Receipt of deposit for future stock subscription	-	-	187,500,000	-	187,500,000
Total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,399,592,411</u>	<u>4,399,592,411</u>
Balance at December 31, 2025	<b><u>P 3,721,983,381</u></b>	<b><u>P 64,797,000,097</u></b>	<b><u>P 187,500,000</u></b>	<b><u>( P 1,546,947,950 )</u></b>	<b><u>P 67,159,535,528</u></b>
Balance at January 1, 2024	P 2,795,821,381	P 52,782,813,885	P -	( P 3,440,076,347 )	P 52,138,558,919
Issuance of shares during the year	926,162,000	12,014,186,212	-	-	12,940,348,212
Dividends declared during the year	-	-	-	( 2,763,110,271 )	( 2,763,110,271 )
Total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>3,973,869,843</u>	<u>3,973,869,843</u>
Balance at December 31, 2024	<u>P 3,721,983,381</u>	<u>P 64,797,000,097</u>	<u>p -</u>	<u>( P 2,229,316,775 )</u>	<u>P 66,289,666,703</u>
Balance at January 1, 2023	P 2,532,121,381	P 47,907,466,035	p -	( P 921,358,323 )	P 49,518,229,093
Issuance of shares during the year	263,700,000	4,875,347,850	-	-	5,139,047,850
Dividends declared during the year	-	-	-	( 2,687,061,879 )	( 2,687,061,879 )
Total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>168,343,855</u>	<u>168,343,855</u>
Balance at December 31, 2023	<u>P 2,795,821,381</u>	<u>P 52,782,813,885</u>	<u>p -</u>	<u>( P 3,440,076,347 )</u>	<u>P 52,138,558,919</u>

*See Notes to Financial Statements.*

**MREIT, INC.**  
*(A Subsidiary of Megaworld Corporation)*  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023**  
*(Amounts in Philippine Pesos)*

	Notes	2025	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit before tax		P 4,405,648,710	P 3,983,443,353	P 180,930,392
Adjustments for:				
Fair value losses (gains) on investment properties	6	( 640,857,352 )	( 790,416,800 )	2,732,200,000
Interest expense	9, 10	530,060,299	304,375,635	306,980,679
Interest income	4, 7	( 33,692,774 )	( 50,171,485 )	( 64,685,771 )
Operating profit before working capital changes		4,261,158,883	3,447,230,703	3,155,425,300
Increase in trade and other receivables		( 322,795,453 )	( 141,448,207 )	( 141,941,325 )
Increase in other current assets		( 32,115,286 )	( 277,977,618 )	( 128,236,415 )
Decrease (increase) in other non-current assets		( 9,307,801 )	( 17,172,115 )	19,447,414
Increase (decrease) in accounts and other payables		( 326,030,729 )	24,349,598	291,694,037
Increase (decrease) in deposits and other liabilities		( 103,910,993 )	431,126,403	9,099,296
Cash generated from operations		3,466,998,621	3,466,108,764	3,205,488,307
Interest received		31,474,067	48,009,101	64,040,587
Income tax paid		( 6,056,299 )	( 9,573,510 )	( 12,586,537 )
Net Cash From Operating Activities		<u>3,492,416,389</u>	<u>3,504,544,355</u>	<u>3,256,942,357</u>
<b>CASH FLOWS FROM AN INVESTING ACTIVITY</b>				
Additional advances to contractors	7	( 124,510,972 )	( 127,058,054 )	( 4,193,839 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Dividends paid	16	( 3,717,223,586 )	( 2,763,110,271 )	( 2,687,061,879 )
Interest paid	10	( 475,619,333 )	( 268,032,983 )	( 267,300,653 )
Proceeds from deposit for future stock subscription	9, 16	187,500,000	-	-
Net Cash Used in Financing Activities		( 4,005,342,919 )	( 3,031,143,254 )	( 2,954,362,532 )
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		( 637,437,502 )	346,343,047	298,385,986
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		<u>2,025,255,093</u>	<u>1,678,912,046</u>	<u>1,380,526,060</u>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<u>P 1,387,817,591</u>	<u>P 2,025,255,093</u>	<u>P 1,678,912,046</u>

**Supplemental Information on Non-cash Investing and Financing Activities:**

- In 2025, the Company applied certain advances to contractors previously presented under Other Non-current Assets to Investment Properties amounting to P143.8 million (see Notes 6 and 7). There was no similar transaction in 2024 and 2023.
- Accretion of interest expense relating to the security deposits, which is considered as non-cash portion of interest expense, amounted to P49.0 million, P30.9 million and P34.2 million in 2025, 2024, and 2023, respectively (see Note 9).
- In 2024 and 2023, the Company and Megaworld Corporation (the Parent Company) entered into property-for-share swap transactions, wherein the Parent Company transferred certain real properties for lease to the Company amounting to P13,151.5 million and P5,274.0 million, respectively. In exchange for the properties transferred, the Company issued 926,162,000 common shares in 2024 and 263,700,000 common shares in 2023, with a par value of P1.0 per share, to the Parent Company, which resulted in the recognition of Capital Stock amounting to P926.2 million and Additional Paid-in Capital of P12,014.2 million, net of P211.2 million in stock issuance costs, in 2024 and Capital Stock amounting to P263.7 million and Additional Paid-in Capital of P4,875.3 million, net of P135.0 million in stock issuance costs, in 2023 (see Note 16). There was no similar transaction in 2025.

*See Notes to Financial Statements.*

**MREIT, INC.**  
*(A Subsidiary of Megaworld Corporation)*  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2025, 2024, AND 2023**  
*(Amounts in Philippine Pesos)*

**1. GENERAL INFORMATION**

MREIT, Inc. (the Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on October 2, 2020. The Company's primary purpose is to engage in the business of a real estate investment trust, as provided under Republic Act (R.A.) No. 9856, *The Real Estate Investment Trust Act of 2009* (the "REIT Act"), including its implementing rules and regulations, and other applicable laws.

The Company is a subsidiary of Megaworld Corporation Inc. (MC) or the Parent Company owning 54% of the Company's outstanding capital stock.

MC is presently engaged in property-related activities such as project design, construction, and property management. MC's real estate portfolio includes residential condominium units, subdivision lots and townhouses, condominium-hotel projects, as well as office projects and retail spaces.

Alliance Global Group, Inc. (AGI) is the Company's ultimate parent company. AGI is a holding company presently engaged in the food and beverage, real estate development, quick-service restaurant, tourism-oriented and gaming businesses.

The registered office address and principal place of business of the Company and MC are located at 18th and 30th Floors, respectively, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City. The registered office of AGI, which is also its principal place of business, is located at 7th Floor, 1880 Eastwood Avenue, Eastwood City Cyberpark, 188 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City.

The Company's shares of stock are listed and traded in the Philippine Stock Exchange (PSE). MC and AGI are also publicly-listed entities in the Philippines.

The financial statements of the Company as of and for the year ended December 31, 2025 (including the comparative financial statements as of December 31, 2024 and for the years ended December 31, 2024 and 2023) were authorized for issue by the Company's Board of Directors (BOD) on February 24, 2026.

## 2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policy information that have been used in the preparation of these financial statements are summarized below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### **2.1 Basis of Preparation of Financial Statements**

#### *(a) Statement of Compliance with Philippine Financial Reporting Standards*

The financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRS Accounting Standards). PFRS Accounting Standards are adopted by the Financial and Sustainability Reporting Standards Council (FSRSC) from the pronouncements issued by the International Accounting Standards Board and approved by the Philippine Board of Accountancy.

The financial statements have been prepared using the measurement bases specified by PFRS Accounting Standards for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies that follow.

#### *(b) Presentation of Financial Statements*

The financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Company presents all items of income, expense and other comprehensive income or loss in a single statement of comprehensive income.

The Company presents a third statement of financial position as of the beginning of the preceding period when it applies an accounting policy retrospectively, or makes a retrospective restatement or reclassification of items that has a material effect on the information in the statement of financial position at the beginning of the preceding period. The related notes to the third statement of financial position are not required to be disclosed.

In 2025, the Company reclassified the presentation of advances to contractors in the statements of cash flows previously presented as part of the changes of Other Non-current Assets under the Operating Activities section to the Investing Activities section. Comparative information for the 2024 and 2023 statements of cash flows were accordingly reclassified to conform with the current year presentation. Such change only affected the presentation aspect in the statements of cash flows and did not affect the statement of financial position as of December 31, 2024, and the statement of comprehensive income and statement of changes in equity for the year ended December 31, 2024. Hence, a third statement of financial position is not required to be presented.

(c) *Functional and Presentation Currency*

These financial statements are presented in Philippine pesos, the Company's presentation and functional currency, and all values represent absolute amounts except when otherwise indicated.

Items included in the financial statements of the Company are measured using the Company's functional currency. Functional currency is the currency of the primary economic environment in which the Company operates.

**2.2 Adoption of Amended PFRS Accounting Standards**

(a) *Effective in 2025 that is not Relevant to the Company*

The Company adopted for the first time amendments to PAS 21, *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability*, which are mandatorily effective for annual periods beginning on or after January 1, 2025. The amendments require entities to assess whether a currency is exchangeable and to determine a spot exchange rate when exchangeability is lacking. These amendments also mandate the disclosure of information that enables users of financial statements to understand the impact of a currency not being exchangeable. The amendments had no significant impact on the financial statements of the Company.

(b) *Effective Subsequent to 2025 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2025, which are adopted by the FSRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and unless otherwise indicated, none of these are expected to have significant impact on the Company's financial statements:

- (i) PFRS 9 and PFRS 7 (Amendments), *Financial Instruments, and Financial Instruments: Disclosures – Amendments to the Classification and Measurement of Financial Instruments* (effective from January 1, 2026).
- (ii) PFRS 9 and PFRS 7 (Amendments), *Financial Instruments, and Financial Instruments: Disclosures – Amendments to Contracts Referencing Nature-dependent Electricity* (effective from January 1, 2026).
- (iii) PFRS 18, *Presentation and Disclosure in Financial Statements* (effective from January 1, 2027). The new standard impacts the classification of profit or loss items (i.e., into operating, investing and financing categories) and the presentation of subtotals in the statement of profit or loss (i.e., operating profit and profit before financing and income taxes). The new standard also changes the aggregation and disaggregation of information presented in the primary financial statements and in the notes. It also introduces required disclosures about management-defined performance measures. The amendments, however, do not affect how an entity recognizes and measures its financial condition, financial performance and cash flows.

## **2.3 Financial Instruments**

### *(a) Financial Assets*

Regular purchases and sales of financial assets are recognized on their trade date (i.e., the date that the Company commits to purchase or sell the asset).

#### *(i) Classification and Measurement of Financial Assets*

The Company's financial assets only include financial assets at amortized cost.

#### *(ii) Impairment of Financial Assets*

The expected credit losses (ECL) on trade and other receivables are estimated by applying the simplified approach using a provision matrix developed based on the Company's historical credit loss experience and credit information that are specific to the debtors, adjusted for general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. These assets are assessed for impairment on a collective basis based on shared credit risk characteristics.

However, if the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures and provides for credit losses that are expected to result from default events that are possible within 12-months after the end of the reporting period, except when there has been a significant increase in credit risk on the financial asset since initial recognition.

### *(b) Financial Liabilities*

Financial liabilities include Security deposits (presented under Deposits and Other Liabilities), Accounts and Other Payables (except tax-related liabilities), and Interest-bearing Loan.

## **2.4 Investment Properties**

Investment properties include several buildings for mixed use, which are being leased out as office, retail and hotel, including the hotel's parking spaces.

Investment properties are accounted for under the fair value model. They are revalued annually and are reported in the statement of financial position at their fair value. Fair value is based on the income approach and is determined annually by an independent appraiser with sufficient experience with respect to both the location and the nature of the investment properties (see Note 21.3).

Any gain or loss resulting from either a change in the fair value or the sale or retirement of an investment property is immediately recognized in profit or loss as Fair value gains or losses on investment properties account under the Other Income (Charges) section in the statement of comprehensive income.

## **2.5 Revenue and Expense Recognition**

Revenue comprises revenue from leasing activities.

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

- (a) *Income from dues* – Income from dues are recognized when the related services are rendered. Electricity and water dues in excess of actual charges and consumption are recorded as revenues. In addition, billing from common dues, presented at gross amounts, is computed based on a fixed rate per square meter of the leasable area occupied by the tenant.

The Company assesses its revenue agreement against the specific criteria in order to determine if it is acting as a principal or an agent. The Company has concluded that it is acting as a principal for billings from common area, air conditioning and other dues, except for electricity and water dues in which the Company acts as an agent.

- (b) *Interest income* – Revenue is recognized as the interest accrues taking into account the effective yield on the asset.

The Company also recognizes revenues from rentals which are based on the provisions of PFRS 16.

Cost of services and operating expenses are recognized in profit or loss upon utilization of the goods or services or at the date these are incurred.

## **2.6 Leases**

The Company accounts for leases as follows:

- (a) *Company as a Lessee*

Variable lease payments that are not based on an index or a rate are not part of the lease liability, but they are recognized in the statement of comprehensive income when the event or condition that triggers those payments occurs.

The Company has elected to account for any short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

- (b) *Company as a Lessor*

The Company applies judgment in determining whether a lease contract is a finance or operating lease.

## **2.7 Impairment of Non-financial Assets**

The Company's non-financial assets are subject to impairment testing whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

## ***2.8 Material Related Party Transactions***

Based on the requirements of SEC Memorandum Circular No. 10, Series of 2019, *Rules on Material Related Party Transactions for Publicly-Listed Companies*, transactions amounting to 10% or more of the total assets based on the latest audited financial statements that were entered into with the related parties are considered material.

All individual material related party transactions shall be approved by at least two-thirds vote of the BOD, with at least a majority of the independent directors voting to approve the material related party transactions. In case that a majority of the independent directors' vote is not secured, the material related party transaction may be ratified by the vote of the stockholders representing at least two-third of the outstanding capital stock.

For aggregate related party transactions within a 12-month period that breaches the materiality threshold of 10% of the Company's total assets based on the latest audited financial statements, the same BOD approval would be required for the transactions that meet and exceed the materiality threshold covering the same related party.

Directors with personal interest in the transaction should abstain from participating in the discussions and voting on the same. In case they refuse to abstain, their attendance shall not be counted for the purposes of assessing the quorum and their votes shall not be counted for purposes of determining approval.

## **3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES**

The preparation of the Company's financial statements in accordance with PFRS Accounting Standards requires management to make judgments and estimates that affect the amounts reported in the financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately differ from these estimates.

### ***3.1 Critical Management Judgment in Applying Accounting Policies***

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

#### ***(a) Determination of ECL on Trade and Other Receivables***

The Company uses a provision matrix to calculate ECL for trade and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography and customer type).

The Company's management intends to regularly calibrate (i.e., on an annual basis) the matrix to consider the historical credit loss experience with forward-looking information (i.e., forecast economic conditions). Details about the ECL on the Company's trade and other receivables are disclosed in Note 19.2(b).

Based on management evaluation of information and circumstances affecting the Company's trade and other receivables as of the end of the reporting periods, the Company has not recognized any impairment loss.

(b) *Distinction Among Investment Properties and Owner-occupied Properties*

The Company determines whether a property should be classified as investment property or owner-occupied property. The Company applies judgment upon initial recognition of the asset based on intention and also when there is a change in use. In making its judgment, the Company considers whether the property generates cash flows largely independently of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the production or supply process.

When a property comprises of a portion that is held to earn rental or for capital appreciation and another portion that is held for use in the Company's main line of business or for administrative purposes, the Company accounts for the portions separately if these portions can be sold separately (or leased out separately under finance lease). If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for use in the Company's main line of business or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Company considers each property separately in making its judgment.

(c) *Distinction Between Operating and Finance Leases as a Lessor*

The Company has entered into various lease agreements. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities. Based on management assessment, the Company's lease agreements are classified as operating leases.

(d) *Evaluating Principal Versus Agent Consideration*

The Company exercises judgment to determine whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e., the Company is a principal) or to arrange for the other party to provide those goods or services (i.e., the Company is an agent). Failure to make the right judgment will result in misstatement of revenues and expenses accounts. The Company assessed that it is acting as an agent for utility transactions of its tenants under operating leases. The net amount of utility revenues and utility expenses set off against each other is presented as part of Income from dues under Revenues section of the statements of comprehensive income for the reporting periods presented.

(e) *Recognition of Provisions and Contingencies*

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events. Where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the financial statements. Similarly, possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets; hence, are not recognized in the financial statements. On the other hand, any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision. Judgment is exercised by management to distinguish between provisions and contingencies. Disclosures on relevant provisions and contingencies are presented in Note 18.

**3.2 Key Sources of Estimation Uncertainty**

Presented below and in the succeeding page are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period.

(a) *Estimation of Allowance for ECL*

The measurement of the allowance for ECL on financial assets at amortized cost is an area that requires the use of significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation used in measuring ECL is further detailed in Note 19.2(b).

(b) *Fair Value Measurement of Investment Properties*

The Company's investment properties, composed of buildings for mixed use, are measured using the fair value model. In determining the fair value of these assets, the Company engages the services of professional and independent appraisers applying the Income Approach. In determining the fair value under the Income Approach, significant estimates are made such as revenues generated, costs and expenses related to the operations of the development and discount rate (see Note 21.3).

A significant change in these elements may affect prices and the value of the assets. The fair value of investment properties is disclosed in Notes 6 and 21.3.

For investment properties with valuation conducted prior to the end of the current reporting period, management determines whether there are significant circumstances during the intervening period that may require adjustments or changes in the disclosure of fair value of those properties.

(c) *Determination of Realizable Amount of Deferred Tax Asset*

The Company reviews its deferred taxes at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Although the Company is not designated as tax-free under the law, as a REIT entity it is exempt from income tax provided it meets certain conditions which includes distribution of a minimum amount of its earnings. The Company assesses that it will continue to comply with the conditions and therefore will not have sufficient taxable income against which it can utilize its net operating loss carry over. As a result, no deferred tax asset was recognized as of December 31, 2025 and 2024 (see Note 14).

(d) *Impairment of Non-financial Assets*

In assessing impairment, management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainties relates to assumptions about future operating results and the determination of suitable discount rate. Though management believes that the assumptions used in the estimation of fair values reflected in the 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 effect on the results of operations.

The Company assesses at the end of each reporting period whether there is an objective evidence that the creditable withholding tax (CWT) are no longer recoverable. In determining the recoverable amount of CWT, management considers the probability of future transactions or events against which this account can be utilized, including adequacy of documentation for anticipated tax audits. Where the outcome of this matter is different from the amount that was initially recorded, the carrying amount of CWT is reduced and the amount of probable loss is recognized in profit or loss. As a result, a provision for probable losses on CWT was recognized in 2025 (see Note 7). There was no similar provision in 2024 and 2023.

#### 4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following:

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>
Cash on hand and in bank	<b>1,185,700,752</b>	1,783,198,297
Short-term placements	<b>202,116,839</b>	242,056,796
	<b><u>1,387,817,591</u></b>	<u>2,025,255,093</u>

Cash in bank generally earns interest based on daily bank deposit rates.

Short-term placements are made for varying periods from 30 to 33 days in 2025 and 30 to 32 days in 2024. These short-term placements earned effective interest of 5.21% in 2025 and 5.88% in 2024.

Interest earned from cash in bank and short-term placements in 2025, 2024 and 2023 amounted to P31.9 million, P48.7 million, and P63.5 million, respectively. Interest earned is presented as part of Interest income under Other Income (Charges) section in the statements of comprehensive income.

## 5. TRADE AND OTHER RECEIVABLES

This account is composed of the following:

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>
Current –		
Trade receivables:		
Billed	431,935,878	243,894,057
Accrued	57,246,098	64,100,330
Others	<u>106,985,921</u>	<u>81,038,053</u>
	<u>596,167,897</u>	<u>389,032,440</u>
Non-current –		
Trade receivables –		
Accrued	<u>320,481,770</u>	<u>204,385,118</u>
	<u><u>916,649,667</u></u>	<u><u>593,417,558</u></u>

Billed receivables arise mainly from tenants for rentals of office, retail, hotel, and parking spaces, including dues. These are noninterest-bearing and are generally collectible on 30-day term.

Accrued receivables pertain to receivables resulting from the straight-line method of recognizing rental income.

Other receivables mainly pertain to the advances to the building administration and fit out allowances.

All trade and other receivables are subject to credit risk exposure. However, there was no impairment losses recognized for the reporting periods presented as management believes that the remaining receivables are fully collectible [see Note 19.2(b)]. In addition, the receivables are secured to the extent of advance rent and security deposits received from lessees which provide credit enhancements.

## 6. INVESTMENT PROPERTIES

The Company's investment properties include several buildings for mixed use, which are being leased out as office, retail, and hotel, including the hotel's parking spaces.

A reconciliation of the carrying amounts of investment properties is shown below.

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>	<u>2023</u>
Balance at beginning of year	<b>72,922,717,200</b>	58,980,800,000	56,439,000,000
Additions	<b>143,685,248</b>	13,151,500,400	5,274,000,000
Fair value gains (losses)	<b>640,857,352</b>	790,416,800	(2,732,200,000)
Balance at end of year	<b><u>73,707,259,800</u></b>	<u>72,922,717,200</u>	<u>58,980,800,000</u>

As of December 31, 2025, the Company has a total of 24 investment properties consisting of the following:

Located at McKinley Hill, Fort Bonifacio, Taguig City:

- One World Square
- Two World Square
- Three World Square
- 8/10 Upper McKinley Building
- 18/20 Upper McKinley Building
- World Finance Plaza
- One West Campus (80% owned pro indiviso)
- Two West Campus (80% owned pro indiviso)
- Ten West Campus (80% owned pro indiviso)
- Five West Campus (80% owned pro indiviso)
- One Le Grand (80% owned pro indiviso)

Located at Eastwood, Quezon City:

- 1880 Eastwood Avenue
- 1800 Eastwood Avenue
- E-Commerce Plaza

Located at Iloilo Business Park, Iloilo City:

- Richmonde Hotel Iloilo and Richmonde Iloilo Office Tower
- One Techno Place
- Two Techno Place
- Three Techno Place
- One Global Center
- Two Global Center
- Festive Walk 1B
- One Fintech Place
- Two Fintech Place

Located at Davao Park District, Davao City –  
Davao Finance Center

On March 23, 2023, the SEC issued its confirmation of valuation of the four prime, grade A, office properties in PEZA-accredited zones transferred by MC to the Company in payment of its subscription to 263,700,000 common shares of the Company pursuant to the Deed of Exchange of Property for Shares dated April 5, 2022 (see Note 15.4). Accordingly, the subject properties were transferred to the Company, and 263,700,000 common shares of the Company were issued in the name of MC on March 31, 2023. Pursuant to the amended Deed of Exchange of Property for Shares for this transaction, the Company recognized the income from the Four properties beginning January 1, 2023.

On October 10, 2024, the SEC issued its confirmation of valuation of the six prime, grade A, office properties in PEZA-accredited zones transferred by MC to the Company in payment of its subscription to 926,162,000 common shares of the Company pursuant to the Deed of Exchange of Property for Shares dated May 10, 2024 (see Note 15.4). Accordingly, the subject properties were transferred to the Company, and 926,162,000 common shares of the Company were issued in the name of MC on November 19, 2024. Pursuant to the Deed of Exchange of Property for Shares for this transaction, the Company recognized the income from the Six properties beginning October 1, 2024. There was no similar transaction in 2025.

The details of the assets transferred to the Company as of 2024 are presented below.

	<u>Ownership</u>
One Fintech Place, Megaworld Blvd., Digital Road and Festive Walk Road, Iloilo Business Park, Manduriao, Iloilo City	100%
Two Fintech Place, Megaworld Blvd., Festive Walk Road, Manduriao, Iloilo City	100%
Davao Finance Center, Davao Park District, Agdao, Davao City	100%
Two West Campus, 5 Le Grand Avenue, McKinley West, Fort Bonifacio, Taguig City	80% pro indiviso
Ten West Campus, 5 Le Grand Avenue, McKinley West, Fort Bonifacio, Taguig City	80% pro indiviso
One Le Grand, Le Grand Avenue, McWest Blvd and Chateau Road, McKinley West, Fort Bonifacio, Taguig City	80% pro indiviso

The details of the assets transferred to the Company in 2023 are presented below.

	<u>Ownership</u>
Two Global Center, Megaworld Blvd. and Enterprise Rd., Iloilo Business Park, Manduriao, Iloilo City	100%
Festive Walk 1B, Lot 5 Buhang Taft North Manduriao, Iloilo City	100%
One West Campus, 5 Le Grand Avenue, McKinley West, Fort Bonifacio, Taguig City	80% pro indiviso
Five West Campus, 15 Le Grand Avenue, McKinley West, Fort Bonifacio, Taguig City	80% pro indiviso

On December 17, 2025, the Company and MC executed a Deed of Exchange for the transfer of nine grade A, office properties in PEZA-accredited zones in payment of its subscription to 996,865,672 common shares of the Company (see Notes 15.4 and 16.1). Accordingly, the subject properties shall be transferred, and shares shall be issued upon the confirmation of the valuation of the properties by the SEC, which remains pending as of the issuance date of the Company's financial statements (see Note 16.1). Further, the foregoing transaction is expected to increase the Company's total office gross leasable area to 646,891 square meters.

The details of the assets to be transferred to the Company are presented below.

	<u>Ownership</u>
Science Hub Tower 1, McKinley Hill Village, Brgy. Pinagsama, Taguig City	100%
Science Hub Tower 3, McKinley Hill Village, Brgy. Pinagsama, Taguig City	100%
Science Hub Tower 4, McKinley Hill Village, Brgy. Pinagsama, Taguig City	100%
8 Campus Place A (Wells Fargo), McKinley Hill Village, Brgy. Pinagsama, Taguig City	100%
8 Campus Place B (Wells Fargo), McKinley Hill Village, Brgy. Pinagsama, Taguig City	100%
8 Campus Place C (Wells Fargo), McKinley Hill Village, Brgy. Pinagsama, Taguig City	100%
One Campus Place Bldg A, McKinley Hill Village, Brgy. Pinagsama, Taguig City	100%
One Campus Place Bldg B, McKinley Hill Village, Brgy. Pinagsama, Taguig City	100%
SEAC (Wells Fargo), McKinley Hill Village, Brgy. Pinagsama, Taguig City	100%

In 2025, 2024 and 2023, rental income from investment properties amounted to P4,280.6 million, P3,464.1 million, and P3,223.4 million, respectively (see Note 11).

The direct operating costs incurred relating to investment properties, which pertain to repairs and maintenance and real property taxes, amounted to P38.0 million, P67.3 million, and P172.9 million in 2025, 2024 and 2023, respectively. These direct operating costs are presented as part of Cost of Services account in the statements of comprehensive income (see Note 12). All investment properties generate rental income.

The fair values of the investment properties as of December 31, 2025 and 2024 were determined based on the latest appraisal reports by an independent real property appraiser, which uses the income approach (see Note 21.3). The related fair value gains in 2025 and 2024 and fair value losses in 2023, are presented as Fair Value Gains (Losses) on Investment Properties in the statements of comprehensive income.

## 7. OTHER ASSETS

The Company's other assets consist of the following:

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>
Current:		
Prepaid expenses	<b>152,971,190</b>	89,998,106
Creditable withholding taxes - net	<b>136,843,405</b>	157,964,435
Deferred input value added tax (VAT)	<b>55,963,900</b>	74,051,496
Supplies	<b>11,788,076</b>	4,538,279
Creditable VAT withheld	<b>2,967,526</b>	1,866,495
	<u><b>360,534,097</b></u>	<u>328,418,811</u>
Non-current:		
Advances to contractors	<b>112,077,617</b>	131,251,893
Deferred charges	<b>63,364,466</b>	66,527,664
Security deposit	<b>40,711,274</b>	26,458,224
	<u><b>216,153,357</b></u>	<u>224,237,781</u>
	<u><b>576,687,454</b></u>	<u>552,656,592</u>

CWT represents the income tax amount withheld by the Company. These are recognized upon collection of the related income and utilized as tax credits against income tax due recognized by the Company as net of related allowance for impairment losses as follows:

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>
Balance at beginning of year	<b>215,719,846</b>	157,964,435
Impairment	<b>(78,876,441)</b>	-
Balance at end of year	<u><b>136,843,405</b></u>	<u>157,964,435</u>

Security deposit is related to the lease of certain parcels of land on which the investment properties stand (see Note 15.2). The related interest income recognized from subsequent amortization of the security deposit in 2025, 2024 and 2023 amounted to P1.8 million, P1.5 million, and P1.2 million, respectively. Interest earned is presented as part of Interest income under Other Income (Charges) section in the statements of comprehensive income.

Deferred charges pertain to the difference between the nominal values of the security deposits and their fair values. These are initially measured at fair value and subsequently amortized using the straight-line method. Amortization of deferred charges is presented as part of Miscellaneous under Cost of Services account in the statements of comprehensive income (see Note 12).

Advances to contractors significantly consists of advance payment to contractors for aircon related major repairs and enhancements, which are expected to be completed in the next reporting period.

## 8. ACCOUNTS AND OTHER PAYABLES

The details of this account are as follows:

<i>(Amounts in PHP)</i>	Notes	2025	2024
Accounts payable	15.2, 15.3		
	15.5	<b>130,261,776</b>	197,854,085
Accrued expenses	15.3	<b>214,866,083</b>	482,385,265
Output VAT payable		<b>91,000,720</b>	50,385,431
Deferred output VAT		<b>15,556,501</b>	27,320,806
Withholding taxes		<b>15,468,884</b>	12,548,480
Interest payable	10	<b>8,055,636</b>	8,055,636
Deferred revenue		-	16,089,623
Others		<b>8,791,629</b>	15,392,632
		<b>484,001,229</b>	810,031,958

Deferred revenue consists of advance payments received from tenants for common area service charges attributable to the six acquired properties in 2024, which will be recognized as revenue over the next 12 months. This was fully recognized as revenues in 2025.

## 9. DEPOSITS AND OTHER LIABILITIES

The details of this account are as follows:

<i>(Amounts in PHP)</i>	Notes	2025	2024
Current:			
Security deposit	15.1, 18.1	<b>379,604,484</b>	299,270,394
Advance rent	15.1, 18.1	<b>356,948,889</b>	367,731,879
Deferred credits		<b>7,532,181</b>	4,759,137
		<b>744,085,554</b>	671,761,410
Non-current:			
Security deposit	15.1, 18.1	<b>681,154,377</b>	753,593,448
Advance rent	15.1, 18.1	<b>202,571,657</b>	263,184,311
Deferred credits		<b>99,428,921</b>	93,635,709
		<b>983,154,955</b>	1,110,413,468
		<b>1,727,240,509</b>	1,782,174,878

Security deposits represent deposits from lessees to secure the faithful compliance by lessees of their obligations under the lease contracts. These are equivalent to three months' rent for office and six months' rent for commercial spaces and will be refunded to the lessee at the end of the lease term. The related accretion of interest presented as part of Interest expense under Other Income (Charges) - net in the statements of comprehensive income amounted to P49.0 million, P30.9 million, and P34.2 million in 2025, 2024 and 2023, respectively.

A reconciliation of security deposits as of December 31, 2025 and 2024 is shown below.

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>	<u>2023</u>
Balance at beginning of year	<b>1,052,863,842</b>	779,152,958	712,839,074
Net additions (applications/refund)	<b>(41,081,605)</b>	242,843,556	32,090,084
Accretion of interest	<b>48,976,624</b>	30,867,328	34,223,800
Balance at end of year	<b><u>1,060,758,861</u></b>	<u>1,052,863,842</u>	<u>779,152,958</u>

Advance rentals from lessees represent cash received in advance representing three months' rent which will be applied to the last three months' rentals on the related lease contracts.

Deferred credits pertain to the difference between the nominal values of the deposits and their fair values. These are initially measured at fair value and subsequently amortized using the straight-line method.

A reconciliation of deferred credits is shown below.

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>	<u>2023</u>
Balance at beginning of year	<b>98,394,846</b>	66,919,355	84,163,376
Additions	<b>58,370,709</b>	62,541,895	17,362,471
Amortization	<b>(49,804,453)</b>	(31,066,404)	(34,606,492)
Balance at end of year	<b><u>106,961,102</u></b>	<u>98,394,846</u>	<u>66,919,355</u>

Amortization of deferred credits is presented as part of Rental income under Revenues section in the statements of comprehensive income (see Note 11).

## 10. INTEREST-BEARING LOAN

In December 2021, the Company obtained an unsecured, 10-year, P7.25 billion term loan from a local bank to finance the acquisition of investment properties (see Note 6). The principal is payable quarterly in installments beginning on the last quarter of the fifth year with a balloon payment at the end of the term. In 2025, the interest is payable quarterly at 6.47% per annum.

The Company is required to maintain at all times minimum Fixed Charge Coverage Ratio of 2.0x and a maximum Leverage Ratio of either 35% of Deposited Properties or 70% of Deposited Properties, if the borrower has a publicly disclosed investment grade credit rating by a SEC-accredited or internationally recognized rating agency to comply with its debt covenants with a certain local bank. As of December 31, 2025 and 2024, the Company is in compliance with such financial covenant obligations.

Total capitalized loan origination costs amounted to P54.4 million. Amortization for the years ended December 31, 2025, 2024 and 2023 amounted to P5.5 million for all years and is presented as part of Interest expense under Other Income (Charges) in the statements of comprehensive income.

The related interest incurred amounted to P475.6 million, P268.0 million, and P267.3 million in 2025, 2024 and 2023, respectively, and this is presented as part of Interest expense under Other Income (Charges) in the statements of comprehensive income. The related accrual is presented as Interest payable under Accounts and Other Payables in the statements of financial position (see Note 8).

The reconciliation of the unamortized loan origination costs is presented below.

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>
Balance at beginning of year	<b>37,827,189</b>	43,302,513
Amortization	<b><u>(5,464,342)</u></b>	<u>(5,475,324)</u>
Balance at end of year	<b><u>32,362,847</u></b>	<u>37,827,189</u>

## 11. RENTAL INCOME

The Company derives its revenues from contracts with customers through leasing real properties. The breakdown of rental income as reported in the statements of comprehensive income is shown below.

<i>(Amounts in PHP)</i>	<u>Note</u>	<u>2025</u>	<u>2024</u>	<u>2023</u>
Office		<b>3,927,446,386</b>	3,165,006,838	2,937,940,509
Commercial		<b>225,476,165</b>	197,905,938	188,644,599
Hotel		<b>56,400,000</b>	56,400,000	56,400,000
Advertising		<b>13,893,532</b>	12,340,551	4,447,035
Telecom		<b>6,046,420</b>	-	-
Parking		<b>1,511,286</b>	1,410,068	1,344,080
Amortization of deferred credits	9	<b><u>49,804,453</u></b>	<u>31,066,404</u>	<u>34,606,492</u>
		<b><u>4,280,578,242</u></b>	<u>3,464,129,799</u>	<u>3,223,382,715</u>

Rental income from office, retail and advertising includes income from straight-line method of recognizing rental income amounting to P109.2 million, P11.6 million, and P62.7 million in 2025, 2024 and 2023, respectively.

Rental income also includes variable lease payments amounting to P33.1 million, P34.0 million, and P26.3 million in 2025, 2024 and 2021, respectively, which do not depend on an index or a rate.

## 12. COST OF SERVICES

The following are the details of cost of services in 2025, 2024 and 2023:

<i>(Amounts in PHP)</i>	Notes	2025	2024	2023
Outside service		<b>311,192,521</b>	252,724,394	246,110,000
Management fees	15.3	<b>306,906,521</b>	248,243,286	228,607,745
Utilities		<b>247,899,063</b>	190,617,013	146,641,453
Land lease	15.2, 18.2	<b>105,628,345</b>	85,262,585	39,512,606
Membership fees		<b>57,845,057</b>	43,378,266	9,924,309
Taxes and licenses		<b>40,344,077</b>	34,454,821	32,511,921
Insurance		<b>33,802,268</b>	24,519,534	16,766,335
Supplies and materials		<b>21,217,586</b>	47,735,106	63,935,320
Repairs and maintenance		<b>5,997,824</b>	39,618,983	144,933,911
Miscellaneous	7	<b>37,933,686</b>	11,749,663	11,625,365
		<b><u>1,168,766,948</u></b>	<b><u>978,303,651</u></b>	<b><u>940,568,965</u></b>

## 13. OTHER OPERATING EXPENSES

Presented below are the details of other operating expenses.

<i>(Amounts in PHP)</i>	Notes	2025	2024	2023
Provision for probable losses on CWT	7	<b>78,876,441</b>	-	-
Taxes and licenses		<b>39,203,256</b>	48,158,673	31,314,680
Outside services	15.5	<b>15,131,674</b>	5,469,780	5,469,780
Professional fees		<b>12,370,293</b>	33,954,007	16,903,038
Transportation and travel		<b>905,957</b>	82,889	30,219
Office supplies		<b>62,946</b>	34,650	101,359
Advertising and promotion		-	1,274,014	4,321,061
Salaries and employee benefits		-	503,493	2,873,346
Depreciation		-	42,459	25,661
Miscellaneous		<b>6,103,433</b>	2,984,350	1,157,801
		<b><u>152,654,000</u></b>	<b><u>92,504,315</u></b>	<b><u>62,196,945</u></b>

#### 14. INCOME TAXES

Tax expense in 2025, 2024 and 2023 pertains to the 20% final tax on interest income amounting to P6.1 million, P9.6 million, and P12.6 million, respectively.

A reconciliation of tax on pretax profit or loss computed at the applicable statutory rates to tax expense or income reported in the statements of comprehensive income in 2025, 2024 and 2023 is presented below.

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>	<u>2023</u>
Tax on pre-tax profit at 25%	<b>1,101,412,178</b>	995,860,838	45,232,598
Changes in unrecognized deferred taxes	<b>(187,843,866)</b>	(296,184,593)	638,239,162
Adjustment for income subjected to lower tax rates	<b>(1,921,382)</b>	(2,604,453)	(3,294,671)
Tax effects of:			
Deductible dividend distribution	<b>(929,305,897)</b>	(690,777,568)	(671,765,470)
Non-deductible expenses	<b>36,611,892</b>	11,410,795	13,116,776
Non-taxable income	<b>(12,896,626)</b>	(8,131,509)	(8,941,858)
	<b><u>6,056,299</u></b>	<u>9,573,510</u>	<u>12,586,537</u>

The Company is subject to regular corporate income tax (RCIT) of 25% of net taxable income. However, the Company did not recognize RCIT during the reporting periods since the Company reported zero net taxable income in 2025, 2024 and 2023.

The Company is not subject to the minimum corporate income being a REIT entity.

The Company opted to claim itemized deduction in 2025, 2024 and 2023. In addition, the Company's dividend distribution can be claimed as a special deduction in computing for taxable income both under optional standard deduction and itemized deductions.

## 15. RELATED PARTY TRANSACTIONS

The Company's related parties include the Parent Company and related parties under common ownership. A summary of the Company's transactions and outstanding balances with its related parties is presented below.

<i>(Amounts in PHP)</i>	Note	Amounts of Transactions			Outstanding Receivable (Payable)	
		2025	2024	2023	2025	2024
<b>Parent Company</b>						
Rendering of services	15.1	107,448,819	596,615,253	185,404,218	64,991,898	61,964,065
Advance rent	15.1	(6,395,076)	-	(2,810)	(10,111,431)	(3,716,355)
Security deposits received	15.1	(5,872,371)	(38,540,189)	(2,187,218)	(68,453,932)	(67,824,930)
Security deposits paid	15.2	10,000,000	5,808,822	1,160,939	40,711,274	26,458,224
Property-for-share swap	15.4	-	13,151,500,400	5,274,000,000	-	-
Collections remitted	15.4	-	623,507,216	207,263,800	-	-
Land lease	15.2	108,920,998	84,332,887	39,512,606	(58,290,596)	(25,282,946)
<b>Related parties under common ownership:</b>						
Land lease	15.2	4,101,331	929,698	-	(5,031,030)	(929,698)
Advance rent	15.1	(23,271,043)	-	-	(23,101,764)	(8,713,747)
Security deposits received	15.1	(1,554,348)	(798,146)	-	(27,480,966)	(25,926,618)
Rendering of services	15.1	123,806,744	128,786,137	127,750,635	122,791,955	107,618,551
Management services	15.3	306,906,521	248,243,286	228,607,745	(233,909,617)	(210,449,598)
<b>Key Management Personnel</b>						
Compensation	15.5	5,469,780	5,469,780	5,469,780	5,469,780	5,469,780

### 15.1 Rendering of Services to Related Parties

The Company leases some of its investment properties to the Parent Company and other related parties under common ownership with rental payments mutually agreed generally before the commencement of the lease. Most of the leases have terms ranging from 5 to 25 years, with renewal options, and include annual escalation rates of 5% to 10%, except for contingent rent. The revenues earned from these related parties are included as part of Rental income under Revenues section in the statements of comprehensive income (see Note 11). The related outstanding receivables from these transactions, which are collectible on demand, unsecured and noninterest-bearing, are presented as part of Trade receivables under the Trade Receivables account in the statements of financial position (see Note 5). Advanced rentals and security deposits relating to this transaction are presented as part of current and non-current portion of Deposits and Other Liabilities account in the statements of financial position (see Note 9).

### 15.2 Land Lease Agreement

The Company entered into land lease agreements with MC over the land on which its investment properties stood for a period of 25 years, renewable for another 25 years, at the option of the Company, on terms and conditions mutually acceptable to the parties. As consideration for the land lease, the Company shall pay MC rent equivalent to: (a) 2.5% of gross rental income for office, retail and commercial properties for the period July 1, 2023 and until June 30, 2025, and 5% thereafter; and, (b) 1.5% of gross rental income for hotel properties for the period July 1, 2023 and until June 30, 2025, and 3% thereafter.

Deposit paid by the Company from the land lease agreement with MC will be refunded at the end of the lease term at face value and was presented as Security deposit under Other Non-current Assets in the statements of financial position (see Note 7). As of December 31, 2025 and 2024, the fair value of the security deposit amounts to P38.2 million and P26.5 million, respectively.

In 2024, the Company entered into land lease agreement with a related party under common ownership, over the land on which certain investment properties stood for a period of 25 years, renewable for another 25 years, at the option of the Company, on terms and conditions mutually acceptable to the parties. As consideration for the land lease, the Company shall pay rent equivalent to: (a) 2.5% of gross rental income for office and retail properties for the period October 1, 2024 and until June 30, 2025, and 5% thereafter; and, (b) 1.5% of gross rental income for hotel properties for the period October 1, 2024 and until June 30, 2025, and 3% thereafter.

The Company incurred a total of P105.6 million in 2025, P85.3 million in 2024, and P39.5 million in 2023 for the land lease, which is presented as part of Cost of Services in the statements of comprehensive income. The outstanding balance, which is payable on demand, unsecured and noninterest-bearing, of P28.3 million and P26.2 million as of December 31, 2025 and 2024, respectively, is presented as part of Accounts payable under Accounts and Other Payables account in the statements of financial position (see Note 8).

### ***15.3 Management Services***

The fund management function of the Company is handled by MREIT Fund Managers, Inc., a subsidiary of MC, in exchange for a fee. Management fee is payable annually equivalent to 3.5% of the Company's gross revenues but shall not exceed 1% of the net asset value of the properties under management.

The operations and management of the properties and facilities of the Company are handled by MREIT Property Managers, Inc., a subsidiary of MC, in exchange for a fee. Property management fee is payable quarterly equivalent to 2% of the Company's gross revenues but shall not exceed 1% of the net asset value of the properties under management.

The Company recognized a total of P306.9 million, P248.2 million and P228.6 million management fees in 2025, 2024 and 2023, which is presented as part of Cost of Services in the statements of comprehensive income. The outstanding balance, which is payable on demand, unsecured and noninterest-bearing, of P233.9 million and P210.4 million as of December 31, 2025 and 2024, respectively, are presented as part of Accounts payable and Accrued expenses under Accounts and Other Payables account in the statements of financial position (see Note 8).

### ***15.4 Property-for-share Swap***

In line with the Company's investment plan to infuse around 100,000 square meters of additional office gross leasable area in 2022, the BOD approved on April 1, 2022 the subscription of MC to 263,700,000 shares of the Company to be paid by way of transfer of four grade A buildings in PEZA-registered zones (see Note 6). Pursuant to the Amended Deed of Exchange of Property for Shares between the two parties, all collections of rental fees, security deposits and advanced rent from January 1, 2023 on the covered properties shall be remitted by MC to the Company. In 2023, MC remitted P207.3 million to the Company.

Similarly, pursuant to the Company's investment plan to infuse assets to reach 500,000 square meters of gross leasable area before the end of 2024, the BOD approved on May 10, 2024 the subscription of MC to 926,162,000 shares of the Company to be paid by way of transfer of six grade A buildings in PEZA-registered zones (see Note 6). Pursuant to the Deed of Exchange of Property for Shares between two parties, the Company shall start recognizing the income from the six properties from the start of the fourth quarter of 2024. In 2024, MC remitted P623.5 million to the Company.

In 2024 and 2023, MC transferred certain real properties for lease to the Company amounting to P13,151.5 million and P5,274.0 million, respectively (see Notes 6 and 16.1).

A similar asset-for-share swap transaction with MC is entered into and executed in 2025 involving nine grade A, office properties in PEZA-accredited zones, which remains pending approval by the SEC (see Notes 6 and 16.1). The additional shares to be acquired by MC shall come from the planned increase in authorized capital stock of the Company (see Note 16.1).

### ***15.5 Key Management Personnel Compensation***

Key management personnel compensation pertains to payment for outsourced management services included within Outside services under Other Operating Expenses in the statements of comprehensive income (see Note 13). As of December 31, 2025 and 2024, the outstanding balance of P5.5 million is presented as part of Accounts payable under Accounts and Other Payables account in the statements of financial position (see Note 8).

## **16. EQUITY**

### ***16.1 Capital Stock***

Capital stock consists of:

	Shares			Amounts in PHP		
	2025	2024	2023	2025	2024	2023
Common shares Authorized	<b>8,000,000,000</b>	5,000,000,000	5,000,000,000	<b>8,000,000,000</b>	5,000,000,000	5,000,000,000
Issued and outstanding						
Balance at beginning of year	<b>3,721,983,381</b>	2,795,821,381	2,532,121,381	<b>3,721,983,381</b>	2,795,821,381	2,532,121,381
Issuance	-	926,162,000	263,700,000	-	926,162,000	263,700,000
Balance at end of year	<b>3,721,983,381</b>	3,721,983,381	2,795,821,381	<b>3,721,983,381</b>	3,721,983,381	2,795,821,381

On October 2, 2020, the Company was incorporated with a total authorized capital stock of P5,000,000,000 divided into 50,000,000 common shares with a P100 par value per share, of which P10,000,000 had been subscribed and paid.

On February 1, 2021, MC has subscribed to and paid for 12,400,000 shares with par value of P100 per share or a total of P1,240,000,000.

On April 7, 2021, majority of the members of the BOD and stockholders of MREIT approved the amendments to the Articles of Incorporation and By-Laws of MREIT, which include, among others, the change in par value of common shares from P100 to P1, resulting in an increase in the number of authorized common shares from 50,000,000 to 5,000,000,000 and subscribed common shares from 12,500,000 to 1,250,000,000. On May 19, 2021, the Company obtained approval of the amendments from the SEC (see Note 1).

On May 28, 2021, an individual stockholder subscribed and paid 1,000 common shares of the Company with par value of P1 per share or a total subscription price of P1,000.

On June 2, 2021, on consummation of the Deed of Exchange of Property and Shares in relation to the Property-for-Share Swap transaction with MC, the Company issued 1,282,120,381 common shares at par value of P1 per share (see Notes 1 and 6). In addition, the Company recognized additional paid-in capital (APIC) amounting to P47,920,287,239, less shares issuance costs amounting to P12.8 million.

On June 16, 2021, the Company filed its application with the PSE for the listing of its 2,532,121,381 existing common shares. The listing application was approved by PSE on August 9, 2021 which includes the Secondary Offer Shares of 844,300 common shares with an Overallotment Option of up to 105,537,500 common shares to be offered and sold by MC to the public, under the Main Board of the PSE with an offer price of P16.10 per share. The PSE approved the listing application of the Company on August 9, 2021.

Also on June 16, 2021, the Company filed a Registration Statement covering the registration of 2,532,121,381 existing common shares, in accordance with the requirements of the SEC's Securities Regulation Code. The Registration Statement was rendered effective on September 13, 2021.

On October 1, 2021, the common shares of the Company were listed as a REIT company under the Main Board of the PSE.

On April 1, 2022, the BOD of the Company approved the proposed subscription of MC to 263,700,000 common shares of the Company for a total subscription price of P5.3 billion to be paid by way of transfer of four prime, grade A, office properties in PEZA-accredited zones. On March 23, 2023, the SEC issued its confirmation of the valuation of the property-for-share swap. Consequently, on March 31, 2023, the Company issued 263,700,000 common shares.

On May 22, 2023, the Company filed the application for listing of the additional shares with the PSE. The additional shares are listed with the PSE on July 18, 2024. In addition, the Company recognized APIC in 2023 amounting to P5,010,300,000, less issuance cost amounting to P135.0 million.

On May 10, 2024, the BOD of the Company approved the subscription of MC to 926,162,000 common shares of the Company for a total subscription price of P13.2 billion to be paid by way of transfer of six prime, grade A, office properties in PEZA-accredited zones. On October 10, 2024, the SEC issued its confirmation of the valuation of the property-for-share swap. Consequently, on November 19, 2024, the Company issued 926,162,000 common shares.

On November 22, 2024, the Company filed the application for listing of the additional shares with the PSE, which was approved on December 18, 2025. The Company recognized APIC in 2024 amounting to P12,225,338,400, less issuance cost amounting to P211.2 million.

In their respective meetings held on August 12, 2025, and September 29, 2025, Company's BOD and stockholders approved the increase in the Company's authorized capital stock from P5,000,000,000, divided into 5,000,000,000 common shares with par value of P1.00 per share to P8,000,000,000, divided into 8,000,000,000 common shares with par value of P1.00 per share.

On October 17, 2025, the Company and MC executed a Memorandum of Understanding where the parties agree to pursue a share swap arrangement over certain income-generating real estate (the Target Growth Assets) of MC that meet the investment criteria of the Company (see Notes 6 and 15.4). The Company intends to acquire the Target Growth Assets to secure income growth and provide a competitive investment return to its shareholders. In exchange for the Target Growth Assets and/or cash, MC shall subscribe to primary common shares of the Company at an average adjusted price per share equivalent to not less than P14.39 per share. The share price shall carry a premium to Volume Weighted Average Price of the Company's shares for the period of thirty (30) trading days prior to the transaction.

On December 17, 2025, the Company's BOD approved the proposed amended subscription by MC to 996,865,672 common shares in the Company for a total subscription price of P16,217,100,000 broken down into: (i) paid-up capital (at par) of P996,865,672, and (ii) additional paid-in capital of P15,220,234,328. The amended subscription price translates to an effective price per share of P16.27, representing a fifteen percent (15%) premium over the Volume-Weighted Average Price (VWAP) of P14.15 per share over a period of thirty (30) trading days. The amended subscription price shall be payable as follows: (a) the amount of P187,500,000 shall be paid by in cash, , full receipt of which is acknowledged by the Company, and (b) the balance of the total subscription price amounting to P16,029,600,000 shall be paid by way of a tax-free exchange of nine grade A asset buildings located in PEZA-registered zone (see Notes 6 and 15.4).

The SEC approved the increase in authorized capital stock on November 27, 2025. However, the completion of the property-for-share swap transaction is subject to the SEC's confirmation of the valuation of the Target Growth Assets, which serves as a condition precedent to the issuance of the corresponding shares. As of the issuance date of the Company's financial statements, the confirmation of the valuation of the Target Growth Assets is still pending with the SEC. Hence, the P187.5 million cash infusion received from MC is recognized as Deposit for Future Stock Subscription presented under Equity in the 2025 statement of financial position.

There are 37,500 and 24,857 shareholders of at least one board lot of the listed shares as of December 31, 2025 and 2024, respectively. As of December 29, 2025 and December 27, 2024, the last trading dates for each year, the shares closed at P14.00 and P13.34 per share, respectively.

## 16.2 Dividends

The details of the Company's cash dividend declarations are as follows:

2025	Q4	Q3	Q2	Q1
Declaration date/approved by BOD	Nov. 13, 2025	August 12, 2025	May 7, 2025	March 6, 2025
Date of record	Dec. 1, 2025	August 28, 2025	May 23, 2025	March 21, 2025
Date of payment	Dec. 19, 2025	September 11, 2025	June 6, 2025	April 4, 2025
Amounts declared to common	<b>P 934,768,420</b>	<b>P 917,827,985</b>	<b>P 932,270,344</b>	<b>P 932,356,837</b>
Per share value	<b>P 0.250478</b>	<b>P0.250478</b>	<b>P 0.25047</b>	<b>P 0.2505</b>
2024	Q4	Q3	Q2	Q1
Declaration date/approved by BOD	Nov. 4, 2024	August 2, 2024	May 10, 2024	March 1, 2024
Date of record	Nov. 18, 2024	August 16, 2024	May 24, 2024	March 18, 2024
Date of payment	Dec. 3, 2024	August 30, 2024	June 14, 2024	April 5, 2024
Amounts declared to common	P 695,879,941	P 691,686,210	P 687,772,060	P 687,772,060
Per share value	P 0.2489	P0.2474	P 0.2460	P 0.2460
2023	Q4	Q3	Q2	Q1
Declaration date/approved by BOD	Nov. 6, 2023	August 8, 2023	May 12, 2023	Jan. 6, 2023
Date of record	Nov. 20, 2023	August 23, 2023	May 29, 2023	Jan. 24, 2023
Date of payment	Dec. 14, 2023	Sept. 14, 2023	June 19, 2023	Feb. 15, 2023
Amounts declared to common	P 687,772,060	P 692,245,374	P 692,245,374	P 614,799,071
Per share value	P 0.2460	P0.2476	P 0.2476	P 0.2428

## 16.3 Distributable Income

The computation of the distributable income of the Company for the year ended December 31 is shown below.

(Amounts in PHP)	2025	2024	2023
Net income	<b>4,399,592,411</b>	3,973,869,843	168,343,855
Fair value adjustment of investment property resulting to loss (gain)	<b>(640,857,352)</b>	(790,416,800)	2,732,200,000
Unrealized gains or adjustments to income as a result of certain transactions accounted for under PFRS Accounting Standards	<b>(159,046,873)</b>	(42,653,190)	(97,293,999)
Adjustments due to any prescribed accounting standard which result to a loss	<b>134,698,555</b>	37,480,908	40,881,185
Distributable income	<b><u>3,734,386,741</u></b>	<u>3,178,280,761</u>	<u>2,844,131,041</u>

## 17. EARNINGS PER SHARE

Basic and diluted earnings per share amounts were computed as follows:

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>	<u>2023</u>
Net profit for the year	4,399,592,411	3,973,869,843	168,343,855
Divided by weighted number of outstanding common shares	<u>3,721,983,381</u>	<u>2,903,873,614</u>	<u>2,729,896,381</u>
Basic and diluted earnings per share	<u>1.18</u>	<u>1.37</u>	<u>0.06</u>

The Company has no potential dilutive common shares during the reporting periods.

## 18. COMMITMENTS AND CONTINGENCIES

### *18.1 Operating Lease Commitments – Company as a Lessor*

The Company is a lessor under several operating leases covering real estate properties for office and commercial use (see Note 6). The future minimum lease receivable under these agreements as of December 31, 2025 and 2024 are shown below.

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>
Within one year	3,701,710,569	4,711,624,718
After one year but not more than two years	3,081,608,119	4,133,956,015
After two years but not more than three years	2,649,475,924	3,337,775,440
After three years but not more than four years	2,091,719,849	2,444,406,864
After four years but not more than five years	1,826,118,758	1,735,493,813
More than five years	<u>2,289,055,841</u>	<u>4,442,140,557</u>
	<u>15,639,689,060</u>	<u>20,805,397,407</u>

The Company is subject to risk incidental to the operation of its office and commercial properties, which include, among others, changes in market rental rates, inability to renew leases upon lease expiration, and inability to collect rent from tenants due to bankruptcy or insolvency of tenants. Majority of the Company's revenue from rental properties are derived from commercial and BPO-based tenants. If the expected growth, particularly from BPO-based tenants, does not meet management's expectations, or in the case of commercial tenants more stringent health measures are imposed resulting to further temporary or permanent closures of commercial establishments, the Company may not be able to lease their properties in a timely manner or collect rent at profitable rates.

To mitigate these risks, the Company requires security deposits and advanced rentals representing three months' and six months' rent from office and commercial tenants, respectively (see Note 9).

### ***18.2 Operating Lease Commitments – Company as a Lessee***

The Company entered into a land lease agreement with MC and a related party under common ownership, over the land on which its investment properties stood for a period of 25 years, renewable for another 25 years (see Note 15.2). Variable lease payments for the land lease with MC and the related party commenced on July 1, 2023 and October 1, 2024, respectively. The lease agreement does not contain any fixed lease payments. In addition, the lease agreement with MC involves payment for security deposit (see Note 7).

The related variable lease expense incurred amounting to P105.6 million and P85.3 million in 2025 and 2024, respectively, is presented as Land lease under the Cost of Services account in the statements of comprehensive income (see Note 12).

### ***18.3 Others***

There are commitments and contingent liabilities that may arise in the normal course of the Company's operations, which are not reflected in the financial statements. Management is of the opinion that losses, if any, from these commitments and contingencies will not have material effects on the Company's financial statements.

## **19. RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company is exposed to a variety of financial risks in relation to its financial instruments. The Company's financial assets and financial liabilities by category are summarized in Note 20. The main types of risks are market risk, credit risk and liquidity risk.

The Company's risk management is coordinated with its parent company, in close coordination with the BOD, and focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to financial risks.

The Company does not engage in trading of financial assets for speculative purposes. The relevant financial risks to which the Company is exposed are discussed below.

### ***19.1 Market Risk***

As of December 31, 2025 and 2024, the Company is exposed to market risk through its cash in banks, which are subject to changes in market interest rates. However, management believes that the related interest rate risk exposure is not significant. All other financial assets and financial liabilities are either noninterest-bearing or subject to fixed interest rates.

## 19.2 Credit Risk

The Company's credit risk is attributable to trade and other receivables and other financial assets. The Company maintains defined credit policies and continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. Where available at a reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties. In addition, for trade receivables, security deposits and advance payments are received to mitigate credit risk.

The maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown in the statements of financial position (or in the detailed analysis provided in the notes to financial statements), as summarized below.

<i>(Amounts in PHP)</i>	<u>Notes</u>	<u>2025</u>	<u>2024</u>
Cash and cash equivalents	4	<b>1,387,817,591</b>	2,025,255,093
Trade and other receivables	5	<b>916,649,667</b>	593,417,558
Security deposit	7	<b>40,711,274</b>	26,458,224
		<b><u>2,435,178,532</u></b>	<b><u>2,645,130,875</u></b>

### (a) Cash and Cash Equivalents

The credit risk for cash and cash equivalents is considered negligible since the counterparties are reputable banks with high quality external credit ratings. Included in the cash and cash equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation up to a maximum of P1.0 million for every depositor per banking institution.

### (b) Trade and Other Receivables

The Company applies the simplified approach in measuring ECL which uses a lifetime expected loss allowance for all trade and other receivables. To measure the expected credit losses, trade and other receivables have been grouped based on shared credit risk characteristics and the days past due (age buckets). The other receivables relate to receivables from third parties other than trade receivables and have substantially the same risk characteristics as the trade receivables. The Company has therefore concluded that the expected loss rates for Trade receivables are a reasonable approximation of the loss rates for the other assets.

Management considers the ECL on the Company's trade and other receivables to be negligible taking into consideration the counterparties' ability to repay at the reporting date and the actual collection from such counterparties during the reporting periods.

Furthermore, the Company considers credit enhancements in determining the expected credit loss. Trade receivables are collateralized by advance rental and security deposits received from lessees.

The estimated fair value of collateral and other security enhancements held against trade and other receivables as of December 31, 2025 and 2024 is presented below.

<i>(Amounts in PHP)</i>	<b>Gross Maximum Exposure</b>	<b>Fair Value of Collaterals</b>	<b>Net Exposure</b>
As of December 31, 2025	<u>916,649,667</u>	<u>1,620,279,406</u>	-
As of December 31, 2024	<u>593,417,558</u>	<u>1,683,780,032</u>	-

(c) *Security Deposit*

The credit risk for security deposit is considered negligible as the Company has ongoing lease agreement with the counterparty and the latter is considered to be with sound financial condition and sufficient liquidity. The security deposit can also be applied against future rental payments in cases of default.

### 19.3 *Liquidity Risk*

The Company manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week, as well as on the basis of a rolling 30-day projection.

Long-term needs for a 6-month and one-year period are identified monthly.

The Company maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash is invested in time deposits, or short-term marketable securities.

As at December 31, 2025 and 2024, the Company's financial liabilities have contractual maturities which are presented below.

<i>(Amounts in PHP)</i>	<b>Within 1 Year</b>	<b>1 to 5 Years</b>	<b>More than 5 Years</b>
<b><u>December 31, 2025</u></b>			
Interest-bearing loan	479,213,309	2,407,284,005	7,185,996,189
Security deposits	93,046,521	698,438,319	380,812,398
Accounts payable	130,261,776	-	-
Accrued expenses	214,866,083	-	-
	<u>917,387,689</u>	<u>3,105,722,324</u>	<u>7,566,808,587</u>
<b><u>December 31, 2024</u></b>			
Interest-bearing loan	470,155,247	1,999,814,229	8,072,679,275
Security deposits	210,919,111	687,712,822	256,376,203
Accounts payable	197,854,085	-	-
Accrued expenses	482,385,265	-	-
	<u>1,361,313,708</u>	<u>2,687,527,051</u>	<u>8,329,055,478</u>

The above contractual maturities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the end of the reporting periods.

## 20. CATEGORIES, FAIR VALUES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

### 20.1 Carrying Amounts and Fair Value by Category

The carrying values and fair values of the categories of financial assets and financial liabilities presented in the statements of financial position are shown below.

<i>(Amounts in PHP)</i>		2025		2024	
		Notes	Carrying Values	Fair Values	Carrying Values
<b>Financial assets</b>					
Financial assets at amortized cost:					
Cash and cash equivalents	4	1,387,817,591	1,387,817,591	2,025,255,093	2,025,255,093
Trade and other receivables	5	916,649,667	916,649,667	593,417,558	593,417,558
Security deposit	7	40,711,274	39,671,019	26,458,224	25,782,163
		<u>2,345,178,532</u>	<u>2,344,138,277</u>	<u>2,645,130,875</u>	<u>2,644,454,814</u>
<b>Financial liabilities</b>					
Financial liabilities at amortized cost:					
Interest-bearing loan	10	7,217,637,246	7,217,637,246	7,212,172,904	7,212,172,904
Security deposits	9	1,060,758,861	1,029,459,502	1,052,863,842	1,021,797,438
Accounts payable	8	130,261,776	130,261,776	197,854,085	197,854,085
Accrued expenses	8	214,866,083	214,866,083	482,385,265	482,385,265
Interest payable	8	8,055,636	8,055,636	8,055,636	8,055,636
		<u>8,631,579,602</u>	<u>8,600,280,243</u>	<u>8,953,331,732</u>	<u>8,922,265,328</u>

A description of the Company's risk management objectives and policies for financial instruments is provided in Note 19.

### 20.2 Offsetting of Financial Assets and Financial Liabilities

Except when applicable for the offsetting of rental receivables and rental deposits arising from the normal course of the Company's leasing activities, the Company has not set off financial instruments and do not have relevant offsetting arrangements. Currently, all other financial assets and financial liabilities are settled on a gross basis; however, each party to the financial instrument (particularly related parties) will have the option to settle all such amounts on a net basis in the event of default of the other party through approval by both parties' BOD and shareholders. As such, the Company's outstanding receivables from and payables to the same related parties can be potentially offset to the extent of their corresponding outstanding balances.

## 21. FAIR VALUE MEASUREMENT AND DISCLOSURE

### *21.1 Fair Value Hierarchy*

In accordance with PFRS 13, *Fair Value Measurement*, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS Accounting Standards, are categorized into three levels based on the significance of inputs used to measure the fair value. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

### *21.2 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed*

The Company's financial assets which are not measured at fair value in the statements of financial position but for which fair value is disclosed only include cash and cash equivalents categorized as Level 1. All other financial assets and financial liabilities are categorized under Level 3.

For financial assets with fair values included in Level 1, management considers that the carrying amounts of these financial instruments approximate their fair values due to their short-term duration.

The fair values of the financial assets and financial liabilities included in Level 3, which are not traded in an active market, are determined based on the expected cash flows of the underlying net asset or liability based on the instrument where the significant inputs required to determine the fair value of such instruments are not based on observable market data.

### ***21.3 Fair Value Measurement of Investment Properties***

As of December 31, 2025 and 2024, the Company's investment properties amounting to P73.7 billion and P73.0 billion, respectively, are classified under Level 3 of the hierarchy of fair value measurements.

The fair values of the Company's investment properties (see Note 6) are determined on the basis of the appraisals performed by Cuervo Appraisers, Inc. in 2025 and 2024, and Santos Knight Frank, Inc. in 2023. Both are independent appraisers with appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. Briefly describing the valuation method used, the approach converts anticipated future gains to present worth by projecting reasonable income and expenses for the properties. In estimating the fair value of these properties, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management assessment, the best use of the Company's investment property is its current use.

Fair value as determined by both independent appraisers are based on the Income Approach. Under the Income Approach, the fair value of an asset is measured by calculating the present value of its economic benefits by discounting expected cash flows at a rate of return that compensates the risks associated with the particular investment. The most common approach in valuing future economic benefits of a projected income stream is the discounted cash flows model. This valuation process of this model consists of the following: (a) estimation of the revenues generated; (b) estimation of the costs and expenses related to the operations of the development; (c) estimation of an appropriate discount rate; and (d) discounting process using an appropriate discount rate to arrive at an indicative fair value. The most significant inputs used in this model are the estimated expected future annual cash inflow and outgoing expenses, anticipated increase in market rental, discount rate and terminal capitalization rate.

The fair value is sensitive to changes in discount rate, terminal capitalization rate and market rental. A change in these unobservable inputs would have the following impact on fair value:

	<u>Increase</u>	<u>Decrease</u>
Discount rate	Decrease	Increase
Terminal capitalization rate	Decrease	Increase
Increase in market rental	Increase	Decrease

The discount rates and terminal capitalization rates were determined with reference to published risk free rates and risk premium rates at the date of valuation.

Also, there were no transfers into or out of Level 3 fair value hierarchy.

## 22. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern.

The Company sets the amount of capital in proportion to its overall financing structure, i.e., equity and liabilities. The Company manages the capital structure and makes adjustment to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company's total liabilities and total equity are presented below.

<i>(Amounts in PHP)</i>	<u>2025</u>	<u>2024</u>
Total liabilities	<b>9,428,878,984</b>	9,804,379,740
Total equity	<b>67,159,535,528</b>	66,289,666,703

Under REIT Act, the Company is subject to external capital requirement to have a minimum paid-up capital of P300.0 million, which was complied with as of the reporting periods presented.

## 23. OPERATING SEGMENT

The Company has determined that it operates as one operating segment. The Company's only income-generating activity is the lease of its buildings, which is the measure used by the Chief Operating Decision Maker in allocating resources.