

SEC Registration Number

P W - 0 0 0 0 0 8 3 4

Company Name

R O X A S   A N D   C O M P A N Y ,   I N C .   A N D   S U B S I  
D I A R I E S

Principal Office (No./Street/Barangay/City/Town) Province

7 t h   F l o o r ,   C a c h o - G o n z a l e s   B u i l d i n  
g ,   1 0 1   A g u i r r e   S t r e e t ,   L e g a s p i   V i  
l l a g e ,   M a k a t i   C i T y

Form Type

**SEC Form 17-A**

Department requiring the report

**C R M D**

Secondary License Type, If Applicable

**Not Applicable**

**COMPANY INFORMATION**

Company's Email Address

**rci@roxascompany.com.ph**

Company's Telephone Number/s

**(02) 8810-8901 to 06**

Mobile Number

**-**

No. of Stockholders

**3,270**

Annual Meeting  
Month/Day

**Last Wednesday of May**

Calendar Year  
Month/Day

**December 31**

**CONTACT PERSON INFORMATION**

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

Name of Contact Person

**Atty. Melchor J. Manalo**

Email Address

**melchor.manalo  
@roxascompany.com.ph**

Telephone Number/s

**(632) 8751-9537**

Mobile Number

**-**

Contact Person's Address

**7th Floor, Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, Makati City**

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

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-A  
ANNUAL REPORT PURSUANT TO SECTION 17  
OF THE SECURITIES REGULATION CODE AND SECTION 141  
OF THE CORPORATION CODE OF THE PHILIPPINES**

1. As of and for the year ended: **31 December 2025**
2. SEC Identification Number: **PW- 00000834**
3. BIR Tax Identification No. : **000-269-435-000**
4. Exact name of issuer as specified in its charter: **ROXAS AND COMPANY, INC.**
5. **Philippines**  
Province, Country or other jurisdiction of  
Incorporation or Organization
6. (SEC Use Only)  
Industry Classification Code
7. **7<sup>th</sup> Floor Cacho-Gonzales Building, 101 Aguirre Street  
Legaspi Village, Makati City 1229**  
Address of Principal Office
8. **(632) 8810-89-01 to 06**  
Registrant's telephone number, including area code
9. CADP GROUP CORPORATION  
6<sup>th</sup> Floor Cacho-Gonzales Building, 101 Aguirre Street  
Legaspi Village, Makati City 1229  
Former name and former address.
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class and Amount of Debt Outstanding	Number of Shares of Stock Outstanding
Authorized Capital Stock	
Common	<b>₱3,375,000,000</b>
Preferred	<b>1,000,000,000</b>
No. of shares subscribed & outstanding:	
Common-Issued	<b>2,911,885,870</b>
Common-Outstanding	<b>2,804,237,369</b>
Preferred	
 Amount of loans outstanding as of December 31, 2025	 <b>₱1,007,930,983</b>

Of the 2,911,885,870 outstanding common shares, 107,648,501 common shares was exempt securities under Section 10.1 of the SRC.

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

Yes []          No [  ]

2,911,885,870 common shares are listed with the Philippine Stock Exchange (PSE).

12. Check whether the issuer:

(a) Has filed all reports required to be filed by Section 17 of the Securities Regulation Code (SRC) and Rule 17 (a)-1 thereunder and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports);

Yes []          No [  ]

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

Yes []          No [  ]

13. State the aggregate market value of the voting stock held by non-affiliates of the issuer. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of specified date within 60 days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form.

Assuming that the number of stockholdings of non-affiliates as of 31 December 2025 is 2,804,237,369 common shares and assuming further that the market bid price of the shares as of same date is ₱2.68 then the aggregate market value of the voting stocks held by non-affiliates as of said date is ₱7.5 Billion.

14. Documents incorporated by reference. (Briefly describe them and identify the part where they are incorporated).

(a) Incorporated by reference in Part III on Financial Information is the Consolidated Financial Statements of Roxas and Company, Inc. and subsidiaries as at and for the year ended 31 December 2025.

## **PART I – BUSINESS**

### **1. Business Development**

Roxas and Company, Inc. ("RCI") is the holding company for a group of companies with interests in (i) the real estate and hotel development, operations, and property management through its subsidiaries, Roxaco Land Corporation ("RLC") and Roxaco-Asia Hospitality Corporation ("RAHC"), (ii) a minority stake in the sugar milling and ethanol manufacturing businesses of Roxas Holdings, Inc. ("RHI"), (iii) in coconut processing and exports through its subsidiary, Roxas Sigma Agriventures, Inc. ("RSAI") and in (iv) renewable energy development. In addition to its various business interest, RCI holds investment property landholdings located in Nasugbu, Batangas.

In November, 2013, RCI sold 31% of its equity interest in RHI to First Pacific Company, Ltd., a Hongkong based company but remained its biggest shareholder with 36% equity interest. RCI's equity interest was diluted to 23% as of December 2019 when it did not exercise its Stock Rights Option in 2016 and in the conversion of RHI's debt securities into common shares in 2017.

In December 2018, the SEC approved the corporate reorganization of RLC. The reorganization included the merger of RLC and Anya Hotels and Resorts Corporation with RLC as the surviving corporation. As part of the reorganization, RCI increased its equity in RLC by P60 million via conversion of its outstanding advances to common shares. In February 2019, Anya Hospitality Corp. ("AHC"), RLC's hotel management company was also merged with RLC. After the reorganization was completed, Anya Hotel and Resort Tagaytay and Anya Hospitality Corp operated as business units within RLC. Anya Hotel and Resort Tagaytay opened in 2017 with 80 hotel suites and a hotel core that operates its high-end facilities which include premium restaurants, heated pools, wellness center, a library, function rooms, and lounges.

In December 2013, RLC and Singapore based VH Select Investments (Phil) Pte. Ltd. (VH Select) formed the joint venture company, Roxaco-Vanguard Hotel Corporation ("RVHC") to build a minimum of five budget hotels under the "Go Hotels" brand through a franchise agreement with Robinsons Land Corporation. By 2017, five (5) Go Hotel sites located in Manila Airport Road, Cubao, Ermita, North EDSA and Timog were completed. In April 2018, VH Select sold its shareholdings to Asia Hospitality Private Capital Ltd., Singapore with RLC still maintaining 51% control of the JV Company. Consequently, the corporate name was changed to Roxaco-Asia Hospitality Corporation ("RAHC") and was approved by the SEC in October 2018. In December 2019, RAHC signed an agreement to sell its Go Hotel Cubao site for P411 million in order to reduce debt and improve profitability. The property was sold in February 2020.

RLC also has investments in Fuego Development Corporation ("FDC"), Fuego Land Corporation ("FLC"), Club Punta Fuego, Inc. ("CPFI"), Roxaco-ACM Development Corporation ("RADC"), and SAMG Memorial Management and Services, Inc. ("SMMSI").

RLC manages all its Go Hotel sites, Anya Hotel and Resort Tagaytay, and Club Punta Fuego as well as third party hotels and resorts under various management agreements.

After completing most of its real property projects, RLC in 2016 started the development of Montana Residences, an 8.2 hectare housing project located in Palico, Nasugbu, Batangas.

In May 14, 2015, RCI established Roxas Green Energy Corporation ("RGEC"), a wholly owned subsidiary to venture in renewable power generation. RGEC planned to develop solar power plants using the real properties owned by RCI in Nasugbu, Batangas. However, after completing the initial predevelopment requirements, permits and land preparations, RGEC deferred full development of the project and shifted to look for possible joint venture arrangements with major power firms. The pre-development cost was written down in 2021.

In October 8, 2015, RCI entered into a Shareholders Agreement with Sigma Xynergies Corporation (SXC), a Filipino-owned company and formed Roxas Sigma Agriventures, Inc. (RSAI) for the development of a 300 tons-per-day coconut processing plant in Tupi, South Cotabato. The plant is an advanced processing facility to produce coconut cream/milk, virgin coconut oil, and coconut water concentrate primarily for export. In 2016, RCI initially invested ₱215.0 Million in RSAI for 81.13% control of the company. RCI infused ₱21.5 Million additional capital in 2017 and another ₱200 Million in 2018, increasing its total equity to ₱436.5 million or 88.81% control of the company. Plant testing and commissioning started on the 3<sup>rd</sup> quarter of 2017. Commercial operations began in January 2018.

By March 2019, RSAI secured all key major international production, food, and safety certifications required in the European, North and South American markets that will enable it to fully market its products.

In December 2018, SEC approved RCI's application to increase its authorized capital from 3.375 Billion to 4.375 Billion shares. The increase in capital stock reflected the creation of 1 Billion preferred shares with a par value of ₱1.00 per share.

In December 2018, RCI raised ₱500 million new equity through the issuance of preferred shares with a par value of ₱1.00 per share. The shares are redeemable after 2 years, with an option to extend by another 2 years. Dividend rate for the 1st years is at 8.5%. Proceeds from the equity raised were used to reduce bank debts and fund the group's operating requirements.

The BOD, in its Special Meeting held on March 12, 2021, resolved to redeem 300 million redeemable preferred shares, which are not listed with the PSE, issued to Amalgamated Investment Bancorporation pursuant to the Re-structuring and Financing Agreement entered into between the parties. The Board further resolved to redeem the said preferred shares at a redemption price of ₱1.00 per share. The Articles of Incorporation of the Parent Company provides that the preferred shares are redeemable after two (2) years from issuance and are re-issuable upon terms and conditions determined by its BOD. The BOD has yet to determine the terms of re-issuance of the said preferred shares.

In August 2021 and October 2021, RCI converted its advances to RSAI amounting to ₱354 million and ₱53 million, respectively, that increased the equity interest in RSAI from 88.81% to 94.98%.

On October 15, 2025, the BOD of RSAI approved the sale of the coconut processing plant. On December 9, 2025, RSAI executed separate Deeds of Absolute Sale to third parties covering (i) two parcels of land in Tupi, South Cotabato and (ii) the buildings, plant facilities, machinery and equipment, tools, inventories, office equipment and other business assets comprising RSAI's coconut processing plant for a total of ₱1,092.0 million.

The Group recognized reversal of impairment loss amounting to ₱534.8 million and a gain from sale of ₱106.5 million in 2025.

As of December 31, 2025, the Group collected proceeds from sale amounting to ₱873.6 million, which represent 80% of the total consideration. The remaining balance was collected in April 2026 upon completion of the transfer of the applicable land titles and other documentary requirements.

### **Distribution Methods of the Products or Services**

RLC offers its various properties to potential buyers through its authorized sales agents and brokers.

RAHC through its hotel management, Anya Hospitality Group, uses online digital channels, corporate and government direct selling, enrollment in online and local travel agencies and marketing direct to walk-in customers to generate hotel bookings.

RSAI, as a bulk producer, markets its products by initially positioning itself as a major ingredient supplier to branded manufacturers, international brokers for its products, and food service companies. It will evaluate options for its own brand and toll manufacturing when volumes have been developed and expanded for retail sale.

## **Competition**

### For RLC

RLC's real estate projects are located in Nasugbu, Batangas using its land bank to develop commercial, residential and memorial lot projects for the local area market. Anya Resort and Residences project in Tagaytay is its entry into the high-end residential and luxury hotel market outside Batangas.

The local property competitors in the area are Ayala Land, Robinsons Land, SM Investments, and Sta. Lucia Realty and Development, Inc.

### For RAHC

All four (4) Go Hotels are classified in the hotel and tourism industry as Economy or Budget Hotels. Major competitors considered in this category are the likes of Red Planet, Hop Inn International chains, Hotel 101, local established chains such as Eurotel and other location – centric hotels with similar price points.

### For RSAI

RSAI was established in 2015 to process 300 Metric Tons per day of raw coconuts to produce three major products for export: Coconut Water Concentrate; Virgin Coconut Oil, and Coconut Milk/Cream. Major competitors within the region include Franklin Baker Inc., Peter Paul Philippines, Inc., Century Pacific Agri Ventures., Primex Foods, Inc., Celebes Foods, Inc., and Axelum (Fiesta Foods).

## **Sources and Availability of Raw Materials and Names of Principal Suppliers**

For its hotel operations, RAHC and Anya use accredited third-party service providers for its laundry service requirements, security, and housekeeping.

RSAI's main raw materials of dehusked coconuts, are sourced from farmers, buying stations or consolidators within the area of South Cotabato, Sarangani, North Cotabato, and Lanao del Sur. Packaging materials such as drums and corrugated boxes are purchased locally, while aseptic bags are secured overseas.

## **Patents, Trademarks and Copyrights**

RLC secured registration of its trademark project "Anya Resort and Residences" and has a pending trademark application for its mark "NIYAMA" with the Intellectual Property Office of the Philippines.

RLC also owns the trademarks for all the logos of "Anya" and "Fuego" brands.

For RAHC, the use of "Go Hotels" Trademark/Logo is covered by the terms and conditions of the Franchise Agreement with Robinsons Land Corporation.

## **Need for Government Approvals of Principal Products or Services**

As part of the normal course of business, RLC secures all the necessary permits such as but not limited to development permits from the local government, Certificate of Registration and License to Sell from

the Department of Human Settlements and Urban Development (formerly, Housing and Land Use Regulatory Board) (“DHSUD”), and the Environmental Compliance Certificate from the Department of Environment and Natural Resources.

RSAI secured approval from Food and Drug Administration in order to operate and sell products legally. It has likewise secured various international certifications as required by foreign buyers such as USFDA, Halal, HACCP, Kosher, Organic, GMP, Food Safety System Certification (“FSSC”), and BRC Certification.

RGEC secured a service contract with Department of Energy to have the exclusive right to explore, develop or utilize a particular renewable energy (i.e. solar energy) contract area in Nasugbu, Batangas. It has likewise secured BOI registration to qualify for tax incentives for the project.

### **Effect of Existing or Probable Governmental Regulations**

#### For RLC

The real estate business is subject to a number of laws including the Civil Code of the Philippines, Presidential Decree Nos. 957 and 1216, the Maceda Law, and certain provisions of the Local Government Code. The industry is primarily regulated by the policies and rules and regulations issued by the DHSUD.

#### *Value Added Tax System*

The present value-added tax (VAT) system imposes a 12% VAT on Sale of Real Properties. Section 4.106-3 of Revenue Regulations No. 16-2005 – Sale of real properties held primarily for sale to customers or held for lease in the ordinary course of trade or business of the seller shall be subject to VAT.

#### For RGEC

RGEC, being in the Renewable Energy (RE) industry, is covered by the *Renewable Energy act of 2008* (Republic Act No.9513) which provides substantial incentives and privileges such as VAT zero-rated sales and income tax holiday for a period of 7 years from the start of commercial operations.

#### For RSAI

RSAI, being a BOI-registered company, is entitled to import duty exemption of its capital equipment and income tax holiday for six (6) years from the start of commercial operations or January 2018, whichever is earlier. RSAI is also entitled to zero-rated VAT on export sales.

### **Costs and Effects of Compliance with Environmental Laws**

RLC secures the required Environmental Compliance Certificates for all of its real property developments.

RGEC, RAHC, and RSAI also secured the required Environmental Compliance Certificates before commencement of commercial operations.

### **Total Number of Employees and Number of Full-Time Employees**

As of 31 December 2025, RCI, the Holding Company has a total of four (4) executives and nineteen (19) employees.

RLC, has two (2) executives and forty nine (49) employees across its real estate and hospitality management business units, including the Anya Hospitality Group

Anya Resort Hotel Tagaytay, under Roxaco Land Corp. has one (1) executive and ninety five (95) employees.

RAHC employs fifty four (54) individuals. RSAI has three (3) executives and one hundred thirty three (133) employees.

RGEC has no full-time employees yet as it is still at the pre-operating stage.

## **Property**

The Company's investment property landholding located in Nasugbu, Batangas has an approximate land area of more or less 2,494 hectares with total appraised value of ₱31.589 Billion as of December 2024 and ₱11.450 Billion as of December 2023. About 2,300 hectares of these properties were covered by the Comprehensive Agrarian Reform Program (CARP) with a significant portion currently under an application for exemption with the Department of Agrarian Reform.

On December 29, 2023, the Department of Agrarian Reform issued a Consolidated Order which resolves the long-outstanding legal cases and claims over RCI's land properties. The said Consolidated Order provided for a 50-50 sharing of the covered land properties between RCI and the Agricultural Reform Beneficiaries (ARBs), net of the 297 hectares which were previously resolved in favor of RCI with finality. As such, RCI retained the 1,322 hectares, while the other 1,322 hectares will be distributed to the ARBs. It also directed the relevant government agencies to earmark and appropriate the payment of just compensation for RCI for the expropriated/awarded landholdings, as may be judicially or administratively determined. On May 2025, RCI received the just compensation for the investment properties distributed to the ARBs amounting to ₱9.6 billion, which comprised of P4.9 billion in cash and ₱4.7 billion in agrarian reform bonds issued by LBP. The bonds are repayable in 10 equal annual installments through 2035, with semi-annual interest based on the prevailing 91-day Treasury Bill rate, net of withholding tax.

The Consolidated Order became final and executory on January 27, 2024.

As of December 21, 2025, the fair value of the retained properties amounted to ₱25 billion.

The Company is likewise the registered owner of a 1,030 sqm office condominium unit located at the 7<sup>th</sup> Floor of Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, Makati City. It has a carrying value of ₱526,872.90 while fair market value is at ₱97.9 million as of December 31, 2025. The property is currently used as collateral for the long-term loan of its subsidiary, RLC.

## Real Estate

As of December 31, 2025, RLC's real estate for sale and development, consisting of real estate properties for sale, raw land and land improvements, amounted to ₱385.6 million. Certain properties are also used as collateral to secure the loan obligations of the Company.

## RAHC

RAHC's four (4) Go Hotels have a total land area of 4,105.6 sqm located in Parañaque, Malate, North EDSA, and Timog, Quezon City. The four Go Hotels are situated on these sites and have total appraised values ₱2.2 billion as at December 31, 2025.

## RSAI

RSAI is the owner of the 21,945 sqm property, plant and equipment with appraised value of ₱803 million as of December 2024 located in Purok 10, Poblacion, Tupi, South Cotabato wherein the Coconut Processing Plant is situated and used as collateral for the long-term borrowings of the Company.

On September 12, 2025, RSAI executed a Binding Term Sheet related to the sale of the property to an established industry player. The subsequent Asset Purchase Agreement was approved by the Board of Directors and Shareholders of RSAI and the Board of Directors of RCI in October 2025. Physical turnover of the plant and land was completed on December 1, 2025, with operations ceasing effective November 28, 2025.

As of the reporting date, RSAI has received 80% of the agreed contract price. The remaining 20% was collected on April 1, 2026.

## **Legal Proceedings**

RCI is a party to various legal proceedings mostly involving the coverage of its properties in Nasugbu, Batangas under the Comprehensive Agrarian Reform Program (CARP).

Sometime in 1993, the Company filed a case questioning the Department of Agrarian Reform's (DAR) acquisition of its landholdings and asking for the cancellation of the Certificates of Land Ownership Awards (CLOAs) issued by the DAR in favor of the farmer-beneficiaries. On 17 December 1999, the Supreme Court promulgated its Decision in GR No. 127876 nullifying the DAR acquisition proceedings over haciendas Palico, Banilad and Caylaway/Carmen. The High Tribunal ruled that the Company's right to due process was violated by the DAR. However, the Supreme Court did not nullify the CLOAs that were issued by the DAR despite its declaration that the acquisition proceedings were null and void.

In May 2000, the Company filed with the DAR an application for CARP exemption of its three Haciendas in Nasugbu based on Presidential Proclamation No. 1520 which declared the entire municipality of Nasugbu as a tourist zone. RCI likewise filed exemption applications for smaller areas based on the 1982 Zoning Ordinance of Nasugbu, Batangas.

In December 2009, the Supreme Court ruled that PP No. 1520 did not automatically reclassify the agricultural lands in Nasugbu, Batangas to non-agricultural lands<sup>1</sup>. However, the Court noted that RCI "can only look to the provisions of the Tourism Act and not to PP No. 1520, for possible exemption".

On February 08, 2011, the Supreme Court denied the Company's Second Motion for Reconsideration and affirmed with finality its December 2009 Decision.

Consistent with the 2009 Supreme Court Decision that "Roxas and Co. can only look to the provisions of the Tourism Act, and not to PP 1520, for possible exemption", RCI filed in April 2010 with the Tourism Infrastructure and Enterprise Zone Authority ("TIEZA") an application to declare fourteen (14) Specific Geographic Areas located in the RCI landholdings as Tourism Enterprise Zones ("TEZs"). This application was based on the Tourism Act of 2009.

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<sup>1</sup>The 04 December 2009 Decision in SC GRN 149548, 165450, 167453, 179650, 167845 AND 169163 may be accessed at <http://sc.judiciary.gov.ph/jurisprudence/2009/december2009/149548.htm>.

To date, the said application has not been acted upon, primarily because it took the DOT some time to promulgate the Implementing Rules and Regulations (“IRR”). However, in July 2011, the IRR was published in newspapers of general circulation and the same took effect on 01 August 2011. At present, RCI’s application is still pending with the TIEZA.

On 20 September 2011, RCI received from the Supreme Court a Decision dated 05 September 2011<sup>2</sup> affirming the exemption of a 21.1236-hectare property from CARP. The exempt property consists of 27 parcels of land located in Barangay Aga, Nasugbu, Batangas.

There are three<sup>3</sup> other CARP-related cases that are pending with the Provincial Adjudicator (PARAD) of Western Batangas and the Department of Agrarian Reform (DAR).

On 22 October 2012, the DAR published a Notice of Coverage over approximately 2,514.76 hectares of the Company’s properties. The Company has filed its Protest with the DAR against this wrongful coverage (failure to observe the proper rules before publishing the said Notice of Coverage) and the applicable law (RA No. 6657 vs. RA No. 9700). On June 17, 2014, the DAR issued a revised NOC covering RCI properties aggregating 2,300.60 hectares.

On October 16, 2013, the DAR ordered the denial of the Protest. On December 9, 2013, the Company filed a Motion for Reconsideration (MR) with the DAR. On April 15, 2014, the DAR denied the MR of RCI.

On June 27, 2014, RCI filed a Petition for Certiorari with the Court of Appeals (CA). On 25 October 2017, the CA rendered a Decision on the Petition for Certiorari filed by RCI. In its Decision, the Court of Appeals partially granted RCI’s Petition. In particular, the CA nullified and set aside the Order and Resolution dated 16 October 2013 and 15 April 2014, respectively, of the Department of Agrarian Reform. It also nullified the Notice of Coverage published by the DAR on 22 October 2012. The CA further remanded the case back to the DAR for purposes of issuing a new Notice of Coverage after determining specific portions of the haciendas that should be covered by the Agrarian Reform Law. However, the CA did not order the cancellation of the existing CLOAs over the properties of RCI that were issued pursuant to the nullified Notice of Coverage. Thus, RCI filed a partial Motion for Reconsideration of the Decision of the CA on 22 November 2017. In its MR, RCI prayed that: (i) the CA cancel all the CLOAs covering the properties covered by the 1999 Roxas case; (ii) To order the DAR to act on the pending applications for exemption/exclusion/conversion; and (iii) For Respondents to cease and desist from committing any act that involves the coverage of the subject properties pending the final resolution of the applications of RCI with the DAR.

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<sup>2</sup>Agapito Rom, et. al. vs. Roxas and Company, Inc., G.R. No. 169331.

<sup>3</sup> These cases are: (i) DAR Adm. Case No. A-9999-100-97, which is an application for exemption from CARP coverage of a 45.97 hectare property in Brgy. Aga on the ground that the said property has a slope of at least 18%. The DAR granted RCI’s application. However, the farmer-beneficiaries filed a Motion for Reconsideration, to which RCI filed an opposition. This case is now final and executory but the DAMBA filed a Petition for Relief from Judgment which is still pending resolution of the Office of the Secretary of DAR; (ii) Petitions for the cancellation of CLOA No. 6646 covering a 21-hectare property. These cases stemmed from a Certificate of Finality issued by DAR exempting the subject property from CARP coverage. The Provincial Adjudicator of Batangas (PARAD) decided in favor of the Company and cancelled the CLOA. The farmers’ Motion for Reconsideration was subsequently denied by the PARAD. The cases are now with the Department of Agrarian Reform Adjudication Board (DARAB) in view of the appeal filed by the farmers; and (iii) DAR Case Nos. R-0401-0021 to 0058-2009 stems from a final and executory Supreme Court ruling exempting from CARP coverage a 30.1685-hectare property in Barangay Banilad, Batangas. As such, the Company filed with the PARAD Petitions for cancellation of CLOA 5189 insofar as the exempted area is concerned.

On 05 June 2017, the DAR dismissed the application of RCI for exemption/exclusion of a total of 685 h.a. from CARP coverage. The DAR dismissed the application on purely technical grounds. Thus, RCI filed a Motion for Reconsideration on 14 August 2017. This MR has not been resolved by the DAR to date.

On 29 November 2017, the DAR denied RCI's Motion for Reconsideration of the denial of an application for exemption over a total of 285 h.a. for being agricultural in nature. The DAR found that there was no reversible error that would justify a reconsideration of the denial of exemption. Consequently, RCI filed an Appeal with the Office of the President on 22 January 2018. On May 21, 2022, the Office of the President denied RCI's appeal explaining that the findings of facts of the Administrative Agencies should be respected. RCI timely filed its Motion for Reconsideration which remains pending as of this date

The DAR approved the conversion application filed by RCI and RLC over sixteen (16) parcels of land located in Barangay Banilad, Nasugbu, Batangas totaling approximately 52 hectares on July 2020. A Motion for Reconsideration was filed by the oppositors but the MR was denied and the order of conversion was affirmed by the DAR in November 2020. On November 2021, the Office of the President issued an Order denying the appeal filed by the oppositors and affirming the DAR Decision. A Motion for Reconsideration ("MR") was thereafter filed by the oppositors on December 2021. RCI filed its Comment on the said MR On April 29, 2022 the Office of the President issued a resolution denying the oppositor's MR.

On August 8, 2023, the Department of Agrarian Reform ("DAR") issued Summons against RCI and the agrarian reform beneficiaries, through their respective counsels, directing the Parties to appear before the Office of the Undersecretary for Legal Affairs Office ("ULAO") on August 11, 2023 to discuss the possible resolution of all cases relating to the properties of RCI.

In the said conference, in light of the parties' willingness to submit to the jurisdiction of DAR and/or amicably settle the cases, both parties were directed to submit a Manifestation or Motion to Withdraw all pending cases involving the RCI properties in all forums, and the DAR to assume full jurisdiction thereto; and submit respective verified position papers and additional evidentiary documents.

Accordingly, the interested parties submitted to the DAR their respective Motions to Withdraw filed with the Supreme Court, Court of Appeals, and Office of the President. Thereafter, the parties also filed their respective Position Paper with the DAR-ULAO.

On December 29, 2023, a copy of which was received by RCI on January 11, 2024, the DAR Secretary issued a Consolidated Order<sup>4</sup> directing, among others, the consolidation of the total aggregate area of 2,941.4571 hectares covering the three (3) haciendas into one (1) Title in the name of the Republic of the Philippines; and to segregate the consolidated Title into two (2) equal shares after deduction of some portions already resolved with finality rendered in favor of RCI, reflecting a 50-50 sharing or segregation in accordance with the survey plan, thus: (a) 297 HAs already resolved in favor of RCI with finality; (b) 1,322.22855 HAs to be retained by RCI; and (c) 1,322.22855 HAs to be distributed to the ARBs.

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<sup>4</sup> Roxas & Company, Inc. vs. KAMAHARI, DAMBA-NFSW; ADM Case No. A-9999-04-MS-0556-2023 (Consolidation of all cases involving three (3) haciendas: Palico, Banilad, Caylaway (Briefly referred as to "The Roxas Landholdings")); December 29, 2023.

The same Consolidated Order directed the relevant government agencies to earmark and appropriate the payment of just compensation for RCI for those expropriated/awarded half portion of its landholdings (1,322.22855 HAs), as may be judicially or administratively determined.

The said Consolidated Order became final and executory on January 27, 2024.<sup>5</sup>

On January 11, 2024, RCI received from the Department of Agrarian Reform (DAR) the Consolidated Order dated December 29, 2023, which resolves the long-outstanding legal cases and claims over RCI's land properties (see Note 15). The said Consolidated Order became final and executory on January 27, 2024, which provided for a 50-50 sharing of the covered land properties totaling to 2,644.46 hectares between RCI and the ARBs, net of the 297.0 hectares which were already resolved in favor of RCI with finality. The Consolidated Order also directed the relevant government agencies to earmark and appropriate the payment of just compensation to RCI for the land properties that it will give up to the ARBs (see Note 15).

In November 2024, RCI filed its Petition for Mandamus or Petition for Determination of Just Compensation before the Department of Agrarian Reform Adjudication Bord ("DARAB"). In the said Petition, RCI prayed that DAR should be directed to pay the company with just compensation to be fixed by DARAB.

On March 25, 2025, DARAB rendered its Decision fixing the just compensation for the expropriated RCI property and to be distributed to the ARBs. The said Decision became final and executory by operation of law on April 11, 2025.

Thereafter, on April 28, 2025, the DARAB issued a Writ of Execution commanding the Sheriff to enforce the Decision by serving and presenting the same to the Land Bank of the Philippines (LBP).

In May 2025, RCI received the just compensation for the investment properties distributed to the ARBs amounting to ₱9.6 billion, which comprised of ₱4.9 billion in cash and ₱4.7 billion in agrarian reform bonds issued by LBP. The bonds are repayable in 10 equal annual installments through 2035, with semi-annual interest based on the prevailing 91-day Treasury Bill rate, net of withholding tax (see Notes 11 and 15).

There are other pending legal cases as of December 31, 2025. None of these contingencies are material and discussed in detail so as not to seriously prejudice the Group's position in the related disputes.

#### Real Estate

In the ordinary course of its business, RLC is engaged in litigation either as complainant or defendant. RLC believes that these cases do not have any material adverse effect on it.

#### **Submission of Matters to a Vote of Security Holders**

There were no matters submitted to a vote of security holders at the last annual meeting.

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<sup>5</sup> Certificate of Finality dated January 30, 2024.

## PART II – SECURITIES OF THE REGISTRANT

### Market Price of and Dividends on Common Equity and Related Stockholder Matters

#### 1. Market Information.

The Company has 2,911,885,870 common shares listed and traded in the Philippine Stock Exchange under the trading symbol “RCI”. Out of the total common shares listed, 107,648,501 are treasury shares. The Company also had 500,000,000 preferred shares subscribed and fully paid-up, which has since been reduced to 200,000,000 preferred shares because of the redemption made in March 2021.

The Board of Directors, in its Special Meeting held on August 23, 2023, resolved to redeem the remaining 200 million preferred shares issued to AIB at ₱1.00 per share.

The preferred shares are not listed with the PSE.

(a) High and low share prices for the year ended December 31, 2025.

	High	Low
January 2022 – March 2022	0.78	0.48
April 2022 – June 2022	0.68	0.49
July 2022 – September 2022	0.64	0.51
October 2022– December 2022	0.58	0.45
January 2023 – March 2023	0.50	0.48
April 2023 – June 2023	0.47	0.46
July 2023 – September 2023	0.47	0.45
October 2023– December 2023	0.51	0.49
January 2024 – March 2024	0.82	0.71
April 2024 – June 2024	3.25	2.84
July 2024 – September 2024	3.28	3.02
October 2024– December 2024	3.42	3.28
January 2025 – March 2025	2.62	2.46
April 2025 – June 2025	3.18	3.01
July 2025 – September 2025	3.59	3.44
October 2025– December 2025	2.77	2.57

(b) Holders. There are 3,270 holders of the Company’s listed shares as of 31 December 2025. The top twenty (20) holders of the Company’s common shares as of said date are:

	STOCKHOLDERS	NATIONALITY	TOTAL SHARES	%
1	SPCI Holdings, Inc.	Philippine National	717,758,656	25.60%
2	Pesan Holdings, Inc.	Philippine National	575,602,832	20.53%
4	Leandro Antonio Legarda Leviste	Filipino	280,020,651	9.99%
3	PCD Nominee Corporation (Non-Filipino)	Other Alien	251,843,080	8.98%
5	Stonebridge, Inc.	Philippine National	250,000,000	8.92%
6	Pedro E. Roxas	Filipino	172,866,648	6.16%
8	Cisco Holdings, Inc.	Philippine National	112,500,000	4.01%
9	CRE Holdings, Inc.	Philippine National	112,500,000	4.01%
10	IÑIGO Holdings, Inc.	Philippine National	112,500,000	4.01%
11	SRE Holdings, Inc.	Philippine National	112,500,000	4.01%
7	PCD Nominee Corporation	Philippine National	74,988,222	2.67%
12	Santiago R. Elizalde	Filipino	3,408,354	0.12%
13	Rizal Commercial Banking Corporation	Philippine National	3,048,161	0.11%
14	Antonio Roxas Chua	Filipino	2,379,610	0.08%
15	Francisco R. Elizalde	Filipino	2,350,694	0.08%
16	Mari Carmen R. Elizalde	Filipino	1,361,241	0.05%
17	Carlos Antonio R. Elizalde	Filipino	1,200,320	0.04%
18	Central Azucarera dela Carlota Retirement Trust Fund	Philippine National	1,178,400	0.04%
19	Equitable Securities FAO Inigo Elizalde	Filipino	933,810	0.03%
20	Severo A. Tuazon & Company, Inc.	Filipino	537,000	0.02%
	<b>SUBTOTAL</b>		<b>2,789,477,679</b>	<b>99.47%</b>
	OTHER STOCKHOLDERS		14,759,690	0.53%
	<b>GRAND TOTAL</b>		<b>2,804,237,369</b>	<b>100.00%</b>

## 2. Dividends.

The ability of the Company to declare and pay dividends on its common shares is generally governed by the pertinent provisions of the Corporation Code of the Philippines, i.e. prohibition on capital impairment and the limitation on the discretion of the Board of Directors, among others. In the recent past, the Company declared and paid dividends as follows:

<i>Declaration Date</i>	<i>Dividend Per Share</i>	<i>Record Date</i>	<i>Payment Date</i>
29 June 2006	₱0.06	14 July 2006	31 July 2006
5 October 2006	0.06	19 October 2006	10 November 2006
21 June 2007	0.06	13 July 2007	31 July 2007
20 September 2007	0.04	15 October 2007	8 November 2007
26 June 2008	0.06	15 July 2008	31 July 2008
2 October 2008	0.06	15 October 2008	30 October 2008
13 December 2013	0.02	06 January 2014	30 January 2014
12 December 2014	0.02	15 January 2015	30 January 2015
18 December 2015	0.01	15 January 2016	05 February 2016

The Company has not declared dividends to common shares in the recent years. However, it did declare dividends to the preferred shares as follows:

<i>Declaration Date</i>	<i>Dividend Per Share</i>	<i>Record Date</i>	<i>Payment Date</i>
10 May 2019	₱0.04	28 May 2019	31 May 2019
10 May 2019	0.02	08 August 2019	13 August 2019
10 May 2019	0.02	06 November 2019	13 November 2019
	0.02	06 February 2020	13 February 2020
	0.02	07 May 2020	13 May 2020
	0.02	06 August 2020	13 August 2020
	0.02	06 November 2020	13 November 2020
12 August 2020	0.02	03 March 2021	Not yet determined
	0.04	03 September 2021	Not yet determined

### **3. Recent Sales of Securities.**

In 2023, the Company issued 46,425,837 treasury shares based on the average market rate of ₱0.50 per share aggregating ₱23.1 million, resulting to a decrease in additional paid-in capital amounting to ₱55.9 million, net of transaction costs of ₱0.0 million.

In January 2024, the Parent Company paid certain advances from shareholders by issuing 66,939,000 treasury stock valued at ₱0.50 per share.

On April 15, 2024, the Parent Company, pursuant to its Board Resolution issued on September 24, 2014, authorized the sale of its 250,000,000 treasury stock at ₱2.00 per share. On May 3, 2024, the actual sale transaction of the said treasury stock was completed.

On the same day, the Parent Company paid certain advances from shareholders by issuing 49,482,697 treasury stock valued at ₱2.00 per share.

The Parent Company issued total treasury stock of 319,466 in 2025, 533,756,464 in 2024, and 46,425,837 in 2023 based on the average price per share of ₱2.84, ₱1.51 and ₱0.48, respectively. The aggregate issue price from the transaction amounted to ₱0.09 million in 2025, ₱805.5 million in 2024 and ₱23.1 million in 2023. The aggregate issue price of ₱0.90 million in 2025, ₱0.50 million was settled by cash and ₱0.40 million was settled by certain cash advances from shareholders. The aggregate issue price of ₱805.5 million in 2024, ₱672.0 million, was settled by cash and ₱133.5 million was settled by certain cash advances from shareholders.

The Group recognized the excess cost of treasury stock over the issue price, amounting to nil in 2025, ₱101.9 million in 2024 and ₱55.9 million in 2023 as a reduction to additional paid-in capital. In 2024, the additional paid-in capital was further reduced by ₱7.6 million for the transaction costs incurred on the issuance of treasury stock.

The sale of, and the payment of shareholders' advances with treasury stock were made by the Group as part of its fund-raising initiatives for working capital requirements, projects expansion, loans repayments, and other commitments.

On September 5, 2024, the Parent Company repurchased 14,004,000 issued shares from LDA Capital Limited (LDA Capital) for ₱41.3 million or at ₱2.95 per share. The buyback is a return of the guaranteed shares at the end of the 3-year agreement between the Parent Company and LDA Capital. The acquisition of these treasury stock was applied against the Parent Company's receivables from LDA Capital.

On November 24, 2025, RCI and one of its directors entered into a buy-back transaction of 825,557 shares at the purchase price for ₱1.8 million or ₱2.24 per share. The buy-back of shares monetizes the director's share-based remuneration.

### **4. Description of Registrant's Securities.**

The authorized capital stock of the company is ₱4,375,000,000 divided into 3,375,000,000 common shares with ₱1.00 par value a share and 1,000,000,000 preferred shares with par value of ₱1.00 per share.

Preferred shares are non-voting, redeemable at the option of the Board of Directors, with preference over dividends and are re-issuable.

Shareholders have no pre-emptive rights to any issue of shares, of whatever class by the corporation unless otherwise decided by the Board of Directors for the best interest of the corporation (Art. VIII, CADPGC Amended Articles of Incorporation). There is no provision in its charter or by-laws which would delay, defer or prevent a change in control of the Company.

### **Calendar Year 2025 Corporate Updates**

As of December 31, 2025, the Group's excess of current assets over current liabilities amounted to ₱1.10 billion, a turnaround from an excess of current liabilities over current assets amounting to ₱2.12 billion as of December 31, 2024, mainly driven by the receipt of just compensation from the government for the transfer of Group's land properties to the agrarian reform beneficiaries (ARBs).

The Group used the portion of the proceeds from the receipt of just compensation and the sale of coconut processing plant to settle its outstanding obligations with various banks, resulting in a decrease in the consolidated short-term and long-term borrowings from ₱3.9 billion as of December 31, 2024 to ₱1.0 billion as of December 31, 2025. The debt reduction aligns with the Group's strategic initiatives to deleverage, optimize cash flow, and rationalize its asset portfolio.

#### *Positive developments on the land properties covered by Comprehensive Agrarian Reform Program (CARP)*

On January 11, 2024, RCI received from the Department of Agrarian Reform (DAR) the Consolidated Order dated December 29, 2023, which resolves the long-outstanding legal cases and claims over RCI's land properties (see Note 15). The said Consolidated Order became final and executory on January 27, 2024, which provided for a 50-50 sharing of the covered land properties totaling to 2,644 hectares between RCI and the Agrarian Reform Beneficiaries (ARBs), net of the 297 hectares which were already resolved in favor of RCI with finality. As such, RCI retained the 1,322 hectares, while the other half to be distributed to the Agrarian Reform Beneficiaries (ARBs). The Consolidated Order also directed the relevant government agencies to earmark and appropriate the payment of just compensation to RCI for the land properties that it will give up to the ARBs (see Note 15).

In November 2024, RCI filed its Petition for Mandamus or Petition for Determination of Just Compensation before the Department of Agrarian Reform Adjudication Board ("DARAB"). In the said Petition, RCI prayed that DAR should be directed to pay the company with just compensation to be fixed by DARAB.

On March 25, 2025, DARAB rendered its Decision fixing the just compensation for the expropriated RCI property and to be distributed to the ARBs. The said Decision became final and executory by operation of law on April 11, 2025.

Thereafter, on April 28, 2025, the DARAB issued a Writ of Execution commanding the Sheriff to enforce the Decision by serving and presenting the same to the Land Bank of the Philippines.

As of May 16, 2025, the total consideration for investment properties distributed to ARBs amounted to ₱9.6 billion, which is comprised of ₱4.9 billion in cash and ₱4.7 billion in Agrarian Reform Bonds issued by LBP. The bonds, issued on April 25, 2025, are repayable in ten equal annual installments

through 2035, with semi-annual interest based on the prevailing 91-day Treasury Bill rate, net of withholding tax.

## **Results of Operation**

### *Re-presentation Due to Discontinued Operations*

The consolidated financial statements for the year ended December 31, 2025, have been re-presented to classify the coconut manufacturing and export business as a discontinued operation. It ceased commercial operations on November 28, 2025, and the related plant assets were sold with physical turnover on December 1, 2025. Accordingly, the financial results of the coconut business for both 2025 and 2024 have been excluded from continuing operations and presented separately as discontinued operations to enhance comparability between periods.

### *Results of Continuing Operations*

The Group reported income from continuing operations amounting to ₱0.7 billion in 2025, ₱14.5 billion in 2024 and ₱1.6 billion in 2023, which included the unrealized fair value gains on investment properties amounting to ₱1.8 billion, ₱20.1 billion and ₱2.1 billion, respectively. The Group reported income from discontinued operations amounting to ₱357.8 million in 2025 as a result of the gain from the disposal of the coconut processing plant.

The Group used the portion of the proceeds from the receipt of just compensation and the sale of coconut processing plant to settle its outstanding obligations with various banks, resulting to a decrease in the consolidated short-term and long-term borrowings from ₱3.9 billion as of December 31, 2024 to ₱1.0 billion as of December 31, 2025. The debt reduction aligns with the Group's strategic initiatives to deleverage, optimize cash flow, and rationalize its asset portfolio.

Hotel revenues amounted to ₱481.1 million, slightly higher than ₱480.6 million in 2024, reflecting relatively stable operating performance despite changes in client mix, timing of corporate bookings, a hypercompetitive budget hotel segment, and a recovering luxury offer.

Revenues from real estate sales remained flat at ₱20.1 million in both 2025 and 2024. The launch of Anya Phase 3 in the second quarter supported revenue generation. The project's sales velocity was unfavorably affected by design changes and a shift in market demand.

Anya Hospitality Group (AHG) expanded its operations by securing a full management contract for Skyrise Hotel Dipolog and launching a three-month consultancy engagement effective June 1, 2025. The Group also opened Niyama Manila Polo Club on September 15, 2025, and, in October 2025, formed Fuego Hospitality Collective Inc. (FHC) with GCI Hospitality Inc., enhancing its capability to deliver integrated hospitality services across operations, advisory, wellness, and food and beverage segments.

Revenues from the coconut facility were excluded from continuing operations for both periods as a result of the re-presentation.

Gross profit from continuing operations increased to ₱176.3 million in 2025, or 35% of revenue, up from ₱171.6 million (34.3%) in 2024. The improvement was driven by disciplined cost management and the elimination of losses from the low-margin coconut product line, despite only modest revenue growth.

Operating expenses increased to ₱865.0 million from ₱347.4 million in 2024, driven by external services related to the receipt of just compensation and land recovery initiatives.

Finance cost decreased to ₱248.6 million in 2025 from ₱235.0 million in 2024, primarily due to the repayment of matured bank loans. These debts were prioritized and settled upon the receipt of just compensation, resulting in lower outstanding borrowings, reduced interest expense for the year, and release of corresponding collaterals.

Interest income increased to ₱217.3 million in 2025 from ₱5.6 million in 2024, primarily due to interest earned on unutilized just compensation funds and the receipt of initial interest income from bond investments. The amount also includes accrued interest on bonds recognized during the year.

The Group did not recognize any share in net loss from its associate in 2025, consistent with 2024, in relation to its 23.05% investment in Roxas Holdings, Inc. (RHI) because the carrying value of the investment in an associate was already at nil as of December 31, 2023. RHI shares were not traded on the Philippine Stock Exchange during the reporting period.

Consolidated net income from continuing operations declined to ₱729.1 million in 2025, from ₱14.46 billion in 2024, mainly due to lower unrealized fair value gains compared with the setup of investment property valuation in 2024 and higher operating expenses.

#### *Discontinued Operations – Coconut Manufacturing and Export Business*

The discontinued business generated net income of ₱357.8 million in 2025, compared with a net loss of ₱198.6 million in 2024. The 2025 net income reflects operating results up to November 28, 2025, as well as income recognized in connection with the disposal of the land and plant equipment. These include the reversal of previously recognized impairment losses and the gain on sale of plant assets.

#### *RSAI's Plant Asset Sale*

On September 12, 2025, RSAI executed a Binding Term Sheet related for the sale of the property to an established industry player. The subsequent Asset Purchase Agreement was approved by the Board of Directors and Shareholders of RSAI and the Board of Directors of RCI in October 2025. Physical turnover of the property was completed on December 1, 2025, with operations ceasing effective November 28, 2025.

As of the reporting date, RSAI has received 80% of the agreed contract price. The remaining 20% was collected April 01, 2026.

#### Consolidated Net Income – Continuing and Discontinued Operations

For comparative purposes, the results of the coconut manufacturing and export business for the year ended December 31, 2024, have been reclassified and presented as discontinued operations.

After recognizing net income from discontinued operations, consolidated net income declined to ₱1,087.0 million in 2025 from ₱14.26 billion in 2024. The significantly higher consolidated net income in 2024 was primarily attributable to the recognition of substantial unrealized fair value gains during that year.

#### **Financial Position**

Consolidated total assets amounted to ₱34,279 million as of December 31, 2025, slightly lower than ₱35,627 million as of December 31, 2024.

The debt-to-equity ratio improved to 0.32:1 as of December 31, 2025, from 0.43:1 in 2024, remaining well within the 0.75:1 limit required by banks for term loans.

Trade and other receivables totaled ₱686 million, primarily reflecting the remaining ₱218 million 20% retention from RSAI's Plant Asset Sale in December 2025, which is subject to completion of the remaining conditions precedent for full payment. Receivable from LBP amounting to ₱127.5 million is comprised of the ₱30.0 million cash form the just compensation and ₱97.5 million interest income from agrarian reform bonds. Additionally, accrued interest income of ₱41 million from investments in bonds is included.

Consolidated short-term and long-term borrowings decreased to ₱1,007.9 million following the settlement of ₱2,877 million in loans. This was facilitated by the receipt of just compensation and served as a condition precedent to the full payment from the sale of RSAI's plant assets. The debt reduction aligns with the Group's strategic initiatives to deleverage, optimize cash flow, and rationalize its asset portfolio.

Total equity amounted to ₱26,033 million, primarily reflecting the fair value gain on land.

### **Just Compensation and Land Recovery**

In November 2024, RCI filed its Petition for Mandamus or Petition for Determination of Just Compensation before the Department of Agrarian Reform Adjudication Board (DARAB). In the said Petition, RCI prayed that DAR should be directed to pay the company with just compensation to be fixed by DARAB.

On March 25, 2025, DARAB rendered its Decision fixing the just compensation for the expropriated RCI property and to be distributed to the ARBs. The said Decision became final and executory by operation of law on April 11, 2025.

On April 11, 2025, the Decision rendered by the DARAB on March 25, 2025, fixing the just compensation to be received by the Company in the total amount of ₱9.6 billion, inclusive of interests, involving its 1,307-hectare property, became final and executory by operation of law. Consequently, on April 25, 2025, the DARAB issued an Entry of Judgment of even date certifying that the administrative proceeding for the determination of just compensation is hereby deemed closed and terminated.

Thereafter, on April 28, 2025, the DARAB issued a Writ of Execution commanding the Sheriff to enforce the Decision by serving and presenting the same to the Land Bank of the Philippines.

As of May 16, 2025, total proceeds of ₱9.6 billion comprised ₱4.9 billion in cash and ₱4.7 billion in Agrarian Reform Bonds issued by LBP as consideration for investment properties distributed to ARBs. The bonds, issued on April 25, 2025, are repayable in ten (10) equal annual installments through 2035, with semi-annual interest based on the prevailing 91-day Treasury Bill rate, net of withholding tax.

### **Other Matters**

Other than the matters discussed above, there are no significant elements of income or loss arising from continuing operations or seasonal aspects that had a material effect on the financial condition or results of operations.

## Top Five Performance Indicators

The Group's financial performance is determined to a large extent by the following key results:

1. *Gross profit*. This is recognized in full when the collection of the total contract price reached 10% on real estate sales. At this stage, it is reasonably assured that the risks and benefits over the developed assets have been transferred to the lot buyer. In manufacturing and hotel industry, this is the margin on the revenue net of cost of sales.
2. *Hotel occupancy and average daily room rate (ADR)*. The number represents the average rental income per paid occupied room in a given time period. ADR, along with the property's occupancy, are the foundations for the property's financial performance.
3. *Earnings before interest, taxes, and depreciation (EBITDA)* - This is the measure of cash income from operations.
4. *Return on Equity* - denotes the capability of the Group to generate returns for the shareholders.

The table below presents the top five performance indicators of the Group:

Performance Indicator	For the Period Ended		
	December 31, 2025 (One Year)	December 31, 2024 (One Year)	December 31, 2023 (One Year)
Gross profit from continuing operations	₱176.3 million	₱171.6 million	₱237.4 million
Hotel occupancy and average daily room rate			
<i>Anya Hotel</i>	52% / ₱3,032	48% / ₱3,132	61% / ₱3,427
<i>Go Hotels</i>	54% / ₱1,244	56% / ₱1,288	50% / ₱1,394
EBITDA	₱1,878.7 Million	₱19,947.30 million	₱1,661.3 million
Return on equity	2.80%	58.00%	13.49%

## Key Variable and Other Qualitative and Quantitative Factors

- The Group is not aware of any known trends, events or uncertainties that will result in or that are reasonably likely to result in any material cash flow or liquidity problem.
- The Group is not aware of any events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.
- The Group is not aware of any material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.
- The Group is not aware of any known trend, events or uncertainties that will have material impact on sales.
- Other than matters previously discussed, the Group is not aware of causes for any material changes from period to period in the financial statements.

## **Plan to Improve the Operations of the Business Units**

The Group is developing a phased Master Plan for its three haciendas as it commences land recovery and development in the Nasugbu estate. Site clean-up and preparation are expected to take approximately 12–18 months.

In parallel, an 18-24 topographic study and land survey are currently being conducted to establish accurate land contours, boundaries, and site conditions. The results will support optimal land-use planning, infrastructure design, and proper project phasing under the Master Plan, apart from reconciling land areas.

In the initial phase, the Group is pursuing strategic land lease opportunities to secure early locators and establish first-mover activity within the estate, aimed at pump-priming of the development and enhancing market traction for the property. The Group is likewise evaluating selective land sale options and potential joint venture partnerships to support the estate’s long-term development.

The Group revised its strategic plan to enhance liquidity, optimize assets, and support long-term growth following the receipt of just compensation.

Roxaco Land’s real estate business commenced land development for Anya Phase 3 in June 2025, followed by its groundbreaking and sales launch in July 2025. Land development is targeted for completion by June 2026, while building construction is scheduled for completion by December 2027. To date, five villas have been sold, with 12 units remaining available for sale. Montana Phases 2 and 3 are scheduled for completion by December 2026, while both the Crematorium and Columbarium projects are expected to be completed by March 2026. Sales of Anya Phase 3 and Montana are expected to continue through 2026-2027, while sales for the Crematorium and Columbarium will progress over the next 10 years.

Roxaco Asia Hospitality Corporation (RAHC), a budget hotel, plans to strengthen its market position by undertaking phased renovations across its remaining hotels and rebranding the Manila Airport Road property as NXT Stay Hotel following the expiration of its franchise with Robinsons Hotels and Resorts in October 2026.

Anya Hospitality Group (AHG), through Fuego Hospitality Collective, Inc. (FHC), plans to scale operations and improve profitability by targeting ₱100 million in revenue and ₱14.5 million in net income, aligned with its five-year plan. Growth will be supported by new projects, including the Costa Pacifica operator and leasing contract commencing February 2026, and continued expansion of its integrated service offerings.

## **PART III – MANAGEMENT AND SECURITY HOLDERS**

### **1. Incumbent Directors and Officers of the Issuer**

#### Board of Directors

**Pedro O. Roxas**, 70, Filipino, is the Executive Chairman of the Board of Directors of the company. Mr. Roxas is the Chairman of the Executive Committee and is a member of the Compensation Committee and Nomination, Election & Governance Committee. He has been a Director of the Company since 18 October 1995. He is currently the Executive Chairman of the

Board and held the position of President and Chief Executive Officer of the Company until 16 December 2016. He is the Chairman of Roxas Holdings, Inc. and other subsidiaries of RHI, Club Punta Fuego, Inc., Roxaco Land Corporation. He is currently a Director of Fundacion Santiago, Inc and Brightnote Assets Corporation. He is an Independent Director of Meralco, Meralco PowerGen Corporation, Global Business Power Corporation, CEMEX Holdings, Inc., OONA Insurance Corporation and Metro Pacific Investments Corporation. Mr. Roxas was educated at Portsmouth Abbey School, USA and at the University of Notre Dame, USA where he obtained his degree in Business Administration. Mr. Roxas is married to Regina Tambunting and they have three (3) children.

**Edgar P. Arcos**, 58, Filipino, is the President and Chief Executive Officer. He held senior roles in Oil & Gas and FMCG entities in the Philippines, Singapore, South Africa, and Ghana. Prior to joining RCI, he was the COO of the Josping Group of Companies (Ghana). He was also VP Finance of Citadel Pacific Ltd., Supply Chain Finance Manager of Coca Cola Bottlers Philippines, Supply and Retail Finance Manager of Shell for East Asia and Africa, Finance Manager of Otis Elevator Company (Philippines), Inc., and FP&A Manager for Otis Asia Pacific. A CPA, he earned his BS Business Administration and Accounting degree from the University of the Philippines and Certificate with Distinction on Strategic Business Economics from University of Asia and the Pacific and Certificate HRMD at the University of Salford.

**Francisco Jose R. Elizalde**, 59, Filipino, was elected as member of the Board of Directors on 25 June 2009. Mr. Elizalde is the President and CEO of Elro Retail Corporation, President of FastMove Logistics Corporation, Vice President/Managing Director of ELRO Corporation. He is Chairman of ASpace Corporation, a Director in SPCI Holdings, Inc., ELRO Land, Inc., Roxaco Land Corporation, and Hoppler Corporation. Mr. Elizalde was educated at Portsmouth Abbey School, USA and at the University of Vermont, USA where he obtained a degree as Bachelor of Science.

**Aurelio R. Montinola III**, 74, Filipino, is Chairman of the Board of Trustees of Far Eastern University, Inc. (FEU), Amon Trading, Inc., East Asia Computer Center, Inc., and Roosevelt College, Inc. He is also the Vice Chairman of the Philippine Business for Education (PBE), an Independent Director of AIA Philippines Life and General Insurance Company, Inc. and a Director of Roxas and Company, Inc., a listed corporation. He served as the President of Bank of the Philippine Islands from 2005 - 2013, and was a former President of the Bankers Association of the Philippines and Management Association of the Philippines (MAP). He graduated with a BS Management Engineering degree at the Ateneo de Manila University in 1973, and received his MBA at Harvard Business School in 1977. He was awarded the 2005 and 2010 Asian Banker Leadership Award for the Philippines and the MAP Management Man of the Year Award in 2012.

**Santiago R. Elizalde**, 61, Filipino, is the President/CEO of the Company's wholly-owned subsidiary, Roxaco Land Corporation. Mr. Elizalde is likewise the President and Chief Operating Officer of Roxaco-Asia Hospitality Corporation. He also serves as the Chairman of the 24 Hour Vendo Machine Corporation, Vice-Chairman and member of the Executive Committee of ELRO Corporation and Club Punta Fuego, Inc., President of CGB Condominium Corporation, Chairman of Roxas Foundation, Inc., and Director of ELRO Land Corporation, Punta Fuego Village Homeowners Association, Inc., Punta Fuego Village Foundation and Terrazas de Punta Fuego Village Homeowners, Inc. and Fundacion Santiago. Mr. Elizalde obtained his Bachelor of Arts in Economics from Denison University in Ohio, USA.

**Atty. Ma Caridad D. Gonzales**, 61, Filipino, was appointed as Independent Director of the company on 03 September 2025. On March 19, 2026 during the Organizational Meeting of the company she was appointed as the Lead Independent Director of the company, Member of the

Audit & Risk Committee, Executive Compensation Committee, Related Party Transaction Committee and Executive Committee. Atty. Gonzales is the Acting President and Legal Counsel of FDB Construction and Development Corporation and a member of Better Internet Philippines. Atty. Gonzales is the Corporate Secretary of D.L. Lazaro Inc., Quezon Ave. Holdings, Probe Productions and Lazaro Agricultural Land and Nalar Revenza Institute, Inc.

**Marsha Matilde R. Pepino**, 66, Filipino, was appointed as Independent Director of the company on 19 March 2026 as replacement of Ms. Tomasa H. Lipana who resigned as an Independent Director of the Company effective December 29, 2025. On March 19, 2026 during the Organizational Meeting of the company she was appointed as Chairman of Audit & Risk Committee, and Member of the Related Party Transaction Committee. Ms. Pepino presently hold the position of Chief Finance Officer for NST Group of Companies, based locally and abroad and Reliance Producers Cooperative. Ms. Pepino is a member of Philippine Institute of Public Accountants, Toastmasters Club, Couples for Christ (Jakarta Chapter) and an active lector and commentator at the Powerplant chapel. Ms. Pepino is a Certified Public Accountant since November 1981, BSBA, Cum Laude of the University of the East and completed Cobol and ROG Programming.

The directors hold office for a term of one (1) year until their successors are elected and qualified.

#### Corporate Officers

**Roswell Delos Reyes**, 51, Filipino, is the Vice President-Chief Finance Officer of the Company. He obtained his degree in Accountancy at the University of the East. He finished his MBA and is also a Certified Public Accountant, Certified Management Accountant, and a Certified Financial Consultant. He has over 27 years of finance and accounting experience gained from various industries. His expertise includes controllership, advanced financial modelling and analysis, budget management and strategic planning, among others.

**Peter D. A. Barot**, 64, Filipino, is the Corporate Secretary of the Company. He obtained his Bachelor of Arts (Economics) and Bachelor of Laws from the University of the Philippines, and his Master of Laws from the University of Chicago. He is a Partner at the Picazo Buyco Tan Fider & Santos Law Offices.

**Mechor J. Manalo**, 43, Filipino, is the Vice President-Legal Head, Assistant Corporate Secretary, Compliance Officer, Corporate Information Officer, Investment Relations Officer, and Head of the Legal and Compliance Department of the Company. He is also the Corporate Secretary of Roxaco Land Corporation. Prior to joining the Company, he worked as a Senior Associate Lawyer in the De Guzman San Diego Mejia & Hernandez Law Offices and served as Director and Corporate Secretary for several domestic corporations, including different condominium associations. He has vast experience in real estate developments, estate settlement and management, civil and criminal litigation, labor cases and corporate-in-house matters. He obtained his Bachelor's Degree in Political Science from the University of Makati and thereafter obtained his Bachelor of laws from the Polytechnic University of the Philippines. He became a member of the Philippine Bar in April 2013.

#### Significant Employees

While the Company is not highly dependent on the services of an employee who is not an Executive Officer, the Company values its human resources and expects them to do their share in achieving its objectives.

### Family Relationships

Messrs. Pedro O. Roxas, Carlos R. Elizalde, and Francisco Jose R. Elizalde are related to each other within the fourth degree of consanguinity.

Messrs. Santiago R. Elizalde (President of RLC), Francisco Jose R. Elizalde and Carlos R. Elizalde are brothers.

### Legal Proceedings

No director, independent director, executive officer or senior officer of the company, during the past five (5) years, has been subject to:

- (a) any bankruptcy petition filed by or against any business of which a director/independent director, officer or person nominated for election as director/independent director was a general partner or executive officer either at the time of bankruptcy or within two years prior to that time;
- (b) any conviction by final judgment in a criminal proceeding, domestic or foreign;
- (c) any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director/independent director, officer or persons nominated for election as director/independent director in any type of business, securities, commodities or banking activities; and
- (d) any final finding by a domestic or foreign court, the Securities and Exchange Commission or comparable foreign body, or any quasi-judicial or regulatory body, that any director / independent director, officer or any person nominated for election as director / independent director, has violated a securities or commodities law or regulation.

### Certain Relationships and Related Transactions

As part of the corporate reorganization of the Roxas Group, the Company's stockholders approved the following in 2008: (i) the sale to Roxas Holdings, Inc. (RHI) of sugar-related assets, liabilities and all interests of CADPGC in sugar-related operating subsidiaries and associate; and (ii) the merger of RCI and CADPGC.

Messrs. Pedro O. Roxas and Francisco Jose R. Elizalde, who are incumbent directors of the Company, were also directors of the absorbed company, RCI. They, together with director Carlos R. Elizalde, are members of the Roxas family which owned RCI prior to its merger with CADPGC.

Messrs. Pedro O. Roxas is also a director of RHI. As of 31 December 2024, the Company owns 23.05% of the total issued and outstanding capital of RHI.

The Parent Company settles director's remuneration through cash compensation and issuance of treasury shares for each regular board meeting attended by a director amounting to P25,000 cash and P25,000 worth of treasury shares. As directors of the Parent Company, Messrs. Pedro O. Roxas, Francisco Jose R. Elizalde, and Santiago R. Elizalde were paid directors fees as above-stated.

## Parent Company

As of 31 December 2025, the Company directly owns 100% of the issued and outstanding shares of Roxaco Land Corporation (RLC), United Ventures Corporation and Roxas Green Energy Corporation, 94.98% of the issued and outstanding shares of Roxas Sigma Agriventures, Inc. and 23.05% of the total issued and outstanding shares of Roxas Holdings, Inc. (RHI).

As of 31 December 2025, RLC owns 100% of the total and outstanding shares of SAMG Memorial Management and Services, Inc. It has interests in Fuego Development Corporation (30%), Fuego Land Corporation (30%), Roxaco-ACM Development Corporation (50%), Club Punta Fuego, Inc. (21.04%), Roxaco-Asia Hospitality Corporation (51%) and Fuego Hospitality Collective, Inc. (65%).

RHI, a publicly-listed company, owns 100% of the issued and outstanding shares of Central Azucarera Don Pedro, Inc. (CADPI). It also has interests in San Carlos Bioenergy, Inc. (93.35%) and Roxas Power Corporation (50%).

## Disagreement with the Company

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last meeting of shareholders because of a disagreement with the Company on any matter relating to its operations, policies and practices.

## 2. Executive Compensation

### Compensation of Directors and Executive Officers

- a) Section 7 of Art. 3 of the Amended By-Laws of the Company provides that the members of the Board of Directors and the Executive Committee shall be given a per diem for every meeting attended in such amount as may be determined by the Board of Directors but in no case shall said remuneration exceed two (2%) of the net income of the Company before tax. Presently, the members of the Board of Directors receive ₱50,000 for every regular meeting attended, broken down as follows: ₱25,000 in cash and shares in such numbers equivalent to the ₱25,000 balance. For special meetings of the Board, a director will be given a per diem of ₱25,000 cash. A director of the Company who attends all meetings receives a total of roughly ₱200,000 annually. Each of the members of the four committees--(i) Audit and Risk; (ii) Nomination, Election and Governance; (iii) Executive Compensation; and (iv) Related Party Transactions--also receive a per diem of ₱20,000 per meeting. No warrants and options have been granted to the directors and officers within the past three (3) years.

- b) Compensation of Executive Officers

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation*
	FY 2025			
A Pedro O. Roxas – Executive Chairman		₱ -	₱ -	₱485,000
E CEO and Top Four Executives		₱20,476,657	₱4,512,510	₱250,000
F All officers & directors as group unnamed		₱19,547,267	₱4,411,280	₱2,565,000

\*Director's fees

- c) Estimated Compensation and Bonus for CY 2026

The estimated compensation and bonus of the directors and present officers of the Company for calendar year 2026 done are as follows:

		Salary	Bonus	Other Annual Compensation
A	Pedro O. Roxas – Executive Chairman	₱ -	₱-	₱670,000
D	CEO and Top Four Executives	₱22,000,000	₱2,500,000	₱400,000
E	All officers & directors as group unnamed	₱21,000,000	₱2,200,000	₱3,000,000

### 3. Security Ownership of Certain Record and Beneficial Owners and Management

(a) Security ownership of certain record and beneficial owners of more than 5% of the Company's securities, both listed and not listed, as of December 31, 2025:

<i>Title of Class</i>	<i>Name and Address of Owner/Relationship with Issuer</i>	<i>Name of Beneficial Ownership and Relationship with Record Owner</i>	<i>Citizenship</i>	<i>Number and Nature of Ownership</i>	<i>Percent of Class<sup>6</sup></i>
Common	SPCI Holdings, Inc. 4F New Solid Bldg. 357 Sen Gil Puyat Ave. Makati City	SPCI Holdings, Inc. <sup>7</sup>	Philippine National	717,758,656 (direct & indirect)	25.60%
Common	Pedro O. Roxas 7/F CG Bldg., 101 Aguirre St., Legaspi Village, Makati City Executive Chairman	Pedro O. Roxas/ Pesan Holdings, Inc.	Filipino/ Philippine National	937,892(direct)  747,537,588 (indirect) )	0.03%  26.66%
Common	PCD Nominee (Non-Filipino)		Other Alien	251,843,080	8.98%
Common	Leandro Antonio Legarda Leviste Brgy. Paraiso Calatagan, Batangas Shareholder	Leandro Antonio Legarda Leviste	Filipino	280,020,651	9.99%
Common	Aurelio R. Montinola 7F Ayala Triangle Gardens 2, Makati City Director	Aurelio R. Montinola III/Stonebridge Corp.	Filipino/P hilippine National	250,618,263	8.94%
<b>TOTAL</b>				<b>2,248,716,130</b>	<b>80.19%</b>

<sup>6</sup>The percentages of shareholding were arrived at by dividing the number of shares owned, directly and indirectly, by the shareholders over 2,804,237,369 common shares, the total outstanding shares as of 31 December 2025.

<sup>7</sup>Messrs. Francisco Jose R. Elizalde and Carlos R. Elizalde, directors of the Company, and their brothers Inigo Elizalde and Santiago Elizalde, each owns 24.99% of the total outstanding shares of SPCI Holdings, Inc. (SPCI). Collectively, the Board of Directors of SPCI has the power to decide on how the shareholdings of SPCI in the Company shall be voted.

Except as stated above and in the related footnotes, the Board of Directors and the Management of the Company have no knowledge of any person who, as of 31 December 2025, was directly or indirectly the beneficial owner of, or who has voting power or investment power with respect to, shares comprising more than five percent (5%) of the Company's outstanding common stock.

(b) Security Ownership of Management as of 31 December 2025.

The following table sets forth the number of shares, listed and not listed, owned of record and/or beneficially owned by the directors, independent directors, the Chief Executive Officer and the key officers of the Company, and the percentage of shareholdings of each as of December 31, 2025:

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>Citizenship</i>	<i>Number and Nature Of Ownership</i>	<i>Percent of Class</i>
<i>Common</i>	<i>Pedro O. Roxas Executive Chairman</i>	<i>Filipino</i>	<i>748,469,480 (direct &amp; indirect)</i>	<i>26.68%</i>
<i>Common</i>	<i>Santiago R. Elizalde</i>	<i>Filipino</i>	<i>1,212,170 (direct) 2,174,173  717,758,656 (indirect)</i>	<i>0.04%  0.08%  25.60%</i>
<i>Common</i>	<i>Francisco Jose R. Elizalde Director</i>	<i>Filipino</i>	<i>1,203,013 (direct)  1,147,681  717.758.656 (indirect)</i>	<i>0.04%  0.04%  25.60%</i>
<i>Common</i>	<i>Edgar P. Arcos Director President &amp; CEO</i>	<i>Filipino</i>	<i>81,052 (indirect)</i>	<i>0.00%</i>
<i>Common</i>	<i>Aurelio R. Montinola, III</i>	<i>Filipino</i>	<i>250,618,263 (indirect)</i>	<i>8.93%</i>
<i>Common</i>	<i>Atty. Ma. Caridad D. Gonzales Independent Director</i>	<i>Filipino</i>	<i>1,000 (indirect)</i>	<i>0.00%</i>
<i>Common</i>	<i>Rosswell Delos Reyes Chief Financial Officer</i>	<i>Filipino</i>	<i>0</i>	<i>0.00%</i>

<i>Common</i>	<i>Peter D. A. Barot Corporate Secretary</i>	<i>Filipino</i>	<i>0</i>	<i>0.00%</i>
<i>Common</i>	<i>Melchor J. Manalo Asst. Corp. Secretary</i>	<i>Filipino</i>	<i>0</i>	<i>0.00%</i>
<i>Common</i>	<i>Directors and Officers As a Group</i>		<i>1,722,665,488</i>	<i>61.43%</i>

(c) Voting Trust Holders of 5% or More.

The Company is not aware of any voting trust or similar arrangement among persons holding more than 5% of the shares.

d) Change in Control

There has been no change in control since the beginning of the last fiscal year. The Company is also not aware of the existence of any change in control agreements.

#### **PART IV-CORPORATE GOVERNANCE**

The Board approved the Company's Revised Manual on Corporate Governance on 08 December 2009 in conformity with Memorandum Circular No. 6, Series of 2009 issued by the Securities and Exchange Commission (SEC). Since the effectivity of the Company's original Manual on Corporate Governance on 01 January 2003, the Company has complied with the principles contained in the Manual, both the original and the revised, insofar as they may be relevant to the Company's business. The Company likewise established an evaluation system to measure or determine the level of compliance of its Board of Directors and top-level management with the Manual. The evaluation system consists of determining the Company's compliance with certain best practices, such as the observance of the basic rights of shareholders, equitable treatment of shareholders, recognizing the shareholders' role in corporate governance, timely disclosure and transparency and Board responsibility. Measures are also being undertaken by the Company to ensure full compliance with the leading practices it has adopted in the Manual such as the constitution of the Audit & Risk Committee, Compensation Committee, and Governance, Nomination and Election Committee, the election of the required number of independent directors to its Board of Directors, the amendment of Section 2 of Article II of its By-Laws dealing on the qualifications and disqualifications of its directors in order to adopt the provisions of the Manual which deal on the qualifications and disqualifications of directors.

On 07 August 2014, upon the directives of the SEC through Memorandum Circular No. 9, Series of 2014, the Board approved the revised Manual on Corporate Governance.

On 12 May 2017, the Board approved the Revised Manual on Corporate Governance. The revisions in the updated Manual included revisions recommended for Publicly Listed Companies as provided in SEC MC No. 19, Series of 2016.

The Company has not deviated from nor violated the provisions of the Manual. The Company undertakes to improve its corporate governance practices as may be required by law or the exigency of the business.

## PART V - EXHIBITS AND SCHEDULES

Exhibits and Reports on SEC Form 17-C.

(a) Exhibits

Certified Consolidated Financial Statements as of and for the year ended December 31, 2025.

b) Reports on SEC Form 17-C.

1. On February 18, 2025, the Board of Directors of Roxas and Company, Inc. ("RCI") in its Special Board meeting approved the propose 2025 Budget and Business Plan of the company.
2. On February 27, 2025, the company updated the Commission on RCI's disclosure of 14 August 2024 regarding the complaint filed against them, please be informed that the Chairman of the Board of Directors of RCI, Mr. Pedro O. Roxas ("Mr. Roxas"), and its President and Chief Executive Officer, Mr. Edgar P. Arcos ("Mr. Arcos"), received a Resolution from the Office of the City Prosecutor of Makati City recommending the filing of an Information against them for the supposed Violation of Right to Inspect Corporate Record under Section 73, in relation to Sections 161 and 171, of the Revised Corporation Code. Messrs. Roxas and Arcos and their counsel also received copies of the information.

Messrs. Roxas and Arcos will be exercising the appropriate legal remedies to challenge the Resolution and the filing of the Information against them.

These legal proceedings do not have any significant effect on RCI's business or its operations.

3. On April 14, 2025, the Board of Directors of RCI approved the following:
  - i. Audited Financial Statement for the Calendar Year 31 December 2024;
  - ii. SEC Form 17-A;
  - iii. Updates of Land Cases

The Department of Agrarian Reform Adjudication Board ("DARAB") issued a Decision on the Company's Petition for Mandamus /Determination of Just Compensation (the "Just Compensation Decision"), fixing the payment for the property that was taken by the government under the Comprehensive Agrarian Reform Law.

The Petition was filed pursuant to the Consolidated Order issued by the Department of Agrarian Reform on December 29, 2023. The property taken by the government from the Company will be distributed by the DAR to qualified Agricultural Reform Beneficiaries.

The payment under the Just Compensation Decision will fund the Company's operations and working capital requirements, expansion of its projects, and pay for its financial obligations.

More importantly, the said payment shall catalyze monetizing the estate and deleveraging; investing in growth of business opportunities; and enable the company to work with the local community.

- iv. Postponement of the Annual Stockholders' Meeting due to the need to review and revise the 2025 budget, re-align the 5-year forecast of the Group, and to prepare a comprehensive update to the shareholders in line with the latest developments.
4. On April 30, 2025, the company reported the resignation of Mr. Gerardo C. Ablaza Jr. effective April 30, 2025.
  5. On May 09, 2025, the company reported to the commission:

Roxas and Company, Inc., after more than 30 years of what seemed to be an endless battle, will receive, pursuant to the Department of Agrarian Reform Adjudication Board's Decision dated March 25, 2025, the total amount of Php9,591,209,432.98, in cash and in bonds, as payment of just compensation for the 1,307 hectares it owned and located in Nasugbu, Batangas.

The said property was expropriated by the Department of Agrarian Reform under the Comprehensive Agrarian Reform Law, and in line with the Consolidated Order issued by the Department of Agrarian Reform dated December 29, 2023.

The said payment of just compensation will be used by the Company to fund its operations, working capital requirements, expansion of its projects, and payment for its financial obligations. The said payment will also catalyze monetizing the estate and deleveraging, and invest in growth of business opportunities.

More importantly, part of the just compensation will also be used for funding of projects that aims to give back to the local communities in Nasugbu, Batangas.

6. On May 16, 2025, the Board of Directors of RCI, in its Regular Board Meeting, approved the Company's Consolidated Financial Report for the first quarter of CY 2025, quarter ended 31 March 2025 and the SEC Form 17-Q.

The Board also approved the appointment of Ms. Tomasa H. Lipana as RCI's Independent Director and member of RCI's Audit & Risk Committee and Related Party Committee. Ms. Lipana will serve the unexpired term of Mr. Gerardo C. Ablaza, Jr. who resigned as an independent director of the company effective 30 April 2025.

7. On May 23, 2025, the Board of Directors of RCI, held a special meeting in line with the postponement of its Annual Shareholders' Meeting for 2025; and the reorganization of the Company, to wit:

**Audit & Risk Committee:**

- Corazon S. de La Paz-Bernardo - Chairperson (Lead Independent Director)
- Tomasa H. Lipana - Member (Independent Director)
- Aurelio R. Montinola III - Member

**Compensation Committee:**

- Aurelio R. Montinola III - Chairman
- Corazon S. De La Paz-Bernardo - Member (Lead Independent Director)
- Pedro O. Roxas - Member

**Nomination, Election & Governance Committee:**

Pedro O. Roxas	-	Chairman
Aurelio R. Montinola III	-	Member
Francisco Jose R. Elizalde	-	Member
Corazon S. de La Paz-Bernardo	-	Member (Lead Independent Director)

**Related Party Transaction Committee:**

Tomasa H. Lipana	-	Chairperson (Independent Director)
Corazon S. de La Paz-Bernardo	-	Member (Lead Independent Director)
Aurelio R. Montinola III	-	Member

**Executive Committee:**

Pedro O. Roxas	-	Chairman
Francisco Jose R. Elizalde	-	Member
Aurelio R. Montinola III	-	Member

8. On August 12, 2025, the Board of Directors of RCI, in its Regular Board Meeting, approved the following:
  - i. RCI's Consolidated Financial Report for the second quarter of CY 2025, quarter ended 30 June 2025 and the SEC Form 17-Q;
  - ii. Setting the Annual Shareholders' Meeting of RCI on 24 September 2025 to be held via Remote Communication with Voting in Absentia with Record Date of August 29, 2025; and
  - iii. Nominees for the Regular and Independent Directors.
9. On September 03, 2025, the Board of Directors of RCI, in its Special Board, in line with the withdrawal of acceptance of nomination of an independent director, the Board approved the endorsement of a new independent director nominee by the Nomination, Election and Governance Committee, and the Nominees for the Regular and Independent Directors.
10. On September 24, 2025, the shareholders of Roxas and Company, Inc. ("RCI"), representing 77.78% of its total outstanding capital stock (77.64% represented by proxies and 0.14% attended in person) attended the annual shareholders meeting. All votes were taken in absentia through the voting portal sent to registered shareholders entitled to vote. Based on the tally of votes, majority of the shareholders present and represented by proxy elected the following persons to the Board of Directors of RCI to serve as such until their successors are elected:

Mr. Edgar P. Arcos  
Mr. Francisco Jose R. Elizalde  
Mr. Santiago R. Elizalde  
Ms. Tomasa H. Lipana (Independent Director)  
Atty. Ma. Caridad D. Gonzales (Independent Director)  
Mr. Aurelio R. Montinola III  
Mr. Pedro O. Roxas

The majority of the shareholders present approved the Minutes of the Annual Shareholders Meeting held on 29 May 2024.

Further, the shareholders present unanimously elected the auditing firm of Sycip Gorres Velayo & Co. (SGV & Co.) as external auditors of RCI for the calendar year 2025.

Furthermore, the majority of the shareholders approved the Consolidated Annual Report and consolidated financial statements of RCI for the calendar year ended 31 December 2024. Moreover, majority of the shareholders ratified and approved all the acts and resolutions of the board of directors and of management from 29 May 2024 to present (September 24, 2025). The table below shows how the shareholders voted their shares in today's annual meeting:

<b>Item in the Agenda</b>	<b>YES</b>	<b>NO</b>	<b>Abstaining</b>
Approval of the Minutes of the Annual Stockholders' Meeting held on 29 May 2024	<b>2,181,622,794</b> Shares	0	0
Approval of the Annual Report and Financial Statement for the year ending 31 December 2024	<b>2,181,622,794</b> Shares	0	0
Ratification of all the acts and resolutions of the Board of Directors and Management from May 29, 2024 up to present.	<b>2,181,622,794</b> Shares	0	0

11. On October 01, 2025, the Board of Directors of Roxas and Company, Inc. held its organizational meeting after its Annual Stockholders Meeting last 24 September 2025 and elected the following officers:

Pedro O. Roxas	-	Chairman
Edgar P. Arcos	-	President/CEO
Rosswell C. Delos Reyes	-	Vice President & Chief Finance Officer
		Treasurer
		Chief Risk Officer
Tomasa H. Lipana	-	Lead Independent Director
Atty. Peter D.A. Barot	-	Corporate Secretary
Atty. Melchor J. Manalo	-	Vice President
		Assistant Corporate Secretary
		Compliance Officer
		Corporate Information Officer
		Investment Relations Officer

The Board of Directors also elected the following Directors to the (a) Audit & Risk Committee, (b) Executive Compensation Committee, (c) Nomination, Election & Governance Committee, (d) Related Party Transaction Committee and (e) Executive Committees:

**Audit & Risk Committee:**

Tomasa H. Lipana	-	Chairperson (Lead Independent Director)
Atty. Ma. Caridad D. Gonzales	-	Member (Independent Director)
Aurelio R. Montinola III	-	Member

**Executive Compensation Committee:**

Aurelio R. Montinola III	-	Chairman
Atty. Ma. Caridad D. Gonzales	-	Member (Independent Director)
Pedro O. Roxas	-	Member

**Nomination, Election & Governance Committee:**

Atty. Ma. Caridad D. Gonzales	-	Chairperson (Independent Director)
Francisco Jose R. Elizalde	-	Member
Tomasa H. Lipana	-	Member (Lead Independent Director)
Pedro O. Roxas	-	Member

**Related Party Transaction Committee:**

Atty. Ma. Caridad D. Gonzales	-	Chairperson (Independent Director)
Tomasa H. Lipana	-	Member (Lead Independent Director)
Aurelio R. Montinola III	-	Member

**Executive Committee:**

Santiago R. Elizalde	-	Chairman
Tomasa H. Lipana	-	Member (Lead Independent Director)
Aurelio R. Montinola III	-	Member

12. On October 15, 2025, the Board of Directors of Roxas and Company, Inc., in its Special Board Meeting, approved and ratified the Asset Purchase Agreement between Roxas Sigma Agriventures, Inc., an RCI subsidiary, with Coco Harvest, Inc., to sell Coconut Processing Facility in Tupi, South Cotabato.

Roxas Sigma Agriventures, Inc. (RSAI), 95% owned by Roxas and Company, Inc. (RCI), a Philippine Stock Exchange-listed company, and 5% by Sigma Xynergies Corp., has agreed to sell its fully integrated coconut processing facility located on a 2.2-hectare property in Tupi, South Cotabato to Century Pacific Food, Inc. (CNPFI) via its wholly-owned subsidiary, Coco Harvest, Inc. (CHI). Proceeds from the sale will be used to settle RSAI's outstanding bank debt and other liabilities.

RSAI's processing plant was inaugurated in 2017 and began commercial operations in 2018 by offering all-natural coconut cream and milk, coconut water concentrate, and virgin coconut oil to clients globally. With over 150 regular employees, it is a vital livelihood provider in the local community. Additionally, as a large buyer of dehusked nuts, the facility is a positive force for the coconut industry in South Cotabato and neighboring regions.

RSAI advised that Century Pacific will continue the vision to offer high-quality coconut products both locally and internationally. "We are confident that Century's plans to upgrade the facility will usher in a new phase of growth and expanded product offerings", shares Antonio T. Roxas, RSAI's Business Development Manager.

The transaction is also in line with RCI's intentions to deleverage and focus efforts on developing its landholdings in Nasugbu, Batangas.

CNPF is a publicly listed company at the Philippine Stock Exchange and one of the leading food companies in the country.

13. On November 12, 2025, the Board of Directors of Roxas and Company, Inc. (RCI), in its Regular Board meeting, approved the RCI's Consolidated Financial Report for the third quarter of CY 2025, quarter ended 30 September 2025, and the SEC Form 17-Q.
14. On November 24, 2025, the Board of Directors of Roxas and Company, Inc. ("RCI"), in its Special Board Meeting, approved the buy-back of shares held by its former regular and independent directors. The shares were distributed to the former regular and independent directors as part of their compensation for their attendance in board meetings, as approved by the Board of Directors in a Regular Meeting held on 14 May 2015 and ratified by the stockholders representing at least a majority of the outstanding capital stock during the Annual Stockholders' Meeting held on 9 March 2016. The Board of Directors approved the buy-back of shares after having determined that it has sufficient unrestricted retained earnings to cover the transactions.
15. On December 26, 2025, informed the Commission, that the Chairman of the Board received Ms. Tomasa H. Lipana's letter dated December 15, 2025 where she conveyed that she is officially resigning as an independent director of Roxas and Company, Inc. effective December 29, 2025. Ms. Lipana has been an independent director of the Company since May 16, 2025. In her letter, Ms. Lipana relayed that this confirms her previous discussions with the Board of Directors of the company of her intention to resign in order for her to focus on her husband's health and her election as President of the Institute of Corporate Directors (ICD) for 2026.
16. On March 19, 2026, the Board of Directors of Roxas and Company, Inc. ("RCI") in its Special Board Meeting held today, has appointed Ms. Marsha Matilde R. Pepino, CPA as an Independent Director of RCI. Ms. Pepino shall replace Ms. Tomasa H. Lipana who resigned as an Independent Director of the Company effective December 29, 2025, and will serve the latter's unexpired term.

The RCI Board of Directors likewise appointed Atty. Ma. Caridad D. Gonzales as the Lead Independent Director of the Company, and reorganize the Members of the following Committees:

**Audit & Risk Committee:**

Marsha Matilde R. Pepino	-	Chairperson (Independent Director)
Atty. Ma. Caridad D. Gonzales	-	Member (Lead Independent Director)
Aurelio R. Montinola III	-	Member

**Executive Compensation Committee:**

Aurelio R. Montinola III	-	Chairman
Atty. Ma. Caridad D. Gonzales	-	Member (Lead Independent Director)
Pedro O. Roxas	-	Member

**Nomination, Election & Governance Committee:**

Atty. Ma. Caridad D. Gonzales	-	Chairperson (Lead Independent Director)
Francisco Jose R. Elizalde	-	Member

Pedro O. Roxas - Member

**Related Party Transaction Committee:**

Atty. Ma. Caridad D. Gonzales - Chairperson (Lead Independent Director)

Aurelio R. Montinola III - Member

Marsha Matilde R. Pepino - Member (Independent Director)

**Executive Committee:**

Santiago R. Elizalde - Chairman

Aurelio R. Montinola III - Member

Atty. Ma. Caridad D. Gonzales - Member (Lead Independent Director)

17. On April 13, 2026, the Board of Directors, in its Regular Board Meeting, approved the following:

1. Audited Financial Statements for the Calendar Year 31 December 2025;
2. SEC Form 17-A;
3. 2026 Budget and Business Plan of the Company;
4. Postponement of the Annual Stockholders' Meeting from the last Wednesday of May, as provided in the by-laws, to 5 June 2026 at 2:30PM, and set the Record Date to 30 April 2026 in observance of Eid'l Adha, and in order for the Company to prepare comprehensive updates to the shareholders in line with the latest developments

**OTHER MATTERS**

The following reports/minutes of meetings will be submitted for ratification/approval by the stockholders in the next Annual Stockholders' Meeting, which is scheduled on 05 June 2026:

- a) Chairman's Report and the Consolidated Audited Financial Statements for the calendar year ended 31 December 2025.
- b) Minutes of the Annual Meeting of Stockholders held on 24 September 2025.

The minutes of meeting of the 24 September 2025 annual meeting of shareholders will be made available to all shareholders on the day of the annual meeting but have also been published in the company website immediately after the annual meeting. Essentially, the minutes of the annual meeting contains the following:

- (i) reading and approval of the minutes of the 29 May 2024 annual meeting of shareholders;
- (ii) presentation and approval of the Annual Report of Management for the year ended 31 December 2024;
- (iii) approval and ratification of all acts and resolution of the Board of Directors since the annual meeting of shareholders on 29 May 2024;
- (iv) the elected members of the Board of Directors for calendar year 2025;
- (v) the election of external auditor for calendar year 2025.

c) Acts/Resolutions of the Board of Directors since the 24 September 2025 annual meeting of shareholders, which include the following:

1. Acts/resolutions approved during the 15 October 2025 special meeting of the Board of Directors:
  - a. approved and ratified the Asset Purchase Agreement between Roxas Sigma Agriventures, Inc., an RCI subsidiary, with Coco Harvest, Inc., to sell Coconut Processing Facility in Tupi, South Cotabato.
2. Acts/resolutions approved during the November 12, 2025 regular Board of Directors:
  - a. approved the RCI's Consolidated Financial Report for the third quarter of CY 2025, quarter ended 30 September 2025, and the SEC Form 17-Q.
3. Acts/resolutions approved during the November 24, 2025 special meeting of the Board of Directors:
  - a. approved the buy-back of shares held by its former regular and independent directors. The Board of Directors approved the buy-back of shares after having determined that it has sufficient unrestricted retained earnings to cover the transactions.
4. Acts/resolutions approved during the March 19, 2026 special meeting of Board of Directors
  - a. appointed Ms. Marsha Matilde R. Pepino, CPA as an Independent Director of RCI. Ms. Pepino shall replace Ms. Tomasa H. Lipana who resigned as an Independent Director of the Company effective December 29, 2025, and will serve the latter's unexpired term.
  - b. The RCI Board of Directors likewise appointed Atty. Ma. Caridad D. Gonzales as the Lead Independent Director of the Company, and reorganize the Members of the following Committees:

**Audit & Risk Committee:**

Marsha Matilde R. Pepino	-	Chairperson (Independent Director)
Atty. Ma. Caridad D. Gonzales	-	Member (Lead Independent Director)
Aurelio R. Montinola III	-	Member

**Executive Compensation Committee:**

Aurelio R. Montinola III	-	Chairman
Atty. Ma. Caridad D. Gonzales	-	Member (Lead Independent Director)
Pedro O. Roxas	-	Member

**Nomination, Election & Governance Committee:**

Atty. Ma. Caridad D. Gonzales	-	Chairperson (Lead Independent Director)
Francisco Jose R. Elizalde	-	Member
Pedro O. Roxas	-	Member

**Related Party Transaction Committee:**

Atty. Ma. Caridad D. Gonzales	-	Chairperson (Lead Independent Director)
Aurelio R. Montinola III	-	Member

Marsha Matilde R. Pepino - Member (Independent Director)

**Executive Committee:**

Santiago R. Elizalde - Chairman

Aurelio R. Montinola III - Member

Atty. Ma. Caridad D. Gonzales - Member (Lead Independent Director)

5. Acts/resolutions approved during the April 13, 2026 Regular Board Meeting, approved the following:
- a. Audited Financial Statements for the Calendar Year 31 December 2025;
  - b. SEC Form 17-A;
  - c. 2026 Budget and Business Plan of the Company;
  - d. Postponement of the Annual Stockholders' Meeting from the last Wednesday of May, as provided in the by-laws, to 5 June 2026 at 2:30PM, and set the Record Date to 30 April 2026 in observance of Eid'l Adha, and in order for the Company to prepare comprehensive updates to the shareholders in line with the latest developments

**VOTING PROCEDURES**

(a) The vote required for the:

- (1) Approval of the Minutes of Previous Stockholders' Meeting - majority of the shares represented at the meeting
- (2) Approval of the Chairman's and President's Report - majority of the shares represented at the meeting
- (3) Approval of the Audited Financial Statements - majority of the shares represented at the meeting
- (4) Approval of All Acts and Resolutions of the Board of Directors and Management - majority of the shares represented at the meeting
- (5) Election of Directors - plurality of vote of the stockholders owning or representing a majority of the outstanding shares
- (6) Election of External Auditors - plurality of the shares represented at the meeting
- (7) Extension of corporate term - at least 2/3 of the outstanding capital stock

(b) The method by which votes will be counted - Subject to cumulative voting in the election of directors, each stockholder shall have one vote for each share of stock entitled to vote and registered in his name at record date. Counting of votes will be done by representatives of Banco de Oro as the Company's stock transfer agent, representatives of SGV& Co., and the Assistant Corporate Secretary, all of whom shall serve as members of the election committee. Voting shall be done through raising of hands.

**THE COMPANY UNDERTAKES TO PROVIDE WITHOUT CHARGE A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A UPON WRITTEN REQUEST ADDRESSED TO THE OFFICE OF THE ASSISTANT CORPORATE SECRETARY, 7/F CG BULDING, 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229.**

**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.

**ROXAS AND COMPANY, INC.**  
(formerly **CADP GROUP CORPORATION**)

By:



**ATTY. MELCHOR J. MANALO**  
Assistant Corporate Secretary

Issuer

**ROXAS AND COMPANY, INC.**

Pursuant to the requirements of Section 17 of Revised Securities Act, this annual report has been signed by the following persons in the capacities and on the dates indicated.

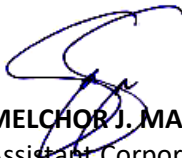
By:



**PEDRO O. ROXAS**  
Chairman



**EDGAR P. ARCOS**  
President and CEO




**MELCHOR J. MANALO**  
Assistant Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 14 APR 2026 in Makati City affiants exhibiting to me their respective competent ID's as follows:

Names	Competent ID	Date of Issue/Expiry	Place of Issue
Pedro O. Roxas	Passport No. P0388893B	24 Jan. 2019 - 23 Jan. 2029	DFA Manila
Edgar P. Arcos	Passport No. P7030824A	03 May 2018 - 02 May 2028	DFA NCR South
Melchor J. Manalo	IBP ID No. 62499		

Doc. No. 1621  
Page No. 34  
Book No. 1  
Series of 2026.

  
**PATY KARIE C. BONCAYAO**  
Notary Public for Makati City  
Appt. No. M-553 until December 31, 2026  
7th Floor, Cacho-Gonzales Building,  
101 Aguirre St., Legaspi Village, Makati City  
Roll of Attorneys No. 74923  
IBP No. 571770/12-25-2025/PPLM Chapter  
PTR No. 10777035/01-12-2026/Makati City  
MCLE Compliance No. VIII-0025907 until April 14, 2028



Roxas & Company, Inc.

**ANNEX "A"**  
**AUDIT COMMITTEE REPORT**

# Audit and Risk Committee Report

13 April 2026

The Board of Directors  
ROXAS AND COMPANY, INC.

Further to our compliance with applicable corporate governance laws and rules, we confirm that for the period of 01 January to 31 December 2025:

- The Chairman of the Audit and Risk Committee is an independent director as determined by the Board of Directors;
- We had four (4) regular meetings during the said period;
- We have discussed with RCI's internal audit group and Sycip Gorres Velayo & Co. ("SGV & Co."), RCI's external auditor, the overall scope and plans for their respective audits, and the results of examinations, their evaluations of the internal controls and the overall quality of the financial reporting of Roxas and Company, Inc. and its subsidiaries (the "Roxas Group");
- We have reviewed and approved all audit services rendered by SGV & Co. to the Roxas Group, the related fees for such services, and concluded that the fees are not significant to impair their independence;
- We have discussed with SGV & Co. the matters required to be discussed by the prevailing applicable Auditing Standards, and we have received written disclosures and the letter from SGV & Co. as required by the prevailing applicable Independence Standards (Statements as to Independence) and have discussed with SGV & Co. its independence from the Roxas Group and Roxas Group's management;
- In the performance of our oversight responsibilities, we have reviewed and discussed the audited financial statements of the Roxas Group as of and for the year ended 31 December 2025 with the Roxas Group's management, which has the primary responsibility for the financial statements, and with SGV & Co., the Roxas Group's independent auditor, who is responsible for expressing an opinion on the conformity of the Roxas Group's audited financial statements with Philippine Financial Reporting Standards ("PFRS");
- Based on the reviews and discussions referred to above, in reliance on the Roxas Group's management and SGV & Co. and subject to the limitations of our role, we recommended to the Board of Directors and the Board has approved, the inclusion of the Roxas Group's audited financial statements as of and for the year ended 31 December 2025 in the Roxas Group's Annual Report to the Stockholders and to the Philippines Securities and Exchange Commission (SEC) on Form 17-A; and
- Based on a review of SGV & Co.'s performance and qualifications, including consideration of management's recommendation, we approved the appointment of SGV & Co. as the Roxas Group's independent auditor.

  
**MARSHA MATILDE R. PEPINO**  
Chairperson

  
**ATTY. MA. CARIDAD D. GONZALES**  
Member

  
**AURELIO R. MONTINOLA III**  
Member



# **ANNEX “B”**

**Statement of Management Responsibility for Consolidated Financial Statements**

**Report of Independent Auditors**

**Consolidated Statements of Financial Position**

**Consolidated Statements of Income**

**Consolidated Statements of Comprehensive Income**

**Consolidated Statements of Changes in Equity**

**Consolidated Statements of Cash Flows**

**Notes to Consolidated Financial Statements**

**Retained Earnings Available for Dividend Declaration**

**Index to Consolidated Financial Statements**

**Organizational Structure**

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

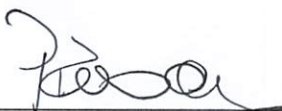
The management of **Roxas and Company, Inc. and Subsidiaries** (the Group) is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended **December 31, 2025 and 2024**, and for each of the three years in the period ended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

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

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

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

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



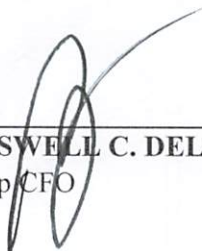
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**PEDRO O. ROXAS**  
Chairman



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**EDGAR P. ARCOS**  
President and CEO



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**ROSSWELL C. DELOS REYES**  
Group CFO

Signed this 13<sup>th</sup> day of April 2026.

SUBSCRIBED AND SWORN to before me this 14 APR 2026 in Makati City, affiants exhibiting to me their respective competent ID as follows:

Names	Competent ID	Date of Issue/Expiry	Place of Issue
Pedro O. Roxas	Passport No. P0388893B	24 Jan. 2019 - 23 Jan. 2029	DFA Manila
Edgar P. Arcos	Passport No. P7030824A	03 May 2018 – 02 May 2028	DFA NCR South
Rosswell C. Delos Reyes	Passport No. P3919224C	20 April 2023 – 19 April 2033	DFA Manila

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Page No. 37  
Book No. 1  
Series of 2026

  
**PATY KARIE C. BONCAYAO**  
Notary Public for Makati City  
Appt. No. M-553 until December 31, 2026  
7th Floor, Cacho-Gonzales Building,  
101 Aguirre St., Legaspi Village, Makati City  
Roll of Attorneys No. 74923  
IBP No. 571770/12-25-2025/PPLM Chapter  
PTR No. 10777035/01-12-2026/Makati City  
MCLE Compliance No. VIII-0025907 until April 14, 2028



## **INDEPENDENT AUDITOR'S REPORT**

The Board of Directors and the Stockholders  
Roxas and Company, Inc.  
7th Floor, Cacho-Gonzales Building, 101 Aguirre Street  
Legaspi Village, Makati City

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

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

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

#### **Basis for Opinion**

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), as applicable to the audits of the financial statements of public interest entities, together with the ethical requirements that are relevant to our audits of the consolidated 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

### ***Going Concern Assessment***

The Group's net cash flows used in operations amounted to ₱915.4 million in 2025. The Group's ability to generate sufficient operating cash flows and availability of sufficient funding to enable the Group to meet its currently maturing obligations are important considerations in the assessment of the appropriateness of the going concern assumption used in the preparation of the consolidated financial statements and as such, are significant to our audit. This assessment is based on management's expectations of and estimates of future cash flows of the Group. Estimated future cash flows are based on management assumptions such as growth rates in hotel occupancy, food and beverage revenue, real estate sales and operating expenses ratios. Management assumptions also include cash inflows for the sale of the coconut processing plant and proceeds from the maturing portion of the agrarian reform bonds.

Refer to Note 5 to the consolidated financial statements for the discussion of significant judgment, accounting estimates and assumptions, and Note 1 for the disclosure about the Group's financial condition, status of operations and management's plans.

### ***Audit Response***

We obtained an understanding of management's going concern assessment, including the cash flow projection prepared by management and approved by the Board of Directors (BOD). We evaluated the key assumptions such as growth rates in hotel occupancy, food and beverage revenue and operating expenses ratios, and other sources of financing, that were used by management in the Group's cash flow projection for the next 12 months from the end of the reporting period. We evaluated the key assumptions against the Group's historical performance and relevant market data, and by taking into consideration the actions undertaken and planned strategies by management in relation to the Group's operating, investing and financing activities.

We also compared the significant assumptions on the other sources of cash inflows such as receipt of the proceeds from the sale of the coconut processing plant and the maturing portion of the agrarian reform bonds against minutes of meetings of BOD, shareholders, and audit committee, significant agreements entered by the Group, correspondences with regulatory bodies, bond certificates, and other supporting documents until the date of our auditor's report. We obtained and evaluated management's sensitivity analyses to ascertain the impact of reasonably possible changes in key assumptions. We reviewed the adequacy of the relevant disclosures in the consolidated financial statements relating to these management assessment and plans.



### ***Impairment testing of property, plant, and equipment***

The Group assesses at the end of its reporting period whether there is any indicator that its property, plant and equipment may be impaired. Management assessed that there are indicators of impairment of the assets related to the budget hotel business, thus, the Group performed an impairment testing. For the year ended December 31, 2025, the Group did not recognize impairment loss on the budget hotel business. As of December 31, 2025, the carrying values of the hotel assets amounted to ₱2.1 billion.

We considered the impairment testing of property, plant and equipment as a key audit matter because of the materiality of the amounts involved. In addition, management's assessment process requires significant judgment in determining the recoverable amount of its hotel business. Management used significant assumptions relating to the determination of recoverable amount of the cash generating unit for the hotel business.

Refer to Notes 4 and 5 to the consolidated financial statements for the relevant accounting policies and a discussion of significant judgment, accounting estimates and assumptions, and Note 13 for the disclosures relating to property, plant, and equipment.

#### *Audit Response*

We reviewed the propriety of management's assessment of the presence of indicators of impairment that would require the impairment testing of the property, plant, and equipment. With the involvement of our internal specialist, we evaluated the methodologies and key assumptions used to estimate the recoverable amount of the cash generating units (CGUs) where these property, plant and equipment belong based on the appraisal reports performed by external appraiser, whose professional qualifications and independence were considered. We reviewed the documents containing the relevant information supporting the sales prices of similar properties and inquired from the external appraiser the basis of adjustments made to the sales price, including the supporting documents.

### ***Valuation of investment properties***

The Group accounts for its investment properties at fair value. As of December 31, 2025, the fair values of the Group's investment properties amounted to ₱23,829.7 million and represent 70% of the Group's consolidated total assets. This matter is significant to our audit because the determination of the fair values of these assets was mainly performed by external appraiser whose calculations involved certain assumptions, such as sales price of similar properties and adjustments to sales price based on internal and external factors.

Refer to Notes 4 and 5 to the consolidated financial statements for the relevant accounting policies and discussion of significant judgments and estimates and Note 15 for the disclosure about the Group's investment properties and Note 29 for the disclosures about the related fair values.

#### *Audit Response*

For the determination of fair values of investment properties performed by external appraiser, we evaluated the methodology and the assumptions used by the external appraiser, whose professional qualifications and independence were considered. We reviewed the documents containing the relevant information supporting the sales prices of similar properties and inquired from the external appraiser the basis of adjustments made to the sales price, including the supporting documents.



## **Other Information**

Other information consists of the information included in the SEC Form 17-A for the year ended December 31, 2025, but does not include the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the SEC Form 20-IS (Definitive Information Statement) and Annual Report for the year ended December 31, 2025, after the date of our auditor's report. Management is responsible for the other information.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

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



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

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

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

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



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

The engagement partner on the audit resulting in this independent auditor's report is Albert R. Bon.

SYCIP GORRES VELAYO & CO.

*Albert R. Bon*

Albert R. Bon

Partner

CPA Certificate No. 0121479

Tax Identification No. 255-491-830

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

SEC Partner Accreditation No. 121479-SEC (Group A)

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

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

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-135-2026, January 27, 2026, valid until January 26, 2029

PTR No. 10765020, January 2, 2026, Makati City

April 13, 2026



**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
*Amounts in Thousands*

	<b>December 31</b>	
	<b>2025</b>	<b>2024</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Note 6)	₱726,283	₱25,194
Trade and other receivables (Notes 7, 21 and 22)	764,357	263,172
Current portion of investment in bonds (Note 11)	469,121	–
Real estate properties for sale and development (Note 8)	385,603	377,959
Inventories (Note 9)	38,414	39,740
Other current assets (Note 10)	263,723	135,043
<b>Total Current Assets</b>	<b>2,647,501</b>	<b>841,108</b>
<b>Noncurrent Assets</b>		
Investment in bonds - net of current portion (Note 11)	4,222,088	–
Investments in associates and a joint venture (Note 12)	213,432	150,372
Property, plant, and equipment (Note 13):		
At cost	1,427,755	1,697,211
At appraised values	1,023,261	1,073,640
Investment properties (Notes 15 and 29)	23,829,676	31,589,451
Deferred income tax assets - net (Note 25)	6,964	6,964
Other noncurrent assets (Notes 10 and 14)	908,459	268,418
<b>Total Noncurrent Assets</b>	<b>31,631,635</b>	<b>34,786,056</b>
<b>TOTAL ASSETS</b>	<b>₱34,279,136</b>	<b>₱35,627,164</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Trade and other payables (Notes 16, 21 and 22)	₱1,274,578	₱1,268,633
Short-term borrowings (Note 17)	–	25,000
Current portion of long-term borrowings (Note 18)	276,185	1,669,881
<b>Total Current Liabilities</b>	<b>1,550,763</b>	<b>2,963,514</b>
<b>Noncurrent Liabilities</b>		
Noncurrent portion of long-term borrowings (Note 18)	731,746	2,203,275
Deferred income tax liabilities - net (Note 25)	5,902,992	5,468,513
Retirement liabilities (Note 19)	62,509	66,383
<b>Total Noncurrent Liabilities</b>	<b>6,697,247</b>	<b>7,738,171</b>
<b>Total Liabilities</b>	<b>8,248,010</b>	<b>10,701,685</b>
<b>Equity (Note 20)</b>		
Capital stock	2,911,886	2,911,886
Additional paid-in capital	1,405,147	1,405,186
Treasury stock	(200,555)	(199,647)
Other equity reserves	793,675	847,187
Retained earnings	21,055,351	19,866,511
<b>Equity Attributable to Equity Holders of the Parent Company</b>	<b>25,965,504</b>	<b>24,831,123</b>
Non-controlling interests (Note 12)	65,622	94,356
<b>Total Equity</b>	<b>26,031,126</b>	<b>24,925,479</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>₱34,279,136</b>	<b>₱35,627,164</b>

*See accompanying Notes to Consolidated Financial Statements.*



**ROXAS AND COMPANY, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME***Amounts in Thousands, Except Basic/Diluted Loss Per Share*

	<b>Years Ended December 31</b>		
	2025	2024 (As re-presented, Note 31)	2023 (As re-presented, Note 31)
<b>REVENUE FROM CONTRACTS WITH CUSTOMERS</b> (Note 22):			
Hotel sales and services	₱481,078	₱480,627	₱490,923
Real estate sales	20,144	20,084	81,360
	<b>501,222</b>	500,711	572,283
<b>COST OF SALES AND SERVICES</b>			
Cost of hotel sales and services (Note 23)	(312,655)	(313,804)	(296,960)
Cost of real estate sales (Note 8)	(12,226)	(15,310)	(37,872)
	<b>(324,881)</b>	(329,114)	(334,832)
<b>GROSS INCOME</b>	<b>176,341</b>	171,597	237,451
<b>OPERATING EXPENSES</b> (Note 23)	<b>(864,985)</b>	(347,421)	(291,207)
<b>OTHER INCOME (CHARGES) - Net</b>			
Unrealized fair value gains on investment properties (Notes 15, 29 and 31)	1,809,637	20,128,204	2,142,264
Interest expense (Notes 14, 17, 18 and 31)	(121,836)	(235,027)	(210,304)
Interest income (Notes 6, 7 and 11)	217,285	5,621	34,262
Equity in net losses of associates (Note 12)	(1,940)	(449)	(320,029)
Others - net (Note 21)	1,209	17,709	48,729
	<b>1,904,355</b>	19,916,058	1,694,922
<b>INCOME BEFORE INCOME TAX FROM CONTINUING OPERATIONS</b>	<b>1,215,711</b>	19,740,234	1,641,166
<b>PROVISION FOR INCOME TAX</b> (Note 25)			
Current	40,312	4,250	7,349
Deferred	446,254	5,279,335	2,143
	<b>486,566</b>	5,283,585	9,492
<b>NET INCOME FROM CONTINUING OPERATIONS</b>	<b>729,145</b>	14,456,649	1,631,674
<b>NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS</b> (Note 31)	<b>357,834</b>	(198,592)	(308,358)
	<b>₱1,086,979</b>	₱14,258,057	₱1,323,316
<b>Net Income (Loss) Attributable to:</b>			
Equity holders of the Parent Company	₱1,125,387	₱14,310,978	₱1,382,216
Non-controlling interests	(38,408)	(52,921)	(58,900)
	<b>₱1,086,979</b>	₱14,258,057	₱1,323,316
<b>BASIC/DILUTED EARNINGS PER SHARE (EPS) ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY</b> (Notes 4 and 26)	<b>₱0.40</b>	₱5.36	₱0.61
<b>BASIC/DILUTED EPS FOR CONTINUING OPERATIONS ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY</b> (Notes 4 and 26)	<b>₱0.26</b>	₱5.41	₱0.73

*See accompanying Notes to Consolidated Financial Statements.*

**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
*Amounts in Thousands*

	<b>Years Ended December 31</b>		
	<b>2025</b>	2024 (As re-presented, Note 31)	2023 (As re-presented, Note 31)
<b>NET INCOME</b>	<b>₱1,086,979</b>	₱14,258,057	₱1,323,316
<b>OTHER COMPREHENSIVE INCOME</b> (Note 20) <i>Items that will not be reclassified to profit or loss</i>			
Appraisal increase on land - net of tax (Note 13)	<b>19,822</b>	85,652	20,171
Share in appraisal increase on land of an associate, net of tax (Note 12)	–	–	57,518
Remeasurement gain (loss) on retirement liabilities, net of tax (Note 19)	<b>(207)</b>	245	(12,004)
<b>TOTAL OTHER COMPREHENSIVE INCOME</b>	<b>19,615</b>	85,897	65,685
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>₱1,106,594</b>	₱14,343,954	₱1,389,001
<b>Total Comprehensive Income (Loss)</b> <b>Attributable to:</b>			
Equity holders of the Parent Company	<b>₱1,135,328</b>	₱14,362,854	₱1,439,465
Non-controlling interests	<b>(28,734)</b>	(18,900)	(50,464)
	<b>₱1,106,594</b>	₱14,343,954	₱1,389,001

*See accompanying Notes to Consolidated Financial Statements.*



**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023**  
*Amounts in Thousands*

	Equity Attributable to Equity Holders of the Parent Company (Note 20)						Retained Earnings	Total	Non-controlling Interests (Note 12)	Total Equity
	Common Stock	Capital Stock Preferred Stock	Total	Additional Paid-in Capital	Treasury Stock	Other Equity Reserves				
<b>BALANCES AS AT</b>										
<b>JANUARY 1, 2023</b>	<b>₱2,911,886</b>	<b>₱200,000</b>	<b>₱3,111,886</b>	<b>₱1,589,603</b>	<b>(₱1,144,645)</b>	<b>₱738,062</b>	<b>₱4,173,317</b>	<b>₱8,468,223</b>	<b>₱163,720</b>	<b>₱8,631,943</b>
Net income (loss)	–	–	–	–	–	–	1,382,216	1,382,216	(58,900)	1,323,316
Other comprehensive income	–	–	–	–	–	57,249	–	57,249	8,436	65,685
Total comprehensive income (loss)	–	–	–	–	–	57,249	1,382,216	1,439,465	(50,464)	1,389,001
Redemption of preferred shares	–	(200,000)	(200,000)	(36,924)	–	–	–	(236,924)	–	(236,924)
Issuance of treasury shares	–	–	–	(55,872)	78,924	–	–	23,052	–	23,052
<b>BALANCES AS AT</b>										
<b>DECEMBER 31, 2023</b>	<b>2,911,886</b>	<b>–</b>	<b>2,911,886</b>	<b>1,496,807</b>	<b>(1,065,721)</b>	<b>795,311</b>	<b>5,555,533</b>	<b>9,693,816</b>	<b>113,256</b>	<b>9,807,072</b>
Net income (loss)	–	–	–	–	–	–	14,310,978	14,310,978	(52,921)	14,258,057
Other comprehensive income	–	–	–	–	–	51,876	–	51,876	34,021	85,897
Total comprehensive income (loss)	–	–	–	–	–	51,876	14,310,978	14,362,854	(18,900)	14,343,954
Acquisition of treasury shares	–	–	–	17,849	(41,312)	–	–	(23,463)	–	(23,463)
Issuance of treasury shares	–	–	–	(109,470)	907,386	–	–	797,916	–	797,916
<b>BALANCES AS AT</b>										
<b>DECEMBER 31, 2024</b>	<b>2,911,886</b>	<b>–</b>	<b>2,911,886</b>	<b>1,405,186</b>	<b>(199,647)</b>	<b>847,187</b>	<b>19,866,511</b>	<b>24,831,123</b>	<b>94,356</b>	<b>24,925,479</b>
Net income (loss)	–	–	–	–	–	–	1,125,387	1,125,387	(38,408)	1,086,979
Other comprehensive income	–	–	–	–	–	9,941	–	9,941	9,674	19,615
Total comprehensive income (loss)	–	–	–	–	–	9,941	1,125,387	1,135,328	(28,734)	1,106,594
Acquisition of treasury shares	–	–	–	–	(1,849)	–	–	(1,849)	–	(1,849)
Issuance of treasury shares	–	–	–	(39)	941	–	–	902	–	902
Transfer of revaluation increment (Note 13)	–	–	–	–	–	(63,453)	63,453	–	–	–
<b>BALANCES AS AT</b>										
<b>DECEMBER 31, 2025</b>	<b>₱2,911,886</b>	<b>₱–</b>	<b>₱2,911,886</b>	<b>₱1,405,147</b>	<b>(₱200,555)</b>	<b>₱793,675</b>	<b>₱21,055,351</b>	<b>₱25,965,504</b>	<b>₱65,622</b>	<b>₱26,031,126</b>

See accompanying Notes to Consolidated Financial Statements.



**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*Amounts in Thousands*

	Years Ended December 31		
	2025	2024 (As re-presented, Note 31)	2023 (As re-presented, Note 31)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax from continuing operations	<b>₱1,215,711</b>	₱19,740,234	₱1,641,166
Income (Loss) before income tax from discontinued operations (Note 31)	<b>339,455</b>	(198,592)	(308,358)
Adjustments for:			
Unrealized fair value gains on investment properties (Notes 15 and 31)	<b>(1,831,435)</b>	(20,139,102)	(2,164,062)
Depreciation and amortization (Notes 10, 13 and 14)	<b>74,916</b>	86,864	79,179
Gain on sale and reversal of impairment loss on property, plant and equipment (Note 13)	<b>(641,283)</b>	–	–
Impairment loss on property, plant and equipment (Note 13)	–	–	129,814
Equity in net loss of associates (Note 12)	<b>1,940</b>	449	320,029
Interest expense (Notes 14, 17, 18 and 31)	<b>248,643</b>	318,780	277,040
Interest income (Notes 6, 7 and 11)	<b>(217,285)</b>	(5,621)	(34,262)
Net movements in retirement benefits (Note 19)	<b>(4,081)</b>	4,847	19,028
Operating losses before working capital changes	<b>(813,419)</b>	(192,141)	(40,426)
Decrease (increase) in:			
Trade and other receivables	<b>(242,045)</b>	28,581	4,116
Real estate properties for sale and development	<b>(7,644)</b>	(29,654)	(30,384)
Inventories	<b>(29,869)</b>	(18,550)	10,009
Other current assets	<b>(112,583)</b>	(24,909)	33,691
Other noncurrent assets	<b>107,313</b>	44,025	28,308
Increase in trade and other payables	<b>30,174</b>	32,550	97,876
Cash generated from (used in) operations	<b>(1,068,073)</b>	(160,098)	103,190
Interest received	<b>214,333</b>	2,603	27,463
Income taxes, paid including creditable withholding taxes	<b>(61,660)</b>	(5,845)	(18,636)
Net cash from (used in) operating activities	<b>(915,400)</b>	(163,340)	112,017
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Receipt of just compensation (Notes 1, 7 and 15)	<b>4,870,000</b>	–	–
Proceeds from sale of property, plant and equipment (Note 13)	<b>873,600</b>	–	–
Acquisition of property, plant, and equipment and other assets (Note 13)	<b>(27,612)</b>	(11,427)	(27,118)
Payment for land recovery projects (Note 10)	<b>(750,000)</b>	–	–
Net cash from (used in) investing activities	<b>4,965,988</b>	(11,427)	(27,118)

*(Forward)*



	<b>Years Ended December 31</b>		
	<b>2025</b>	2024 (As re-presented, Note 31)	2023 (As re-presented, Note 31)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Availments of:			
Short-term borrowings (Note 17)	<b>₱-</b>	₱25,000	<b>₱-</b>
Long-term borrowings (Note 18)	<b>10,000</b>	440,000	11,700
Payments of:			
Short-term borrowings (Note 17)	<b>(25,000)</b>	-	-
Long-term borrowings (Note 18)	<b>(2,877,419)</b>	(622,335)	(1,788)
Interest (Note 18)	<b>(455,418)</b>	(380,656)	(76,976)
Debt issuance cost (Note 18)	-	(8,300)	-
Lease liabilities (Note 14)	<b>(310)</b>	(1,347)	(1,372)
Proceeds from issuance of treasury shares (Note 20)	<b>497</b>	671,954	23,052
Acquisition of treasury shares (Note 20)	<b>(1,849)</b>	-	-
Net cash from (used in) financing activities	<b>(3,349,499)</b>	124,316	(45,384)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS FOR THE YEAR</b>	<b>701,089</b>	(50,451)	39,515
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>25,194</b>	75,645	36,130
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 6)</b>	<b>₱726,283</b>	₱25,194	₱75,645

*See accompanying Notes to Consolidated Financial Statements.*



**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Amounts in Thousands, Except When Otherwise Indicated)**

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**1. Corporate Information**

Roxas and Company, Inc. (the Parent Company or RCI) was organized in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on October 7, 1918.

On November 29, 1948, the shares of stock of the Parent Company were listed in the Philippine Stock Exchange (PSE) with a stock symbol RCI.

The purpose of RCI is to purchase, hold, pledge, transfer, sell or otherwise dispose of or deal in the shares of the capital stock, bonds, debentures, notes or other securities and evidence of indebtedness of any such securities. RCI is owned by various individual shareholders and domestic corporations, namely: SPCI Holdings, Inc. and Pesan Holdings, Inc., among others.

RCI and its subsidiaries (collectively referred to as the Group) are engaged in the real estate and hotel development and management, property management, and coconut processing and exports.

The principal and registered office of RCI is at 7th Floor, Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, Makati City.

Financial Condition and Status of Operations

As of December 31, 2025, the Group's excess of current assets over current liabilities amounted to ₱1.10 billion, a turnaround from an excess of current liabilities over current assets amounting to ₱2.12 billion as of December 31, 2024, mainly driven by the receipt of just compensation from the government for the transfer of the Group's land properties to the agrarian reform beneficiaries (ARBs).

*Results of operations*

The Group reported income from continuing operations amounting to ₱0.7 billion in 2025, ₱14.5 billion in 2024 and ₱1.6 billion in 2023, which included the unrealized fair value gains on investment properties amounting to ₱1.8 billion, ₱20.1 billion and ₱2.1 billion, respectively (see Note 15). The Group reported income from discontinued operations amounting to ₱357.8 million in 2025 as a result of the gain from the disposal of the coconut processing plant (see Notes 13 and 31).

The Group used the portion of the proceeds from the receipt of just compensation and the sale of coconut processing plant to settle its outstanding obligations with various banks, resulting to a decrease in the consolidated short-term and long-term borrowings from ₱3.9 billion as of December 31, 2024 to ₱1.0 billion as of December 31, 2025 (see Notes 17 and 18). The debt reduction aligns with the Group's strategic initiatives to deleverage, optimize cash flow, and rationalize its asset portfolio.

*Positive developments on the land properties covered by Comprehensive Agrarian Reform Program (CARP)*

On January 11, 2024, RCI received from the Department of Agrarian Reform (DAR) the Consolidated Order dated December 29, 2023, which resolves the long-outstanding legal cases and claims over RCI's land properties (see Note 15). The said Consolidated Order became final and executory on January 27, 2024, which provided for a 50-50 sharing of the covered land properties totaling to 2,644.46 hectares between RCI and the ARBs, net of the 297.0 hectares which were already resolved in favor of RCI with finality. The Consolidated Order also directed the relevant government agencies to earmark and appropriate the payment of just compensation to RCI for the land properties that it will give up to the ARBs (see Note 15).



In November 2024, RCI filed its Petition for Mandamus or Petition for Determination of Just Compensation before the Department of Agrarian Reform Adjudication Bord (DARAB). In the said Petition, RCI prayed that DAR should be directed to pay the company with just compensation to be fixed by DARAB.

On March 25, 2025, DARAB rendered its Decision fixing the just compensation for the expropriated RCI property and to be distributed to the ARBs. The said Decision became final and executory by operation of law on April 11, 2025.

Thereafter, on April 28, 2025, the DARAB issued a Writ of Execution commanding the Sheriff to enforce the Decision by serving and presenting the same to the Land Bank of the Philippines (LBP).

In May 2025, RCI received the just compensation for the investment properties distributed to the ARBs amounting to ₱9.6 billion, which comprised of ₱4.9 billion in cash and ₱4.7 billion in agrarian reform bonds issued by LBP. The bonds are repayable in 10 equal annual installments through 2035, with semi-annual interest based on the prevailing 91-day Treasury Bill rate, net of withholding tax (see Notes 11 and 15).

*Plans to improve the operations of the business units*

The management plans to improve the Group's financial condition, operations and cash flows by focusing on: (1) continued deleveraging and strengthening the Group's liquidity position; (2) maximizing the highest and best use of the land properties through a master plan as it commences land recovery and development in the Nasugbu estate; (3) optimizing its hotel assets; and (4) implementing cost containment measures.

Approval of the Consolidated Financial Statements

The accompanying consolidated financial statements of the Group as at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025 were approved and authorized for issue by the Board of Directors (BOD) on April 13, 2026.

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**2. Basis of Preparation and Statement of Compliance**

The consolidated financial statements of the Group have been prepared on a historical cost basis, except for the parcels of land classified under property, plant and equipment and investment properties that are stated at revalued amount and at fair value, respectively. The consolidated financial statements are presented in Philippine Peso (₱), which is the functional and presentation currency of the Group. All balances and transactions are rounded to the nearest thousands, unless otherwise indicated.

Statement of Compliance

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

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**3. Changes in Accounting Policies and Disclosures**

Adoption of New or Revised Standards, Amendments to Standards and Interpretations

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new accounting pronouncements starting January 1, 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.



Unless otherwise indicated, adoption of these pronouncements did not have any significant impact on the consolidated financial statements of the Group.

*Effective beginning on or after January 1, 2025*

- Amendments to Philippine Accounting Standards (PAS) 21, *Lack of exchangeability*

The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

The amendments are effective for annual reporting periods beginning on or after January 1, 2025. Earlier adoption is permitted and that fact must be disclosed. When applying the amendments, an entity cannot restate comparative information.

*Effective beginning on or after January 1, 2026*

- Amendments to Illustrative Examples on PFRS 7, *Financial Instruments: Disclosures*, PFRS 18, *Presentation and Disclosure in Financial Statements*, PAS 1, *Presentation of Financial Statements*, PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, PAS 26 *Accounting and Reporting by Retirement Benefit Plans* and PAS 37, *Provisions, Contingent Liabilities and Contingent Assets - Disclosures about Uncertainties in the Financial Statements*
- Amendments to PFRS 9, *Financial Instruments*, and PFRS 7, *Classification and Measurement of Financial Instruments*
- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*
- Annual Improvements to PFRS Accounting Standards–Volume 11
  - Amendments to PFRS 1, *First-time Adoption of International Financial Reporting Standards, Hedge Accounting by a First-time Adopter*
  - Amendments to PFRS 7, *Gain or Loss on Derecognition*
  - Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities and Transaction Price*
  - Amendments to PFRS 10, *Consolidated Financial Statements, Determination of a ‘De Facto Agent’*
  - Amendments to PAS 7, *Statement of Cash Flows, Cost Method*

*Effective beginning on or after January 1, 2027*

- PFRS 17, *Insurance Contracts*
- PFRS 18, *Presentation and Disclosure in Financial Statements*

The standard replaces PAS 1 and responds to investors’ demand for better information about companies’ financial performance. The new requirements include: (1) required totals, subtotals and new categories in the statement of profit or loss; (2) disclosure of management-defined performance measures; and (3) guidance on aggregation and disaggregation. The Group is currently assessing the impact of these amendments.

- PFRS 19, *Subsidiaries without Public Accountability*
- Amendments to PAS 21, *The Effects of Changes in Foreign Exchange Rates, Translation to a Hyperinflationary Presentation Currency*

*Deferred effectivity*

- Amendments to PFRS 10 and PAS 28, *Investments in Associates and Joint Ventures, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*



#### 4. Material Accounting Policies

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

##### Basis of Consolidation

The consolidated financial statements of the Group include the financial statements of the Parent Company and the following subsidiaries (all incorporated and domiciled in the Philippines) as of December 31, 2025 and 2024:

	Percentage of Noncontrolling		Description of Business
	Ownership	Interests	
Roxaco Land Corporation (RLC)	100.00	–	Real estate
Roxaco-Asia Hospitality Corporation (RAHC)	51.00	49.00	Hotel and leisure
SAMG Memorial Management & Services Inc. (SMMSI)	100.00	–	Funeral and related services
Roxas Sigma Agriventures, Inc. (RSAI)	94.98	5.02	Manufacturing
Roxas Green Energy Corporation (RGEC)	100.00	–	Generation and distribution of energy
United Ventures Corporation (UVC)*	100.00	–	Warehouse leasing

\*The application for dissolution is still pending with the SEC and BIR as at December 31, 2025.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company. All intra-group balances, transactions, unrealized gains and losses, resulting from intra-group transactions and dividends are eliminated in full.

##### Financial Instruments

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

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

The Group's financial assets at amortized cost includes cash and cash equivalents, trade and other receivables, investment in bonds and refundable deposits.

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment.

##### *Impairment of financial assets*

The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix for trade receivables and a vintage analysis for sales contract receivables and contract assets that is based on historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.



*Financial liabilities measured at amortized cost*

The Group's financial liabilities include trade and other payables, lease liabilities and short-term and long-term borrowings. These financial liabilities are classified as measured at amortized cost.

After initial recognition, these financial liabilities are carried at amortized cost, taking into account the impact of applying the effective interest method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs.

*Derecognition of financial assets and liabilities*

*Financial assets.* A financial asset is generally derecognized when the rights to receive cash flows from the asset have expired.

*Financial liabilities.* A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

*Exchange or modification of financial liabilities*

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the fair value of the new liability is recognized in profit or loss. The terms are considered substantially different if the present value of the cash flows under the new terms, discounted using the original effective interest rate, is at least 10% different from the present value of the remaining cash flows of the original financial liability.

When the exchange or modification of the existing financial liability is not considered as substantial, the Group recalculates the gross carrying amount of the financial liability as the present value of the renegotiated or modified contractual cash flows discounted at the original EIR and recognizes a modification gain or loss in profit or loss.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. For the transactions considered not orderly, PFRS 13, *Fair Value Measurement*, provides that the Group needs to perform further analysis to measure fair value.

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

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

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

Real Estate Properties for Sale and Development

Real estate properties for sale and development consists of developed real estate properties for sale, raw land and land improvements. These are properties acquired or being constructed for sale in the ordinary course of business rather than to be held for rental or capital appreciation.



Developed real estate properties for sale, raw land and land improvements are carried at the lower of aggregate cost and net realizable value (NRV). NRV is the estimated selling price in the ordinary course of business, based on market prices at the reporting date, less estimated costs of completion and estimated costs necessary to make the sale.

The cost of inventory recognized in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs. The total costs are allocated pro-rate based on the relative size of the property sold.

#### Repossessed Inventories

Repossessed inventories represent the acquisition costs of real estate properties sold but subsequently reacquired by the Group due to buyer's default on payment of monthly amortization. These are measured at fair value at the time of repossession.

#### Inventories

Inventories are valued at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Costs incurred are accounted for as follows:

- a. Raw materials - Purchase cost and directly attributable costs determined using the moving average method.
- b. Finished Goods and Work in Process - Cost includes raw materials, direct labor, other direct costs, and related manufacturing overhead using the weighted average method.
- c. Packaging Materials and Other Supplies - Purchase cost and directly attributable costs determined using the moving average method.

#### Investments in Associates and Joint Ventures

Investments in associates and joint ventures are recognized initially at cost and subsequently accounted for using the equity method, net of impairment.

#### Property, Plant and Equipment

Property, plant and equipment are carried at historical cost less accumulated depreciation, amortization and any impairment in value, except for land, which is stated at revalued amount less any impairment. The net appraisal increment resulting from the revaluation of land is presented as "Revaluation increment on land" under "other equity reserves account" in the consolidated statement of financial position and consolidated statement of changes in equity.

The portion of appraisal increase on land, net of related deferred tax effect, realized upon disposal of the property is transferred to unrestricted retained earnings.

Depreciation and amortization on depreciable property, plant and equipment are calculated using the straight-line method to allocate their cost over their estimated useful lives as follows:

<u>Asset Category</u>	<u>Number of Years</u>
Buildings*	40
Land improvements	10
Building improvements	5
Machinery and equipment	5 to 25
Transportation equipment	3 to 6
Office furniture, fixtures, and equipment	3 to 10

\*Including the coconut processing plant



### Investment Properties

Investment properties comprise land held either to earn rentals or for capital appreciation, or both, and are not occupied by the entities within the Group.

Investment properties are initially measured at cost, including transaction costs. After initial recognition, investment properties are stated at fair value. Gains or losses arising from changes in the fair value of investment properties are recognized in profit or loss in the period in which they arise.

### Impairment of Nonfinancial Assets

The carrying amounts of investments in associates, property, plant, and equipment carried at cost, and other nonfinancial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs to sell and value-in-use. For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

### Treasury stock

Where any entity of the Group purchases the Parent Company's capital (treasury stock), the consideration paid, including any directly attributable incremental costs (net of related taxes), is deducted from equity until the shares are cancelled, reissued, or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effect, is included in equity attributable to the Parent Company's equity holders.

### Revenue and Cost Recognition

#### *Real estate sales*

The Group derives its real estate revenue from the sale of lots, house and lot and condominium units. Revenue from the sale of these real estate projects under the pre-completion stage is recognized over time during the construction period (or percentage of completion).

The Group uses an input method in measuring the progress of its performance obligation over time. Progress is measured based on actual resources consumed, such as materials, labor hours expended and actual overhead incurred relative to the total expected inputs to the satisfaction of that performance obligation, or the total estimated development costs of the real estate project.

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

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

#### *Cost recognition on real estate contracts*

The Group recognizes costs relating to satisfied performance obligations as these are incurred. These costs are allocated to the saleable area, with the portion allocable to the sold area being recognized as costs of sales while the portion allocable to the unsold area being recognized as part of real estate inventories.

Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenue.



*Revenue and cost from hotels and resorts*

The Group recognizes revenue from hotel operations at a point in time (i.e., when the related service and goods are rendered or served). Revenue from banquets and other special events are recognized when the events take place.

Cost of hotel operations pertains to expenses incurred in relation to sale of goods and rendering of services.

*Revenue and cost from the sale of goods*

Revenue and cost from sale of goods are recognized when goods are delivered to and accepted by the customers.

*Management fees*

Revenue from management services is recognized over time. The Group uses the input method to measure the progress, which is a time-based measure that results in a straight-line recognition of revenue.

*Contract balances*

*Contract assets.* If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

*Contract liabilities.* If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs under the contract.

*Costs to obtain contract*

The Group has determined that commissions paid to brokers and marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Commission expense is included in the "Real estate costs and expenses" account in profit or loss.

Retirement benefits

The defined benefit asset or liability is the aggregate of the present value of the defined benefit obligation and the fair value of plan assets on which the obligations are to be settled directly.

The present value of the defined benefit obligation is determined using the projected unit credit method. The estimated future cash outflows are discounted using interest rate on government bonds that have terms to maturity approximating the terms of the related retirement liability.

The Group recognizes service costs, comprising of current service costs, past service costs, gains and losses on curtailments and non-routine settlements, and net interest expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling are recognized immediately in other comprehensive income in the year in which these arise and are not reclassified to profit or loss in subsequent years.

Leases

*The Group as a lessee*

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



*Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of commercial space (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the leases of low-value assets recognition exemption, where applicable, to leased assets that are considered of low value (i.e., below ₱250,000). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Deferred Income Tax

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

Deferred tax liabilities are recognized for all taxable temporary differences, including asset revaluations.

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

Discontinued Operations and Assets Held for Sale

Noncurrent assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated statement of income.

Contingencies

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

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## 5. Significant Judgments, Accounting Estimates and Assumptions

Judgments

In the process of applying the Group's accounting policies, management exercised judgment on the following items, apart from those involving estimations, which has the most significant effect on the amounts recognized in the consolidated financial statements.

*Use of going concern assumption*

The use of the going concern assumption involves management making significant judgments, at a particular point in time, about the future outcome of events or conditions that are inherently uncertain. The Group's ability to generate sufficient operating cash flows and availability of sufficient funding to enable the Group to meet its currently maturing obligations are important considerations in the assessment of the appropriateness of the going concern assumption used in the preparation of the consolidated financial statements. This assessment is based on management's expectations of and estimates of future cash flows of the Group. Estimated future cash flows are based on management assumptions such as growth rates in hotel occupancy, food and beverage revenue, real estate sales and



operating expenses ratios. Management assumptions also include cash inflows for the sale of the coconut processing plant and proceeds from the maturing portion of the agrarian reform bonds.

Management believes that with the implementation of strategies and action plans as disclosed in Note 1, the Group will be able to address the events or conditions identified that may cast significant doubt on its ability to continue as a going concern and achieve positive results on their financial performance, financial position and cash flows. Accordingly, the consolidated financial statements have been prepared based on the going concern basis of accounting.

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

The Group concluded that revenue for real estate sales is to be recognized over time because: (a) the Group's performance does not create an asset with an alternative use and (b) the Group has an enforceable right for performance completed to date. In addition, the Group requires a certain percentage of buyer's payments of total selling price (buyer's equity), to be collected as one of the criteria in order to initiate revenue recognition. The Group considers that the initial and continuing investments by the buyer of about 10% would demonstrate the buyer's commitment to pay.

*Determining transaction price of sale of real estate*

The Group determines whether a contract contains a significant financing component by considering (1) the difference, if any, between the amount of promised considerations and the cash selling price of the promised goods or services; and (2) the effect of the expected length of time between when the entity transfer the promised goods or service to the customer and when the customer pays for those goods or services and the prevailing effective interest rate.

*Classification of investment properties*

Management determines the classification of a property depending on its eventual realization of the asset. A significant portion of the Group's parcels of land have been subjected to the revised Notice of Coverage (NOC) issued by Department of Agrarian Reform (DAR) under the Comprehensive Agrarian Reform Law (CARP).

While the Consolidated DAR Order became final and executory on January 27, 2024, management determined that the Group still has the rights over the land properties for distribution to ARBs because there is no decision yet as to the final amount of just compensation as of December 31, 2024. Management assessed that the transfer of possession and ownership of the land to the Philippine government are conditioned upon the receipt by the Group of the corresponding payment of the just compensation from DAR. As such, the Group continued to classify the land properties under investment properties as of December 31, 2024 (see Note 27).

On May 16, 2025, the Company received the just compensation amounting to ₱9.7 billion, comprising ₱4.9 billion in cash and ₱4.7 billion in agrarian reform bonds. Accordingly, the related investment properties amounting to ₱9.7 billion were derecognized in 2025.

*Determination of arrangements containing a lease - yield guarantee to real estate buyers*

At inception of a contract, an entity shall assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. In 2014, the Group entered into a leaseback program agreement with various buyers of Anya Resort Suites. The said buyers will be entitled to a guaranteed yield along with the usage allowance for the first five years upon full opening of the resort, equivalent to 31% to 37% of the purchase price, inclusive of fixtures, furniture and equipment and VAT, or a variable yield which is computed based on the proportion of the Unit Owners' Group share of gross rental revenue that the size of the unit (in sq. m.) bears to the total size of the units.



The guaranteed funds will be distributed each quarter and will start from the date of full opening and operations of the resort. These yield guarantees qualify as leases under PFRS 16, *Leases*, and are considered as leases of hotel suites (see Note 14). Variable yield guarantees are not considered in the recognition of right-of-use assets and lease liabilities for leases of hotel suites as these are treated as variable lease payments under PFRS 16. Variable yield guarantees are recognized as an expense in the period these are incurred.

#### *Interest in joint arrangement*

The Group determines the type of joint arrangement in which it is involved by considering its rights and obligations. An entity assesses its rights and obligations by considering the structure and legal form of the arrangement, the contractual terms agreed to by the parties to the arrangement and, when relevant, other facts and circumstances. In 2025, the Group, through RLC, entered into a joint venture arrangement with GCI Hospitality, Inc., creating Fuego Hospitality Collective, Inc. as the joint venture vehicle, with a purpose of owning, leasing, developing, and operating resorts, hotels, lodging facilities, and similar properties in the Philippines and the Asia-Pacific region. The Group has determined that its investment in this joint arrangement is classified as investment in joint venture because the joint venturers that have joint control of the arrangement have rights to the net assets of the joint venture entity.

#### Estimates and Assumptions

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

#### *Revenue and cost recognition for real estate sales*

The Group's revenue recognition and cost policies require management to make use of estimates and assumptions that may affect the reported amount of revenue and cost.

The Group's real estate sales is recognized over time, and the percentage-of-completion is determined using input method measured principally based on total actual cost of resources consumed such as materials, labor hours expended, and actual overhead incurred over the total expected project development cost. Sales of real estate properties amounted to ₱20.1 million in 2025, ₱20.1 million in 2024 and ₱81.4 million in 2023 (see Note 22).

The cost of real estate sales amounted to ₱12.2 million in 2025, ₱15.3 million in 2024 and ₱37.9 million in 2023 (see Note 8).

#### *Determination of the fair value of the investment properties and land under property, plant and equipment*

The fair value of the investment properties and land under property, plant and equipment were determined mainly by professional, qualified independent appraisers. Investment properties are valued using generally acceptable valuation techniques and methods, and estimates based on local market conditions and on the basis of the highest and best use. The highest and best use is based upon an analysis of the prevailing land usage in the neighborhood and of the property itself (see Note 29). The fair value was arrived at using the Sales Comparison Approach for land using gathered available market evidence. This considers the sales of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison and adjustments to sales price which pertain to factors affecting value, such as size, location, time, and shape.

Investment properties measured at fair value amounted to ₱23,829.7 million and ₱31,589.4 million as of December 31, 2025 and 2024, respectively. As of December 31, 2024, the balance of investment properties included the land subject to the Comprehensive Agrarian Reform Program (CARP) dispute, which was settled in 2025. Unrealized fair value gains recognized in profit or loss amounted to ₱1,831.4 million in 2025, ₱20,139.1 million in 2024 and ₱2,164.1 million in 2023 (see Notes 15 and 31).



Land carried at revalued amounts as at December 31, 2025 and 2024 amounted to ₱1,023.3 million and ₱1,073.6 million, respectively. The appraisal increase on land recognized in other comprehensive income amounted to ₱19.8 million in 2025, ₱85.7 million in 2024 and ₱20.2 million in 2023 (see Note 13).

*Estimation of allowance for ECL*

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance). The provision matrix is initially based on the Group's historically observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information.

As of December 31, 2025, and 2024, the carrying amount of the trade and other receivables (including current and noncurrent portions of contract assets) amounted to ₱707.6 million and ₱274.9 million, net of allowance for ECL amounting to ₱17.5 million and ₱18.7 million, respectively (see Notes 7 and 22).

*Assessment of impairment of property, plant, and equipment and discontinued operations*

The Group assesses at the end of its reporting period whether there is any indicator that its property, plant and equipment may be impaired.

As of December 31, 2024, the carrying value of the Group's coconut processing plant amounted to ₱324.8 million, net of accumulated impairment loss recognized in prior years amounting to ₱534.8 million.

On October 15, 2025, the BOD of RSAI approved the sale of the coconut processing plant and executed the sale on December 9, 2025 (see Note 13). Management assessed that the updated recoverable amount of the coconut processing plant, based on its estimated fair value less cost to sell, is higher than its carrying amount. As a result, the Group recognized a reversal of impairment loss on its property, plant and equipment amounting to ₱534.8 million and a gain from sale amounting to ₱106.5 million (see Note 31).

Management also assessed that the sale of RSAI's coconut processing plant resulted in the classification of RSAI's financial results as a discontinued operation. Accordingly, the results of operations and cash flows of RSAI were presented as discontinued operations in the consolidated financial statements (see Note 31).

Further, as of December 31, 2025 and 2024, management assessed that there are indicators of impairment for the assets related to the budget hotel business; thus, the Group performed an impairment test. No impairment loss was recognized on the Group's property, plant and equipment as the recoverable amount of the budget hotel assets is higher than their carrying values.

The carrying values of hotel assets totaled to ₱2,057.9 million and ₱2,050.3 million as of December 31, 2025 and 2024, respectively (see Note 13).

*Assessment of impairment of investment in an associate*

The Group has a 23.05% ownership interest in Roxas Holdings, Inc. (RHI) that is accounted for under the equity method. The Group's share in the net losses of RHI amounted to ₱320.0 million in 2023 (nil in 2024 and 2025). The Group's management assessed that the investment in RHI is impaired since RHI has continued to incur net operating losses and ceased to operate since 2023. The carrying value of investment in RHI is nil as of December 31, 2025 and 2024 (see Note 12).



*Measurement of retirement liability*

The determination of the obligation and cost for retirement benefits is dependent on the selection of certain assumptions determined by management and used by the actuary in calculating such amounts. Those assumptions are described in Note 19 and include, among others, discount rates and rates of future salary increase.

Retirement liability as at December 31, 2025, and 2024 amounted to ₱62.5 million and ₱66.4 million, respectively. Retirement benefits amounted to ₱8.8 million, ₱12.2 million and ₱19.0 million for the years ended December 31, 2025, 2024, and 2023, respectively (see Note 19).

*Assessment of the realizability of deferred tax assets*

Deferred tax assets were not recognized on deductible temporary differences and carryforward benefits of NOLCO and excess MCIT over RCIT, amounting to ₱1,744.9 million and ₱1,965.9 million as of December 31, 2025, and 2024, respectively (see Note 25). Management believes that it may not be probable that taxable profit will be sufficiently available in the future against which these deductible temporary differences and carryforward benefits may be utilized.

*Determination of provisions and evaluation of contingencies*

The Group is involved in certain legal and administrative proceedings arising from the ordinary course of business. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimates. These estimates are based on consultations with independent outside parties, legal counsels, historical experience, and other available data. The Group does not believe that these proceedings will have a material adverse effect on its financial position and performance. It is possible, however, that significant differences in experience or assumption may materially affect the recorded provision. The inherent uncertainty over the outcome of these legal proceedings and other claims is brought about by the difference in the interpretation and implementation of the relevant laws and regulations (see Notes 16 and 27).

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## 6. Cash and Cash Equivalents

This account consists of:

	<b>2025</b>	2024
Cash on hand	<b>₱677</b>	₱1,578
Cash in banks	<b>725,606</b>	23,616
	<b>₱726,283</b>	₱25,194

Cash in banks include cash in deposited in special bank account with interest rates ranging from 4.50% to 5.00% in 2025 (nil in 2024). Total interest income earned from cash in banks and cash equivalents amounted to ₱46.9 million in 2025, ₱0.08 million in 2024 and ₱0.03 million in 2023.



## 7. Trade and Other Receivables

This account consists of:

	2025	2024
Trade	₱86,917	₱70,032
Contract assets - current portion (Note 22)	77,912	39,240
Due from:		
Related parties (Note 21)	153,320	104,034
Employees	7,378	6,606
Contractors and suppliers	35,797	31,702
Receivables from LBP	127,456	–
Interest receivable on investment in bonds (Note 11)	41,293	–
Other nontrade receivables (Note 13)	251,823	30,271
	<b>781,896</b>	<b>281,885</b>
Allowance for impairment losses	<b>(17,539)</b>	<b>(18,713)</b>
	<b>₱764,357</b>	<b>₱263,172</b>

Trade receivable includes the following:

- Customers' accounts arising from the sale of real estate properties amounting to ₱26.7 million and ₱18.2 million as of December 31, 2025 and 2024, respectively.
- Outstanding individual, corporate and travel agency accounts earned from hotel operations amounting to ₱75.6 million and ₱31.6 million as of December 31, 2025, and 2024, respectively, generally have a 30-day term.

Total interest income on trade and other receivables amounted to ₱3.1 million in 2025, ₱5.5 million in 2024 and ₱34.2 million in 2023.

Due from officers and employees pertains to non-interest-bearing salary and educational loans that are collected through salary deduction and advances subject to liquidation.

Receivable from LBP amounting to ₱127.5 million is comprised of the ₱30.0 million cash from the just compensation (see Note 15) and ₱97.5 million accrued interest receivable arising from agrarian reform bonds.

Other nontrade receivables primarily consist of the remaining 20% retention from the RSAI plant asset sale amounting to ₱218.4 million (Note 13).

Movements of allowance for impairment losses of receivables follow:

	Trade	Due from Related Parties	Total
<b>Balance as at December 31, 2023</b>	<b>₱22,203</b>	<b>₱12,141</b>	<b>₱34,344</b>
Reversal	(16,244)	–	(16,244)
Write-off	613	–	613
<b>Balance as at December 31, 2024</b>	<b>6,572</b>	<b>12,141</b>	<b>18,713</b>
Reversal	(2,440)	–	(2,440)
Provision	1,266	–	1,266
<b>Balance as at December 31, 2025</b>	<b>₱5,398</b>	<b>₱12,141</b>	<b>₱17,539</b>



## 8. Real Estate Properties for Sale and Development

This account consists of:

	2025	2024
Real estate properties for sale	P240,669	P243,755
Raw land and land improvements for development	144,934	134,204
	<b>P385,603</b>	<b>P377,959</b>

### Real estate properties for sale

The movements in real estate properties for sale follow:

	2025	2024
Balances at beginning of year	P243,755	P271,515
Construction/development costs incurred	9,140	14,168
Disposals (cost of real estate sales)	(12,226)	(15,310)
Transferred to raw lands	-	(26,618)
Balances at end of the year	<b>P240,669</b>	<b>P243,755</b>

The total cost of real estate sales amounted to P12.2 million in 2025, P15.3 million in 2024 and P37.9 million in 2023.

### Raw land and land improvements for development

Certain real estate properties for sale and development owned by the Group were used as collateral for the loans amounting to P70.9 million and P95.2 million as of December 31, 2025 and 2024, respectively. These collaterals were released upon full repayment of the related loans from BPI, SIDC and DBP (see Note 18).

## 9. Inventories

Inventories account consists of:

	2025	2024
At cost:		
Operating supplies	P38,414	P24,727
Finished goods	-	15,013
	<b>P38,414</b>	<b>P39,740</b>

The cost of inventories charged to cost of goods sold included in discontinued operations amounted to P584.4 million in 2025, P88.5 million in 2024 and P283.0 million in 2023 (see Note 31).

No allowance for inventory write-down was recognized as of December 31, 2025 and 2024.

## 10. Other Current and Noncurrent Assets

Other current assets account consists of:

	2025	2024
Creditable withholding taxes	P78,438	P62,341
Input VAT	43,495	27,659
Prepaid expenses and others	141,790	45,043
	<b>P263,723</b>	<b>P135,043</b>



Other noncurrent assets account consists of:

	2025	2024
Creditable withholding taxes	₱75,661	₱70,410
Input VAT	71,755	179,258
Contract assets - net of current portion (Note 22)	3,928	11,716
Right-of-use assets (Note 14)	–	239
Prepaid expenses and others	756,115	6,795
	<b>₱907,459</b>	<b>₱268,418</b>

Prepaid expenses include advance rent, insurance, broker's fee and tax obligations. In 2025, this account includes advances for the Group's land recovery projects.

Others consist of advance payments for outside services, franchise fees and utility deposits.

Franchise fee pertains to Go Hotels' franchise agreement with a third-party hotel chain company, which is valid for 10 years beginning on the opening day of the hotels. Amortization expense amounted to ₱0.9 million for each year. The outstanding franchise fees amounted to ₱2.5 million and ₱3.3 million as of December 31, 2025 and 2024, respectively.

## 11. Investment in Bonds

The investment in bonds amounting to ₱4,691.2 million pertains to agrarian reform bonds issued by LBP as part of the total considerations for the investment properties distributed to the ARBs (see Note 15). The debt security is payable in 10 equal annual installments through 2035, with interest accruing semi-annually at rates based on the 91-day Treasury Bill auctions immediately preceding the end of February, May, August, and November. The average interest rate in 2025 is 5.36%.

The current portion of the investment in bonds represents the first annual installment amounting to ₱469.1 million, which is due in April 2026.

The total interest earned from investment in bonds amounted to ₱167.3 million in 2025.

## 12. Interests in Other Entities

### a. Investments in Associates and a Joint Venture

The following Philippine-incorporated and domiciled companies are the associates of the Group:

	Description of Business	Percentage of Ownership	
		2025	2024
Associates:			
RHI and subsidiaries <sup>(1)(2)</sup>	Production and selling of sugar and related products	23.05	23.05
Roxaco-ACM Development Corporation (RADC) <sup>(1)</sup>	Real estate	50.00	50.00
Fuego Land Corporation (FLC) <sup>(1)</sup>	Real estate	30.00	30.00
Fuego Development Corporation (FDC) <sup>(1)</sup>	Real estate	30.00	30.00
Club Punta Fuego, Inc. (CPFI) <sup>(1)</sup>	Social recreational and athletic activities	21.04	21.04

(Forward)



Description of Business	Percentage of Ownership	
	2025	2024
Joint venture:		
Fuego Hospitality Collectives, Inc.(FHC) (1) (3) Property management	65.00	–

1 Effective ownership through RLC.

2 Accounting period ends September 30 of every year due to seasonality of its business. For purposes of the Group's consolidation, RHI and subsidiaries report their financial statements from January 1 to December 31. RCI has 318.3 million shares in RHI. The traded price of RHI is ₱0.77 per share as of December 31, 2023 and 2022. On February 19, 2024, PSE suspended indefinitely the trading of RHI's shares.

3 Incorporated on October 7, 2025. The joint venture entity has not yet started its operations as of December 31, 2025.

Accordingly, summarized financial information is not presented, as the entity has no material assets, liabilities, revenue, or cash flows as of and for the period ended December 31, 2025.

Movements in investments in associates and a joint venture follow:

	2025	2024
<b>Acquisition cost:</b>		
Balance at beginning and end of year	₱2,167,054	₱2,167,054
Additional investments	65,000	–
Balance at end of year	2,232,054	2,167,054
<b>Accumulated equity in net losses:</b>		
Balance at beginning of year	(1,892,979)	(1,892,530)
Equity in net losses	(1,940)	(449)
Balance at end of year	(1,894,919)	(1,892,979)
<b>Unrealized loss on transfer of land -</b>		
Balance at beginning and end of year	(59,030)	(59,030)
<b>Other comprehensive income:</b>		
Balance at beginning and end of year	567,545	567,545
<b>Allowance for impairment loss</b>		
Balance at beginning and end of year	(632,218)	(632,218)
	₱213,432	₱150,372

### RHI and Subsidiaries

Reconciliation of proportionate share in net assets of RHI and subsidiaries and investment carried at equity method:

	2025	2024
Proportionate share on the net assets of the associate	₱645,608	₱645,608
Excess of fair value of associate over the net assets upon deconsolidation and loss of control in RHI	(28,623)	(28,623)
Carrying value of investment at equity method	616,985	616,985
Impairment loss	(616,985)	(616,985)
Net book value	₱–	₱–

Due to history of losses of RHI, the Group recognized impairment loss on investment in an associate amounting to ₱617.0 million in 2022 because the recoverable amount of RHI is less than the carrying value of the Group's investment in RHI at equity method as of December 31, 2022. The recoverable amount is determined based on the market price of the traded shares of RHI as of December 31, 2022.

In 2023, RHI continued to report a net loss of ₱2.7 billion, from a net loss of ₱799.3 million in 2022. The Group recognized its share in net loss of RHI in 2023 to the extent of the remaining carrying value of the investment amounting to ₱617.0 million, resulting to a nil carrying value of the investment in RHI as of December 31, 2023. The unrecognized share in net loss of RHI amounted to ₱247.8 million as of December 31, 2023.



In May 2023, the BOD of RHI approved the sale of its bioethanol plant after its operation has been put on hold. In February 2024, following the indefinite shutdown of its sugar refinery processing plant, the BOD likewise approved the permanent closure of RHI's refinery business effective February 28, 2024, because its sugar refining business is already extremely difficult to maintain, and it is no longer viable. RHI is currently coordinating the divestment of certain assets, including idle assets, principally to pay its obligations.

Summarized financial information of RHI and subsidiaries as of and for the year ended December 31, 2023 are as follows:

Current assets	₱3,995,820
Noncurrent assets	9,296,118
Current liabilities	8,756,249
Noncurrent liabilities	1,734,786
Net assets	2,800,903
Revenue	2,287,269
Net losses	(2,463,587)
Other comprehensive income	197,457
Total comprehensive losses	(2,266,130)

In 2024, the Group determined that RHI is no longer a material associate given that it already ceased operations, the carrying value of the Group's investments has been fully impaired and the Group has no outstanding commitments and obligations in relation to RHI. Accordingly, the summarized financial information of RHI were no longer disclosed as of and for the years ended December 31, 2025 and 2024.

Summarized information of individually immaterial associates are as follows:

	CPFI, RADC, FLC and FDC		
	2025	2024	2023
Net income (loss)	<b>(₱11,126)</b>	(₱519)	₱10,868
Other comprehensive loss	-	-	(1,282)
Total comprehensive income (loss)	<b>(11,126)</b>	(519)	9,586

No allowance for impairment loss were provided for investments in CPFI, RADC, FLC and FDC in 2025, 2024 and 2023.

There are no significant restrictions on the ability of the associates to transfer funds to the Parent Company in the form of cash dividends and repayment of loans, among others.

b. Subsidiary with Material Non-controlling Interest

The non-controlling interest in RAHC was measured based on proportionate fair value of net assets of RAHC as at the date of acquisition in 2016.

Summarized statements of financial position of RAHC as of December 31 are as follows:

	2025	2024
Total assets	<b>₱2,109,617</b>	₱2,165,693
Total liabilities	<b>1,840,901</b>	1,771,521
Equity	<b>268,716</b>	394,172
Attributable to non-controlling interests	<b>131,671</b>	193,144



Summarized statements of comprehensive income of RAHC for the year ended December 31 are as follows:

	2025	2024
Revenue	P205,558	P224,640
Expenses	319,017	314,642
Income tax expense	1,724	2,228
Net loss	115,183	92,230
Net loss attributable to noncontrolling interests	56,355	42,952
Total comprehensive loss	58,655	44,704
Total comprehensive loss attributable to noncontrolling interests	27,614	21,046

### 13. Property, Plant and Equipment

Details and movements of the property, plant and equipment carried at cost follows:

	December 31, 2025						Total
	Land Improvement	Buildings and Improvements	Machinery and Equipment	Transportation Equipment	Office Furniture, Fixtures and Equipment	Construction in Progress	
<b>Cost</b>							
Balance at beginning of year	P49,850	P1,985,495	P730,483	P25,242	P177,639	P-	P2,968,709
Additions	-	6,955	360	5,655	17,097	-	30,067
Disposals / adjustments	(49,645)	(279,964)	(605,620)	(7,343)	(18,805)	-	(961,377)
Balance at end of year	205	1,712,486	125,223	23,554	175,931	-	2,037,399
<b>Accumulated Depreciation and Amortization</b>							
Balance at beginning of year	23,332	331,284	211,573	19,873	150,685	-	736,747
Depreciation and amortization	3,643	40,715	12,922	2,049	14,479	-	73,808
Disposal	(26,770)	(46,551)	(102,457)	(6,328)	(18,805)	-	(200,911)
Balance at end of year	205	325,448	122,038	15,594	146,359	-	609,644
<b>Accumulated Impairment Loss</b>							
Balance at beginning of year	-	173,701	361,050	-	-	-	534,751
Reversal	-	(173,701)	(361,050)	-	-	-	(534,751)
Balance at end of year	-	-	-	-	-	-	-
<b>Net Book Values</b>	<b>P-</b>	<b>P1,387,038</b>	<b>P3,185</b>	<b>P7,960</b>	<b>P29,572</b>	<b>P-</b>	<b>P1,427,755</b>

	December 31, 2024						Total
	Land Improvement	Buildings and Improvements	Machinery and Equipment	Transportation Equipment	Office Furniture, Fixtures and Equipment	Construction in Progress	
<b>Cost</b>							
Balance at beginning of year	P49,824	P1,694,256	P710,837	P22,653	P165,305	P16,746	P2,659,621
Additions	-	7,254	772	4,182	4,582	-	16,790
Disposals / adjustments	26	(2,386)	15,382	(1,593)	7,209	(16,746)	1,892
Reclassification and others	-	286,371	3,492	-	543	-	290,406
Balance at end of year	49,850	1,985,495	730,483	25,242	177,639	-	2,968,709
<b>Accumulated Depreciation and Amortization</b>							
Balance at beginning of year	19,362	279,048	193,381	20,852	138,935	-	651,578
Depreciation and amortization	3,970	50,197	18,664	1,134	11,073	-	85,038
Reclassification and others	-	2,039	(472)	(2,113)	677	-	131
Balance at end of year	23,332	331,284	211,573	19,873	150,685	-	736,747
<b>Accumulated Impairment Loss</b>							
Balance at beginning and end of year	-	173,701	361,050	-	-	-	534,751
<b>Net Book Values</b>	<b>P26,518</b>	<b>P1,480,510</b>	<b>P157,860</b>	<b>P5,369</b>	<b>P26,954</b>	<b>P-</b>	<b>P1,697,211</b>



Land at appraised values and had it been carried at cost are as follows:

	2025	2024
At appraised values (see Note 29):		
Balance at beginning of year	<b>₱1,073,640</b>	₱647,305
Appraisal increase	<b>26,429</b>	114,202
Reclassification from “Asset held for sale”	–	312,133
Disposal	<b>(76,808)</b>	–
Balance at end of year	<b>₱1,023,261</b>	₱1,073,640
At cost		
Balance at beginning of year	<b>₱450,143</b>	₱199,080
Reclassification from “Asset held for sale”	–	251,063
Disposal	<b>(10,000)</b>	–
Balance at end of year	<b>₱440,143</b>	₱450,143

#### Reclassification

As of December 31, 2024, the criteria for classifying certain GoHotel properties as held for sale is no longer met because the management is not expecting to complete the sale within one year. As such, the GoHotel property is reclassified to property, plant and equipment and is measured at a carrying amount as if the property had not been classified as held for sale.

#### Impairment

The carrying amounts of the property, plant and equipment of the coconut processing plant after impairment amounted to ₱324.8 million as of December 31, 2024 (nil as of December 31, 2025), while the carrying amounts of the hotel assets amounted to ₱2,057.9 million and ₱2,050.3 million as of December 31, 2025 and 2024, respectively (see Note 5).

#### *Coconut processing plant*

On October 15, 2025, the BOD of RSAI approved the sale of the coconut processing plant. On December 9, 2025, RSAI executed separate Deeds of Absolute Sale to third parties covering (i) two parcels of land in Tupi, South Cotabato and (ii) the buildings, plant facilities, machinery and equipment, tools, inventories, office equipment and other business assets comprising RSAI’s coconut processing plant for a total of ₱1,092.0 million.

The Group recognized reversal of impairment loss amounting to ₱534.8 million and a gain from sale of ₱106.5 million in 2025.

As of December 31, 2025, the Group collected proceeds from sale amounting to ₱873.6 million, which represent 80% of the total consideration. The remaining balance was collected on April 1, 2026 upon completion of the transfer of the applicable land titles and other documentary requirements..

In 2024, the CGU is composed of working capital and property, plant and equipment used in the operations of RSAI. The key assumptions used in determining the recoverable amount (Level 3) as of December 31, 2024 are as follows:

*Discount rate* (12.6% in 2024) - The pretax discount rate applied to the cash flows is based on the risk-free rate for 10-year bonds issued by the government in the respective market, adjusted for a risk premium to reflect both the increased risk of investing in equities and the systematic risk of the specific CGU.

*Growth rate in sales* (average of 12% year on year) - The growth rate applied is based on the impact of estimated future utilization rate. The annual projected growth rate is used in the computation of future earnings before interest and taxes (EBIT) over the forecast period.



*Plant capacity utilization rate (average of 38% to 76% year on year)* - The utilization rate applied is based on the assumption that the Group is operating in its target capacity.

*Gross profit ratio (averaging at 29% over the forecast period in 2024)* - Management based the ratio of gross profit over revenue on its normal capacity.

*Operating expenses ratio (averaging at 10% over the forecast period in 2024)* - Management based the ratio of operating expenses over revenue on its historical experience.

*EBIT over the forecast period* - EBIT forecast after 2031 until the CGU's end of useful life is highly dependent on the forecasted cash flows at 2031, which is extrapolated using a zero-growth rate.

*Sensitivity to changes in assumptions*

Other than as disclosed above, management believes that any reasonably possible change in any of the above key assumptions would not cause the recoverable amount to be lower than the carrying amount of property, plant and equipment of the coconut processing plant.

Based on management's assessment, the Group recognized impairment loss amounting to ₱129.8 million in 2023 (nil in 2024 and 2025). The accumulated impairment loss as of December 31, 2024 amounting to ₱534.8 million was reversed in 2025 as a result of the sale of the coconut processing plant.

*Go Hotel (Budget Hotel Business)*

In 2025 and 2024, management determined that there were indicators of impairment of the assets related to the Budget Hotel Business (Budget Hotel Business Assets) and consequently, the Group estimated the recoverable amount. The CGU is composed of property and equipment, and other operating assets used in the Budget Hotel Business. Each hotel property is considered as a separate CGU in assessing recoverable amount.

The recoverable amount has been determined based on fair value less cost of disposal. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing the asset.

The fair value of the land was estimated by using the Market Approach. The Market Approach provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available.

The fair value of the improvements was arrived at by using the Cost Approach. The Cost Approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction.

The recoverable amount quoted above is a Level 3 valuation under the PFRS 13, *Fair Value Measurement*, hierarchy.

*Sensitivity to changes in assumptions*

Other than as disclosed above, management believes that any reasonably possible change in any of the above key assumptions would not cause the carrying amount of the Budget Hotel Business to exceed its recoverable amount.

Management determined that the recoverable amount of the Budget Hotel Business is higher than the carrying value, thus no impairment loss was recognized.



#### 14. Right-of-Use Assets and Lease Liabilities

*The Group as a lessee*

The Group has lease contracts for sales office, herb garden and hotel suites used in its operations. Leases of sales office generally have lease terms between one and three years, while herb garden and hotel suites generally have lease terms of five and 25 years, respectively. Payments of yield guarantees under the leaseback program agreement of the Group with various buyers of Anya Resort Suites qualify as leases under PFRS 16 and are considered as leases of hotel suites.

The Group also has certain leases of office space for hospitality group with lease terms of 12 months or less. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The rollforward analysis of this account follows:

	Hotel Suites	Sales Office and Herb Garden	Total
<b>Cost</b>			
<b>At December 31, 2025 and 2024</b>	<b>₱161,455</b>	<b>₱721</b>	<b>₱162,176</b>
<b>Accumulated Depreciation and Amortization</b>			
At January 1, 2024	160,259	721	160,980
Depreciation and amortization (Note 23)	957	–	957
<b>At December 31, 2024</b>	<b>161,216</b>	<b>721</b>	<b>161,937</b>
Depreciation and amortization (Note 23)	239	–	239
<b>At December 31, 2025</b>	<b>161,455</b>	<b>721</b>	<b>162,176</b>
<b>Net Book Values:</b>			
<b>December 31, 2025</b>	<b>₱–</b>	<b>₱–</b>	<b>₱–</b>
December 31, 2024	₱239	₱–	₱239

The following are the amounts recognized in the consolidated statements of income:

	2025	2024
Depreciation expense of right-of-use assets (included in cost and expenses) (Note 23)	₱239	₱957
Interest expense on lease liabilities	–	74
Yield guarantee (variable lease expense included in cost of services) (Note 23)	21,693	20,637
Expenses relating to short-term leases (included in cost of goods sold) (Note 23)	83	101
Expenses relating to short-term and low-value asset leases (included in operating expenses) (Note 23)	2,142	2,802
	<b>₱24,157</b>	<b>₱24,571</b>

The rollforward analysis of lease liabilities follows:

	2025	2024
At January 1	₱310	₱1,583
Interest expense	–	74
Payments	(310)	(1,347)
<b>At December 31</b>	<b>₱–</b>	<b>₱310</b>



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## 15. Investment Properties

Rollforward of investment properties:

	2025	2024
Balance at beginning of year	<b>₱31,589,451</b>	₱11,450,348
Changes in fair value (Note 29)	<b>1,831,435</b>	20,139,103
Transferred to ARBs	<b>(9,591,210)</b>	–
	<b>₱23,829,676</b>	₱31,589,451

- a. This account consists of land properties of the Group located in Nasugbu, Batangas, which are held either to earn rentals and/or for capital appreciation.

As disclosed in Notes 1 and 5, the Group's investment properties include land properties that are subjected to the CARP. As of December 31, 2024, these parcels of land have a carrying value of ₱30,868.5 million, representing 98% of the total investment properties.

On August 8, 2023, the Department of Agrarian Reform ("DAR") issued Summons against RCI and the ARBs, through their respective counsels, directing the Parties to appear before the Office of the Undersecretary for Legal Affairs Office ("ULAO") on August 11, 2023 to discuss the possible resolution of all cases relating to the properties of RCI.

In the said conference, considering the parties' willingness to submit to the jurisdiction of DAR and/or amicably settle the cases, both parties were directed to submit a Manifestation or Motion to Withdraw all pending cases involving the RCI properties in all forums, and the DAR to assume full jurisdiction thereto; and submit respective verified position papers and additional evidentiary documents.

Accordingly, the interested parties submitted their respective Motions to Withdraw before the Supreme Court, Court of Appeals, and Office of the President. Thereafter, the parties also filed their respective Position Paper before the DAR-ULAO.

On January 11, 2024, RCI received a copy of the Consolidated Order dated December 29, 2023 that was issued by the DAR Secretary. The Consolidated Order is directing, among others, the consolidation of the total aggregate area of 2,941.46 hectares covering the three (3) haciendas into one (1) Title in the name of the Republic of the Philippines; and to segregate the consolidated Title into two (2) equal shares after deduction of some portions already resolved with finality rendered in favor of RCI, reflecting a 50-50 sharing or segregation in accordance with the survey plan.

The same Consolidated Order directed the relevant government agencies to earmark and appropriate the payment of just compensation for RCI for those expropriated/awarded half portion of its landholdings (1,322.23 hectares) as may be judicially or administratively determined.

Under Section 7 of R.A. 9700, which amended R.A. 6657 in relation to DAR Administrative Order No. 7, Series of 2011, the just compensation is determined by following the 90% comparable sales (equivalent to 70% of the zonal value) and 10% market value based on the land properties actual classification at the time of taking as reflected from the related tax declaration.



While the said Consolidated Order became final and executory on January 27, 2024, management determined that the Group still has the rights over the land properties under CARP and for distribution to ARBs because there is no decision yet as to the final amount of just compensation as of December 31, 2024.

On March 25, 2025, DARAB rendered its Decision fixing the just compensation for the expropriated RCI property and to be distributed to the ARBs. The said Decision became final and executory by operation of law on April 11, 2025.

On April 25, 2025, the DARAB issued an Entry of Judgment of even date certifying that the administrative proceeding for the determination of just compensation is deemed closed and terminated.

On April 28, 2025, the DARAB issued a Writ of Execution commanding the Sheriff to enforce the Decision by serving and presenting the same to the LBP.

In May 2025, the Parent Company received in full the ₱9,591.2 million just compensation in cash amounting to ₱4,900.0 million and in agrarian reform bonds amounting to ₱4,691.2 million. As discussed in Note 7, LBP withheld ₱30.0 million from the just compensation that was received in cash.

The balance of investment properties amounted to ₱23,829.6 million and ₱31,589.5 million as of December 31, 2025 and 2024, respectively.

- b. In 2024, the fair values of the investment properties have been updated considering the impact of the DAR Consolidated Order on the land properties. As of December 31, 2024, the fair values of the land properties retained by the Group were determined by the independent appraisers using the Sales Comparison Approach, while the fair values of the investment properties to be distributed to the ARBs were determined based on exit price, in accordance to paragraph 70 of PFRS 13, which considers the estimated amount of just compensation (see Note 29).

As of December 31, 2025, the fair values of investment properties were determined by the independent appraiser using the Sales Comparison Approach (see Note 29).

- c. The Philippine SEC, in its letter dated January 26, 2011, to the Parent Company, approved the change in the accounting measurement of investment properties of the Parent Company, including land properties subjected to the CARP, from cost to fair value method and the transfer of the debit balance in the “Other equity reserve” to deficit. The debit balance in the “Other equity reserve” amounting to ₱4.0 billion in 2009 resulted from the excess of the considerations received over the net assets acquired arising from the previous merger transaction (see Note 20). The Philippine SEC approved the foregoing accounting treatment on the basis of the facts and circumstances provided by the Parent Company.
- d. Certain investment properties, with carrying value of ₱788.3 million as of December 31, 2025, and ₱1,068.2 million as of December 31, 2024, were mortgaged and used as collateral to secure the loan obligations of RCI and RLC with the local banks (see Note 18).



## 16. Trade and Other Payables

This account consists of:

	2025	2024
Trade	<b>₱214,843</b>	₱222,840
Accruals:		
Expenses	<b>287,451</b>	193,234
Payroll and other employee benefits	<b>3,197</b>	6,072
Accrued interest (Note 18)	<b>3,299</b>	212,268
Due to related parties (Note 21)	<b>130,035</b>	230,264
Statutory payables	<b>255,241</b>	196,395
Retention payable	<b>40,798</b>	43,185
Payables to contractors	<b>5,260</b>	12,887
Dividends (Note 20)	<b>1,202</b>	1,202
Provisions	<b>113,800</b>	–
Contract liabilities (Note 22)	<b>164,812</b>	109,295
Lease liability (Note 14)	–	310
Others	<b>54,640</b>	40,681
	<b>₱1,274,578</b>	₱1,268,633

Trade payables are noninterest-bearing and are generally settled within 30 days.

Accrued expenses consist principally of accruals for purchase of goods and services such as utilities, freight and handling and repairs and maintenance.

Statutory payables and other payables are noninterest-bearing and are normally settled throughout the year.

Retention payable pertains to amounts withheld on payments made to contractor's equivalent to 10% of the amount billed. The amounts withheld will be remitted to the contractors upon successful completion of the related projects and acceptance by the Group.

The Group recognized provisions amounting to ₱113.8 million in 2025 in relation to disputed claims against the Group. Disclosure of additional details beyond the present disclosures may seriously prejudice the Group's position and strategy. Thus, as allowed by PAS 37, only general descriptions were provided.

Others pertain to titling payables, rental of office, utilities, and sales commission payable, which are noninterest-bearing and normally settled within one year.

## 17. Short-term Borrowings

The Group has a secured short-term loan from a local bank for the working capital requirements amounting to ₱100.0 million as of December 31, 2023. This loan bears an annual interest of 9.0% and is payable within 30 to 180 days. In December 2024, the Group restructured the loan and reclassified the balance to long-term borrowings. In 2025, the Group fully paid the loan (see Note 18). The loan was previously secured by a parcel of land with an appraised value of ₱52.8 million.



In November 2024, the Group availed an unsecured short-term loan from ELRO Commercial and Industrial Corporation for the additional working capital requirements amounting to ₱25.0 million (see Note 21). The short-term loan has an interest rate of 8.00% and the principal is payable on May 13, 2025. The Group fully paid the loan in 2025.

## 18. Long-term Borrowings

Details of long-term borrowings are as follows:

	2025	2024
Amalgamated Investment Bancorporation (AIB)	₱314,486	₱697,662
Security Bank Corporation (SBC)	364,249	440,000
China Bank Corporation (CBC)	152,551	179,082
Asia United Bank (AUB)	167,292	182,500
Bank of the Philippine Islands (BPI)	–	713,202
Robinsons Bank Corporation (RBC)	–	778,201
Land Bank of the Philippines (LBP)	–	677,000
Development Bank of the Philippines (DBP)	–	121,333
BDO Unibank, Inc. (BDO)	–	64,000
Others	9,353	20,176
Total long-term borrowings	1,007,931	3,873,156
Current portion	(276,185)	(1,669,881)
Noncurrent portion	₱731,746	₱2,203,275

### Amalgamated Investment Bancorporation (AIB)

In November 2023, AIB agreed to restructure the loan amount of ₱687.3 million arising from the original loan agreement to a 7-year term loan with two years grace period (Tranche 1) and the unpaid dividends from preferred shares of ₱12.4 million to a 3-year term loan (Tranche 2). The principal of the Tranche 1 and Tranche 2 loans are payable semi-annually starting November 2025 and May 2024, respectively. The loans shall bear interest rate of 6-month BVAL + 325 basis points; provided, the interest shall be subject to floor rate of 8% per annum. The restructured amount of ₱687.3 million was comprised of the following: (a) ₱370.0 million principal balance of the original loan; (b) ₱72.1 million unpaid interest; (c) ₱200.0 million that was used to redeem the remaining 200.0 million preferred shares issued to AIB (see Note 20); and (d) ₱45.2 million cumulative dividends.

Prior to the above restructuring, in March 2021, RCI restructured the subscription and short-term loan with AIB under the Restructuring and Financing Agreement. The restructuring provided RCI to secure a loan from AIB in the total amount of ₱370.0 million, with bullet payment at the end of fifth year, and the proceeds of which was used by RCI to redeem the 300 million preferred shares and to fully pay the ₱70.0 million short-term loan. The restructured loan bears an interest rate equivalent to the (a) higher of 7% per annum or (b) one-year Base Rate plus 2.5% spread to be determined annually.

The Parent Company paid the principal of the loan amounting to ₱64.6 million and ₱314.5 million on December 1, 2025 and December 18, 2025, respectively. As of December 31, 2025 and 2024, the Parent Company complied with the contractual restrictions under the loan agreement (see Note 20).

### Security Bank Corporation (SBC)

On June 28, 2024, the Parent Company obtained a 7-year secured term loan from SBC amounting to ₱440.0 million to refinance its existing 3-year medium-term loan with BPI. The loan bears an annual interest rate of 9.561%, with principal repayments scheduled on a quarterly basis commencing in June 2026 until June 2031.



In connection with the availment of the SBC facility, the Parent Company incurred debt transaction costs amounting to ₱8.3 million in June 2024. The amortization of these debt transaction costs, which is recognized as part of interest expense, amounted to ₱2.2 million in 2025 and ₱0.8 million in 2024.

The Parent Company paid the principal of the loan amounting to ₱33.8 million and ₱41.9 million on June 26, 2025 and December 26, 2025, respectively.

#### China Banking Corporation (CBC)

In 2022, RLC restructured the medium-term loan with CBC. The restructured loan has a 9-year term commencing in January 2022, payable after two and a half years grace period. The loan bears fixed interest rate of 7%, subject to yearly repricing. RLC paid the principal of the loan amounting to ₱6.6 million in 2024 and ₱26.5 million in 2025.

The loan, prior to restructuring, has a term of five years from September 2019 with one and half years grace period and payable quarterly until 2024.

#### Asia United Bank (AUB)

In September 2023, RLC restructured the loan with AUB with principal amount of ₱182.5 million to a 5-year term. The principal of the loan is payable quarterly after two years grace period and has a fixed interest rate of 7% to be paid monthly starting September 2023. RLC paid the principal of the loan amounting to ₱15.2 million in November 2025.

The loan, prior to restructuring, has a 3-year term maturing in July 2023 and has an interest rate of 7%.

#### Bank of the Philippine Islands (BPI)

In September 2016, RAHC converted its short-term loan facility from BPI amounting to ₱628.0 million to a 7-year term loan for the construction of Go Hotel North EDSA and Cubao. The principal of the loan is payable quarterly after 2-year grace period and has a variable interest rate for the first two years and fixed interest rate for the succeeding years. In December 2021, BPI and RAHC signed an amendment to terms and condition of the loan agreement for the ₱610.0 million loan balance. The agreement amended the quarterly amortization of principal to bullet payment at the maturity of the loan. Interest payment was likewise amended from quarterly to semi-annually. The outstanding balance of the loan amounted to ₱235.4 million as of December 31, 2024.

As of June 30, 2025, RAHC paid all the outstanding balance of the loan.

In May 2017, RAHC converted another short-term loan facility from BPI amounting to ₱460.0 million into a 7-year term loan facility for the development of GoHotel Timog. The principal of the loan is payable quarterly after two-year grace period and has a variable interest rate for the first two years and fixed interest rate for the succeeding years. The outstanding balance of the loan amounted to ₱372.4 million as of December 31, 2024.

As of July 31, 2025, RAHC paid all the outstanding balance of the loan.

In September 2016, RLC obtained a 7-year term loan from BPI, with RCI as the co-mortgagor, amounting to ₱500.0 million. The principal of the loan is payable quarterly after 2-year grace period and has a variable interest rate subject to quarterly repricing. The loan is secured by the real estate properties for sale and development of RLC and certain properties of the Parent Company. In February 2021, RLC paid ₱255.6 million from sale of properties. In 2022, the principal payment of the loan amounting to ₱329.2 million, inclusive of unpaid interest, was changed from quarterly payment to bullet payment at maturity in July 2023. The loan was fully paid as of December 31, 2022.



In 2020, RLC converted its short-term loan amounting to ₱228.0 million to medium-term loan. The principal payment of the loan will be due at maturity in August 2023. Interest increased from 6.25% to 7.5% and is payable semi-annually. The outstanding balance of the loan amounted to ₱105.4 million as of December 31, 2024.

As of February 28, 2025, RLC paid all the outstanding balance of the loan.

In September 2020, the Parent Company converted its short-term loan facility from BPI, amounting to ₱474.5 million into a 3-year medium-term loan. The principal is due on maturity in the year 2023 and has a variable interest rate. Under the Cross Collateral Agreement, the loan is secured by real estate mortgages and a pledge over RHI shares of stock owned by the Parent Company and any additional collateral as may be agreed upon. In June 2024, the Parent Company paid in full through a refinancing arrangement with SBC, amounting to ₱440.0 million.

#### Robinsons Bank Corporation (RBC)

RAHC originally availed the term loans amounting to ₱330.0 million (Term Loan 1) and ₱450.0 million (Term Loan 2) in September 2017 and September 2019 to finance the construction of Go Hotel Airport and Go Hotel Ermita, respectively, and for working capital purposes. The principal of the loans has interest rate of 3.75% for the 1<sup>st</sup> two years and an indicative interest rate of 6% for the succeeding years until maturity. The loans were first restructured in June 2020 whereby RBC granted RAHC additional grace period and the total amount of the deferred loan amortization during the grace period will be due via bullet payment at maturity. Interest rates were revised to prevailing lending rate.

In November 2022, RAHC restructured the Term Loan 1 and 2 with balances of ₱450.0 million and ₱288.8 million, respectively, into a new Term Loan 3, for a total amount of ₱778.2 million including capitalized interest of ₱39.4 million. The restructured loan has tenor of 81 months, maturing on September 30, 2029. The principal payment and interest are payable quarterly with two years grace period on principal payment starting in September 2025. Interest rate is at prevailing market rate and subject to annual repricing.

As of July 31, 2025, RAHC paid all the outstanding balance of the loan.

#### Land Bank of the Philippines (LBP)

In November 2022, RSAI restructured its term loan with LBP by converting the original loan into a 7-year term loan. The restructured loan amounted to ₱683.0 million, inclusive of ₱60.8 million in capitalized interest and other charges. The principal of the loan is payable semi-annually starting November 15, 2023 and bears an interest rate of 8%, subject to quarterly repricing. The loan is secured by RSAI's coconut processing plant.

Prior to the restructuring, the term loan was payable quarterly over seven years with a two-year grace period until 2024.

As of November 30, 2025, RSAI paid all the outstanding balance of the loan.

#### Development Bank of the Philippines (DBP)

In December 2024, DBP approved the restructuring of RSAI's short-term loan amounting to ₱100.0 million to a 7-year term loan, inclusive of two years grace period. The principal is payable in 20 equal quarterly installments of ₱5.0 million starting on February 15, 2026. Further, the unpaid interest from the original loan amounting to ₱32.0 million will be payable over three years in 12 equal quarterly payments of ₱2.7 million starting February 15, 2024. The total restructured loan amounting to ₱132.0 million has an initial fixed interest rate of 9% per annum until November 2026, which is payable quarterly and subject thereafter to annual repricing based on the approved rate of the bank. As of December 31, 2024, the total outstanding balance is ₱121.3 million after the principal payment in 2024 amounting to ₱10.7 million.



The loan is secured by a parcel of land in Tagaytay City with a cost of ₱52.8 million. The Group offered to replace the existing collateral with the parcel of land in Nasugbu, Batangas with an appraised value of ₱250.6 million as of December 31, 2024. The request for the replacement of existing collateral of existing collateral was denied, but it was accepted as additional collateral.

On June 3, 2025, the total outstanding balance of the loan was fully settled. Consequently, the corresponding Transfer Certificates of Title (TCTs) covering the two parcels of land held as collateral were released and received by the Group on June 30, 2025.

BDO Unibank, Inc. (BDO)

On August 27, 2024, RLC restructured its remaining loan with BDO amounting to ₱64.0 million to a 5-year term loan including two years grace period and a fixed interest rate of 7.25%.

The loan with an original amount of ₱80.0 million, prior to restructuring, has a term of three years maturing in May 2024 and has an interest rate of 5.5%.

As of June 30, 2025, RLC paid all the outstanding balance of the loan.

*Collateral*

Details of collateral as of December 31 are as follows:

	2025	2024
Investment properties of RCI	₱788,349	₱1,068,256
Real estate properties for sale and development of RLC (Note 8)*	70,938	95,234
Hotel assets of RAHC and RLC	70,467	2,372,967
Coconut manufacturing plant in 2024 including land	–	294,807
Property of RCI	97,850	92,700
Shares of stock of RHI (329.6 million shares as at 2024 and 2023)**	–	–
RCI treasury shares (90 million shares as at 2025 and 90.0 million shares in 2024)	153,000	153,000
	<b>₱1,180,604</b>	<b>₱4,076,964</b>

\*Fair value of these properties amounted to ₱989.0 million in 2025 and ₱1,286.7 million in 2024.

\*\*As discussed in Note 12, the carrying value of RHI in 2023 has been reduced to nil due to recognition of the Group's additional share in RHI's total comprehensive loss.

The bank released the collateral for the loans settled in full in 2025.

*Interest expense*

Details of interest expense for the years ended December 31 follow:

	2025	2024	2023
Long-term borrowings	₱248,237	₱318,519	₱268,040
Short-term borrowings (Note 17)	406	261	9,000
	<b>₱248,643</b>	<b>₱318,780</b>	<b>₱277,040</b>

*Loan covenants*

Parent Company

The Parent Company is required to maintain the maximum debt-to-equity ratio of 2.33 for SBC loan. As of December 31, 2025, the Parent Company met the debt-to-equity ratio requirement on its term loan.



RLC

RLC is required to maintain the maximum debt-to-equity ratio of 3.0 for BPI loans. As of December 31, 2024, RLC has not met the debt-to-equity ratio requirement on its term loan. As such, the loans amounting to ₱105.4 million as of December 31, 2024 were classified to current liability in the consolidated statements of financial position. As of December 31, 2025, the debt-to-equity ratio requirement is no longer applicable, as the BPI loan was fully settled in 2025.

RAHC

RAHC is required to maintain a DSCR of at least 1.0 and debt-to-equity ratio of not more than 3.0 for BPI loan. As of December 31, 2024, RAHC did not meet the required debt to equity ratio, thus, the outstanding loan amounting to ₱607.8 million was classified as a current liability. As of December 31, 2025, the debt-to-equity ratio requirement is no longer applicable, as the BPI loan was fully settled in 2025.

RSAI

RSAI is required to maintain a DSCR of at least 1.0, a current ratio of at least 1.0 and a debt-to-equity ratio of not more than 85:15 in 2024, 80:20 in 2025 and 70:30 in the remaining term of the loan with DBP. As of December 31, 2024, RSAI did not meet the required current ratio. In December 2024, DBP granted the request for waiver on the financial covenant and defer the compliance requirements by RSAI based on the financial statements for the year ending 2026.

RSAI is also required to maintain a debt-to-equity ratio of not more than 2.33 for LBP loan. As of December 31, 2024, RSAI did not meet the debt-to-equity ratio requirement on its term loan, thus, the outstanding loan amounting to ₱677.0 million was classified as current liability.

As of December 31, 2025, the financial covenant requirements are no longer applicable, as the DBP and LBP loans were fully settled in 2025.

*Maturities*

The maturities of long-term borrowings are presented in Note 28.

*Change in liabilities arising from financing activities*

	2025				Total
	Short-term borrowings (Note 17)	Long-term borrowings	Accrued Interest (Note 16)	Lease liabilities (Note 14)	
<b>Balance at beginning of year</b>	<b>₱25,000</b>	<b>₱3,873,156</b>	<b>₱212,268</b>	<b>₱310</b>	<b>₱4,110,734</b>
Availment	-	10,000	-	-	10,000
Payment of:					
Principal	(25,000)	(2,877,419)	-	(310)	(2,902,729)
Interest on borrowings	-	-	(455,418)	-	(455,418)
Interest incurred on borrowings and lease liability, including amortization of debt issue cost	-	2,194	246,449	-	248,643
<b>Balance at end of year</b>	<b>₱-</b>	<b>₱1,007,931</b>	<b>₱3,299</b>	<b>₱-</b>	<b>₱1,011,230</b>



	2024				Total
	Short-term borrowings (Note 17)	Long-term borrowings	Accrued Interest (Note 16)	Lease liabilities (Note 14)	
<b>Balance at beginning of year</b>	₱100,000	₱3,555,184	₱259,323	₱1,583	₱3,916,090
Availment	25,000	440,000	–	–	465,000
Payment of:					
Principal	–	(622,335)	–	(1,347)	(623,682)
Interest on borrowings	–	–	(380,656)	–	(380,656)
Debt issuance cost	–	(8,300)	–	–	(8,300)
Acquisition of transportation equipment with mortgage	–	5,364	–	–	5,364
Effect of loan restructuring	(100,000)	132,000	(32,000)	–	–
Reclassification of loan related to asset held for sale	–	372,381	45,757	–	418,138
Interest incurred on borrowings and lease liability, including amortization of debt issue cost	–	(1,138)	319,844	74	318,780
<b>Balance at end of year</b>	<b>₱25,000</b>	<b>₱3,873,156</b>	<b>₱212,268</b>	<b>₱310</b>	<b>₱4,110,734</b>

## 19. Retirement Benefits

The Group has an unfunded, noncontributory defined benefit retirement plan based on the minimum amount required by law, covering its permanent employees. Retirement benefits costs and contributions are determined in accordance with an actuarial study and are based on years of service and the employee's final covered compensation.

Under the existing regulatory framework, Republic Act 7641, *The Retirement Pay Law*, requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employees' retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.

### Retirement Benefits

The amounts recognized as retirement benefits in the consolidated statements of income are as follows:

	2025	2024
Current service cost	<b>₱7,601</b>	₱8,400
Net interest cost	<b>4,155</b>	3,815
	<b>₱11,756</b>	₱12,215

### Retirement Liability

Retirement liability recognized in the consolidated statements of financial position follows:

	2025	2024
Present value of defined benefit obligation (DBO)	<b>₱66,376</b>	₱70,250
Fair value of plan assets	<b>(3,867)</b>	(3,867)
	<b>₱62,509</b>	₱66,383



Movements in the DBO for the years ended December 31, 2025 and 2024 follow:

	2025	2024
Balance at beginning of year	₱70,250	₱65,559
Current service cost	7,601	8,400
Interest cost	4,215	4,044
Benefits paid directly paid by the Company	(15,837)	(7,368)
Actuarial loss (gain) on DBO due to:		
Experience adjustments	339	1,099
Changes in financial assumptions	(192)	(1,484)
<b>Balance at end of year</b>	<b>₱66,376</b>	<b>₱70,250</b>

Movements in the fair value of plan assets for the years ended December 31, 2025 and 2024 follow:

	2025	2024
Balance at beginning of year	₱3,867	₱3,714
Interest income	60	229
Return on plan assets, excluding amounts included in interest income	(60)	(76)
<b>Balance at end of year</b>	<b>₱3,867</b>	<b>₱3,867</b>

Plan assets of the Group as at both December 31, 2025 and 2024 consist of:

	2025	2024
Cash in banks and cash equivalents	1%	27%
Government securities and other assets	99%	73%
	<b>100%</b>	<b>100%</b>

The Group does not expect to contribute to the respective plans in 2026.

The latest available actuarial valuation of the plan for the Group is as of December 31, 2025.

The principal actuarial assumptions used in determining retirement benefits and gratuities cost as at beginning of each period are as follows:

	2025	2024
Discount rate	6.00%	6.10%
Future salary increases	3.00% to 4.00%	3.00% to 4.00%

The discount rate is 6.20% and future salary increases rate is ranging from 3.00% to 3.50% as of December 31, 2025.

The sensitivity analysis based on reasonably possible changes of the assumptions as of December 31 follows:

		2025	2024
Discount rate	+100 bps	(₱3,141)	(₱3,882)
	-100 bps	3,660	4,508
Salary rate	+100 bps	3,723	4,586
	-100 bps	(3,245)	(4,011)



The Group does not currently employ any asset-liability matching.

The maturity analysis of the undiscounted payments as of December 31 follows:

	2025	2024
One year and less	<b>₱36,721</b>	₱37,645
More than one year to five years	<b>15,424</b>	19,045
More than five years to 10 years	<b>22,340</b>	26,779
More than 10 years	<b>240,870</b>	291,165

Weighted average duration of the defined benefit liability is 10.3 and 11.5 years as of December 31, 2025 and 2024, respectively.

## 20. Equity

### a. Capital Stock

	December 31, 2025		December 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
“Class A” common stock - ₱1 par value				
Authorized	3,375,000,000	₱3,375,000	3,375,000,000	₱3,375,000
Balance at beginning and end of year	2,911,885,870	2,911,886	2,911,885,870	2,911,886
Treasury stock:				
Balance at beginning of year	(107,142,410)	(199,647)	(626,894,874)	(1,065,721)
Issuances	319,466	941	533,756,464	907,386
Acquisition	(825,557)	(1,849)	(14,004,000)	(41,312)
Balance at end of year	(107,648,501)	(200,555)	(107,142,410)	(199,647)
Issued and outstanding	2,804,237,369	₱2,711,331	2,804,743,460	₱2,712,239
Preferred stock - ₱1 par value				
Authorized, 1,000,000,000				
Issued and outstanding	-	₱-	-	₱-

Issued and outstanding common shares are held by 3,270 and 3,274 equity holders as of December 31, 2025 and 2024, respectively.

#### *Treasury stock*

On October 2, 2023, the Parent Company issued 40,000,000 treasury shares at ₱0.50 per share, totaling to ₱20.0 million.

On December 23, 2023, the Parent Company issued 1,144,737 treasury shares at ₱0.48 per share, totaling to ₱0.5 million.

On December 27, 2023, the Parent Company issued 5,281,100 treasury shares at ₱0.48 per share, totaling to ₱2.6 million.

In January 2024, the Board approved the sale of 66,939,000 total treasury shares with a total value of ₱33.4 million to pay the advances to the shareholders.

On April 15, 2024, the Parent Company, pursuant to its Board Resolution issued on September 24, 2014, authorized the sale of its 250,000,000 treasury stock at ₱2.00 per share, totaling to ₱500.0 million. On May 3, 2024, the actual sale transaction of the said treasury stock was completed.



On the same day, the Parent Company paid certain advances from shareholders amounting to ₱99.0 million by issuing 49,482,697 treasury stock valued at ₱2.00 per share.

Further, in various months of 2024, the Parent Company issued 167,334,767 treasury shares ranging from ₱0.65 to ₱4.22 per share, totaling to ₱172.0 million.

On February 13, 2025, the Parent Company issued 223,958 treasury shares at ₱2.40 per share, totaling ₱0.54 million.

On May 8, 2025, the Parent Company issued 1,000 treasury shares at ₱2.71 per share, totaling to ₱2,710.

In September 2025, the Parent Company issued 94,508 treasury shares ranging from ₱3.84 to ₱3.89 per share, totaling to ₱0.37 million.

The Parent Company issued total treasury stock of 319,466 in 2025, 533,756,464 in 2024, and 46,425,837 in 2023 based on the average price per share of ₱2.84, ₱1.51 and ₱0.48, respectively. The aggregate issue price from the transaction amounted to ₱0.90 million in 2025, ₱804.4 million in 2024 and ₱23.1 million in 2023. The aggregate issue price of ₱0.90 million in 2025 was settled in cash amounting to ₱0.50 million and by offsetting certain cash advances from shareholders amounting to ₱0.40 million. The aggregate issue price of ₱804.4 million in 2024 was settled in cash amounting to ₱672.0 million and by offsetting certain cash advances from shareholders amounting to ₱132.4 million. The aggregate issue price of ₱23.1 million in 2023 was settled in cash.

The Group recognized the excess cost of treasury stock over the issue price, amounting to ₱40.0 thousand in 2025, ₱101.9 million in 2024 and ₱55.9 million in 2023 as a reduction to additional paid-in capital. In 2024, the additional paid-in capital was further reduced by ₱7.6 million for the transaction costs incurred on the issuance of treasury stock.

The sale of, and the payment of shareholders' advances with treasury stock were made by the Group as part of its fund-raising initiatives for working capital requirements, projects expansion, loans repayments, and other commitments.

On September 5, 2024, the Parent Company repurchased 14,004,000 issued shares from LDA Capital Limited (LDA Capital) for ₱41.3 million or at ₱2.95 per share. The buyback is a return of the guaranteed shares at the end of the 3-year agreement between the Parent Company and LDA Capital. The acquisition of these treasury shares was applied against the Parent Company's receivables from LDA Capital.

On November 24, 2025, RCI and one of its directors entered into a buy-back transaction of 825,557 shares at the purchase price for ₱1.8 million or ₱2.24 per share.

#### *Preferred stock*

On November 13, 2018, the Parent Company issued 500.0 million preferred stock (500,000,000 preferred shares offered at par value of ₱1 per share) with a fixed dividend rate of 8.5%, with a corresponding reduction to additional paid-in capital stock pertaining to transaction costs of ₱5.0 million. The preferred stock are cumulative, non-participating, non-voting, and redeemable at the option of the Parent Company, as determined by the BOD. Dividend in arrears on preferred shares amounted to ₱57.6 million as at December 31, 2022.



The BOD, in its Special Meeting held on March 12, 2021, resolved to redeem 300 million redeemable preferred stock, which are not listed with the PSE, issued to Amalgamated Investment Bancorporation (AIB) pursuant to the Re-structuring and Financing Agreement entered into between the parties (see Note 18). The BOD further resolved to redeem the said preferred stock at a redemption price of ₱1.00 per share.

The BOD, in its Special Meeting held on August 23, 2023, resolved to redeem the remaining 200 million preferred shares issued to AIB at ₱1.00 per share. The redemption price to be paid by the Parent Company was included in the restructured loan with AIB totaling to ₱687.3 million plus the ₱12.4 million unpaid accrued dividends for the preferred shares (see Note 18).

b. Track Record of Registration

Date	Number of Shares Licensed/Listed	Issue/ Offer Price
October 7, 1918	15,000	₱100.00
February 15, 1963	2,500,000	10.00
September 30, 1969	3,000,000	10.00
January 13, 1977	5,000,000	10.00
May 21, 1990	12,500,000	10.00*
December 3, 1996	200,000,000	1.00
October 26, 1999	400,000,000	1.00
April 2, 2002	2,000,000,000	1.00
February 7, 2005	1,962,500,000	1.00
June 23, 2009	3,375,000,000	1.00

\* Par value was reduced to ₱1.00 starting (month/year)

c. Other equity reserves

Details of other equity reserves follow:

	2025	2024	2023
<b>Share in Other Comprehensive Income of Associate</b>			
Balance at beginning and end of year	<b>₱588,002</b>	₱588,002	₱588,002
<b>Cumulative Share in Fair Value Reserve of an Associate</b>			
Balance at beginning and end of year	<b>5,129</b>	5,129	5,129
<b>Revaluation Increment on Land</b>			
Balance at beginning of year	<b>227,151</b>	175,506	163,771
Appraisal increase, net of tax	<b>10,109</b>	51,645	11,735
Transfer of revaluation increment to retained earnings (Note 13)	<b>(63,453)</b>	—	—
Balance at end of year	<b>173,807</b>	227,151	175,506
<b>Cumulative Remeasurement Gain (Loss) on Retirement Liability</b>			
<i>Share in remeasurement gain on retirement liabilities</i>			
Balance at beginning of year	<b>40,487</b>	40,256	52,260
Remeasurement gain, net of tax	<b>(168)</b>	231	(12,004)
Balance at end of year	<b>40,319</b>	40,487	40,256
<i>Share in remeasurement loss on an associate</i>			
Balance at beginning and end of year	<b>(13,582)</b>	(13,582)	(13,582)
	<b>₱793,675</b>	₱847,187	₱795,311



d. Retained Earnings

Consolidated retained earnings include undistributed earnings representing accumulated retained earnings (loss) of subsidiaries and equity in net earnings (loss) of associates, which are not available for dividend declaration until received in the form of dividends from the combining entities and associates.

Consolidated retained earnings are further restricted for the payment of dividends to the extent of the cost of the shares held in treasury, unrealized fair value gains on investment properties and deferred income tax assets.

In addition, the Parent Company is subject to contractual restrictions under its loan agreement with a lender. Under the terms of the loan agreement, the Parent Company is prohibited from declaring or paying cash dividends, redeeming or repurchasing outstanding shares, or making any capital or asset distribution to its stockholders until full payment of the adjusted principal amount and accrued interest, unless prior written consent is obtained from the lender.

Dividends payable amounted to ₱1.2 million as at December 31, 2025 and 2024 arising from dividend declaration in previous year.

## 21. Related Party Transactions and Balances

The transactions and related balances of the Group with other related parties are as follows:

Related Party	Nature of Transaction	Year	Transactions during the Year	Trade and Other Receivables (Note 7)	Amount Due to Related Parties (Note 16)	Short-term Borrowings (Note 17)
<b>Associates</b>						
FDC	Non-interest bearing advances	2025	₱-	₱15,290	₱13,211	₱-
		2024	(56,100)	15,290	13,211	-
RADC	Noninterest-bearing advances	2025	-	-	11,461	-
		2024	-	-	11,461	-
<b>Joint Ventures</b>						
VJ Properties, Inc. (VJPI)	Noninterest-bearing advances	2025	-	116	218	-
		2024	-	116	218	-
Marilo Realty Development Corporation	Noninterest-bearing advances	2025	9,138	1,236	288	-
		2024	9,138	1,236	288	-
Landco Pacific Corporation (LPC)	Defrayment of cost and expenses for restructuring	2025	-	193	23,994	-
		2024	-	193	23,994	-
<b>Entities under common control</b>	Interest-bearing advances	2025	-	136,485	80,863	-
		2024	16,555	87,199	181,092	-
	Short-term loan (see Note 17)	2025	(25,000)	-	-	-
		2024	-	-	-	25,000
		2025		₱153,320	₱130,035	₱-
		2024		104,034	230,264	25,000

- a. Outstanding balances at year end are unsecured and settlement normally occurs in cash, unless otherwise indicated above. No guarantees have been provided or received for these balances. Advances to and from related parties are noninterest-bearing and have no fixed repayment terms unless otherwise indicated above. Impairment review is undertaken each reporting date. As of December 31, 2025 and 2024, the allowance for impairment loss amounting to ₱3.1 million pertains to due from LPC.



- b. In the normal course of business, the Parent Company extends/avails of advances to/from its related parties under common control, with definite repayment terms. The advances to and from related parties are interest-bearing.
- c. In 2004, RLC and LPC by way of a Deed of Assignment of Rights, assigned to Punta Fuego Holdings Corporation (PFHC) the rights and privileges to their 105 and 245 club shares in CPFI, respectively. In consideration of the assignment of rights and privileges, PFHC pays RLC and LPC an amount equivalent to their percentage share of the net income earned from the club shares. The respective shares of RLC and LPC were computed in proportion to the number of clubs share they have each assigned. In 2005, PFHC and FDC merged with FDC, as the surviving entity. As a result, FDC assumed the said liability of PFHC to RLC. In 2023, the Group recognized earnings from club shares based on the sharing arrangement between RLC and FDC amounting to ₱46.5 million, which is presented as part of “Other income (charges) - net” in profit or loss.
- d. In 2009, RLC and VJPI entered into a joint venture agreement for the development of Anya Resorts and Residences Phase 1 (the Project) in Tagaytay, Cavite.
- e. The following are the intercompany balances among related parties which are eliminated in the consolidated financial statements:

<b>Amounts owed to:</b>	<b>Amounts owed by:</b>	<b>Terms and Conditions</b>	<b>2025</b>	<b>2024</b>
RCI	RLC/RSAl/RGEC	30 days to 5 years; interest and noninterest-bearing	<b>₱3,197,583</b>	₱658,767
RLC	RAHC/RSAl/UVC	30 days to 5 years; interest and noninterest-bearing	<b>1,592,314</b>	107,221
RAHC	RCI	30 days to 5 years; interest and noninterest-bearing	–	28,357
RSAl	RCI	30 days to 5 years; interest and noninterest-bearing	<b>173</b>	173

- f. Compensation of key management personnel is as follows:

	<b>2025</b>	<b>2024</b>
Salaries and short-term benefits	<b>₱68,891</b>	₱54,463
Retirement benefits	<b>8,497</b>	8,497
	<b>₱77,388</b>	₱62,960

- g. The Parent Company settled director’s remuneration through issuance of treasury shares and cash payment for the regular board meetings held as follows:

	No. of shares	Average Market Value per Share	Compensation		Total
			Shares	Cash	
2025	93,509	3.89	650,000	650,000	1,300,000
2024	223,958	2.40	625,000	625,000	1,250,000
2023	1,144,737	0.48	625,000	625,000	1,250,000

The director’s remuneration was settled through the issuance of treasury shares and cash payments in 2025.

The expense recognized on the foregoing is presented as part of “Salaries and employee benefits” account in the consolidated statements of comprehensive income.



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## 22. Revenue from Contracts with Customers

### a. Disaggregated revenue information

The disaggregation of the Group's revenue from contracts with customers is presented in the consolidated statement of income and disclosed in the operating segment information (see Note 30). This presentation best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

Except for the revenues earned for the sale of real estate, all revenues were earned at a point in time.

### b. Contract balances

The Group's contract balances as at December 31, 2025 and 2024 are as follows:

	2025	2024
Contract assets (Notes 7 and 10)	<b>₱81,840</b>	₱50,956
Contract liabilities (Note 16)	<b>164,182</b>	109,295

#### *Contract assets*

Contract assets represent the right to consideration that was already delivered by the Group in excess of the amount recognized as trade receivable, collectible in monthly installments over a period of 18 to 84 months and bear annual interest ranging from 12% to 16% depending on the terms of the sales contract. This is reclassified to trade receivable when the monthly amortization of the customer is already due for collection. The increase in contract assets during the year is mainly attributable to new sales contracts for which construction has already commenced and revenue has started to be recognized ahead of buyer billing schedule.

#### *Contract liabilities*

- a. Deferred income amounting to ₱105.7 million and ₱34.9 million in 2025 and 2024, respectively, pertains to collections from buyers exceeding the recognized sale of real estate based on percentage-of-completion. The increase in contract liabilities during the year is mainly attributable to deferred revenue from newly sold units where development activity is still at an early stage.
- b. Customers' deposits amounting to ₱35.9 million and ₱49.8 million as of December 31, 2025 and 2024, respectively, represent noninterest-bearing cash received from the sale of real estate properties, which did not meet the revenue recognition criteria as set out in Note 4. Deposits from sale of real estate properties will be applied against the receivable from the customers upon recognition of revenue.
- c. Guests' deposits pertain to the advance payments of guests for room reservations in the hotels amounting to ₱22.6 million and ₱24.6 million as of December 31, 2025 and 2024, respectively.

Contract liabilities amounting to ₱10.1 million and ₱9.5 million as at December 31, 2024 and 2023 were recognized as revenue in 2025 and 2024, respectively.



## 23. Cost and Expenses

Costs of hotel sales and services consist of:

	2025	2024	2023
Outside services	₱58,475	₱56,038	53,658
Salaries, wages, and other employee benefits (Note 24)	55,732	54,403	49,569
Communication, light, and water	50,242	46,264	43,164
Depreciation and amortization (Notes 13 and 14)	43,143	58,344	34,393
Food and beverage cost	36,351	28,712	40,533
Yield guarantee (Note 14)	21,693	20,637	27,150
Supplies	12,218	13,164	19,668
Repairs and maintenance	7,685	2,956	4,467
Travel and transportation	680	2,196	2,502
Others	26,436	31,090	21,856
	<b>₱312,655</b>	<b>₱313,804</b>	<b>296,960</b>

Outside services account refers to the third-party manpower providers that support the Group's hotel operations, including housekeeping, engineering, laundry and security services.

Other costs of hotel sales and services are expensed as incurred upon generation of revenue from ancillary services like resort fees.

Operating expenses consist of:

	2025	2024	2023
General and administrative	₱833,723	₱311,573	₱279,726
Selling	31,262	35,848	11,481
	<b>₱864,985</b>	<b>₱347,421</b>	<b>₱291,207</b>

General and administrative expenses consist of:

	2025	2024	2023
Outside services	₱475,190	₱19,829	₱23,537
Salaries, wages, and other employee benefits (Note 24)	135,520	108,850	134,005
Provisions (Note 17)	113,800	-	-
Taxes and licenses	55,163	62,805	55,335
Communication, light and water	11,485	6,118	7,106
Depreciation and amortization (Note 13)	10,599	4,016	24,328
Entertainment, amusement and recreation	8,751	4,523	7,299
Travel and transportation	2,927	3,180	2,772
Repairs and maintenance	4,498	5,294	6,585
Materials and consumables	4,071	2,007	2,034
Insurance	1,586	1,131	951
Short-term and low-value asset lease	1,701	2,328	2,295
Provision for impairment of receivables and CWTs (Note 7)	-	61,376	530
Others	8,432	30,116	12,949
	<b>₱833,723</b>	<b>₱311,573</b>	<b>₱279,726</b>

Outside services include contingent legal fees which was settled upon receipt of just compensation, and other allocated fees for the land recovery program.



Others include professional fees, training and development, credit card fees, dues and subscriptions, and other miscellaneous charges that are individually immaterial in amounts.

Selling Expenses

This account mainly pertains to marketing, commission on real estate sales, and advertising and promotion expenses.

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**24. Personnel Costs**

The components of employee benefits are as follows:

	2025	2024	2023
Salaries and wages and other employee benefits (Note 23)	<b>₱179,496</b>	₱151,038	₱176,715
Retirement benefits (Note 23)	<b>11,756</b>	12,215	6,859
	<b>₱191,252</b>	₱163,253	₱183,574

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**25. Income Taxes**

a. Provision for income taxes comprise the following:

	2025	2024	2023
Continuing operations:			
Current	<b>₱40,312</b>	₱4,250	₱7,349
Deferred	<b>446,254</b>	5,279,335	2,143
	<b>486,566</b>	5,283,585	9,492
Discontinued operations - Deferred	<b>(18,379)</b>	-	-
	<b>₱468,187</b>	₱5,283,585	₱9,492

b. The components of the recognized deferred tax assets and liabilities represent the tax effects of the following temporary differences:

	December 31, 2025		December 31, 2024	
	Net Deferred Income Tax Assets	Net Deferred Income Tax Liabilities	Net Deferred Income Tax Assets	Net Deferred Income Tax Liabilities
Deferred tax assets on:				
Retirement liability	<b>₱13,510</b>	<b>₱-</b>	₱12,148	₱-
Allowance for impairment losses on receivables	<b>2,786</b>	-	4,148	-
Lease liabilities	-	-	78	-
Various accruals	<b>823</b>	-	875	-
	<b>17,119</b>	-	17,249	-
Deferred tax liabilities on:				
Revaluation increment on land	<b>(2,549)</b>	<b>(177,268)</b>	(2,549)	(189,178)
Investment properties	-	<b>(5,725,724)</b>	-	(5,279,335)
Right-of-use assets	-	-	(78)	-
Actuarial gain	<b>(7,344)</b>	-	(7,396)	-
Prepaid commission	<b>(262)</b>	-	(262)	-
	<b>(10,155)</b>	<b>(5,902,992)</b>	(10,285)	(5,468,513)
Net deferred tax assets (liabilities)	<b>₱6,964</b>	<b>(₱5,902,992)</b>	₱6,964	(₱5,468,513)



Following is the movement of deferred income tax expense recognized through profit or loss and through other comprehensive income.

	2025	2024	2023
Through profit or loss	<b>₱427,875</b>	₱5,279,335	2,143
Through other comprehensive income	<b>6,603</b>	28,632	14,127
	<b>₱434,478</b>	₱5,307,967	16,270

Following are the deductible temporary differences, carryforward benefits of NOLCO and excess MCIT over RCIT for which no deferred income tax assets were recognized:

	2025	2024
NOLCO	<b>₱1,712,644</b>	₱1,396,112
Excess MCIT over RCIT	<b>9,879</b>	7,571
Allowance for impairment losses on receivables	<b>946</b>	2,121
Retirement liabilities	<b>13,918</b>	17,791
Provision for impairment of property, plant and equipment	-	534,751
Accrued rent	<b>7,514</b>	7,514

Management believes that it may not be probable that taxable profit will be sufficiently available in the future against which the deferred tax assets may be utilized.

c. Details of NOLCO as of December 31, 2025 are as follows:

Year Incurred	Available Until	Amount	Expired	Balances as at December 31, 2025	
				Amount	Tax Effect
2025	2028	₱608,832	₱-	₱608,832	₱152,208
2024	2027	558,539	-	558,539	139,635
2023	2026	435,535	-	435,535	108,884
2022	2025	170,569	(170,569)	-	-
2021*	2026	109,738	-	109,738	27,434
2020*	2025	121,731	(121,731)	-	-
		<b>₱2,004,944</b>	<b>(₱292,300)</b>	<b>₱1,712,644</b>	<b>₱428,161</b>

\*Expiration is based on "Bayanihan to Recover as One Act 2"

d. Details of excess of MCIT over RCIT as of December 31, 2025 are as follows:

Year Incurred	Available Until	Amount	Expired	Balances as at December 31, 2025	
				Amount	Tax Effect
2025	2028	₱5,559	₱-	₱5,559	-
2024	2027	4,320	-	4,320	-
2022	2025	3,251	(3,251)	-	-
		<b>₱13,130</b>	<b>(₱3,251)</b>	<b>₱9,879</b>	<b>₱9,879</b>



- e. The reconciliation between the income tax expense computed at the applicable statutory tax rate and provision for income tax presented in the consolidated statements of income follows:

	2025	2024	2023
Income before income tax from continuing operations	<b>₱1,215,711</b>	₱19,740,234	₱1,641,166
Income (loss) before income tax discontinued operations	<b>339,455</b>	(198,592)	(308,358)
Income before income tax	<b>1,555,166</b>	19,541,642	1,332,808
Income tax expense at statutory rate	<b>388,792</b>	4,885,410	333,202
Adjustments resulting from the tax effects of:			
Equity in net losses of associates	<b>485</b>	112	80,007
Nontaxable gain on change in fair value of certain investment properties	<b>(11,605)</b>	(850,303)	(541,015)
Initial recognition of deferred income tax liability on unrealized fair value gain at investment properties	–	1,094,997	–
Changes in unrecognized deferred income tax assets	<b>36,974</b>	151,963	142,383
Others	<b>53,541</b>	1,406	(5,085)
Provision for income tax	<b>₱468,187</b>	₱5,283,585	₱9,492

## 26. Earnings Per Share

Basic/diluted EPS are computed as follows:

	2025	2024	2023
Net income attributable to the equity holders of the Parent Company	<b>₱1,125,387</b>	₱14,310,978	₱1,382,216
Net income attributable to the equity holders of the Parent Company from continuing operations	<b>729,145</b>	14,456,649	1,631,674
Net income (loss) attributable to the equity holders of the Parent Company from discontinued operations	<b>357,834</b>	(198,592)	(308,358)
Weighted average number of shares issued and outstanding (after considering the issuance during the year)	<b>2,804,898,858</b>	2,671,601,518	2,248,565,159
Basic/diluted EPS	<b>₱0.40</b>	₱5.36	₱0.61
Basic/diluted EPS from continuing operations	<b>₱0.26</b>	₱5.41	₱0.73
Basic/diluted EPS from discontinued operations	<b>₱0.13</b>	(₱0.07)	(₱0.14)

There are no potential dilutive common shares in 2025, 2024 and 2023.



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## 27. Contingencies and Commitments

### Contingencies

#### *Land Properties Subjected to the CARP*

The CARP provides, among others, the redistribution of all private and agricultural lands regardless of tenurial arrangements and commodity produced, subject to certain terms and conditions.

Prior to the effectivity of the CARP, the Parent Company was the registered owner of around 2,900 hectares of land located in Nasugbu, Batangas. In 1993, the DAR issued Notices of Coverage, and subsequently, Certificate of Land Ownership Award (CLOA) covering 2,676 hectares of the Parent Company's three *haciendas*, namely: Palico, Banilad and Carmen/Caylaway.

Sometime in 1993, the Parent Company filed a case questioning the DAR's acquisition proceedings and asking for the cancellation of the CLOA. On December 17, 1999, the Supreme Court promulgated its decision in GR No. 127876 nullifying the DAR acquisition proceedings over the three *haciendas*. The High Tribunal ruled that the Parent Company's right to due process was violated by the DAR. However, the Supreme Court did not nullify the CLOA that were issued by the DAR despite its declaration that the acquisition proceedings were null and void.

In May 2000, the Parent Company filed with the DAR an application for the exemption with the CARP of its three *haciendas* in Nasugbu, Batangas. The application for exemption was based on Presidential Proclamation (PP) No. 1520, which declared the entire municipality of Nasugbu, Batangas as a Tourist Zone. The Parent Company likewise filed applications for exemption for certain smaller land areas based on the 1982 Zoning Ordinance of Nasugbu, Batangas.

In December 2009, the Supreme Court ruled that the PP No. 1520 did not automatically reclassify the agricultural land in Nasugbu, Batangas to non-agricultural land. However, the Supreme Court noted that the Parent Company "can only look to the provisions of the Tourism Act and not to the PP No. 1520, for possible exemption."

On February 8, 2011, the Supreme Court denied the Parent Company's Second Motion for Reconsideration (MR) and affirmed with finality its December 2009 decision.

Consequently, in April 2010, the Parent Company filed with the Tourism Infrastructure and Enterprise Zone Authority (TIEZA) an application to declare 14 specific geographical areas within the landholdings of the Parent Company as tourism zones. This application was not acted upon by the TIEZA.

In September 2011, the Supreme Court affirmed the exemption of the 21.1236-hectare property from the coverage of the Comprehensive Agrarian Reform Program (CARP).

In October 2012, the Parent Company disclosed that the DAR published the NOC on several RCI properties aggregating 2,514.76 hectares. The Parent Company filed a protest in the office of the DAR against the wrongful coverage (failure to observe the proper rules before publishing the said Notice of Coverage and the applicable law (Republic Act - RA No. 6657 vs. RA No. 9700). On June 17, 2014, the DAR issued a revised NOC covering RCI properties aggregating 2,300.60 hectares.

On October 16, 2013, the DAR ordered the denial of the Protest. On December 9, 2013, the Parent Company filed a MR with the DAR. On April 15, 2014, the DAR denied the MR of the Parent Company. On June 27, 2014, the Parent Company filed a Petition for Certiorari to the CA.



The Parent Company shall account for any legal and financial liabilities arising from the land properties subject to the CARP upon the resolution of ownership by the Court. In total, there are about 222 hectares of land that were declared by the courts, or the DAR as exempt from the coverage of the CARP, including the 21-hectare property declared exempt by the Supreme Court in its Decision dated September 5, 2011, in GR No. 169331.

On May 14, 2013, the BOD approved to authorize management to begin negotiations with the DAR for possible voluntary offer to sell (VOS) of 76 hectares in Hacienda Palico and 26 hectares in Hacienda Caylaway. However, the said negotiations have not yet commenced as the possible VOS is merely an option that the Parent Company will consider after exhausting all means possible. The intention by management of whether to push through with the VOS is dependent on the outcome of the applications for exemption, exclusion or conversion of land covered by the CARP.

On December 13, 2013, the BOD of the Parent Company approved management's request for reconfirmation of management's plan to explore the government's VOS program using 76 hectares in Hacienda Palico and 26 hectares in Hacienda Caylaway under certain conditions. This supersedes all previous proposals relating to the government's VOS program. As at the date of the report, there is no agreement yet with the DAR on the properties approved for possible VOS.

On May 7, 2016, the DAR denied the application for exemption filed by the Parent Company for the 285.9 hectares of land located in Nasugbu, Batangas. On June 27, 2016, the Parent Company filed an MR for the 285.9 hectares application, which the DAR denied. The Parent Company then filed an appeal with the Office of the President.

On May 21, 2022, the Office of the President denied Parent Company's appeal explaining that the findings of facts of the Administrative Agencies should be respected. The Parent Company then timely filed its Motion for Reconsideration.

On October 25, 2017, CA has partially granted the Group's Petition for Certiorari pertaining to the NOC. Subsequently, the Group filed a MR over the issuance of CLOAs by DAR in favor of the farmer-beneficiaries.

On August 13, 2018, the Parent Company received the Court of Appeals Resolution, which dismissed the Parent Company and DAR's Motions for Partial Reconsideration. The Parent Company subsequently filed a Petition for Review on Certiorari under Rule 45 of the Rules of Court to assail the Court of Appeals' Decision and Resolution before the Supreme Court. In the meantime, DAR, through Office of the Solicitor General (OSG), filed its own Petition for Review on Certiorari.

On November 19, 2018, the Parent Company filed a Comment/Opposition *Ad Cautelam* to DAR's said petition. The petitions filed by the Parent Company and DAR were consolidated before the Supreme Court (see Note 5).

The DAR approved the conversion application filed by the Parent Company and RLC over sixteen (16) parcels of land located in Barangay Banilad, Nasugbu, Batangas totaling approximately 52 hectares on July 2020. A Motion for Reconsideration was filed by the oppositors, but the MR was denied, and the order of conversion was affirmed by the DAR in November 2020. An appeal was filed by the oppositors with the Office of the President.

On November 2021, the Office of the President issued an Order denying the appeal filed by the oppositors and affirming the DAR Decision. A Motion for Reconsideration was thereafter filed by the oppositors. On April 29, 2022, the Office of the President issued a Resolution denying the oppositors' MR.



On January 30, 2024, RCI received the Certificate of Finality issued by DAR. In the said Certification, the DAR attested that the Consolidated Order it issued on December 29, 2023 (hereafter, the “Consolidated Order”), by operation of law, had become final and executory on January 27, 2024. Accordingly, the DAR-Bureau of Agrarian Legal Assistance (DAR-BALA) was directed to immediately transmit the entire case folder to the DAR Regional Office for execution avoiding any unnecessary delay, citing DAR Administrative Order No. 5, Series of 2017 in relation to Section 16 of Republic Act No. 6657, there being no legal impediment for its execution.

In November 2024, RCI filed its Petition for Mandamus or Petition for Determination of Just Compensation before the Department of Agrarian Reform Adjudication Board (DARAB). In the said Petition, RCI prayed that DAR should be directed to pay the company with just compensation to be fixed by DARAB.

On March 25, 2025, DARAB rendered its Decision fixing the just compensation for the expropriated RCI property and to be distributed to the ARBs. The said Decision became final and executory by operation of law on April 11, 2025.

Thereafter, on April 28, 2025, the DARAB issued a Writ of Execution commanding the Sheriff to enforce the Decision by serving and presenting the same to the LBP.

In May 2025, RCI received the just compensation in cash and in bonds (see Notes 1 and 15).

#### *Other Contingencies*

The Group has pending claims and assessments, the expected ultimate outcome of which is based on management’s judgment in consultation with its legal counsel. Disclosure of additional details beyond the present disclosures may seriously prejudice the Group’s position. Thus, as allowed by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, only general disclosures were provided.

In the opinion of management and legal counsel, there are no other pending labor or other legal cases and claims in the ordinary course of business that will have a material effect on the financial position and performance of the Parent Company.

#### Equity Placement Commitment

In June 2020, the Parent Company entered equity placement commitment with LDA Capital, LLC (LDA), a global investment group. Under this equity placement commitment, the Parent Company has the right, but not the obligation, to sell shares to LDA subject to the conditions of the Put Option Agreement (the Agreement). The Company may sell up to ₱800.0 million worth of RCI treasury shares during the 36-month period from the signing of the Agreement. In addition, LDA is given a Call Option to purchase up to 99 million common shares of RCI at an exercise price of ₱2.38 per share, exercisable any time during the term of the Agreement. The equity agreement with LDA expired in June 2023.

As discussed in Note 20, the 14,004,000 guaranteed shares from LDA Capital were successfully transferred to RCI on September 5, 2024.

#### Unused Credit Lines

The Group has outstanding unused lines of credit with a local bank amounting to ₱60.0 million as of December 31, 2025 and nil as of December 31, 2024 (see Notes 17 and 18).



## 28. Financial Instruments

### Risk Management, Objectives and Policies

The principal financial instruments comprise of cash in banks and cash equivalents, receivables and payables, which arise directly from its operations, investment in bonds, and short and long-term borrowings.

The main risks arising from the financial instruments are liquidity risk, interest rate risk and credit risk. Risk management is carried out by senior management under the guidance and direction of the BOD of the Parent Company.

### *Liquidity risk*

Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet maturing obligations.

The Group's objective is to maintain sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the business, the Group aims to maintain flexibility in funding by keeping track of daily cash flows and maintaining committed credit lines available. In addition, the Group, renegotiates the terms of its existing loan agreements with bank creditors and lenders as the need arises.

The tables below summarize maturity profile of the financial liabilities based on contractual undiscounted payments and the related financial assets and contract assets used for liquidity management as at December 31, 2025 and 2024:

	December 31, 2025					Total
	On Demand	Up to One Year	More than One Year	More than Two Years to Five Years	More than Five Years	
<b>Financial Liabilities</b>						
Trade and other payables*	₱84,127	₱526,563	₱-	₱-	₱-	₱610,690
Due to related parties	130,035	-	-	-	-	130,035
Long-term borrowings	-	276,185	297,252	408,721	25,773	1,007,931
	<b>₱214,162</b>	<b>₱802,748</b>	<b>₱297,252</b>	<b>₱408,721</b>	<b>₱25,773</b>	<b>₱1,748,656</b>
<b>Financial and Contract Assets</b>						
Cash and cash equivalents	₱726,283	₱-	₱-	₱-	₱-	₱726,283
Trade and other receivables						
- third parties**	69,931	473,355	-	-	-	543,286
Contract assets	-	77,912	3,928	-	-	81,840
Due from related parties	153,320	-	-	-	-	153,320
Investment in bonds	-	469,121	469,121	1,407,363	2,345,604	4,691,209
	<b>₱949,534</b>	<b>₱1,020,388</b>	<b>₱473,049</b>	<b>₱1,407,363</b>	<b>₱2,345,604</b>	<b>₱6,195,938</b>

\*Excludes nonfinancial liabilities totaling to ₱533.9 million and due to related parties

\*\* Excludes nonfinancial assets totaling to ₱85.3 million and due from related parties



December 31, 2024						
	On Demand	Up to One Year	More than One Year	More than Two Years to Five Years	More than Five Years	Total
<b>Financial Liabilities</b>						
Trade and other payables*	₱154,921	₱577,448	₱-	₱-	₱-	₱732,369
Short-term borrowings	-	25,000	-	-	-	25,000
Due to related parties	230,264	-	-	-	-	230,264
Long-term borrowings	-	1,669,881	468,657	1,412,661	321,957	3,873,156
Lease liabilities	-	310	-	-	-	310
	<b>₱385,185</b>	<b>₱2,272,639</b>	<b>₱468,657</b>	<b>₱1,412,661</b>	<b>₱321,957</b>	<b>₱4,861,099</b>
<b>Financial and Contract Assets</b>						
Cash and cash equivalents	₱25,194	₱-	₱-	₱-	₱-	₱25,194
Trade and other receivables - third parties**	55,785	76,220	-	-	-	132,005
Contract assets	-	39,240	11,716	-	-	50,956
Due from related parties	104,034	-	-	-	-	104,034
	<b>₱185,013</b>	<b>₱115,460</b>	<b>₱11,716</b>	<b>₱-</b>	<b>₱-</b>	<b>₱312,189</b>

\*Excludes payable to government agencies amounting to ₱306.0 million, due to related parties and lease liabilities

\*\*Excludes nonfinancial assets totaling to ₱45.8 million and due from related parties

#### Credit risk

The Group has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties, including regular collateral revisions.

#### Maximum exposure to credit risk without taking account of any collateral and other credit enhancements

The following table shows the maximum exposure to credit risk of the Group shown at gross before the effect of mitigation through collateral agreements.

	2025	2024
Cash in banks and cash equivalents	<b>₱726,283</b>	₱25,194
Trade and other receivables*	<b>760,907</b>	217,326
	<b>₱1,487,190</b>	<b>₱242,520</b>

\*Net of allowance for impairment losses totaling ₱17.54 million and ₱18.71 million as of December 31, 2025 and 2024, respectively.

#### Collaterals and other credit enhancements

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are implemented regarding the acceptability of types of collateral and valuation parameters.

#### Credit quality per class of financial assets

The credit quality of receivables is managed by the Group.

High grade accounts are those receivables from counterparties with whom collections are made without much collection effort. Standard grade accounts consist of receivables from its customers with good financial condition and with relatively low defaults.



The tables below show the credit quality of “neither past due nor impaired” financial instruments as well as the amounts of “past due but not impaired” and “impaired” financial instruments:

	December 31, 2025				December 31, 2024				
	Neither past due nor impaired			Past due and Impaired	Neither past due nor impaired			Past due and impaired	Total
	High Grade	Standard Grade	Total		High Grade	Standard Grade	Total		
Financial assets at amortized cost:									
Cash in bank	₱725,606	₱-	₱-	₱725,606	₱23,616	₱-	₱-	₱23,616	
Receivables:									
Trade	-	86,917	-	86,917	-	63,460	6,572	70,032	
Others*	-	438,829	17,539	456,368	-	61,973	-	61,973	
Due from related parties	-	153,320	-	153,320	-	91,893	12,141	104,034	
Refundable deposits	-	7,556	-	7,556	-	5,071	-	5,071	
	<b>₱725,606</b>	<b>₱686,622</b>	<b>₱17,539</b>	<b>₱1,429,767</b>	<b>₱23,616</b>	<b>₱222,397</b>	<b>₱18,713</b>	<b>₱264,726</b>	

\*Excludes due from employees amounting to ₱7.4 million and ₱6.6 million as of December 31, 2025 and 2024, respectively.

### Impairment assessment

The main consideration for impairment assessment includes whether there are known difficulties in the cash flow of the counterparties. The Group assesses impairment in two ways: individually and collectively.

The table below shows the credit quality per class of financial assets (gross of allowance for credit losses) as of December 31, 2025 and 2024:

	December 31, 2025				December 31, 2024			
	12-month ECL (Stage 1)	Lifetime ECL not credit-impaired (Stage 2)	Lifetime ECL credit-impaired (Stage 3)	Total	12-month ECL (Stage 1)	Lifetime ECL not credit-impaired (Stage 2)	Lifetime ECL credit-impaired (Stage 3)	Total
		Total	Total			Total		
Financial assets at amortized cost:								
Cash in bank	₱725,606	₱-	₱-	₱725,606	₱23,616	₱-	₱-	₱23,616
Receivables:								
Trade	-	86,917	-	86,917	-	70,032	-	70,032
Others	438,829	-	-	438,829	61,973	-	-	61,973
Due from related parties	141,334	-	11,986	153,320	92,048	-	11,986	104,034
Refundable deposits	7,556	-	-	7,556	3,924	-	-	3,924
	<b>₱1,313,325</b>	<b>₱86,917</b>	<b>₱11,986</b>	<b>₱1,412,228</b>	<b>₱181,561</b>	<b>₱70,032</b>	<b>₱11,986</b>	<b>₱263,579</b>

\*Excludes due from employees amounting to ₱7.4 million and ₱6.6 million as of December 31, 2025 and 2024, respectively.

Set out below is the information about the credit risk exposure on the Group’s trade receivables and contract assets based on its aging analysis as of December 31, 2025 and 2024:

	Trade receivables								
	Contract Assets	Days past due						Impaired Financial Assets	Totals
		Current	<30 days	30-60 days	61-90 days	>90 days			
December 31, 2025	₱81,840	₱16,986	₱978	₱337	₱468	₱62,749	₱5,399	₱86,917	
December 31, 2024	₱50,995	₱14,247	₱3,131	₱2,505	₱67	₱43,510	₱6,572	₱70,032	

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows on a financial instrument will fluctuate because of changes in market interest rates.

The Group has interest-bearing loans which bear floating interest rate and expose the Group to interest rate risk.



The following table demonstrates the sensitivity analysis to a reasonably possible change in interest rates, with all other variables held constant, of the Group's income before income tax (through the impact of floating rate borrowings) and equity for the years ended December 31, 2025 and 2024.

	<b>Change in Basis Points (bps)</b>	<b>Effect on Income before Income Tax</b>
<b>December 31, 2025</b>	<b>+/-50 bps</b>	<b>+/-<del>₱</del>4,993</b>
December 31, 2024	+/-50 bps	+/- <del>₱</del> 19,366

The estimates are based on the outstanding interest-bearing liabilities of the Group with floating interest rate. Various floating interest rates are based on PHP BVAL reference rate plus spread from 1.5% to 3.25% as of December 31, 2025 and 2024.

Interest on financial liabilities with fixed interest rate is fixed until the maturity of the instrument (see Notes 17 and 18).

#### Capital Management

The primary objective of the capital management is to ensure that it maintains strong credit and healthy capital ratios in order to support its business and maximize shareholder value.

The dividend declaration is dependent on availability of retained earnings and operating requirements. The Group manages its capital structure and makes adjustment to it, in light of changes in economic conditions. To maintain or adjust capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes in 2025, 2024 and 2023.

Management considers the total consolidated equity reflected in the consolidated statements of financial position as its capital. The Group monitors its use of capital using leverage ratios, specifically, debt-to-equity ratio.

The Group is required to maintain a maximum debt-to-equity ratio of 3:1. The Group has debt-to-equity ratio of 0.32:1.0 as of December 31, 2025 and 0.43:1.0 as of December 31, 2024.

## 29. Fair Values

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

*Cash in banks, trade and other receivables, short-term borrowings, trades and other payables and dividends payable*

The carrying amounts of these instruments approximate their fair values due to their short-term maturities.

*Investment in bonds and long-term borrowings*

The carrying value of investment in bonds and long-term borrowings as at December 31, 2025 and 2024 approximates its fair value due to regular annual or quarterly repricing of its interest rates.



*Investment properties and land under property, plant and equipment*

The valuation technique used for the investment properties and land under property, plant and equipment is Sales Comparison Approach which is a process to value based on sales of similar or substitute properties and related market data and establishes a value estimated by processes involving comparison.

The table below summarizes the significant unobservable input (estimated range of price per square meter) for the valuation of the Group's investment properties and the land under property, plant and equipment.

Asset measured at fair value (Level 3)	2025	2024
Investment properties of the Parent Company in Nasugbu, Batangas	<b>₱1,600 per sqm to ₱2,800 per sqm</b>	₱1,800 per sqm to ₱2,600 per sqm
Other investment properties	<b>₱452 per sqm to ₱3,500 per sqm</b>	₱430 per sqm to ₱3,200 per sqm
Land under property, plant, and equipment	<b>₱160,000 per sqm to ₱320,000 per sqm</b>	₱155,000 per sqm to ₱310,000 per sqm

The valuation of the properties is based on their highest and best use. The highest and best use is based upon an analysis of the prevailing land usage in the neighborhood and of the property itself.

In 2024, the fair values of the investment properties have been updated considering the impact of the finality of DAR Consolidated Order on the land properties. Accordingly, the Group assessed that the highest and best use of properties differs from their current land usage because the legal restriction on the use of the land properties retained by the Parent Company has been resolved.

As of December 31, 2024, with the assistance of the independent professional appraisers, management assessed that a mixed residential, agricultural and agro-industrial would represent the highest and best of the property. The valuation considers the most probable use of the properties, which is legally permissible, physically possible, financially feasible, and which results in the highest value of the properties being valued. The legal permissibility considers the impact of the DAR Consolidated Order (see Note 1).

On the other hand, the fair values of the investment properties to be distributed to the ARBs were determined based on the exit price, which considers the estimated amount of just compensation. As disclosed in Note 1, on March 25, 2025, DARAB rendered its decision fixing the just compensation for the expropriated land properties and to be distributed to the ARBs, which became final and executory by operation of law on April 11, 2025.

In accordance with PAS 10, *Events After the Reporting Period*, the determination of just compensation that occurred after the reporting period but before the BOD's approval to release the consolidated financial statements impacted the assessment of the fair value, measured at exit price, of the expropriated land properties and to be distributed to the ARBs as of December 31, 2024.

In 2025, the fair values of the investment properties have been updated based on highest and best use of the properties.

*Interrelationship between key unobservable input and fair value measurement*

The estimated fair value of investment properties and land under property, plant, and equipment would increase (decrease) if the price per square meter increase (decrease).



*Fair value category*

There are no transfers to Level 1 and Level 2 fair value measurement.

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### 30. Segment Reporting

The Group's identified operating segments, which are consistent with the segments reported to the BOD, are as follows:

a. Real Estate

RLC is the real estate arm of the Group. RLC acquires, develops, improves, subdivides, leases and sells agricultural, industrial, commercial, residential and other real properties.

b. Hotel

- RAHC, a subsidiary of RLC, owns and operates four GoHotels in Metro Manila.
- ART, a business segment of RLC, operates a luxury hotel in Tagaytay City.
- Anya Hospitality Group, a business segment of RLC, provides hotel management services to Budget Hotel Business, ART, and other hotel properties in Batangas.

c. Others

Other segments of the Group include the Parent Company, which owns various tracts of lands in Nasugbu, Batangas and RGEC, an entity established primarily for renewable energy.

The Group operates and derives principally all of its revenue from domestic operations. Thus, geographical business information is not required.

The presentation and classification of segment revenues and segment expenses are consistent with the consolidated statements of income. The segment information below relates to continuing operations. The sale of goods, previously presented as part of manufacturing, is included in the discontinued operations and is therefore not part of the segment information presented (see Note 31).

Financing costs (including interest expense) and income taxes are managed on a per company basis and are not allocated to operating segments.

a. Segment revenue and expenses

The Group's main revenue stream comes from the real estate and hotel operations. The real estate and hotel operations segment's customers are mainly direct. Further, there were no revenue transactions with a single customer that accounts for 10.0% or more of total revenues.

b. Segment assets and liabilities

Segment assets include all operating assets used by a segment. Segments assets and liabilities do not include deferred income taxes.

c. Inter-segment transfers

Segment revenue, expenses and results include transfers between business segments. Such transfers are accounted for at competitive market prices charged to unrelated customers or by suppliers for similar goods or services.



The following tables present information about the Group's operating segments:

December 31, 2025					
	Real estate	Hotel	Others	Eliminations/ Adjustments	Consolidated Balance
External customers	P21,345	P479,877	P-	P-	P501,222
Intersegment revenue	-	23,397	43,092	(66,489)	-
Revenues from contracts with customers	<b>P21,345</b>	<b>P503,274</b>	<b>P43,092</b>	<b>(P66,489)</b>	<b>P501,222</b>
Income (Loss) before income tax	(113,856)	(108,111)	1,437,678	-	1,215,711
Provision for income tax	(1,759)	(3,980)	(480,827)	-	(486,566)
Segment income (loss) from continuing operations	(115,615)	(112,091)	956,851	-	729,145
Segment assets	<b>3,020,362</b>	<b>2,274,307</b>	<b>34,162,851</b>	<b>(5,178,384)</b>	<b>34,279,136</b>
Segment liabilities	<b>2,548,890</b>	<b>2,658,819</b>	<b>7,206,458</b>	<b>(4,166,157)</b>	<b>8,248,010</b>
Other Information:					
Equity in net losses in associates	P-	P-	P1,940	P-	P1,940
Capital expenditures	16,605	9,912	3,550	-	30,067
Depreciation and amortization	963	50,916	1,863	-	53,742
Interest expense	128,833	118,537	109,506	168,375	525,251
December 31, 2024					
	Real estate	Hotel	Others	Eliminations/ Adjustments	Consolidated Balance
External customers	P20,084	P480,627	P-	P-	P500,711
Intersegment revenue	-	22,395	57,127	(79,522)	-
Revenues from contracts with customers	<b>P20,084</b>	<b>P503,022</b>	<b>P57,127</b>	<b>(P79,522)</b>	<b>P500,711</b>
Income (Loss) before income tax	(135,327)	(97,686)	19,973,247	-	19,740,234
Provision for income tax	(64)	(4,040)	(5,279,481)	-	(5,283,585)
Segment income (loss) from continuing operations	(P135,391)	(P101,726)	P14,693,766	-	P14,456,649
Segment assets	<b>P1,245,810</b>	<b>P2,228,596</b>	<b>P33,273,910</b>	<b>(P1,121,152)</b>	<b>P35,627,164</b>
Segment liabilities	<b>P658,709</b>	<b>P2,508,686</b>	<b>P7,288,815</b>	<b>P245,475</b>	<b>P10,701,685</b>
Other Information:					
Equity in net losses in associates	P-	P-	P449	P-	P449
Capital expenditures	-	11,263	3,189	-	14,452
Depreciation and amortization	456	60,793	1,111	-	62,360
Interest expense	50,943	103,003	120,745	(39,664)	235,027
December 31, 2023					
	Real estate	Hotel	Others	Eliminations/ Adjustments	Consolidated Balance
External customers	P81,360	P490,923	P-	P-	P572,283
Intersegment revenue	-	3,938	24,000	(27,938)	-
Revenues from contracts with customers	<b>P81,360</b>	<b>P494,861</b>	<b>P24,000</b>	<b>(P27,938)</b>	<b>P572,283</b>
Income (Loss) before income tax	19,042	(77,698)	1,699,822	-	1,641,166
Provision for income tax	(4,687)	(4,805)	-	-	(9,492)
Segment income (loss) from continuing operations	<b>P14,355</b>	<b>(P82,503)</b>	<b>P1,699,822</b>	<b>-</b>	<b>P1,631,674</b>
Other Information:					
Equity in net losses in associates	P-	P-	P320,019	P-	P320,029
Capital expenditures	-	-	-	-	-
Depreciation and amortization	456	60,793	1,111	-	62,360
Interest expense	46,917	105,191	109,625	(51,429)	210,304



### 31. Discontinued Operations

As discussed in Notes 1 and 13, the Group completed the sale of RSAI's coconut processing plant in December 2025. As a result, the Group ceased the operations of RSAI's coconut processing business and considered the segment as discontinued operations.

The results of the discontinued operations are as follows:

	<b>For the Years Ended December 31</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
	<i>(In thousands)</i>		
Sale of goods	<b>₱492,550</b>	₱25,844	₱200,539
Costs and expenses	<b>(691,427)</b>	(151,774)	(463,139)
Operating losses	<b>(198,877)</b>	(125,930)	(262,600)
Others - net			
Unrealized fair value gains on investment properties	<b>21,798</b>	10,899	21,798
Interest expense	<b>(126,807)</b>	(83,753)	(66,736)
Others*	<b>643,341</b>	192	(820)
	<b>538,332</b>	(72,662)	(45,758)
Income (loss) before income tax	<b>339,455</b>	(198,592)	(308,358)
Provision for (benefit from) income tax			
Current	-	-	-
Deferred	<b>18,379</b>	-	-
	<b>18,379</b>	-	-
<b>Net income (loss)</b>	<b>₱357,834</b>	<b>(₱198,592)</b>	<b>(₱308,358)</b>

\*In 2025, others include reversal of impairment loss amounting to ₱534.8 million and gain on sale amounting to ₱106.5 million.

The net cash flows incurred by the discontinued operations are as follows:

	<b>Year ended December 31</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
	<i>(In thousands)</i>		
Operating activities	<b>₱190,076</b>	(₱150,472)	(₱80,448)
Investing activities	<b>324,774</b>	(362)	(918)
Financing activities	<b>(402,664)</b>	155,278	80,985

The Group re-presented the prior year comparative information of the consolidated statements of profit or loss, consolidated statements of comprehensive income and consolidated statements of cash flows.



Below is the impact on the comparative balances for the years ended December 31, 2024 and 2023 as a result of the discontinued operations.

	December 31, 2024, as previously reported	Effect of Balances Attributable to Discontinued Operations	December 31, 2024, as re-presented
Revenues	₱526,555	₱25,844	₱500,711
Cost of sales and services	(417,613)	(88,499)	(329,114)
Gross income	108,942	(62,655)	171,597
Operating expenses	(410,696)	(63,275)	(347,421)
Other income (charges) - net			
Interest expense	(318,780)	(83,753)	(235,027)
Others - net	20,162,176	11,091	20,151,085
Income before income tax	19,541,642	(198,592)	19,740,234
Income tax expense	(5,283,585)	–	(5,283,585)
Net income (loss)	14,258,057	(198,592)	14,456,649
Net loss from discontinued operations	–	198,592	(198,592)
Net income from continuing operations	₱14,258,057	₱–	₱14,258,057

	December 31, 2023, as previously reported	Effect of Balances Attributable to Discontinued Operations	December 31, 2023, as re-presented
Revenues	₱772,822	₱200,539	₱572,283
Cost of sales and services	(617,880)	(283,048)	(334,832)
Gross income	154,942	(82,509)	237,451
Operating expenses	(471,298)	(180,091)	(291,207)
Other income (charges) - net			
Interest expense	(277,040)	(66,736)	(210,304)
Others - net	1,926,204	20,978	1,905,226
Income before income tax	1,332,808	(308,358)	1,641,166
Income tax expense	(9,492)	–	(9,492)
Net income (loss)	1,323,316	(308,358)	₱1,631,674
Net loss from discontinued operations	–	308,358	(308,358)
Net income from continuing operations	₱1,323,316	₱–	₱1,323,316



## INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders  
Roxas and Company, Inc.  
7th Floor, Cacho-Gonzales Building  
101 Aguirre Street, Legazpi Village, Makati City

We have audited in accordance with Philippine Standards on Auditing the consolidated financial statements of Roxas and Company, Inc., and subsidiaries (the Group) as of December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, included in this Form 17-A, and have issued our report thereon dated April 13, 2026. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole, are prepared in all material respects, in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

SYCIP GORRES VELAYO & CO.

*Albert R. Bon*

Albert R. Bon  
Partner

CPA Certificate No. 0121479

Tax Identification No. 255-491-830

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

SEC Partner Accreditation No. 121479-SEC (Group A)

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

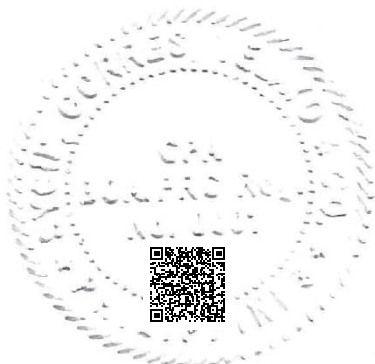
SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-135-2026, January 27, 2026, valid until January 26, 2029

PTR No. 10765020, January 2, 2026, Makati City

April 13, 2026



**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**  
**Index to Supplementary Schedules**  
**As at and For the Year Ended December 31, 2025**

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	A Financial Assets	N/A
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	D Long-term Debt	3
	E Indebtedness to Related Parties	4
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	G Capital Stock	5
Schedule II	Map Showing the Relationships Between and Among the Company and its Ultimate Parent Company, Middle Parent, Subsidiaries or Co-subsidiaries, Associates, Wherever Located or Registered	4
Schedule III	Reconciliation of Retained Earnings Available for Dividend Declaration	5

**SCHEDULE B**

**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**

**AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES,  
AND PRINCIPAL STOCKHOLDERS  
(OTHER THAN RELATED PARTIES)**

**DECEMBER 31, 2025**

*AMOUNTS IN THOUSANDS*

	Balance at beginning of year	Additions	Amounts collected	Amounts written off	Current	Noncurrent	Balance at end of year
Various employees (educational loans/ advances)	₱6,606	₱1,922	₱1,150	₱—	₱7,378	₱—	₱7,378

**SCHEDULE C**

**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**

**AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF  
FINANCIAL STATEMENTS**

**DECEMBER 31, 2025**

*AMOUNTS IN THOUSANDS*

Name and Designation of Debtor	Balance at Beginning of Year	Additions	Deductions		Current	Noncurrent	Balance at End of Year
			Amounts Collected	Amounts Written-off			
Roxas and Company, Inc.	₱154,352	₱-	₱154,352	₱-	₱-	₱-	₱-
Roxaco Land Corporation	151,080	2,022,731	-	-	2,173,811	-	2,173,811
Roxas Sigma Agriventures, Inc.	485,997	547,332	-	-	1,033,329	-	1,033,329
Roxas Green Energy Corporation	2,820	87	-	-	2,907	-	2,907
United Ventures Corporation	270	-	-	-	270	-	270
	<b>₱794,519</b>	<b>₱2,570,150</b>	<b>₱154,352</b>	<b>₱-</b>	<b>₱3,210,317</b>	<b>₱-</b>	<b>₱3,210,317</b>

## SCHEDULE D

### ROXAS AND COMPANY, INC. AND SUBSIDIARIES

#### LONG-TERM DEBT DECEMBER 31, 2025 AMOUNTS IN THOUSANDS

<b>Title of Issue and Type of Obligation</b>	<b>Amount Authorized by Indenture</b>	<b>Amount Shown Under Caption "Current portion of long- term debt" in Related Balance Sheet</b>	<b>Amount Shown Under Caption "Long-term debt" in Related Balance Sheet</b>
Amalgamated Investment Bancorporation (AIB)	₱314,486	₱124,967	₱189,519
Security Bank Corporation (SBC)	364,249	62,857	301,392
China Banking Corporation (CBC)	152,551	26,531	126,020
Asia United Bank (AUB)	167,292	60,833	106,459
East West Banking Corp. (EWB)	3,478	997	2,481

**SCHEDULE E**

**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**

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**INDEBTEDNESS TO RELATED PARTIES (LONG-TERM LOANS FROM RELATED COMPANIES)**

**DECEMBER 31, 2025**

*AMOUNTS IN THOUSANDS*

<b>Name of Affiliates</b>	<b>Beginning Balance</b>	<b>Ending Balance</b>
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## SCHEDULE F

### ROXAS AND COMPANY, INC. AND SUBSIDIARIES

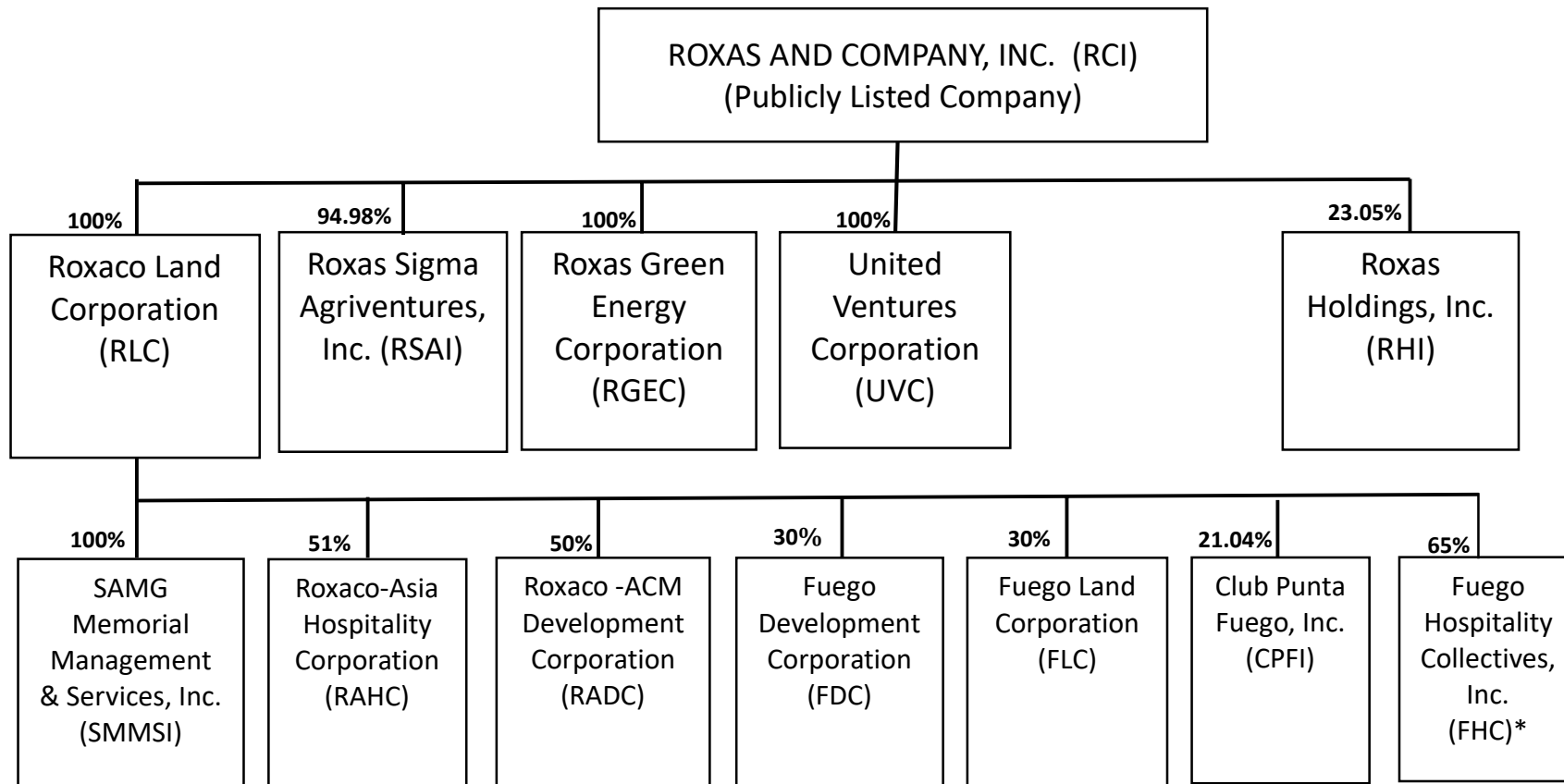
#### CAPITAL STOCK DECEMBER 31, 2025 AMOUNTS IN THOUSANDS

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related consolidated statement of financial position caption	Number of shares reserved for options, warrants, conversion, and other rights	Number of shares held by related parties	Directors and officers	Others
Common stock - "Class A" at ₱1 par value	3,375,000,000	2,804,237,369	–	1,293,361,488	429,323,011	1,081,552,870
Preferred stock at ₱1 par value	1,000,000,000	–	–	–	–	–

**SCHEDULE II**  
**ROXAS AND COMPANY, INC., AND SUBSIDIARIES**

**MAP SHOWING THE RELATIONSHIPS BETWEEN AND AMONG THE COMPANY AND ITS ULTIMATE PARENT COMPANY, MIDDLE PARENT, SUBSIDIARIES OR CO-SUBSIDIARIES, ASSOCIATES, WHEREVER LOCATED OR REGISTERED**

**DECEMBER 31, 2025**



*\*Incorporated in 2025*

**SCHEDULE III**  
**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**  


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**RECONCILIATION OF RETAINED EARNINGS AVAILABLE**  
**FOR DIVIDEND DECLARATION**  
**FOR THE YEAR ENDED DECEMBER 31, 2025**  
**IN THOUSANDS**

		<b>Unappropriated Retained earnings (deficit), beginning of reporting period</b>		<b>(₱609,065)</b>
<b>Add:</b>	<b>Category A:</b>	<b>Items that are directly credited to Unappropriated Retained Earnings</b>		
		Reversal of Retained Earnings Appropriation/s	—	
		Effect of restatements or prior-year adjustments	—	
		Others (describe nature)	—	—
			<hr/>	
<b>Less:</b>	<b>Category B:</b>	<b>Items that are directly debited to Unappropriated Retained Earnings</b>		
		Dividend declaration during the reporting period	—	
		Retained Earnings appropriated during the reporting period	—	
		Effect of restatements or prior-year adjustments	—	
		Others (describe nature)	—	—
			<hr/>	
		<b>Unappropriated Retained Earnings, as adjusted</b>		<b>(609,065)</b>
<b>Add/Less:</b>		<b>Net Income (Loss) for the current year</b>		<b>715,730</b>
<b>Less:</b>	<b>Category C.1:</b>	<b>Unrealized income recognized in the profit or loss during the reporting period (net of tax)</b>		
		Equity in net income of associate/joint venture, net of dividends declared	—	
		Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	—	
		Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—	
		Unrealized fair value gain of Investment Property	(1,363,383)	
		Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	—	
			<hr/>	
		<i>Sub-total</i>		<b>(1,363,383)</b>
<b>Add:</b>	<b>Category C.2:</b>	<b>Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)</b>		
		Realized foreign exchange gain, except those attributable to cash and cash equivalents	—	
		Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—	
		Realized fair value gain of Investment Property	9,397,573	
		Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	—	
			<hr/>	
		<i>Sub-total</i>		<b>9,397,573</b>

(Forward)

<b>Add:</b>	<b>Category C.3:</b>	<b>Unrealized income recognized in the profit or loss in prior periods but reversed in the current reporting period (net of tax)</b>	
		Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	₱-
		Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-
		Reversal of previously recorded fair value gain of Investment Property	-
		Reversal of previously recorded other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	-
		<i>Sub-total</i>	-
		<b>Adjusted Net Income (Loss)</b>	<b>8,749,920</b>
<b>Add:</b>	<b>Category D:</b>	<b>Non-actual losses recognized in profit or loss during the reporting period (net of tax)</b>	
		Depreciation on revaluation increment (after tax)	-
		<i>Sub-total</i>	-
<b>Add/ (Less)</b>	<b>Category E:</b>	<b>Adjustments related to relief granted by the SEC and BSP</b>	
		Amortization of the effect of reporting relief	-
		Total amount of reporting relief granted during the year	-
		Others (describe nature)	-
		<i>Sub-total</i>	-
<b>Add/ (Less)</b>	<b>Category F:</b>	<b>Other items that should be excluded from the determination of the amount of available for dividends distribution</b>	
		Net movement of treasury shares (except for reacquisition of redeemable shares)	(908)
		Net movement of deferred tax asset not considered in the reconciling items under the previous categories	-
		Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g. set up of right of use asset and lease liability, set up of asset and asset retirement obligation, and set up of service concession asset and concession payable	-
		Adjustment due to deviation from PFRS/GAAP - gain (loss)	-
		Others (describe nature)	-
		<i>Sub-total</i>	<b>(908)</b>
		<b>Total Retained Earnings, end of reporting period available for dividend*</b>	<b>₱8,139,947</b>

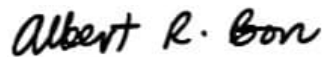
\*As disclosed in Note 20 of the consolidated financial statements, the amount of the retained earnings available for dividend declaration is subject to contractual restrictions under the loan agreement.

## **INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS**

The Board of Directors and Stockholders  
Roxas and Company, Inc.  
7th Floor, Cacho-Gonzales Building  
101 Aguirre Street, Legazpi Village, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Roxas and Company, Inc., and subsidiaries (the Group) as of December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated April 13, 2026. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule of Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the SEC and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as of December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.



Albert R. Bon  
Partner

CPA Certificate No. 0121479

Tax Identification No. 255-491-830

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

SEC Partner Accreditation No. 121479-SEC (Group A)

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

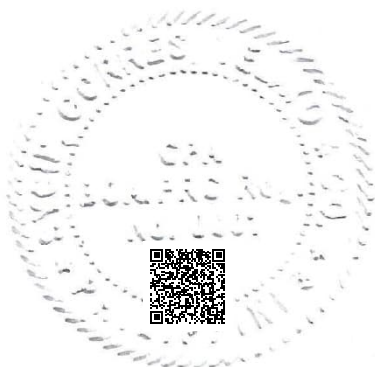
SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001998-135-2026, January 27, 2026, valid until January 26, 2029

PTR No. 10765020, January 2, 2026, Makati City

April 13, 2026



**ROXAS AND COMPANY, INC. AND SUBSIDIARIES****SUPPLEMENTARY SCHEDULE ON FINANCIAL SOUNDNESS INDICATORS  
DECEMBER 31, 2025**

		<b>December 31, 2025</b>	<b>December 31, 2024</b>
<b>Ratio</b>	<b>Formula</b>		
Current ratio	$\frac{\text{Total current assets}}{\text{Total current liabilities}}$	<b>1.71:1</b>	0.28:1
<b>Solvency ratio</b>			
Debt to equity ratio	$\frac{\text{Total liabilities}}{\text{Total equity}}$	<b>0.32:1</b>	0.43:1
<b>Asset to Equity ratio</b>	$\frac{\text{Total assets}}{\text{Total equity}}$	<b>1.32:1</b>	1.43:1
<b>Interest Rate Coverage ratio</b>	$\frac{\text{Net income (loss)} + \text{depreciation expense} + \text{Interest expense}}{\text{Interest expense}}$	<b>5.67:1</b>	46.00:1
<b>Profitability ratios</b>			
Return on Assets	$\frac{\text{Net income (loss)}}{\text{Total assets}}$	<b>3.17%</b>	40.02%
Return on Equity	$\frac{\text{Net income (loss)}}{\text{Total equity}}$	<b>4.18%</b>	57.20%

**ROXAS AND COMPANY, INC. AND SUBSIDIARIES**  
**SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR**  
**FEE-RELATED INFORMATION**  
**DECEMBER 31, 2025 AND 2024**

	2025	2024
<b>Total Audit Fees (Section 2.1a)<sup>1</sup></b>	<b>₱3,800,000</b>	<b>₱2,365,000</b>
Non-audit services fees:		
Other assurance services	–	–
Tax services	–	550,000
All other services	–	–
<b>Total Non-audit Fees (Section 2.1b)<sup>2</sup></b>	<b>–</b>	<b>550,000</b>
<b>Total Audit and Non-audit Fees</b>	<b>₱3,800,000</b>	<b>₱2,915,000</b>
<b>Audit and Non-audit fees of other related entities (Section 2.1c)<sup>3</sup></b>		
	<b>2025</b>	<b>2024</b>
Audit fees	₱–	₱–
Non-audit services fees:		
Other assurance services	–	–
Tax services	–	–
All other services	–	–
<b>Total Audit and Non-audit Fees of other related entities</b>	<b>₱–</b>	<b>₱–</b>

Notes:

1/Section 2.1a: Disclose agreed fees (excluding out of pocket expenses and VAT) with the external auditor/audit firm and its network firms (as applicable) for the audit of the covered company's stand-alone and/or consolidated financial statements and the covered company's consolidated subsidiaries' financial statements on which the external auditor/audit firm expresses an opinion. These do not include fees for special purposes audit or review of financial statements.

2/Section 2.1b: Disclose charged or billed fees (excluding out of pocket expenses and VAT) by the external auditor/audit firm or a network firm (as applicable) for non-audit services to the covered company and its related entities over which the covered company has direct or indirect control that are consolidated in the financial statements on which the external auditor/audit firm expresses an opinion. These included other assurance services such as special purpose audit or review of financial statements.

3/Section 2.1c: Disclose fees for services (excluding out of pocket expenses and VAT) charged to any related entities of the covered company over which the covered company has direct or indirect control, which are not yet disclosed in (a) or (b), such as fees for services to any unconsolidated subsidiaries that meet the consolidation exemption criteria of Philippine Financial Reporting Standard (PFRS) 10 applicable to investment entities, if the external auditor/audit firm has reason to believe that these are relevant to the evaluation of the external auditor/audit firm's independence, as communicated by the external auditor/audit firm with the covered company's, those charged with governance or equivalent (e.g. Audit Committee).



**ANNEX “C”**  
**SUSTAINABILITY REPORT**

# ROXAS AND COMPANY, INC.

<b>Company Details</b>	
Name of Organization	Roxas and Company, Inc. (RCI)
Location of Headquarters	7th Floor, Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, Makati City
Location of Operations	Makati City, Quezon City, Manila City, Nasugbu, Batangas; Tagaytay City; and Tupi, South Cotabato
Report Boundary: Legal entities (e.g. subsidiaries, affiliates, associates) included in this report*	<p>Covered in this Sustainability Report is Roxas and Company, Inc. (RCI, hereinafter referred to as the “Group”) and its subsidiaries and affiliates:</p> <p>Roxaco Land Corporation (RLC)  Roxaco-Asia Hospitality Corporation (RAHC)  Roxas Sigma Agriventures, Inc. (RSAI)  Roxas Green Energy Corporation (RGEC)</p>
Business Model, including Primary Activities, Brands, Products, and Services`	<p>RLC is the property development arm of RCI which acquires real estate for investment, development, and/or sale. The Corporation is the registered owner of hectares of land in Nasugbu, Batangas. Subsumed in the Real Estate Corporation are Anya Hospitality Group (Hospitality Solutions), Anya Resort Tagaytay (Leisure &amp; Lodging), and Roxaco-Asia Hospitality Corporation (Hotel &amp; Development Management, 49% share).</p> <p>RSAI is a wholesale producer and exporter of high-quality coconut-based products. Its portfolio is 100% natural processed coconuts, comprised of Aseptic Coconut Cream and Milk, wet Virgin Coconut Oil, and Coconut Water Concentrate. RSAI promotes organic agriculture, maintaining certified coconut farms for their product orders. Pursuant to an Asset Purchase Agreement approved by RSAI’s Board of Directors and Shareholders in October 2025, and ratified by the RCI’s Board of Directors in October 2025, RSAI ceased its plant operations effective November 28, 2025. Physical turnover of the manufacturing plant were completed on December 1, 2025.</p> <p>RGEC is the energy arm of the Corporation in Nasugbu, Batangas. Disclosures under the Environmental and Social sections are not inclusive of RGEC data as the firm has not begun commercial operations.</p>
Reporting Period	January 1 to December 31, 2025
Highest Ranking Person responsible for this report	Atty. Melchor J. Manalo

## Materiality Process

**Explain how you applied the materiality principle (or the materiality process) in identifying your material topics.**

The material topics were identified through a review of the sustainability-related topics recommended by SEC and determined which of those are deemed relevant by the Group's stakeholders and those which the Group has impact to. These were done through consultations with the Group's business units and its concerned departments.

**NOTE:** The discussion of impacts, risks, and opportunities are made per topic, instead of per metric, since the risks and opportunities apply to the topic rather than the individual metrics under one topic. This allows the Group to disclose more streamlined and focused narratives on each material topic, which would also apply to the metrics that correspond under the stated material topic.

## ECONOMIC

### Economic Performance

#### Direct Economic Value Generated and Distributed

Disclosure	Amount	Units
Direct economic value generated (revenue)	965,251	PhP Million
Direct economic value distributed:		
a. Operating costs (payments to suppliers)	1,193,546	PhP Million
b. Employee wages and benefits	151,041	PhP Million
c. Dividends given to stockholders and interest payments to loan providers	374,176	PhP Million
d. Taxes given to government	92,167	PhP Million
e. Investments to community (e.g. donations, CSR)	0.03	PhP Million

### Procurement Practices

#### Proportion of spending on local suppliers

Disclosure	Amount	Unit
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers	90	%

## Impacts & Risk; Stakeholders Affected

The economic value generated by RCI flows towards its stakeholders—employees, suppliers and service providers, shareholders, government, and host communities—who drive the success of the corporation. Through this, the Group enables its stakeholders to facilitate respective contributions to the local economy.

The main risks arising from the financial instruments are liquidity risk, interest rate risk, and credit risk. Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet maturing obligations. Credit risk is the risk that the Group will incur financial loss through default by counterparties in performing their obligations. Lastly, interest rate risk is the risk that the fair value or future cash flows on a financial instrument will fluctuate because of changes in market interest rates.

Incidences of corruption pose risks that could affect the flow of capital within the Group, depriving the rightful stakeholders. Additionally, while RCI invests in the preparedness for health-related and natural calamities, damages that may exceed the coverage of insurance or investment allocations may materially affect the financial health and operational condition. For example, the Group sustained significant losses and is still recovering from the effects of the COVID-19 pandemic in 2020.

## Management Approach to Identified Impacts and Risks

RCI is able to generate economic value through its subsidiaries' capability to attract and retain locators and tenants in its properties (RLC) as well as customers for its hotel and resorts operations (RAHC, AHG, & ART). Additionally, sales of its finished goods (RSAI) also generate revenue in the form of coconut-based products. These revenue streams are boosted by maintaining amiable business relationships within the stakeholder ecosystem, namely product distributors, suppliers, and service providers. In addition, RCI commits to fulfilling vendor accreditation criteria and ensuring on-time release of payment tranches.

The Group benchmarks itself against best practices of similar industries—ensuring that its customers receive the best value for their money. Meanwhile, the compensation packages of RCI employees are benchmarked against industry and national standards to ensure that the workforce are provided with livable wages. For suppliers and service providers, the Corporation ensures that service agreements are diligently followed by all involved parties.

Risk management is carried out by senior management under the guidance and direction of the Board of Directors of the Parent Corporation. RCI ascertains that the Board and employees are made aware of and are compliant with all related national regulations and stipulations stated in the Group's Corporate Governance Manual and Code of Business Conduct and Ethics.

## Opportunities and Management Approach

RCI seeks to continuously innovate its products and services to further establish its brand in the market. The Group intends to explore new investment and growth opportunities as well as identify potential strategic joint venture partners to secure financing strategies for future projects. Moreover, the Group also aims to enhance overall operational efficiency by improving synergies across RCI's subsidiaries.

### Climate-related risks and opportunities

RCI is in the process of understanding, identifying, and evaluating the climate-related risks and opportunities intrinsic to its businesses. RCI aims to determine how to effectively measure climate change's impact to its operations and core services.

#### Anti-corruption

##### Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of directors and management that have received anti-corruption training	0	%
Percentage of employees that have received anti-corruption training	0	%

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	0	#
Number of incidents in which employees were dismissed or disciplined for corruption	0	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	0	#

**Impacts & Risk; Stakeholders Affected**

Any form of corruption significantly affects RCI’s means to equitably deliver economic value to all its stakeholders. Corruption incidents would have an adverse impact to the Group’s brand equity, its relationship with customers, and Corporation culture.

**Management Approach to Identified Impacts and Risks**

All newly-hired employees of RCI are presented with a Corporation Policy and Procedure pertaining to Employee Conduct & Work Expectations - Conflict of Interest Policy, which states that: “The appearance of impropriety must also be avoided. Employees should not appear to be unduly influenced or corrupted by personal favors from a customer or supplier.” This policy is then acknowledged, and signed by every employee during the onboarding process.

**Opportunities and Management Approach**

RCI shall take measures to effectively evaluate its anti-corruption policies as well as benchmark and adopt local and international best practices on anti-corruption to strengthen our existing processes in preventing such occurrences.

**ENVIRONMENT**

**Resource Management**

Energy consumption within the organization

Disclosure	Quantity	Units
Energy consumption (biomass)	2,435.7	MT
Energy consumption (gasoline)	763.52	GJ
Energy consumption (LPG)	To be updated	GJ
Energy consumption (diesel)	4,544.83	Liters
Energy consumption (electricity)	6,270,272	kWh

## Impacts & Risks; Stakeholders Affected

### RLC

The Corporation's main source of energy comes from electricity consumption, mainly through a local electricity provider. The firm relies on gasoline for the vehicles used in official business and diesel for its generator sets, aimed to offset power interruptions that affect the operations of commercial establishments. However, the Corporation consumes minimal amounts of LPG for several of its kitchen, laundry, and water feature operations.

The Company's overall impact on energy consumption largely depends on the degree of energy consumption of guests, tenants, customers, and employees within its operational establishments.

### RSAI

The Firm consumes energy primarily for the sustenance of its operations and facilities. Its main source of energy is electricity, followed by diesel fuel and biomass energy respectively. Energy is integral in ensuring the Company's production year-round.

### RAHC

Electricity comprises the majority of the Company's energy consumption. This is sourced mainly through a local electricity provider. Additionally, the Company consumes a minimal amount of diesel for its usage of generator sets during cases of power outages.

## Management Approach to Identified Impacts and Risks

### RLC

RLC has various energy efficiency practices across its business units, namely: RLC Realty, ART, RAHC, and AHG.

RLC Realty ensures that the use of the vehicles for official business is efficient. It invests in energy efficient equipment to decrease electric consumption for its facilities.

ART is able to effectively monitor the performance and efficiency of its facilities through its maintenance department. The Company has an existing policy to eliminate unnecessary usage of energy by strictly mandating that lights and equipment be turned off when not in use. ART also reduces its energy consumption through the replacement of old light bulbs with more energy efficient LED lights.

AHG practices proper turning off of facilities and equipment when not in use.

### RSAI

As an alternative to fuel, the Company utilizes biomass to fuel the operations of its boiler units. Its biomass power is derived from the coconut shells generated through its operations.

### RAHC

RAHC has designated its engineering officers to implement Enercon Programs to optimize electricity usage across its different properties. These programs aim to streamline responsible usage of energy consuming appliances and facilities.

*Water consumption within the organization*

Disclosure	Quantity	Units
Water consumption	204,373.32	Cubic Meters
Water recycled and reused	0	Cubic Meters

**Impacts & Risks; Stakeholders Affected**

**RLC**

Water is consumed for commercial use across the corporation’s properties, offices, and facilities. Its tenants and employees regularly consume water for domestic activities and facility maintenance. Its water supply predominantly comes from water district utilities. The Company also sources minimal amounts of water from a deep-well for its resort operations in Tagaytay. As such, water shortages from these sources may pose substantial risks to the Company, because such disruptions could potentially impede ongoing operations.

**RSAI**

The Company considers water as a vital resource as it is used for the processing plant’s steam generation and maintenance activities. Ensuring a stable water supply is crucial in maintaining the firm’s plant operations.

**RAHC**

Water is consumed by its tenants, guests, and employees.

**Management Approach to Identified Impacts and Risks**

RCI has been regularly monitoring its water impacts (consumption and discharges) while ensuring that water use is maximized across its owned establishments and commercial properties.

**Opportunities**

**RSAI**

The Corporation has identified water efficiency opportunities to be implemented in the near future. These opportunities consist of processes such as recycling coconut water condensate and reusing water for comfort room use and sanitary activities. It is preparing a robust water recycling program to streamline its identified opportunities to implement water efficiency initiatives.

*Materials used by the organization*

Disclosure	Quantity	Units
Materials used by weight or volume	21,393	MT
<ul style="list-style-type: none"> <li>● Renewable</li> </ul>	4,920.39	MT
<ul style="list-style-type: none"> <li>● non-renewable</li> </ul>		kg/liters
Percentage of recycled input materials used to manufacture the organization’s primary products and services.	23	%

## Impacts & Risks; Stakeholders Affected

### RLC

As the real estate development arm of the group, RLC is responsible for managing real estate development projects across the Philippines. In 2025, RLC handled several construction projects, including Orchards, Landing Townhomes, San Antonio Memorial Gardens, and Montana. These projects involved the use of various construction materials by contractors, primarily steel, PVC pipes for electrical and sanitary works, tiles and cement. However, materials directly consumed by RLC for its internal operations mainly consist of office and kitchen supplies.

### RSAI

As a coconut processing company, RSAI regularly sources agricultural items for its daily production needs. Aside from its raw materials, the Corporation's top procured items are principally paper-based and polyethylene-based, used for packaging purposes.

### RAHC

As an operator of hotels, RAHC does not have materials intensive processes in its operations. Its materials procurement is mainly composed of domestic and office items used for its daily hotel operations.

## Ecosystems and Biodiversity

**NOTE:** Due to the nature of RCI's operations, this topic is not considered as material for the Group as it currently does not operate within the vicinity of locations with substantial biological diversity.

## Environmental Impact Management

### GHG emissions

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions	NA	Tonnes CO2e
Energy indirect (Scope 2) GHG Emissions	NA	Tonnes CO2e
Emissions of ozone-depleting substances (ODS)	Not Applicable	Tonnes

### Air pollutants

Disclosure	Quantity	Units
NOx	Not Applicable	Kg
Sox	Not Applicable	Kg
Persistent organic pollutants (POPs)	Not Applicable	Kg
Volatile organic compounds (VOCs)	Not Applicable	Kg
Hazardous air pollutants (HAPs)	Not Applicable	Kg
Particulate matter (PM)	Not Applicable	Kg

## Impacts & Risks; Stakeholders Affected

### RLC

The Corporation's primary sources of Scope 1 emissions come from its use of LPG, diesel, and gasoline fuel. It also consumes electricity across its different properties and facilities which contribute to Scope 2 emissions. The extent of RLC's air emissions is directly correlated to the scale of its energy

consumption, predominantly from electricity generation and fuel consumption.

**RSAI**

The Company’s primary sources of Scope 1 emissions are from its 18 TPH Biomass (Coconut shell fired) Boiler and its 1.5MVA diesel power generator. For its Scope 2 emissions, it generally consumes electricity to power its facilities.

**RAHC**

Scope 2 emissions comprise the vast majority of RAHC’s GHG emissions as its daily operations rely heavily on electricity. Its scope 1 emissions are very minimal since the Corporation’s fuel use is limited to its generator sets for emergency situations.

**Solid and Hazardous Wastes**

Solid waste

Disclosure	Quantity	Units
Total solid waste generated	261,199.46	Kg
Reusable	0	Kg
Recyclable	46,468.64	Kg
Composted	132,883.10	Kg
Incinerated	0	Kg
Residuals/Landfilled	34,957.72	Kg

Hazardous waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated	2,252.35	Kg
Total weight of hazardous waste transported	1,898.70	Kg

Effluents

Disclosure	Quantity	Units
Average water discharge rate	110.447	Cubic meters/day
Total volume water discharge	39,709.99	cubic meters
Percent of wastewater recycled	0	%

*\*Scope is limited to RSAI’s operations*

**Impacts & Risks; Stakeholders Affected**

**RLC**

Solid waste is generated as a byproduct of the operations across RLC’s various subdivisions and projects. The waste produced within the Company’s scope primarily consists of domestic waste originating from the subdivisions, project sites, and the Nasugbu office. All generated waste is regularly collected and managed by the Local Government Unit LGU).

**RSAI**

In 2025, RSAI generated a monthly average of 1.36 metric tons of solid waste resulting from its manufacturing activities.

**RAHC**

The Company's generated waste is primarily domestic waste from tenants, guests, and employees' activities across its different properties.

### Management Approach to Identified Impacts and Risks

**ART**

The Company operates a Materials Recovery Facility to responsibly store its solid waste before handing them over to certified waste disposal haulers for proper segregation. Furthermore, ART manages a Hazardous Waste Storage Facility where all hazardous wastes are properly labeled and temporarily stored. The resort has a schedule for proper disposal of hazardous waste, which is conducted by a DENR Certified Transporter and Treater.

To ensure that the Company's activities on handling, storing, and disposing of waste is documented and compliant with pertinent laws, the Pollution Control Officer prepares quarterly Self Monitoring Reports (SMR) and semi-annual Compliance Monitoring Reports (CMR) which are submitted to the Department of Environment and Natural Resources (DENR).

**RAHC**

Proper segregation is aligned with city ordinances on waste collection. Hazardous waste is also properly stored before being turned over to certified waste disposal haulers.

**AHG**

Proper segregation is aligned with city ordinances on waste collection.

#### *Environmental compliance*

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	1,460,000	PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	0	#
No. of cases resolved through dispute resolution mechanism	0	#

### Impacts & Risks; Stakeholders Affected

The Group's business units are subject to local and national regulations and policies pertaining to environmental protection. It recognizes the compliance requirements which LGUs and DENR-EMB have on the respective parts of its business. The Group also acknowledges the risks that non-compliance of regulations pose to the continuity of its operations.

### Management Approach to Identified Impacts and Risks

The Group has set in place governance measures and working teams who are responsible for ensuring that each of its operating assets are in full compliance with all relevant local and national environmental regulations.

## RSAI

Management has engaged a third-party laboratory provider, duly accredited by the DENR, to ensure continuous compliance with the required standards of the DENR for WWTP operations.

## SOCIAL

### Employee Management

#### *Employee Hiring and Benefits*

##### Employee data

Disclosure	Quantity	Units
Total number of employees	232	#
a. Number of female employees	114	#
b. Number of male employees	118	#
Attrition rate	53.55%	Rate
Ratio of minimum wage employees to total work force	7:232	ratio

##### Diversity and Equal Opportunity

Disclosure	Quantity	Units
% of female workers in the workforce	51%	%
% of male workers in the workforce	49%	%
Number of employees from indigenous communities and/or vulnerable sectors*	11	#

\* Inclusive of PWDs, people of retirement age, and solo parents.

### Impacts & Risk; Stakeholders Affected

RCI offers competitive compensation and benefits packages that attract a diverse pool of talent—ranging from seasoned professionals to fresh graduates across various industries. The Company consistently ensures compliance with minimum wage regulations in all regions where it operates, underscoring its commitment to fair and lawful labor practices.

RCI's operations also generate meaningful economic value in the communities where its businesses are located. During the reporting period, the Company created 108 new jobs through its core operations, contributing to local employment opportunities and supporting community development.

The Company likewise maintains a healthy gender balance within its workforce, with 51% male and 49% female representation. RCI upholds a strict non-discriminatory hiring policy, welcoming candidates regardless of age, gender, or physical disability, and reinforcing an inclusive and equitable workplace environment.

Maintaining compliance with labor regulations—as well as promoting diversity and inclusion—remains a fundamental component of RCI's risk management approach. The Company also recognizes the importance of closely monitoring market trends and economic shifts to effectively mitigate potential impacts on its workforce and surrounding communities. By proactively addressing these factors, RCI strengthens its standing as a responsible corporate citizen and supports the long-term sustainability of its operations.

## Management Approach to Identified Impacts and Risks

RCI has implemented a variety of support programs to strengthen employee engagement and maintain competitiveness in a dynamic business environment. These initiatives include a Financial Assistance Plan, which provides timely support to employees experiencing financial difficulties, as well as a performance recognition and rewards system that acknowledges exceptional contributions and motivates employees to consistently pursue excellence.

Recognizing the evolving needs of its workforce, RCI also offers early retirement benefits for eligible employees, enabling smoother career transitions and supporting long-term workforce planning objectives.

By proactively addressing employee needs and designing targeted support programs, RCI not only enhances organizational resilience but also fosters a culture of engagement, loyalty, and mutual trust. This approach contributes to stronger business performance and reinforces a sustainable, thriving organizational ecosystem positioned for long-term success.

## Opportunities and Management Approach

As RCI continues to navigate evolving market and operational conditions, management recognizes the need for an agile and forward-looking approach to strategy development. This ensures that both employees and business operations remain protected from potential economic and social impacts. To achieve this, the strategic planning team develops short-, mid-, and long-term plans that proactively address industry shifts and fluctuations.

Adopting an agile planning model enables management to respond quickly to emerging challenges, seize new opportunities, and mitigate risks before they escalate. By integrating multiple planning horizons, the organization is able to balance immediate operational priorities with its long-term sustainability objectives.

Moreover, fostering strong collaboration and open communication across all levels of the organization strengthens alignment toward common goals. This collective focus enhances resilience, adaptability, and the organization's overall ability to thrive amidst uncertainty.

### Employee training and development

Disclosure	Quantity	Units
Total training hours provided to employees	8,401	hours
a. Female employees	3,049	hours
b. Male employees	5,352	hours
Average training hours provided to employees	35.15	hours
a. Female employees	27.97	Hours / employee
b. Male employees	41.17	Hours / employee

## **Impacts & Risk; Stakeholders Affected**

Recognizing the critical role of capability building in driving both individual and organizational success, RCI places strong emphasis on equipping its employees with the skills needed to deliver exceptional service. In line with this commitment, the Company continues to invest significantly in training and development programs designed to strengthen customer service excellence, enhance product knowledge, and build leadership capabilities.

Over the past fiscal year, RCI dedicated an average of 35.15 training hours per employee, reflecting a deliberate and strategic focus on continuous learning. This level of investment highlights the Company's proactive approach to cultivating talent and supporting long-term employee development.

Under the leadership of the Human Resources Department, a total of 8,401 hours were devoted to upskilling the workforce. This collective effort demonstrates RCI's unwavering commitment to building a highly capable and future-ready organization—one equipped to consistently deliver excellence across all areas of its operations.

## **Management Approach to Identified Impacts and Risks**

Given the rapid pace of change in the industry, the workforce requires specialized training to effectively apply new knowledge and best practices. To address this, RCI provides a combination of in-house learning programs and externally facilitated training sessions. The Company also maintains active coordination with various government agencies and institutions—such as the Department of Tourism—to ensure employees have access to relevant development opportunities.

In 2025, employees participated in and hosted several learning sessions, including The Filipino Brand of Service, Data Privacy Awareness, Basic First Aid Training, Customer Service Training, Nested Why, Basic Leadership Skills, Microsoft Excel workshops, and seminars on PAG-IBIG programs.

RCI also proactively conducts regular alignment activities to assess training needs. These include evaluating the current skills inventory, identifying competency gaps, and mapping these against functional requirements and evolving customer expectations. Based on this assessment, targeted programs are designed and delivered either by internal subject-matter experts or in partnership with qualified external trainers.

Through these initiatives, employees are given opportunities for both professional and personal growth. This enables them to contribute more meaningfully to the Company's objectives while gaining a deeper sense of fulfillment in their roles.

## **Opportunities and Management Approach**

Amidst an increasingly dynamic global business environment, RCI recognizes the opportunity to strategically reinvest in training and development initiatives. This proactive approach is designed to future-proof the Company's social capital by aligning its workforce capabilities with emerging trends and evolving dynamics across the tourism, agriculture, and real estate industries.

Understanding the impending shifts in value chains within these sectors is essential. For example, the real estate industry is undergoing a significant transformation, driven by changing consumer preferences in property development and management. Likewise, continuous innovation in lifestyle and travel patterns—particularly within the tourism sector—underscores the importance of adaptability, foresight, and enhanced service capabilities.

Given these wide-ranging impacts, a comprehensive review of existing strategies, forecasts, and talent requirements is necessary. RCI is well-positioned to capitalize on these developments by placing training and performance enhancement at the core of its operational strategy.

However, the implementation team must exercise diligence in defining appropriate performance indicators to ensure that newly acquired skills are applied effectively and deliver measurable results. By aligning training priorities with industry shifts and emerging opportunities, RCI can stay ahead of market changes while cultivating a culture of agility, innovation, and continuous improvement across the organization.

Labor-management relations

**NOTE:** This topic is not considered material for the Group as it currently does not have labor unions across its subsidiaries.

**Workplace Conditions, Labor Standards, and Human Rights**

Occupational Health and Safety

Disclosure	Quantity	Units
Safe Man-Hours	515,200	Man-hours
No. of work-related injuries	1	#
No. of work-related fatalities	0	#
No. of work-related ill-health	0	#
No. of safety drills	3	#

\*Note: The No. of work-related injuries are minor injuries that do not cause lost manhours.

**Impacts & Risk; Stakeholders Affected**

In the reporting period, RCI achieved 515,200 safe man-hours across its operations, reflecting a strong commitment to maintaining a secure work environment. The company recorded 1 minor work-related injuries, none of which resulted in lost man-hours, alongside zero work-related fatalities and zero cases of work-related ill-health. To reinforce preparedness, RCI conducted 3 safety drills, ensuring employees are equipped to respond effectively to potential emergencies.

The employees of RCI’s business units are exposed to various health and safety risks due to the nature of their operations. For RLC and RAHC, the majority of the headcount comes from the local labor force, which poses an evident risk in the form of a large dependency on the general health and wellness of the areas in which these employees are located.

**Management Approach to Identified Impacts and Risks**

RCI’s team of professionals is committed to ensuring that hazards and risks are recognized and identified in order to guide and direct employees to work safely, thereby preventing injuries and

other issues in the workplace. This is conducted by ensuring that Occupational Safety and Health (OSH) standards are observed and government requirements concerning health and safety are consistently met. As an example, RAHC and RLC mandate their employees to undergo an 8-hour OSH training during onboarding, which is conducted by an in-house Safety and Security Manager.

In the event of work-related accidents, RCI ensures that all identified safety hazards are reported to management.

The Group is also active in participating with the local government initiatives on health and safety, such as joining community-initiated fire and earthquake drills.

## Opportunities and Management Approach

RCI places employee safety and well-being at the core of its operations through a proactive risk management strategy. By adhering to Occupational Safety and Health (OSH) standards and complying with government regulations, the company ensures a safe workplace.

Additionally, RCI supports preventive healthcare by offering comprehensive Annual Physical Exams and access to Health Maintenance Organizations (HMOs). These initiatives enable employees to seek medical consultations without financial burden, fostering early detection and timely care. The company also collaborates with local government programs, participating in community-led fire and earthquake drills to enhance preparedness and resilience.

Through these efforts, RCI cultivates a culture of safety, health, and resilience across its operations, prioritizing the well-being of its workforce.

### Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor	0	#

*Do you have policies that explicitly disallow violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?*

Topic	Y/N	If Yes, cite reference in the company policy
Forced labor	N	
Child labor	N	
Human Rights	Y	From RCI's Code of Business Ethics (COBE): Section on Harassment and Bullying under Rules and Regulations of Code of Conduct

## Impacts & Risk; Stakeholders Affected

Violations of labor laws or human rights, such as forced labor, child labor, or workplace harassment, contravene government regulations and can damage RCI's reputation. Negative public perception stemming from such incidents could erode brand equity and customer loyalty, affecting all RCI subsidiaries—RAHC, RAI, RLC, and beyond. Employees, as primary stakeholders,

rely on RCI’s steadfast commitment to a fair and respectful workplace, making diligent management of these risks a top priority.

### Management Approach to Identified Impacts and Risks

RCI ensures that its businesses are compliant with and operate only within the boundaries and standards stipulated in regulations provided by both the national and local governments. RCI has a Code of Business Ethics, which is communicated to employees during onboarding to make them aware of their rights as employees. This process aims to prevent RCI’s operations from incidents of labor law violations and abuse of human rights.

### Opportunities and Management Approach

The Group will be benchmarking best business practices in disallowing forced labor, child labor, and protecting human rights to further strengthen RCI’s labor-related policies. RCI will review its operations and assess where these violations are prone to happen, and identify how to mitigate occurrences of the same.

## Supply Chain Management

*Do you consider the following sustainability topics when accrediting suppliers?*

Topic	Y/N	If Yes, cite reference in the supplier policy
Environmental performance	Y	This topic is explicitly stated in Section 4 of FM-PUR-02 – Supplier’s Pre-Qualification Form
Forced labor	Y	This topic is explicitly stated in Section 4 of FM-PUR-02 – Supplier’s Pre-Qualification Form
Child labor	Y	This topic is explicitly stated in Section 4 of FM-PUR-02 – Supplier’s Pre-Qualification Form
Human rights	Y	This topic is explicitly stated in Section 4 of FM-PUR-02 – Supplier’s Pre-Qualification Form
Bribery and corruption	Y	This topic is explicitly stated in Section 4 of FM-PUR-02 – Supplier’s Pre-Qualification Form

### Impacts & Risk; Stakeholders Affected

The Group ensures that they will not be involved or exposed to various human rights risks and environmental risks within its supply chain giving importance on the sustainability topics when accrediting and screening suppliers and by documenting these criteria in the Purchasing Policy and Guidelines to ensure consistent implementation.

### Management Approach to Identified Impacts and Risks

RCI conducts regular assessments of suppliers’ performance—ensuring their compliance with all labor-related laws and regulations. Suppliers are flagged should any notable actions be discovered during the review.

## Opportunities and Management Approach

RCI is considering the ESG criteria (e.g. suppliers' social and governance performance) in its supplier accreditation process. A revision of the existing Purchasing Policy will be done, if needed to document any change or inclusion for consistent implementation.

### Relationship with Community

#### Significant Impacts on Local Communities

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community
<b>RLC - Residential/housing projects</b> 1. Landing Townhomes and Shophouses 2. Montana @ Hacienda Palico 3. Orchards @ Balayan	Nasugbu and Balayan, Batangas	Not Applicable	N	Right to Housing; Local employment
<b>RLC - Memorial Project (San Antonio Memorial Gardens)</b>	Nasugbu, Batangas	Not Applicable	N	Right to Burial
<b>RSAI - Coconut harvesting and Processing plant operations</b>	Tupi, Cotabato	Not Applicable	N	Pleasant smell and minimal noise within plant proximity; Local employment

## Impacts & Risk; Stakeholders Affected

Through RLC's housing projects, the developer is able to provide a nurturing community to families that could help elevate their lifestyles and boost the local economy. Furthermore, they are able to provide decent jobs for the local community through construction and maintenance of these projects.

For its memorial park, it gives families a serene space where loved ones are always remembered in an atmosphere of togetherness.

Meanwhile, RSAI's business operations that are tied with the communities are coconut harvesting, technical support to organic coconuts farming, and its processing plant. The business relies heavily on the produce of local farms for the procurement of its raw materials. As such, they are strategically placed within the vicinity of numerous coconut farms, which it can potentially partner with. Additionally, the Company's operations are mostly carried out by local workers, enabling them to provide livelihood opportunities for its provincial location as well.

Furthermore, the processing plant’s processes may generate loud noise and pungent smells in the surrounding areas, resulting in disruption of BAUs of other adjacent establishments. However, as stated elsewhere in this Report, RSAI, pursuant to an Asset Purchase Agreement, has ceased its plant operations and has completed the turnover of its manufacturing plant to its purchaser on November 28, 2025 and December 1, 2025, respectively.

### Management Approach to Identified Impacts and Risks

The business operations of RCI’s subsidiaries are placed across Makati City, Quezon City, Manila City, Tagaytay City, Batangas and South Cotabato. The Group ensures that it employs people from the host community to provide decent work and improve the local economy.

To prevent adverse social and environmental impacts to the host communities, the Group ensures that periodic consultations are done with the concerned LGUs and civil society organizations before and during project operations. This helps in identifying the pain points as well as finding ways on how to address them. Through this, the Group aims to establish good relationships at all times with the local community.

For RCI’s construction projects, the pool of partners consists of a select set of contractors who are proven reliable to complete projects within the expected period of time.

Meanwhile, RSAI, through its Trade Fair and Organic Certification arrangements with its partner farmers, ensures equitable and transparent business partnerships with them. RSAI assists those farmers to increase coconut yield and improve their land fertility through employing organic, environment-friendly practices and new technologies and conducting training programs. In addition, the Company also partners with nearby schools for its immersion and OJT programs, which provides students with insights on the work opportunities in the food sector. However,

### Opportunities and Management Approach

RCI is continually exploring opportunities in partnering with the local organizations and private companies which would help in community capacity building and improving social welfare of the host communities. As an example, RLC is exploring joint venture projects with other developers and/or contractors. Through this, more housing units will be made available in the locality. RAHC and RSAI will be working closely with the LGUs in identifying key opportunity areas where these business units may contribute the most.

## Customer Management

### Customer Satisfaction

Disclosure	Company	Score	Did a third party conduct the customer satisfaction study (Y/N)?
		(Overall) – 77%	N

Customer satisfaction	RAHC ***	(GO Hotel North Edsa) – 83%	N
		(GO Hotel Timog) – 74%	N
		(GO Hotel Ermita) – 75%	N
		(GO Hotel Manila Airport Rd.) – 74%	N
	ART	94.10%	N
	AHG *	Not Applicable	N/A
	RLC **	Not Applicable	N/A
RSAI	Not Applicable	N/A	

**NOTES:**

\* Currently, there is no feedback system yet for AHG. As a hospitality consultancy and management group, AHG rarely receives feedback in writings or score ratings. AHG performance is currently based on the profitability and efficiency of managed properties. Concerns / comments are raised verbally. In the event that hotel owners are not satisfied with AHG's service, management contracts may not be renewed.

\*\* The need for a third party to conduct customer satisfaction in the realty business is not yet being considered. Internally, customer satisfaction is gauged primarily through feedback, sales performance, and reorders.

\*\*\* Due to the pandemic, Go Hotels have operated mainly as quarantine facilities. Because of this, there has been no online reviews for the majority of the year except for a handful that were posted prior to the declaration of ECQ. These handful reviews do not reflect the overall operations as it is just a small percentage of the total number of guests accommodated in 2020.

Guest surveys were also not collected directly from the guests to comply with the IATF ruling of minimal contact. These would also not be able to reflect the service of the hotels as the guests would have minimal to zero contact with the staff during their quarantine.

### Impacts & Risk; Stakeholders Affected

Customer feedback serves as the gauge by which RCI determines how effective the group's products and services are in terms of delivering a premier customer experience (CX). Scores can be viewed as a representation of customer sentiment and leveraged on as a key channel to draw out insights from. Utilized well, the scores safeguards the company from failure to engage with its customers effectively.

At present, two hospitality developments (RAHC and ART) have existing mechanisms to measure CX, the former subscribing to a net promoter score (0-10) system and the latter ascribing to a the more conventional Customer Satisfaction Score (0-100%). In addition, other engagement channels like emails, phone numbers (mobile or landline), social media, SMS, were communicated to the customers should they have any concerns

Both scores are essential to monitor as negligence risks loss of customer trust and bad public reviews, which negatively impacts brand equity.

### Management Approach to Identified Impacts and Risks

The Customer Care Department, guided by its policy on Handling Customer Feedbacks, endeavors to ensure that all feedbacks are addressed properly in consultation with the management. The aggregated feedback is then integrated into training and employee development plans. Guest experiences, in the form of reviews, are used as references in workshops to address and improve experience.

Also, regular reviews of policies and procedures are conducted periodically and these are amended as necessary.

## Opportunities and Management Approach

Opportunities present themselves in two fronts. The first is in furthering customer personalization. The prominent consumer behavior of the rising generation is authenticity. This entails that it would be essential for both RAHC and ART to craft their brands and customer journeys towards a highly personal experience. Secondly, reinforcing the first, the opportunity to digitize will drive growth and improvement in marketing and core services with the implementation of digital solutions to strengthen RCI's position. Such programs could range from developing an omni-channel approach to adapting a cloud-based Customer Relationship Management platform

### Health and Safety

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	0	#
No. of complaints addressed	0	#

## Impacts & Risk; Stakeholders Affected

As a business that provides tangible assets as a form of product and service delivery, RCI aims for its customers to have an enjoyable experience when availing its products and services.

When receiving customer complaints regarding health and safety, it is essential that these are handled properly due to the large impact on customer loyalty. Mishandling of complaints also pose reputational risk—dissatisfied customers may share their unfortunate experience with their networks, resulting in less patrons and repeat customers.

## Management Approach to Identified Impacts and Risks

RCI upholds its products and services' safety of use in the highest regard. The Group established proper quality assurance protocols which seek to communicate its standards on health and safety from inbound logistics to product and service delivery. Furthermore, RCI ensures that its communication channels are open for complaints on products or services' health and safety. All filed complaints are coursed through the proper channel and delegated to their concerned departments.

## Opportunities and Management Approach

Due to the COVID-19 pandemic, RCI continues to place higher regard for the cleanliness and safety of products and services. This also provides RCI an opportunity to update its health and safety management systems through third-party audits and certifications.

### Marketing and labelling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and Labelling	0	#
No. of complaints addressed	0	#

### Impacts & Risk; Stakeholders Affected

The Group exposes itself to brand and reputational risk should there be proven misrepresentation on RCI's products and services. Mislabeled communication materials to RCI's customers may result in their disappointment when expectations on the brand are not met. Given the current digital age, there is ease also in spreading misinformation to people's networks. Hence, RCI shall be wary of all the advertisements and promotional materials that are being communicated to its customers.

### Management Approach to Identified Impacts and Risks

It is RCI's due diligence to provide true and accurate information at all times. To support this, there are dedicated Marketing units who have been tasked to ensure that only correct marketing media will be used for the promotion of the projects through authentic RCI channels. This is done through regular conduct of reviews on RCI's product and service portfolio.

Furthermore, relationship managers are tasked to be transparent to potential clients on the Group's products and services to avoid setting unsuitable expectations from them.

### Opportunities and Management Approach

The Group considers all feedback as an opportunity for improvement. Should the need arise, the Group shall engage the services of marketing and product design consultants to boost its marketing and advertising strategies.

#### Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy	0	#
No. of complaints addressed	0	#
No. of customers, users and account holders whose information is used for secondary purposes	0	#

#### Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	0	#

### Impacts & Risk; Stakeholders Affected

As part of ensuring operational excellence to deliver customer delight, collection of Personal Identity Information (PII) is fundamental. RCI primarily collects PII values such as names, dates of birth, addresses, ID information, contact numbers, credit card numbers, corporate Tax Identification Number (TIN), personal food preferences for Food & Beverage (F&B) services, and other health-related information among others. The PII information allows the operations team to consider and assess customer needs and preferences to give a top-of-class experience and provide relevant services and products.

## **Management Approach to Identified Impacts and Risks**

In consideration of the synergy between customer PII data and organizational proprietary data, the Corporation decided to protect privacy by storing data in a password encrypted property management system. The system is sourced from an external provider, where RCI has entered into a user data agreement with affiliates such as Review Pro, SABA, Global Payments, INFOR, and Rate Gain to build layers of protection.

Furthermore, RCI complies with the Data Privacy Act of 2012 by gathering the consent of customers at the point of data collection and augments their protection by having a social media and data handling agreement signed by employees which clearly stipulates the scope of what they can and cannot do with data that customers and guests entrusted RCI with. Moreover, cybersecurity measures comprising equipment and processes have been set in place to tighten security, some of which are dual firewalls for work tools and routers; network isolation for guests and employees; and CCTV and telephone lines using VLAN. The company strictly implements policy on internet usage and other applications, to reduce risks and prevent breaches while providing the appropriate training of responsible usage.

Other noteworthy actions are as follows: (1) for credit card information handling, only the last 4 digits are kept visible in the system and the rest are masked to secure the data; (2) for proprietary information handling, most USB ports have been disengaged - especially at the Front Desk so as to keep any virus from being transferred and to protect the unauthorized sharing of confidential information; (3) Firewall licenses are being monitored regularly; (4) CCTV cameras are installed; and (5) internet access restrictions are found on most of the working tools of RCI employees.

## **Opportunities and Management Approach**

As narrated in the Management Approach, RCI already holds a competent and comprehensive structure in data handling and management. Opportunities present themselves in the form of augmenting cybersecurity by the installation of firewalls and a data on-site/ cloud-based data servers for file and data protection; more data-related training across the employees of different subsidiaries on responsible use of work tools and the corporate network; and a regular process review to ensure modernization, reducing legacy systems, which are more prone to hacks and numerous malicious attempts.

## UN SUSTAINABLE DEVELOPMENT GOALS

### Product or Service Contribution to UN SDGs

Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact
<p><b>All Subsidiaries -</b> Human capital plays an integral role in delivering the RCI's key products and services. Thus, acquiring and retaining its talent pool goes hand in hand with the Group's ability to sustain and grow its businesses.</p>	<p><b>SDG Contribution:</b></p> <p><u>Goal 5 - Gender Equality</u></p> <p>The Group currently employs almost 50-50 male to female ratio for its workforce. RCI does not show discrimination against women and vulnerable groups in its hiring process as well as in the workplace.</p> <p><u>Goal 8 - Decent Work and Economic Growth</u></p> <p>The Group's ability to provide employment opportunities through its different business units contributes to local economic development. The Group currently employs 381 workers across its subsidiaries, providing decent work in the local regions where it operates.</p>	<p>Unequal pay and poor labor conditions; unheard employee grievances</p>	<p>Complaints are managed by the manager-in-charge and then to the HR. The HR Team then delegates the complaint to the right department to address the issue.</p>

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) S.S

**TREASURER'S CERTIFICATION**

I, **ROSSWELL C. DELOS REYES**, of legal age, Filipino and with office address at 7<sup>th</sup> Floor Cacho-Gonzales Building, 101 Aguirre St. Legaspi Village, Makati City, after being sworn in accordance with law, hereby certify that:


1. I am the Group Chief Finance Officer of **Roxas and Company, Inc. and Subsidiaries**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines under SEC Registration No. PW00000834, with principal office address at 7<sup>th</sup> Floor Cacho-Gonzales Building, 101 Aguirre St. Legaspi Village, Makati City.
2. The consolidated audited financial statements in general form financial statements of the Group ("GFFS") soft copy submitted contains the exact data stated in the hard copies of the consolidated audited financial statements of the Group.
3. I am executing this certification to attest to the truth of the foregoing and in compliance with the reportorial requirements of the SEC.

WITNESS MY HAND on this \_\_\_\_\_ day of APR 14 2026 2026 at Makati City.

  
**ROSSWELL C. DELOS REYES**  
AFFIANT

SUBSCRIBED AND SWORN before me on this \_\_\_\_\_ day of APR 14 2026 2026 by affiant who exhibited to me his valid Philippine Passport No. P3919224C.

Doc. No. 273  
Page No. 56  
Book No. 2411  
Series of 2026

  
**ATTY. RENE MA. M. VILLA**  
Notary Public of Makati City  
Appointment No. M-110  
(Ren) (2025 - 2026)  
Until December 31, 2026  
PTR No. 10766722; 01-09-2026; Makati City  
IBP Lifetime No. 013599; 12-27-2013; I.C.  
Roll No. 37226  
MCLE Compliance No. VII-0012754; 08-27-2024  
Ground Floor, Makati Terraces Condominium  
3650 Davila St., Tejeros, Makati City

SEC Registration Number

P W - 0 0 0 0 0 8 3 4

Company Name

R O X A S   A N D   C O M P A N Y ,   I N C .   A N D   S U B S I  
 D I A R I E S

Principal Office (No./Street/Barangay/City/Town) Province)

7 t h   F l o o r ,   C a c h o - G o n z a l e s   B u i l d i n  
 g ,   1 0 1   A g u i r r e   S t r e e t ,   L e g a s p i   V i  
 l l a g e ,   M a k a t i   C i t y

Form Type

GFFS

Department requiring the report

C R M D

Secondary License Type, If Applicable

Not Applicable

COMPANY INFORMATION

Company's Email Address

rci@roxascompany.com.ph

Company's Telephone Number/s

(02) 8810-8901 to 06

Mobile Number

-

No. of Stockholders

3,270

Annual Meeting  
Month/Day

Last Wednesday of May

Calendar Year  
Month/Day

December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Atty. Melchor J. Manalo

Email Address

melchor.manalo@roxascompany.com.ph

Telephone Number/s

(632) 8751-9537

Mobile Number

-

Contact Person's Address

7th Floor, Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, Makati City

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

Control No.: \_\_\_\_\_

Form Type: GFFS (rev 2006)**GENERAL FORM FOR FINANCIAL STATEMENTS**NAME OF CORPORATION: ROXAS AND COMPANY, INC. AND SUBSIDIARIES (CONSOLIDATED)CURRENT ADDRESS: 7TH FLR., CG BLDG., 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229TEL. NO.: 8810-8901 FAX NO.: 8750-2169COMPANY TYPE: HOLDING COMPANY PSIC: \_\_\_\_\_*If these are based on consolidated financial statements, please so indicate in the caption.***Table 1. Balance Sheet**

FINANCIAL DATA	Dec. 31, 2025 (in P'000)	Dec. 31, 2024 (in P'000)
<b>A. ASSETS (A.1 + A.2 + A.3 + A.4 + A.5 + A.6 + A.7 + A.8 + A.9 + A.10)</b>	<b>34,279,136.00</b>	<b>35,627,164.00</b>
A.1 Current Assets (A.1.1 + A.1.2 + A.1.3 + A.1.4 + A.1.5)	6,869,589.00	841,108.00
A.1.1 Cash and cash equivalents (A.1.1.1 + A.1.1.2 + A.1.1.3)	726,283.00	25,194.00
A.1.1.1 On hand	677.00	1,578.00
A.1.1.2 In domestic banks/entities	725,606.00	23,616.00
A.1.1.3 In foreign banks/entities		
A.1.2 Trade and Other Receivables (A.1.2.1 + A.1.2.2)	686,445.00	223,932.00
A.1.2.1 Due from domestic entities (A.1.2.1.1 + A.1.2.1.2 + A.1.2.1.3 + A.1.2.1.4)	686,445.00	223,932.00
A.1.2.1.1 Due from customers (trade)	86,917.00	70,032.00
A.1.2.1.2 Due from related parties	153,320.00	104,034.00
A.1.2.1.3 Others, specify (A.1.2.1.3.1+A.1.2.1.3.2)	463,747.00	68,579.00
A.1.2.1.3.1 Current portion of Investment in Bonds		
A.1.2.1.3.2 Advances to contractors, suppl & empl and Others	463,747.00	68,579.00
A.1.2.1.3.4 Allowance for doubtful accounts <b>(negative entry)</b>	<b>-17,539.00</b>	<b>-18,713.00</b>
A.1.2.2 Due from foreign entities, specify (A.1.3.2.1 + A.1.3.2.2 + A.1.3.2.3 + A.1.3.2.4)		
A.1.2.2.1		
A.1.2.2.2		
A.1.2.2.3		
A.1.2.2.4 Allowance for doubtful accounts <b>(negative entry)</b>		
A.1.3 Inventories (A.1.3.1 + A.1.3.2 + A.1.3.3 + A.1.3.4 + A.1.3.5 + A.1.3.6)	424,017.00	417,699.00
A.1.3.1 Raw materials and supplies	38,414.00	24,727.00
A.1.3.2 Goods in process (including unfinished goods, growing crops, unfinished)	0.00	0.00
A.1.3.3 Finished goods	0.00	15,013.00
A.1.3.4 Merchandise/Goods in transit	0.00	0.00
A.1.3.5 Unbilled Services (in case of service providers)		
A.1.3.6 Others, specify (A.1.3.6.1+A.1.3.6.2)	385,603.00	377,959.00
A.1.3.6.1 Raw land and land improvements	144,934.00	134,204.00
A.1.3.6.2 Real estate properties for sale	240,669.00	243,755.00
A.1.4 Financial Assets other than Cash/Receivables/Equity investments (A.1.4.1 + A.1.4.2 + A.1.4.3 + A.1.4.4+A.1.4.5+A.1.4.6)	4,769,121.00	
A.1.4.1 Financial Assets at Fair Value through Profit or Loss - issued by domestic entities (A.1.4.1.1 + A.1.4.1.2 + A.1.4.1.3 + A.1.4.1.4 + A.1.4.1.5)		
A.1.4.1.1 National Government		
A.1.4.1.2 Public Financial Institutions		
A.1.4.1.3 Public Non-Financial Institutions		
A.1.4.1.4 Private Financial Institutions		
A.1.4.1.5 Private Non-Financial Institutions		
A.1.4.2 Held to Maturity Investments - issued by domestic entities (A.1.4.2.1 + A.1.4.2.2 + A.1.4.2.3 + A.1.4.2.4 + A.1.4.2.5)	4,691,209.00	
A.1.4.2.1 National Government	4,691,209.00	
A.1.4.2.2 Public Financial Institutions		
A.1.4.2.3 Public Non-Financial Institutions		
A.1.4.2.4 Private Financial Institutions		
A.1.4.2.5 Private Non-Financial Institutions		

**NOTE:**

This general form is applicable to companies engaged in Agriculture, Fishery, Forestry, Mining, and Quarrying, Manufacturing, Electricity, Gas and Water, Construction, Wholesale and Retail Trade, Transportation, Storage and Communications, Hotels and Restaurants, Real Estate, Community, Social and Personal Services, other forms of production, and general business operations. This form is also applicable to other companies that do not have industry-specific Special Forms. Special forms shall be used by publicly-held companies and those engaged in non-bank financial intermediation activities, credit granting, and activities auxiliary to financial intermediation, which require secondary license from SEC.

Domestic corporations are those which are incorporated under Philippine laws or branches/subsidiaries of foreign corporations that are licensed to do business in the Philippines where the center of economic interest or activity is within the Philippines. On the other hand, foreign corporations are those that are incorporated abroad, including branches of Philippine corporations operating abroad.

Financial Institutions are corporations principally engaged in financial intermediation, facilitating financial intermediation, or auxiliary financial services. Non-Financial institutions refer to corporations that are primarily engaged in the production of market goods and non-financial services.

**GENERAL FORM FOR FINANCIAL STATEMENTS**

NAME OF CORPORATION: ROXAS AND COMPANY, INC. AND SUBSIDIARIES (CONSOLIDATED)  
CURRENT ADDRESS: 7TH FLR., CG BLDG., 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229  
TEL. NO.: 8810-8901 FAX NO.: 8750-2169  
COMPANY TYPE : HOLDING COMPANY PSIC: \_\_\_\_\_

*If these are based on consolidated financial statements, please so indicate in the caption.*

**Table 1. Balance Sheet**

FINANCIAL DATA	Dec. 31, 2025 ( in P'000 )	Dec. 31, 2024 ( in P'000 )
A.1.4.3 Loans and Receivables - issued by domestic entities: (A.1.4.3.1 + A.1.4.3.2 + A.1.4.3.3 + A.1.4.3.4 + A.1.4.3.5)	77,912.00	39,240.00
A.1.4.3.1 National Government		
A.1.4.3.2 Public Financial Institutions		
A.1.4.3.3 Public Non-Financial Institutions		
A.1.4.3.4 Private Financial Institutions		
A.1.4.3.5 Private Non-Financial Institutions	77,912.00	39,240.00
A.1.4.4 Available-for-sale financial assets - issued by domestic entities: (A.1.4.4.1 + A.1.4.4.2 + A.1.4.4.3 + A.1.4.4.4 + A.1.4.4.5)		
A.1.4.4.1 National Government		
A.1.4.4.2 Public Financial Institutions		
A.1.4.4.3 Public Non-Financial Institutions		
A.1.4.4.4 Private Financial Institutions		
A.1.4.4.5 Private Non-Financial Institutions		
A.1.4.5 Financial Assets issued by foreign entities: (A.1.4.5.1+A.1.4.5.2+A.1.4.5.3+A.1.4.5.4)		
A.1.4.5.1 Financial Assets at fair value through profit or loss		
A.1.4.5.2 Held-to-maturity investments		
A.1.4.5.3 Loans and Receivables		
A.1.4.5.4 Available-for-sale financial assets		
A.1.4.6 Allowance for decline in market value (negative entry)		
A.1.5 Other Current Assets (state separately material items) (A.1.5.1 + A.1.5.2 + A.1.5.3)	263,723.00	135,043.00
A.1.5.1 Input VAT and deferred input VAT - current portion	43,495.00	27,659.00
A.1.5.2 Creditable withholding taxes	78,438.00	62,341.00
A.1.5.3 Prepaid expenses and others	141,790.00	45,043.00
A.2 Property, plant, and equipment (A.2.1 + A.2.2 + A.2.3 + A.2.4 + A.2.5 + A.2.6 + A.2.7+A.2.8)	2,451,016.00	2,770,851.00
A.2.1 Land	996,832.00	959,438.00
A.2.2 Building and improvements including leasehold improvement	1,712,486.00	1,985,495.00
A.2.3 Machinery and equipment (on hand and in transit)	125,223.00	730,483.00
A.2.4 Transportation/motor vehicles, automotive equipment, autos and trucks, and delivery equipment	23,554.00	25,242.00
A.2.5 Others, specify (A.2.5.1 + A.2.5.2 + A.2.5.3 + A.2.5.4 + A.2.5.5)	176,136.00	227,489.00
A.2.5.1 Property, or equipment used for education purposes		
A.2.5.2 Construction in progress		
A.2.5.3 Office furniture, fixtures and equipment	175,931.00	177,639.00
A.2.5.4 Land improvement	205.00	49,850.00
A.2.5.5 Assets held for sale		
A.2.6 Appraisal increase, specify (A.2.6.1 + A.2.6.2 + A.2.6.3 + A.2.6.4)	26,429.00	114,202.00
A.2.6.1 Appraisal increase on land	26,429.00	114,202.00
A.2.6.2		
A.2.6.3		
A.2.6.4		
A.2.7 Accumulated Depreciation (negative entry)	-609,644.00	-736,747.00
A.2.8 Impairment Loss or Reversal (if loss, negative entry)	0.00	-534,751.00
A.3 Investments accounted for using the equity method (A.3.1 + A.3.2 + A.3.3 )	213,432.00	150,372.00
A.3.1 Equity in domestic subsidiaries/affiliates	213,432.00	150,372.00
A.3.2 Equity in foreign branches/subsidiaries/affiliates		
A.3.3 Others, specify (A.3.1.1 + A.3.2.1 + A.3.3.1 + A.3.3.4)		
A.3.3.1		
A.3.3.2		
A.3.3.3		
A.3.3.4		
A.4 Investment Property	23,829,676.00	31,589,451.00
A.5 Biological Assets		
A.6 Intangible Assets (A.6.1 + A.6.2)	0.00	239.00
A.6.1 Major item/s, specify (A.6.1.1 + A.6.1.2 + A.6.1.3 + A.6.1.4)		
A.6.1.1		
A.6.1.2		
A.6.1.3		
A.6.1.4		
A.6.2 Others, specify (A.6.2.1 + A.6.2.2 + A.6.2.3 + A.6.2.4)		
A.6.2.1 Right-of-use assets	0.00	239.00
A.6.2.2		
A.6.2.3		
A.6.2.4		
A.7 Assets Classified as Held for Sale		
A.8 Assets included in Disposal Groups Classified as Held for Sale		

**GENERAL FORM FOR FINANCIAL STATEMENTS**

NAME OF CORPORATION: ROXAS AND COMPANY, INC. AND SUBSIDIARIES (CONSOLIDATED)  
CURRENT ADDRESS: 7TH FLR., CG BLDG., 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229  
TEL. NO.: 8810-8901 FAX NO.: 8750-2169  
COMPANY TYPE : HOLDING COMPANY PSIC: \_\_\_\_\_

*If these are based on consolidated financial statements, please so indicate in the caption.*

**Table 1. Balance Sheet**

FINANCIAL DATA	Dec. 31, 2025 ( in P'000 )	Dec. 31, 2024 ( in P'000 )
A.9 Long-term receivables (net of current portion) (A.9.1 + A.9.2 + A.9.3)	3,928.00	11,716.00
A.9.1. From domestic entities, specify (A.9.1.1 + A.9.1.2 + A.9.1.3 + A.9.1.4)	3,928.00	11,716.00
A.9.1.1 National Government		
A.9.1.2 Public Financial Institutions		
A.9.1.3 Private Non-Financial Institutions	3,928.00	11,716.00
A.9.1.4 Private Financial Institutions		
A.9.2 From foreign entities, specify (A.9.2.1 + A.9.2.2 + A.9.2.3 + A.9.2.4)	0.00	0.00
A.9.2.1 National Government		
A.9.2.2 Public Financial Institutions		
A.9.2.3 Public Non-Financial Institutions		
A.9.2.4 Private Non-Financial Institutions	0.00	0.00
A.9.3 Allowance for doubtful accounts, net of current portion (negative entry)		
A.10 Other Assets (A.10.1 + A.10.2 + A.10.3 + A.10.4+A.10.5)	911,495.00	263,427.00
A.10.1 Deferred charges - net of amortization		
A.10.2 Deferred Income Tax	6,964.00	6,964.00
A.10.3 Advance/Miscellaneous deposits		
A.10.4 Others, specify (A.10.4.1 + A.10.4.2 + A.10.4.3 + A.10.4.4)	904,531.00	256,463.00
A.10.4.1 Deferred Input VAT	71,755.00	179,258.00
A.10.4.2 Franchise fee	2,462.00	3,332.00
A.10.4.3 Others (Creditable withholding tax/ Advances to Contractors and Suppliers, utility	830,314.00	73,873.00
A.10.4.4		
A.10.5 Allowance for write-down of deferred charges/bad accounts (negative entry)		
<b>B. LIABILITIES (B.1 + B.2 + B.3 + B.4 + B.5)</b>	<b>8,248,010.00</b>	<b>10,701,685.00</b>
B.1 Current Liabilities (B.1.1 + B.1.2 + B.1.3 + B.1.4 + B.1.5 + B.1.6 + B.1.7)	1,550,763.00	2,963,514.00
B.1.1 Trade and Other Payables to Domestic Entities	940,698.00	1,180,770.00
B.1.1.1 Loans/Notes Payables		
B.1.1.2 Trade Payables	235,609.00	245,784.00
B.1.1.3 Payables to Related Parties, specify (B.1.1.3.1 + B.1.1.3.2 + B.1.1.3.3)	135,292.00	230,464.00
B.1.1.3.1 Roxas Holding Inc. and its affiliates	0.00	0.00
B.1.1.3.2 Roxaco Land Corporation and its affiliates		
B.1.1.3.3 Others	135,292.00	230,464.00
B.1.1.4 Others, specify (B.1.1.4.1 + B.1.1.4.2 + B.1.1.4.3)	569,797.00	704,522.00
B.1.1.4.1 Statutory payables	369,041.00	196,395.00
B.1.1.4.2 Accrued Expenses	104,685.00	261,449.00
B.1.1.4.3 Retention payable, outside services, interest, payables to contractors,	96,071.00	246,678.00
B.1.2 Trade and Other Payables to Foreign Entities (specify) (B.1.2.1+B.1.2.2+B.1.2.3+B.1.2.4)	0.00	0.00
B.1.2.1		
B.1.2.2		
B.1.2.3		
B.1.2.4		
B.1.3 Provisions	0.00	0.00
B.1.4 Financial Liabilities (excluding Trade and Other Payables and Provisions)	0.00	25,000.00
(B.1.4.1 + B.1.4.2 + B.1.4.3)		
B.1.4.1 Short-term borrowings	0.00	25,000.00
B.1.4.2		
B.1.4.3		
B.1.4.4		
B.1.5 Liabilities for Current Tax		
B.1.6 Deferred Tax Liabilities		
B.1.7 Others, specify (If material, state separately; indicate if the item is payable to public/private or financial/non-financial institutions)	610,065.00	1,757,744.00
B.1.7.1 Dividends declared and not paid at balance sheet date	1,202.00	1,202.00
B.1.7.2 Acceptances Payable		
B.1.7.3 Liabilities under Trust Receipts		
B.1.7.4 Portion of Long-term Debt Due within one year	276,185.00	1,669,881.00
B.1.7.5 Deferred Income	189,262.00	0.00
B.1.7.6 Any other current liability in excess of 5% of Total Current Liabilities, specify:	143,416.00	86,661.00
(B.1.7.6.1 + B.1.7.6.2 + B.1.7.6.3 + B.1.7.6.4)		
B.1.7.6.1 Contract liabilities	143,416.00	86,351.00
B.1.7.6.2 Current portion of lease liabilities	0.00	310.00
B.1.7.6.3		
B.1.7.6.4		

**GENERAL FORM FOR FINANCIAL STATEMENTS**

NAME OF CORPORATION: ROXAS AND COMPANY, INC. AND SUBSIDIARIES (CONSOLIDATED)

CURRENT ADDRESS: 7TH FLR., CG BLDG., 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229

TEL. NO.: 8810-8901

FAX NO.: 8750-2169

COMPANY TYPE : HOLDING COMPANY

PSIC: \_\_\_\_\_

*If these are based on consolidated financial statements, please so indicate in the caption.*

**Table 1. Balance Sheet**

FINANCIAL DATA	Dec. 31, 2025 (in P'000)	Dec. 31, 2024 (in P'000)
B.2 Long-term Debt - Non-current Interest-bearing Liabilities (B.2.1 + B.2.2 + B.2.3 + B.2.4 + B.2.5)	731,746.00	2,203,275.00
B.2.1 Domestic Public Financial Institutions		
B.2.2 Domestic Public Non-Financial Institutions		
B.2.3 Domestic Private Financial Institutions	731,746.00	2,203,275.00
B.2.4 Domestic Private Non-Financial Institutions		
B.2.5 Foreign Financial Institutions		
B.3 Indebtedness to Affiliates and Related Parties (Non-Current)		
B.4 Liabilities Included in the Disposal Groups Classified as Held for Sale	0.00	0.00
B.5 Other Liabilities (B.5.1 + B.5.2)	5,965,501.00	5,534,896.00
B.5.1 Deferred Income Tax	5,902,992.00	5,468,513.00
B.5.2 Others, specify (B.5.2.1 + B.5.2.2 + B.5.2.3 + B.5.2.4)	62,509.00	66,383.00
B.5.2.1 Retirement Liability	62,509.00	66,383.00
B.5.2.2 Lease liabilities - net of current portion	0.00	0.00
B.5.2.3		
B.5.2.4		
<b>C. EQUITY (C.3 + C.4 + C.5 + C.6 + C.7 + C.8 + C.9+C.10)</b>	<b>26,031,126.00</b>	<b>24,925,479.00</b>
C.1 Authorized Capital Stock (no. of shares, par value and total value; show details) (C.1.1+C.1.2+C.1.3)	4,375,000,000.00	4,375,000,000.00
C.1.1 Common shares 3,375,000,000 shares @ P 1 par value	3,375,000,000.00	3,375,000,000.00
C.1.2 Preferred Shares	1,000,000,000.00	1,000,000,000.00
C.1.3 Others		
C.2 Subscribed Capital Stock (no. of shares, par value and total value) (C.2.1 + C.2.2 + C.2.3)	0.00	0.00
C.2.1 Common shares		
C.2.2 Preferred Shares		
C.2.3 Others		
C.3 Paid-up Capital Stock (C.3.1 + C.3.2)	2,911,886.00	2,911,886.00
C.3.1 Common shares	2,911,886.00	2,911,886.00
C.3.2 Preferred Shares	0.00	0.00
C.4 Additional Paid-in Capital / Capital in excess of par value / Paid-in Surplus	1,405,147.00	1,405,186.00
C.5 Minority Interest	65,622.00	94,356.00
C.6 Others, specify (C.6.1 + C.6.2 + C.6.3 + C.6.4 + C.6.5)	0.00	5,129.00
C.6.1 Cumulative Share in Fair Value Reserve of an Associate	0.00	5,129.00
C.6.2 Cumulative Remeasurement Gain (Loss) on Retirement Liability		
C.6.3 Share in Other Comprehensive Income of Associates		
C.6.4		
C.6.5		
C.7 Appraisal Surplus/Revaluation Increment in Property/Revaluation Surplus	793,675.00	842,058.00
C.8 Retained Earnings (C.8.1 + C.8.2)	21,055,351.00	19,866,511.00
C.8.1 Appropriated	21,055,351.00	19,866,511.00
C.8.2 Unappropriated		
C.9 Head / Home Office Account (for Foreign Branches only)		
C.10 Cost of Stocks Held in Treasury (negative entry)	-200,555.00	-199,647.00
<b>D. TOTAL LIABILITIES AND EQUITY (B + C)</b>	<b>34,279,136.00</b>	<b>35,627,164.00</b>

**GENERAL FORM FOR FINANCIAL STATEMENTS**

NAME OF CORPORATION: ROXAS AND COMPANY, INC. AND SUBSIDIARIES (CONSOLIDATED)  
 CURRENT ADDRESS: 7TH FLR., CG BLDG., 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229  
 TEL. NO.: 8810-8901 FAX NO.: 8750-2169  
 COMPANY TYPE : HOLDING COMPANY PSIC: \_\_\_\_\_

*If these are based on consolidated financial statements, please so indicate in the caption.*

**Table 2. Income Statement**

FINANCIAL DATA	Dec. 31, 2025 ( in P'000 )	Dec. 31, 2024 ( in P'000 )
<b>A. REVENUE / INCOME (A.1 + A.2 + A.3)</b>	<b>2,527,413.00</b>	<b>20,688,731.00</b>
A.1 Net Sales or Revenue / Receipts from Operations (manufacturing, mining, utilities, trade, services, etc.) (from Primary Activity)	501,222.00	526,555.00
A.2 Share in the Profit or Loss of Associates and Joint Ventures accounted for using the	-1,940.00	-449.00
A.3 Other Revenue (A.3.1 + A.3.2 + A.3.3 + A.3.4 + A.3.5)	1,810,847.00	20,157,004.00
A.3.1 Rental Income from Land and Buildings		
A.3.2 Receipts from Sale of Merchandise (trading) (from Secondary Activity)		
A.3.3 Sale of Real Estate or other Property and Equipment		
A.3.4 Royalties, Franchise Fees, Copyrights (books, films, records, etc.)		
A.3.5 Others, specify (A.3.5.1 + A.3.5.2 + A.3.5.3 + A.3.5.4 + A.3.5.5 + A.3.5.6 + A.3.5.7)	1,810,847.00	20,157,004.00
A.3.5.1 Rental Income, Equipment		
A.3.5.2 Unrealized fair value on investment properties	1,809,637.00	20,139,103.00
A.3.5.3 Gain from sale of Assets		
A.3.5.4 Sale of scrap		277.00
A.3.5.5 Others	1,210.00	1,380.00
A.3.5.6 Reversal of Allowance		16,244.00
A.3.5.7 Reversal of Impairment on PPE		
A.4 Other Income (non-operating) (A.4.1 + A.4.2 + A.4.3 + A.4.4)	217,284.00	5,621.00
A.4.1 Interest Income	217,284.00	5,621.00
A.4.2 Dividend Income	0.00	0.00
A.4.3 Gain / (Loss) from selling of Assets, specify (A.4.3.1 + A.4.3.2 + A.4.3.3 + A.4.3.4 + A.4.3.5 + A.4.3.6 + A.4.3.7)	0.00	0.00
A.4.3.1 Gain on disposal of Investment in subsidiary	0.00	0.00
A.4.3.2 Gain (loss) on deemed disposal of an associate		
A.4.3.3 Gain from step up acquisition of a subsidiary	0.00	0.00
A.4.3.4		
A.4.4 Gain / (Loss) on Foreign Exchange (A.4.4.1 + A.4.4.2 + A.4.4.3 + A.4.4.4)	0.00	0.00
A.4.4.1	0.00	0.00
A.4.4.2		
A.4.4.3		
A.4.4.4		
<b>B. COST OF GOODS SOLD (B.1 + B.2 + B.3)</b>	<b>0.00</b>	<b>88,499.00</b>
B.1 Cost of Goods Manufactured (B.1.1 + B.1.2 + B.1.3 + B.1.4 + B.1.5)	0.00	88,499.00
B.1.1 Direct Material Used		10,491.00
B.1.2 Direct Labor		18,958.00
B.1.3 Other Manufacturing Cost / Overhead		59,050.00
B.1.4 Goods in Process, Beginning		
B.1.5 Goods in Process, End (negative entry)		
B.2 Finished Goods, Beginning		
B.3 Finished Goods, End (negative entry)		
<b>C. COST OF SALES (C.1 + C.2 + C.3)</b>	<b>0.00</b>	<b>0.00</b>
C.1 Purchases		
C.2 Merchandise Inventory, Beginning		
C.3 Merchandise Inventory, End (negative entry)		
<b>D. COST OF SERVICES, SPECIFY (D.1 + D.2 + D.3 + D.4 + D.5 + D.6)</b>	<b>324,881.00</b>	<b>329,114.00</b>
D.1 Cost of real estate sales	12,226.00	15,310.00
D.2 Cost of hotel sales and services	312,655.00	313,804.00
D.3		
D.4		
D.5		
D.6		

Control No.: \_\_\_\_\_  
 Form Type: GFFS (rev 2006)

**GENERAL FORM FOR FINANCIAL STATEMENTS**

NAME OF CORPORATION: ROXAS AND COMPANY, INC. AND SUBSIDIARIES (CONSOLIDATED)  
 CURRENT ADDRESS: 7TH FLR., CG BLDG., 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229  
 TEL. NO.: 8810-8901 FAX NO.: 8750-2169  
 COMPANY TYPE : HOLDING COMPANY PSIC: \_\_\_\_\_

*If these are based on consolidated financial statements, please so indicate in the caption.*

**Table 2. Income Statement**

FINANCIAL DATA	Dec. 31, 2025 ( in P'000 )	Dec. 31, 2024 ( in P'000 )
<b>E. OTHER DIRECT COSTS, SPECIFY (E.1 + E.2 + E.3 + E.4 + E.5 + E.6)</b>	<b>0.00</b>	<b>0.00</b>
E.1		
E.2		
E.3		
E.4		
E.5		
E.6		
<b>F. GROSS PROFIT (A - B - C - D - E)</b>	<b>2,202,532.00</b>	<b>20,271,118.00</b>
<b>G. OPERATING EXPENSES (G.1 + G.2 + G.3 + G.4)</b>	<b>864,985.00</b>	<b>410,696.00</b>
G.1 Selling or Marketing Expenses	31,262.00	36,753.00
G.2 Administrative Expenses	833,723.00	373,943.00
G.3 General Expenses		
G.4 Other Expenses, specify (G.4.1 + G.4.2 + G.4.3 + G.4.4 + G.4.5 + G.4.6)	0.00	0.00
G.4.1 Education-related expenditures		
G.4.2 Impairment loss in investment in associates		
G.4.3 Loss on loan modification		
G.4.4		
G.4.5		
G.4.6		
<b>H. FINANCE COSTS</b>	<b>121,836.00</b>	<b>318,780.00</b>
<b>I. NET INCOME (LOSS) BEFORE TAX ( F - G - H)</b>	<b>1,215,711.00</b>	<b>19,541,642.00</b>
<b>J. INCOME TAX EXPENSE (negative entry)</b>	<b>-486,566.00</b>	<b>-5,283,585.00</b>
<b>K. INCOME AFTER TAX</b>	<b>729,145.00</b>	<b>14,258,057.00</b>
<b>L. Amount of (i) Post-Tax Profit or Loss of Discontinued Operations; and (ii) Post-Tax Gain or Loss Recognized on the Measurement of Fair Value less Cost to Sell or on the Disposal of the Assets or Disposal Group(s) constituting the Discontinued Operation (if any)</b>	<b>357,834.00</b>	
L.1 Net income (loss) from discontinued operations	357,834.00	
L.2		
<b>M. Profit or Loss Attributable to Minority Interest</b>	<b>-38,408.00</b>	<b>-52,921.00</b>
<b>N. Profit or Loss Attributable to Equity Holders of the Parent</b>	<b>1,125,387.00</b>	<b>14,310,978.00</b>

**GENERAL FORM FOR FINANCIAL STATEMENTS**

NAME OF CORPORATION: ROXAS AND COMPANY, INC. AND SUBSIDIARIES (CONSOLIDATED)  
CURRENT ADDRESS: 7TH FLR., CG BLDG., 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229  
TEL. NO.: 8810-8901 FAX NO.: 8750-2169  
COMPANY TYPE: HOLDING COMPANY PSIC: \_\_\_\_\_

*If these are based on consolidated financial statements, please so indicate in the caption.*

**Table 3. Cash Flow Statements**

FINANCIAL DATA	Dec. 31, 2025 ( in P'000 )	Dec. 31, 2024 ( in P'000 )
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Income (Loss) Before Tax and Extraordinary Items	1,555,166.00	19,541,642.00
<b>Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities</b>		
Depreciation	74,916.00	86,864.00
Amortization, specify: Equity in net loss (earnings) of associates	1,940.00	449.00
Retirement benefits	-4,081.00	4,847.00
Others, specify: Unrealized fair value gain on investment properties	-1,831,435.00	-20,139,102.00
Gain on sale of investment properties		
Interest income	-217,285.00	-5,621.00
Interest expense	248,643.00	318,780.00
Gain on sale and reversal of impairment loss on PPE	-641,283.00	
Write-down of Property, Plant, and Equipment		
Changes in Assets and Liabilities:		
Decrease (Increase) in:		
Receivables	-242,045.00	28,581.00
Inventories	-29,869.00	-18,550.00
Other Current Assets	-112,583.00	-24,909.00
Others, specify: Real estate for sale and development	-7,644.00	-29,654.00
Contract assets	0.00	0.00
Other non current assets	107,313.00	44,025.00
Increase (Decrease) in:		
Trade and Other Payables	30,174.00	32,550.00
Income and Other Taxes Payable	-61,660.00	-5,845.00
Others, specify: Contribution to retirement plan		
Interest received	214,333.00	2,603.00
<b>A. Net Cash Provided by (Used in) Operating Activities (sum of above rows)</b>	<b>-915,400.00</b>	<b>-163,340.00</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
(Increase) Decrease in Long-Term Receivables		
(Increase) Decrease in Investment		
Reductions/(Additions) to Property, Plant, and Equipment		
Others, specify: Receipt of Just compensation	4,870,000.00	
Proceeds from sale of property and equipment	873,600.00	
Acquisition of PPE and other assets	-27,612.00	-11,427.00
Payment for land recovery projects	-750,000.00	
<b>B. Net Cash Provided by (Used in) Investing Activities (sum of above rows)</b>	<b>4,965,988.00</b>	<b>-11,427.00</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from:		
Loans		
Long-term Debt	10,000.00	440,000.00
Issuance of Securities		
Others, specify: Issuance of preferred shares, net of transaction cost		
Redemption of preferred shares, net of transaction		
Short Term borrowings		25,000.00
Payments of:		
(Loans)		
(Long-term Debt)	-2,877,419.00	-630,635.00
(Stock Subscriptions)		
Others, specify (negative entry):		
Short Term borrowings	-25,000.00	0.00
Interest paid	-455,418.00	-380,656.00
Principal portion of lease liabilities	-310.00	-1,347.00
Acquisition and Proceeds from issuances of treasury shares	-1,352.00	671,954.00
<b>C. Net Cash Provided by (Used in) Financing Activities (sum of above rows)</b>	<b>-3,349,499.00</b>	<b>124,316.00</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	<b>701,089.00</b>	<b>-50,451.00</b>
Cash and Cash Equivalents		
Beginning of year	25,194.00	75,645.00
End of year	726,283.00	25,194.00

**GENERAL FORM FOR FINANCIAL STATEMENTS**

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 CURRENT ADDRESS: 7TH FLR., CG BLDG., 101 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY 1229  
 TEL. NO.: 8810-89-01 8750-2169  
 COMPANY TYPE: HOLDING COMPANY PSIC: \_\_\_\_\_

If these are based on consolidated financial statements, please so indicate in the caption.

Table 4. Statement of Changes in Equity

FINANCIAL DATA	(Amount in P'000)						
	Capital Stock	Additional Paid-in Capital	Treasury Stock	Other Equity Reserves	Retained Earnings	Non-Controlling Interest	TOTAL
<b>A. Balance, as at December 31, 2022</b>	<b>3,111,886.00</b>	<b>1,589,603.00</b>	<b>-1,144,645.00</b>	<b>738,062.00</b>	<b>4,173,317.00</b>	<b>163,720.00</b>	<b>8,631,943.00</b>
<b>B. Net Income (Loss) for the Period</b>					<b>1,382,216.00</b>	<b>-58,900.00</b>	<b>1,323,316.00</b>
<b>C. Surplus</b>							
U.1 Surplus (Deficit) on Revaluation of Properties				11,735.00		8,436.00	20,171.00
U.2 Other Surplus (specify)							0.00
U.2.1 Share in remeasurement gain on retirement liability of an associate, net of tax							0.00
U.2.2 Remeasurement loss on retirement liability, net of tax				-12,004.00			-12,004.00
U.2.3 Share in appraisal increase on land of an associate, net of tax				57,518.00			57,518.00
<b>D. Redemption of Preferred Shares</b>	-200,000.00	-36,924.00					-236,924.00
<b>E. Issuance of Capital Stock</b>							0.00
w.1 Common Stock							0.00
w.2 Preferred Stock							0.00
w.3 Treasury Stock		-55,872.00	78,924.00				23,052.00
<b>F. Balance, as at December 31, 2023</b>	<b>2,911,886.00</b>	<b>1,496,807.00</b>	<b>-1,065,721.00</b>	<b>795,311.00</b>	<b>5,555,533.00</b>	<b>113,256.00</b>	<b>9,807,072.00</b>
<b>G. Net Income (Loss) for the Period</b>					<b>14,310,978.00</b>	<b>-52,921.00</b>	<b>14,258,057.00</b>
<b>H. Surplus</b>							
Z.1 Surplus (Deficit) on Revaluation of Properties				51,876.00		34,021.00	85,897.00
Z.2 Other Surplus (specify)							0.00
Z.2.1 Share in remeasurement gain on retirement liability of an associate, net of tax							0.00
Z.2.2 Remeasurement loss on retirement liability, net of tax							0.00
Z.2.3 Share in appraisal increase on land of an associate, net of tax							0.00
<b>I. Re-acquisition of Treasury Shares</b>		17,849.00	-41,312.00				-23,463.00
<b>J. Issuance of Capital Stock</b>							0.00
AB.1 Common Stock							0.00
AB.2 Preferred Stock							0.00
AB.3 Treasury Stock		-109,470.00	907,386.00				797,916.00
<b>K. Balance, as at December 31, 2024</b>	<b>2,911,886.00</b>	<b>1,405,186.00</b>	<b>-199,647.00</b>	<b>847,187.00</b>	<b>19,866,511.00</b>	<b>94,356.00</b>	<b>24,925,479.00</b>
<b>L. Net Income (Loss) for the Period</b>					<b>1,125,387.00</b>	<b>-38,408.00</b>	<b>1,086,979.00</b>
<b>M. Surplus</b>							
Z.1 Surplus (Deficit) on Revaluation of Properties				9,941.00		9,674.00	19,615.00
Z.2 Other Surplus (specify)							0.00
Z.2.1 Share in remeasurement gain on retirement liability of an associate, net of tax							0.00
Z.2.2 Remeasurement loss on retirement liability, net of tax							0.00
Z.2.3 Share in appraisal increase on land of an associate, net of tax							0.00
<b>N. Re-acquisition of Treasury Shares</b>			-1,849.00				-1,849.00
<b>O. Issuance of Capital Stock</b>							0.00
AB.1 Common Stock							0.00
AB.2 Preferred Stock							0.00
AB.3 Treasury Stock		-39.00	941.00				902.00
<b>P. Transfer of revaluation increment</b>				-63,453.00	63,453.00		0.00
<b>Q. Balance, as at December 31, 2025</b>	<b>2,911,886.00</b>	<b>1,405,147.00</b>	<b>-200,555.00</b>	<b>793,675.00</b>	<b>21,055,351.00</b>	<b>65,622.00</b>	<b>26,031,126.00</b>

**GENERAL FORM FOR FINANCIAL STATEMENTS**

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*If these are based on consolidated financial statements, please so indicate in the caption.*

**Table 5. Details of Income and Expenses, by source**  
 (applicable to corporations transacting with foreign corporations/entities)

FINANCIAL DATA	Dec. 31, 2025 ( in P'000 )	Dec. 31, 2024 ( in P'000 )
<b>A. REVENUE / INCOME (A.1 + A.2)</b>	<b>0.00</b>	<b>0.00</b>
A.1 Net Sales or Revenue / Receipts from Operations (manufacturing, mining, utilities, trade, services, etc.) (from Primary Activity) (A.1.1 +A.1.2)	0.00	0.00
A.1.1 Domestic		
A.1.2 Foreign		
A.2 Other Revenue (A.2.1 +A.2.2)	0.00	0.00
A.2.1 Domestic		
A.2.2 Foreign, specify (A.2.2.1+A.2.2.2+ A.2.2.3+ A.2.2.4+ A.2.2.5+ A.2.2.6+A.2.2.7+ A.2.2.8+A.2.2.9+A.2.2.10)		
A.2.2.1		
A.2.2.2		
A.2.2.3		
A.2.2.4		
A.2.2.5		
A.2.2.6		
A.2.2.7		
A.2.2.8		
A.2.2.9		
A.2.2.10		
<b>B. EXPENSES (B.1 + B.2)</b>	<b>0.00</b>	<b>0.00</b>
B.1 Domestic		
B.2 Foreign, specify (B.2.1+B.2.2+B.2.3+B.2.4+B.2.5+B.2.6+B.2.7+B.2.8+B.2.9+B.2.10)		
B.2.1		
B.2.2		
B.2.3		
B.2.4		
B.2.5		
B.2.6		
B.2.7		
B.2.8		
B.2.9		
B.2.10		