COVER SHEET

A200115151

S.E.C. Registration Number

FERRONOUX HOLDINGS, INC.

(Company's Full Name)

15TH FLOOR, JOLLIBEE TOWER, F. ORTIGAS JR. ROAD AND GARNET ROAD, ORTIGAS CENTER, SAN ANTONIO, PASIG CITY

(Business Address : No. Street Company / Town / Province)

Phil Ivan A. Chan	+(632)8779 6540
Contact Person	Company Telephone Number

12 31

Month *Day*

Definitive Information Statement

FORM TYPE

Last Friday of June

Month *Day*

Annual Meeting

Registered & Listed

Secondary License Type, If Applicable

MSRD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

35

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes.

Ferronoux Holdings, Inc.

Notice of Annual Stockholders' Meeting

To All Stockholders:

Notice is hereby given that the Annual Stockholders' Meeting (**ASM**) of **FERRONOUX HOLDINGS, INC.** (the **Corporation**) will be held virtually via Zoom on **25 August 2026 (Tuesday)** at **2:00 P.M.** and shall be livestreamed for the stockholders participating remotely.

The agenda for the ASM shall be as follows:

1. Call to Order
2. Proof of Notice of the Meeting and Determination of Quorum
3. Approval of the Minutes of the Stockholders' Meeting held on 27 June 2025
4. Management's Report and Approval of the Audited Financial Statements as of and for the year ended 31 December 2025
5. Ratification of Acts and Resolutions of the Board of Directors and Board Committees, and the Acts of Management during the Previous Year
6. Election of Directors
7. Appointment of External Auditor for the Fiscal Year 2026
8. Approval of the Increase of Authorized Capital Stock from Php550,000,000.00, divided into 550,000,000 common shares with a par value of Php1.00 per share, to Php1,000,000,000.00, divided into 1,000,000,000 common shares with a par value of Php1.00 per share, Amendment to the Seventh Article of the Articles of Incorporation to reflect the Increase, and Issuance of Shares in support of the Increase
9. Approval and Ratification of the Property-for-Share Swap with Eagle I Landholdings, Inc. covering one (1) parcel of land in exchange for the issuance of 356,000,000 common shares to be issued from the Unissued and Increase in the Authorized Capital Stock, and Listing of said Shares with PSE
10. Approval and Ratification of the Private Placement of Investors by way of subscription of up to 30,000,000 common shares of the Company to be issued from the Increase in the Authorized Capital Stock to comply with Minimum Public Ownership Requirements, and Listing of said Shares with PSE
11. Waiver of the Rights or Public Offer by Majority of the Minority Shareholders for the Shares to be Issued to Eagle I Landholdings, Inc.
12. Decrease in the Number of Directors from Nine (9) to Seven (7), and Amendments to the Sixth Article of the Articles of Incorporation and Article III, Section 1.a of the By-Laws
13. Other Matters
14. Adjournment

The Corporation will conduct the ASM via Zoom in accordance with the rules and regulations of the Securities and Exchange Commission. Stockholders of record as of **31 July 2026** are entitled to notice of, and may attend and/or participate in, the ASM or any adjournment thereof via proxy and remote communication, and vote in absentia.

Should you choose to participate in the ASM and to cast your votes in absentia, please notify the Corporation at **ferronoux2026asm@gmail.com** and submit the complete supporting documents no later than **5:00 p.m.** on **14 August 2026**. The detailed registration and voting procedures may be accessed at <https://ferronouxholdings.com.ph/asm-registration-and-voting-guidelines/> and in the Guidelines for Participation via Remote Communication and Voting *in Absentia* (the **Guidelines**) appended in the Information Statement.

In case you wish to appoint a proxy for the meeting, you may accomplish a proxy form (which need not be notarized) together with complete supporting documents set forth in the Guidelines and submit the same to the Corporation by email to **ferronoux2026asm@gmail.com** no later than

5:00 p.m. on **14 August 2026**. Proxies and supporting documents submitted shall be validated on 17 August 2026 at 10:00 A.M.

Stockholders who have successfully registered may cast their votes and will be provided the Zoom link to the meeting. For complete information on the ASM, please visit <https://ferronouxholdings.com.ph/notice-of-asm/>.

Your attendance is earnestly requested.

Pasig City, Metro Manila.

[redacted]

PHIL IVAN A. CHAN
Corporate Secretary

EXPLANATION OF AGENDA ITEMS

Agenda Item No. 2: Proof of Notice and Determination of Quorum

The Corporation established a designated e-mail in order to facilitate the registration of and voting in absentia by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication and votes by proxy shall be deemed present for purposes of quorum.

The Corporate Secretary will certify the date the notice of the meeting was published in accordance with the Corporation's By-Laws.

The Corporate Secretary will further certify the existence of a quorum. For purposes of quorum, only the following Stockholders shall be counted as present:

A. Stockholders who have registered via e-mail on or before the cut-off date; and
B. Stockholders who have sent their proxies via e-mail on or before the deadline.

A majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

Agenda Item No. 3: Approval of the Minutes of the Last Annual Stockholders' Meeting held on 27 June 2025

The minutes of the last annual meeting held on 27 June 2025 are posted at the Corporation's website, <https://ferronouxholdings.com.ph/minutes-of-all-general-and-special-stockholders-meetings/>.

Agenda Item No. 4: Management's Report and Audited Financial Statements as of and for the year ended 31 December 2025

A report to the stockholders on the performance of the Corporation in 2025 will be delivered. The Audited Financial Statements as of 31 December 2025 (**AFS**) will be incorporated in the Information Statement.

Copy of the SEC Form 17-A (including the AFS) is uploaded on the Corporation's Website at http://ferronouxholdings.com and PSE EDGE under Ferronoux Holdings, Inc.'s Company Disclosures.

Agenda Item No. 5: Ratification of Acts and Resolutions of the Board of Directors and Board Committees, and the Acts of Management during the Previous Year

All actions and proceedings, criteria and process for the Board of Directors' evaluation as published in the Corporation's website, including approvals of significant related parties' transactions, of the Board of Directors, the Board Committees, and the Management of the Corporation from the last ASM held on 27 June 2025 will be presented to the stockholders for their approval and ratification.

Agenda Item No. 6: Election of Directors

Each stockholder entitled to vote may cast the votes to which the number of shares he/she owns entitles him/her, for as many persons as there are to be elected as directors, or he/she may give one candidate as many votes as the number of directors to be elected multiplied by the number of his/her shares shall equal, or he/she may distribute them on the same principle among as many candidates as he/she may see fit, provided that the whole number of votes cast by him/her shall not exceed the number of shares owned by him/her multiplied by the number of Directors to be elected. The seven (7) nominees receiving the highest number of votes will be declared elected as Directors of the Corporation.

Agenda Item No. 7: Appointment of External Auditor for the Fiscal Year 2026

The profile of the external auditor will be provided in the Information Statement for examination by the stockholders.

A resolution for the appointment of the external auditor will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the voting stock present at the meeting.

Agenda Item No. 8: Approval of the Increase of Authorized Capital Stock from Php550,000,000.00, divided into 550,000,000 common shares with a par value of Php1.00 per share, to Php1,000,000,000.00, divided into 1,000,000,000 common shares with a par value of Php1.00 per share, Amendment to the Seventh Article of the Articles of Incorporation to reflect the Increase, and Issuance of Shares in support of the Increase

For future expansion and subscription opportunities, stockholder approval is sought for the Amendment of the Seventh Article of the Corporation's Articles of Incorporation to increase the authorized capital stock from PhP550,000,000.00 divided into 550,000,000 common shares at a par value of One Peso (PhP1.00) per share to PhP1,000,000,000.00 divided into 1,000,000,000 common shares at a par value of One Peso (PhP1.00) per share, and the issuance of at least 386,000,000 shares in support of the increase.

As detailed below, at least 356,000,000 common shares are to be issued to Eagle I Landholdings, Inc. (**Eagle I**), and up to 30,000,000 common shares are to be issued to investors via private placements to comply with minimum public ownership requirements.

This is a part of the revised plan for the Company's increase in authorized capital stock and related transactions which were previously approved by the Board in December 2025, and by the shareholders on 19 March 2025, but were never implemented due to supervening events.

Agenda Item No. 9: Approval and Ratification of the Property-for-Share Swap with Eagle I Landholdings, Inc. covering one (1) parcel of land in exchange for the issuance of 356,000,000 common shares to be issued from the Unissued and Increase in the Authorized Capital Stock, and Listing of said Shares with PSE

Approval and ratification of the stockholders are also sought for the property-for-share swap with Eagle I involving 1 parcel of land of Eagle I (with an area of 33,077 square meters, more or less, located at Manila Bay Resorts, Asiaworld City Blvd., Parañaque City, and book value of approximately Php1,515,912,052) (the **Subject Property**), instead of 3, in exchange for the issuance of at least 356,000,000 common shares to be issued from the unissued and increase in the authorized capital stock of the Corporation (the **Subject Swap**), and listing of said shares with PSE. The transfer value of the Subject Property is its book value. The Subject Swap is subject to regulatory approvals, fairness opinion of an independent third party, and other terms and conditions agreed upon.

This Subject Swap supersedes the swap originally approved by the Board of Directors on 18 December 2024, and by the shareholders on 19 March 2025, which were never implemented due to supervening events.

Should a subsequent appraisal report disclose that the Subject Property's market value is lower than the book value, the Company undertakes to hold another special stockholders' meeting to seek shareholder approval on this matter with the new figures.

The Corporation and Eagle I intend to jointly develop the Properties to realize its full potential value through the Corporation's resources, including, but not limited to, the ability to raise funds from the public. The full implementation of the transaction is expected to be completed by the first quarter of 2027.

Approval of the stockholders will also be sought for the listing of the 356,000,000 common shares to be issued in line with the Subject Swap.

Agenda Item No. 10: Approval and Ratification of the Private Placement of Investors by way of subscription of up to 30,000,000 common shares of the Company to be issued from the Increase in the Authorized Capital Stock to comply with Minimum Public Ownership Requirements, and Listing of said Shares with PSE

The Corporation is seeking stockholder approval for the private placement of investors by way of subscription of up to 30,000,000 common shares of the Corporation to be issued out of the increase in capital stock, to comply with the minimum public ownership requirements. The final terms and conditions of these private placements, including the price of the subscriptions, are to be determined and will be disclosed as soon as finalized.

Approval of the stockholders will also be sought for the listing of up to 30,000,000 common shares to be issued in line with said private placement.

This is a part of the revised plan for the Company's increase in authorized capital stock and related transactions which were previously approved by the Board in December 2025, and by the shareholders on 19 March 2025, but were never implemented due to supervening events.

Agenda Item No. 11: Waiver of the Rights or Public Offer by Majority of the Minority Shareholders for the Shares to be Issued to Eagle I Landholdings, Inc.

In compliance with Article V, Part A, Section 4 of the Revised Listing and Disclosure Rules of the PSE, the Corporation seeks the approval by majority vote of the minority shareholders waiving the rights or public offer requirement for related party transactions in relation to the shares to be issued to Eagle I.

Agenda Item No. 12: Decrease in the Number of Directors from Nine (9) to Seven (7), and Amendments to the Sixth Article of the Articles of Incorporation and Article III, Section 1.a of the By-Laws

To streamline corporate governance, stockholder approval is sought for the decrease in the number of directors of the Corporation from nine (9) to seven (7), and the consequent amendments to the Sixth Article of the Articles of Incorporation and Article III, Section 1.a of the By-Laws.

Agenda Item No. 13: Other Matters

The Board of Directors and/or Management will answer questions, if any, on matters concerning the Agenda, the Information Statement and the Management Report.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

Information Statement
Pursuant to Section 20 of the Securities Regulation Code (**SRC**)

1.	Check the appropriate box:	[] Preliminary information Statement [X] Definitive information Statement
2.	Name of Registrant as specified in its charter:	**FERRONOUX HOLDINGS, INC.**
3.	Country of incorporation:	**REPUBLIC OF THE PHILIPPINES**
4.	SEC Identification Number:	**A200115151**
5.	BIR Tax identification Code:	**219-045-668-000**
6.	Address of principal office	**15th Floor, Jollibee Tower, F. Ortigas Jr. Road and Garnet Road, Ortigas Center, San Antonio, Pasig City**
7.	Registrants Telephone Number:	**+(632)8779-6540**
8.	Date, time and place of stockholders' meeting:	Date: **25 August 2026** Time: **2:00 P.M.** Place: **The Chairman and Corporate Secretary will be attending in person at the principal office of the Corporation while the other members of the Board of Directors, Officers, and Stockholders will be participating by remote communication via Zoom.**
9.	Approximate date on which Information Statement is first to be sent or given to security holders:	**03 August 2026**
10.	Securities registered pursuant to Section 8 and 12 of the Code or Section 4 and 8 of the RSA Title of each class:	**Common Shares Only**
	Number of Shares of Common Stock Outstanding as of June 30, 2026:	**341,824,002 shares**
	Issued and Subscribed as of June 30, 2026:	**341,824,002 shares**
11.	Are any of the registrant's securities listed in the Philippine Stock Exchange?	**Yes – The Philippine Stock Exchange, Inc.**

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

FERRONOUX HOLDINGS, INC.
INFORMATION SHEET

A. GENERAL INFORMATION

Item 1. Date, Time & Place of Meeting of Security Holders

a. Date: **25 August 2026**
Time: **2:00 P.M.**
Place: **The Chairman and Corporate Secretary will be attending in person at the principal office of the Corporation while the other members of the Board of Directors, Officers, and Stockholders will be participating by remote communication via Zoom.**

b. Online web addresses/URLs
(i) For participation by remote communication:

https://ferronouxholdings.com.ph/asm-registration-and-voting-guidelines/

(ii) For voting in absentia:

https://ferronouxholdings.com.ph/asm-registration-and-voting-guidelines/

c. Complete mailing address of principal office**:** **15th Floor, Jollibee Tower, F. Ortigas Jr. Road and Garnet Road, Ortigas Center, San Antonio, Pasig City**

d. Approximate date on which the Information Statement is first to be sent or given to security holders**:** **03 August 2026**

Item 2. Dissenters' Right of Appraisal

Pursuant to Section 80, Title X, Appraisal Right of the Revised Corporation Code of the Philippines, any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances: (a) in case of any amendment to the articles of incorporation that has the effect of changing or restricting the rights of any stockholder or class of shares, or authorizing preferences in any respect superior to those of outstanding shares of any class, or extending or shortening the term of corporate existence; (b) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets, (c) in case of merger or consolidation, and (d) in case of investment of corporate funds for any purpose other than the primary purpose of the Company.

The appraisal right may be exercised by a stockholder who has voted against the proposed corporate action, by making a written demand to **FERRONOUX HOLDINGS, INC.** (**Ferronoux** or the **Company**) within thirty (30) days from the date on which the vote was taken for the payment of the fair market value of his shares. Failure to make the demand within said 30-day period shall be deemed a waiver of the appraisal right.

At the upcoming Annual Shareholders' Meeting (**ASM**) of the Company, the Amendment to the Seventh Article of the Articles of Incorporation to increase the authorized capital stock of the Company from PhP550,000,000.00 divided into 550,000,000 common shares at a par value of PhP1.00 per share, to PhP1,000,000,000.00 divided into 1,000,000,000 common shares at a par value of One Peso PhP1.00 per share, gives rise to the appraisal right of a dissenting stockholder under Sections 15 and 80 of the Revised Corporation Code.

Item 3. Interest of Certain Persons in or Opposition to Matters to be acted upon

For the property-for-share swap with Eagle I Landholdings, Inc. (**Eagle I**) covering one (1) parcel of land in exchange for the issuance of 356,000,000 common shares to be issued from the unissued and increase in the authorized capital stock of the Company, Directors Mr. James G. Lorenzana and Atty. Abel M. Almario are likewise directors of Eagle I; meanwhile, Director Atty. Philipe T. Aquino is also an officer (Corporate Secretary) of Eagle I.

Apart from the foregoing, no other director, nominee for election as director, associate of the nominee, or executive officer of Ferronoux at any time since the beginning of the last fiscal year has had any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election to office.

None of the incumbent directors has informed the Company in writing of an intention to oppose any action to be taken by the Company at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Voting Securities

As of 31 July 2026, 341,824,002 common shares are outstanding, and are entitled to be represented and vote at the Annual Stockholders' Meeting. Each share is entitled to one vote.

(b) Record Date

Only stockholders of record as of 31 July 2026 shall be entitled to notice and vote at the meeting.

(c) Action with Respect to the election of Directors

The election of the Board of Directors for the current fiscal year will be taken up and all stockholders have the right to cumulate their votes in favor of their chosen nominees for director in accordance with Section 23 of the Revised Corporation Code. Each stockholder may vote such number of shares for as many persons as there are directors to be elected.

Section 23 provides that a stockholder may vote such number of shares registered in his/her name as of the record date for as many persons as there are directors to be elected or he/she may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he/she may distribute them on the same principle among as many candidates as he/she shall see fit. The total number of votes cast by such stockholder should not exceed the number of shares owned by him/her as shown in the books of the corporation multiplied by the whole number of directors to be elected.

Manner of Voting

The By-Laws of the Company provides that every stockholder shall be entitled to vote in person or by proxy, for each share of stock held by him/her which has voting power upon the matter in question. The Company requires the submission of the proxy form to the Corporate Secretary no later than 5:00 PM on 14 August 2026 via email to **ferronoux2026asm@gmail.com**. The validation of proxies shall be made on 17 August 2026 at 10:00 A.M.

See **Appendix 1** on complete guidelines on voting.

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

(1) Owners of more than 5% of voting securities as of 30 June 2026

As of 30 June 2026, the following are owners of more than 5% of the Company's outstanding shares:

Title of Class	Name and address of owner and relationship with issuer	Name of Beneficial Owner and relationship with Record Owner	Citizenship	Number shares held	Percent
Common	PCD Nominee Corp. (**PCD**)[1] 37/F, Tower 1, The Enterprise Center 6766 Ayala Ave. cor. Paseo de Roxas, Makati City	Various shareholders	Filipino	259,963,558	75.17%
			Non-Filipino	4,795,471	1.40%
Common	Themis Group Corporation (**Themis**) Unit 1206 Trade and Financial Tower, 7th Ave. and 32nd St., Bonifacio Global City, 1634 Taguig City	Michelle B. Lazaro – Stockholder	Filipino	80,000,000	23.40%

As of 30 June 2026, the following are known to the Company as the PCD participants holding 5% or more of the Company's voting securities:

Title of Class	Name	Address	Citizenship	Number shares held	Percent
Common	Armstrong Securities, Inc.	Unit 4B 4th Floor, BDO Towers, Paseo De Roxas, Makati City 8741	Filipino	217,732,074	63.70%

1 PCD Nominee Corp. (PCD), a wholly owned subsidiary of Philippine Central Depository, Inc., is the registered owner of shares in the books of Ferronoux Holding Inc.'s transfer agent in the Philippines. The beneficial owners of such shares are PCD's participants, who hold the shares on their behalf or in behalf of their clients.

The shares registered in the name of the corporate stockholders of the Company shall be voted upon during the Annual Stockholders' Meeting by the duly authorized Proxy of the corporate stockholder.

(2) Security Ownership of Management

The following is a summary of the aggregate shareholdings of the Company's Directors and Executive Officers in the Company and the percentage of their shareholdings as of 30 June 2026:

Title of Class	Name	Amount and Nature of Ownership	Citizenship	Percent of Class
Common	**James G. Lorenzana**	**1 (Direct)**	**Filipino**	**0%**
Common	**Philipe T. Aquino**	**997 (Direct)**	**Filipino**	**0%**
Common	**Abel M. Almario**	**1,000 (Direct)**	**Filipino**	**0%**
Common	**Rex Peter G. Raz**	**1,000 (Direct)**	**Filipino**	**0%**
Common	**Fiorello R. Jose**	**1 (Direct)**	**Filipino**	**0%**
Common	**Johannes Benjamin R. Bernabe**	**1 (Direct)**	**Filipino**	**0%**
Common	**Mathew-John G. Almogino**	**1,000 (Direct)**	**Filipino**	**0%**
Common	**Omar C. Taccad**	**1,000 (Direct)**	**Filipino**	**0%**
Common	**Kathryn Rosalie Faderon-Dionisio**	**100 (Direct)**	**Filipino**	**0%**
Common	**Phil Ivan A. Chan**	**0**	**Filipino**	**0%**

(3) Voting Trust Holders of 5% or More

There is no voting trust or similar arrangement executed among holders of five percent (5%) or more of the issued and outstanding shares of common stock of the Company.

(4) Changes in Control

After the Board's approval last 18 December 2024, the Company's stockholders approved the following during the Special Stockholders' Meeting held last 19 March 2025:

1. Private Placement of Themis for issuance of 240,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE,
2. Property-for-Share Swap with Eagle I and issuance of 918,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE,
3. Private Placement of Investors by way of subscription to 300,000,000 common shares of the Company to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE, and

4. Increase of Capital Stock from Five Hundred Fifty Million Pesos (Php550,000,000.00), divided into Five Hundred Fifty Million (550,000,000) common shares with a par value of One Peso (Php1.00) per share, to Two Billion Five Hundred Million Pesos (Php2,500,000,000.00), divided into Two Billion Five Hundred (2,500,000,000) common shares with a par value of One Peso (Php1.00) per share, Amendment to the Seventh Article of the Articles of Incorporation to reflect the increase in capital stock and Issuance of Shares in support of the Increase.

On 27 December 2024, ISOC Holdings, Inc. (**ISOC**), which owns 133,530,241 common shares representing 39.06% of the total outstanding capital stock of the Company, entered into a Deed of Assignment of Shares with Themis for the sale and purchase of 133,530,241 common shares of stock of the Company which represents all of the shares owned by ISOC in the Company, subject to Themis' compliance with the Mandatory Tender Offer. The Tender Offer Period commenced on 19 March 2025 and ended on 21 April 2025, and there were no availments or tendered shares during said Tender Offer Period. On 15 May 2025, the Company was notified that ISOC transferred all its shareholdings in the Company to Themis.

On 03 August 2026, the Board approved the following matters which are being endorsed for shareholder approval in the ASM:

1. Increase of authorized capital stock from Php550,000,000.00, divided into 550,000,000 common shares with a par value of Php1.00 per share, to Php1,000,000,000.00, divided into 1,000,000,000 common shares with a par value of Php1.00 per share, amendment to the Seventh Article of the Articles of Incorporation to reflect the increase, and issuance of at least 386,000,000 common shares in support of the increase,
2. Property-for-share swap with Eagle I involving 1 parcel of land of Eagle I (with an area of 33,077 square meters, more or less, located at Manila Bay Resorts, Asiaworld City Blvd., Parañaque City, and book value of approx. Php1,515,912,052), instead of 3, in exchange for the issuance of 356,000,000 common shares to be issued from the unissued and increase in the authorized capital stock of the Company (the Property-for-Share Swap), and
3. Private placement of investors by way of subscription of up to 30,000,000 common shares of the Company to be issued from the increase in the authorized capital stock to comply with minimum public ownership requirements.

The foregoing consists of the revised plan for the Company's increase in authorized capital stock and related transactions which were previously approved by the Board in December 2025, and by the shareholders on 19 March 2025, but were never implemented due to supervening events.

<u>Item 5. Directors & Executive Officers</u>

Except in cases where a higher vote is required under the Revised Corporation Code, the approval of any corporate action shall require the majority vote of all the stockholders present in the meeting, if constituting a quorum.

The complete guidelines on the manner of voting shall be as set forth in **Appendix 1.**

All proxies must be in the hands of the Secretary no later than **5:00 p.m.** on **14 August 2026**. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting (Article II, Section 7 of the By-Laws). Thus, the Company's By-Laws require the submission of the proxy form to the Corporate Secretary no later than 5:00 p.m. on 14 August 2026 via **ferronoux2026asm@gmail.com** in accordance with the procedures set forth in **Appendix 1**. The validation of proxies shall be made on 17 August 2026, 10:00 A.M.

(1) Board of Directors and Executive Officers

The Company's incumbent directors and officers are as follows:

Name	Office	Age	Citizenship	Term of office	No. of years served
James G. Lorenzana	Chairman	59	Filipino	Since 27 December 2024	Less than two years
Abel M. Almario	President	57	Filipino	Since 12 December 2024	Less than two years
Philipe T. Aquino	Director	42	Filipino	Since 12 December 2024	Less than two years
Rex Peter G. Raz	Director	64	Filipino	Since 18 December 2024	Less than two years
Fiorello R. Jose	Director	60	Filipino	Since 27 December 2024	Less than two years
Johannes Benjamin R. Bernabe	Director	60	Filipino	Since 27 December 2024	Less than two years
Mathew-John G. Almogino*	Lead Independent Director	57	Filipino	Since 11 December 2017	Less than nine years
Omar C. Taccad	Independent Director	57	Filipino	Since 18 December 2024	Less than two years
Kathryn Rosalie Faderon-Dionisio	Independent Director	53	Filipino	Since 27 June 2025	Less than two years
Phil Ivan A. Chan	Corporate Secretary	44	Filipino	Since 18 December 2024	Less than two years

**Due to term limit, Atty. Almogino is ineligible to be elected in the upcoming ASM, and serve, as independent director of the Company.*

DIRECTORS AND EXECUTIVE OFFICERS

The following are the business experiences and positions held by the Directors and Executive Officers for the past five (5) years:

INCUMBENT DIRECTORS

Mr. James G. Lorenzana was elected as a Director and the Chairman of the Board on 27 December 2024. Mr. Lorenzana is a Filipino professional with a distinguished career that spans both public service and the private sector. He is an alumnus of Xavier School and holds a Bachelor of Arts in Political Science from the University of the Philippines Diliman. Mr. Lorenzana began his career in the private sector as a Marketing and Sales Manager for Lorenzana Food Corporation, where he continues to serve as a director. His professional experience extends across key roles in various corporations and institutions.

In addition to his work in the corporate world, Mr. Lorenzana has made significant contributions to public service. He served as Chief of Staff to a legislator, overseeing successful political campaigns and taking on leadership positions in several key government agencies, including

NORTHRAIL, the Bases Conversion and Development Authority, the Subic Bay Metropolitan Authority, and the Fort Bonifacio Development Corporation, among others.

Today, Mr. Lorenzana holds prominent roles as Chairman and President of multiple companies and foundations. With his extensive background in governance, business development, and strategic management, he remains actively engaged in both civic and corporate initiatives.

Atty. Abel M. Almario was elected as a Director on 12 December 2024 and President on 27 December 2024. Atty. Almario is a Filipino professional currently serving as the President, Vice President, Chairman, and Director for several corporations.

Atty. Almario has extensive legal experience, primarily through his long tenure at M.M. Lazaro and Associates, where he rose from an Associate in 1996 to Senior Partner in 2024. Additionally, he holds various corporate secretary positions at companies such as Urban Consolidated Constructors Phils. Inc., Maxifix Realty Serv Corporation, Amstream Management Corporation, and Algimar Port Mgt. & Allied Services Inc.

In terms of education, Almario obtained his Juris Doctor from San Beda College of Law and previously attended the Philippine School of Business Administration, earning a BSBA in Accounting.

Atty. Philipe T. Aquino was elected as a Director on 12 December 2024. Atty. Aquino is a Filipino professional, currently serving as a Director and Corporate Secretary for several corporations.

Atty. Aquino has a legal background, working as a Junior Partner at M.M. Lazaro and Associates since July 2024, after previously serving as a consultant and associate at the same firm. He also has significant experience in the corporate sector, having been Vice President and Head of Legal and Compliance at Omnipay, Inc., where he additionally held the roles of Corporate Secretary and Data Protection Officer.

His educational background includes a Juris Doctor degree from Ateneo de Manila University School of Law, and an A.B. in Economics from Ateneo de Manila University.

Atty. Rex Peter G. Raz was elected as a Director on 18 December 2024. Atty. Raz is an accomplished legal professional, with a robust career in law and accounting. He graduated from the University of the East Manila with a degree in Accounting and earned his Certified Public Accountant certification in 1987. He continued his academic journey at the Ateneo de Manila University, where he obtained his Bachelor of Laws in 1988.

Over the course of his distinguished career, Atty. Raz has garnered a strong reputation in several specialized legal fields, including immigration, corporate rehabilitation and receivership, labor law, and corporate litigation. His extensive experience spans multiple decades, solidifying his status as a trusted legal expert.

Atty. Raz currently holds the position of Director at the Immigration Lawyers Association of the Philippines and serves as the Treasurer and Director of a private corporation. He is also the Managing Partner at Raz & Raz Law Offices, a role he took after previously serving as Managing Partner at Remollo Raz & Redillas Law Offices.

Under his leadership, Raz & Raz Law Offices has become highly skilled in a wide array of legal disciplines, including litigation in criminal, civil, administrative, labor, and commercial matters. The firm also specializes in immigration and deportation law, commercial and corporate law, finance, mergers and acquisitions, tax and customs, investments, administrative and election law, intellectual property, real estate, collective bargaining, and arbitration.

Atty. Fiorello R. Jose was elected as a Director on 27 December 2024. Atty. Jose holds a Bachelor of Arts in English from the University of the Philippines, where he also earned his law degree in 1991. He began his legal career the following year as an assistant attorney at Bito Lozada Ortega and Castillo, focusing on maritime law, litigation, labor, and corporate law.

In 1995, he joined forces with his late father, Plaridel C. Jose, before founding his own firm, F.R. Jose Law Office, in 1998. Since then, he has maintained a diverse legal practice, with specializations in civil litigation, labor law, family and property law, land titling and registration, conveyancing, estate settlement, and corporate law.

His extensive experience and commitment to a broad range of legal fields underscore his versatility and dedication to serving clients' varied legal needs.

Atty. Johannes Benjamin R. Bernabe was elected as a Director and the Chief Financial Officer / Treasurer on 27 December 2024, Atty. Bernabe is a distinguished Filipino lawyer with deep expertise in competition law, telecommunications, and international trade. As a former Commissioner of the Philippine Competition Commission (**PCC**), he played a crucial role in enforcing the Philippine Competition Act, overseeing key areas such as merger and acquisition reviews, investigating anti-competitive practices, and championing policies that promote fair market competition.

Prior to his role at the PCC, Bernabe served as a legal and policy advisor to the Philippine government on international trade. He represented the country in World Trade Organization (WTO) negotiations and various regional trade agreements, working to safeguard the nation's trade and economic interests in a rapidly globalizing market. Beyond his regulatory contributions, Bernabe has provided strategic legal counsel to both local and multinational corporations.

Atty. Mathew John G. Almogino was elected as an Independent Director of the Board in 11 December 2017 and was re-elected on 03 December 2018, 15 October 2019, 20 October 2020, 21 October 2021, 14 November 2022, 20 October 2023, 28 June 2024, and 27 June 2025. Atty. Almogino is a lawyer specializing in corporate law and commercial litigation, and has previously served as a member of the board of directors of several corporations engaged in various industries such as transportation, construction, and real estate. He is currently the General Counsel of Nippon Express Philippines Corporation, a multinational corporation with headquarters in Tokyo, Japan and which conducts business operations in 698 locations in 44 countries, specializing in global logistics, including international freight forwarding using multimodal transport, storage, and inventory management. Atty. Almogino was also a former Senior Associate with Ocampo and Manalo Law Firm, a firm ranked by AsiaLaw, the Legal 500, and WorldLaw as one of the leaders in various practice areas such as corporate law, telecommunications and media, transportation, litigation and dispute resolution, and labor and employment. He obtained his Bachelor of Arts from De La Salle University with a Major in Political Science and Minor in History, and his Bachelor of Laws from the San Sebastian College-Recoletos Institute of Law, where he also lectured on various subjects on Corporate Law after passing the Philippine Bar Examinations.

Atty. Omar C. Taccad was elected as an Independent Director on 18 December 2024. Atty. Taccad is the Chief Legal Counsel and Compliance Officer for a publicly listed company, bringing extensive expertise in corporate governance and legal compliance. Previously, he served as the Chief Compliance Officer and Vice President for Legal, Governance, and Compliance at another corporation.

Before assuming his current roles, Atty. Taccad held the position of Corporate Secretary and Assistant Corporate Secretary at a major telecommunications company and its subsidiaries, where he also led legal and governance functions.

Atty. Taccad earned his Juris Doctor degree from Ateneo de Manila University and was admitted to the Philippine Bar in 1998.

Atty. Kathryn Rosalie Faderon-Dionisio was first elected as an Independent Director on 27 June 2025. Atty. Faderon-Dionisio is a lawyer with over two decades of experience in commercial law. She currently serves as Senior Counsel at Ocampo Manalo Valdez & Lim Law Firm and is a Professorial Lecturer at the Lyceum of the Philippines University Cavite College of Law. From 2018 to 2024, she was Group Manager for Compliance, Corporate Services, and Corporate Special Projects at Nickel Asia Corporation. Prior to that, she served as Corporate Counsel at Coca-Cola FEMSA Philippines, Inc. (now Coca-Cola Europacific Aboitiz, Inc.) from 2016 to 2018, and at PLDT, Inc. from 2005 to 2015. Earlier in her career, Atty. Dionisio was a Court Attorney at the Supreme Court of the Philippines, where she served in the legal staff of three Associate Justices. She was also a Legal Officer at the University of the Philippines System in 1999. Atty. Dionisio earned her Juris Doctor and Bachelor of Arts in Communication, major in Journalism (magna cum laude) degrees from the University of the Philippines.

<u>KEY OFFICERS</u>

INCUMBENT OFFICERS

Atty. Phil Ivan A. Chan was appointed Corporate Secretary on 18 December 2024. Atty. Chan is a co-founder of Serrano Law, with extensive experience in M&A, banking, mining and energy law, gaming, immigration, real estate, insurance, and corporate restructuring projects. In 2023, Atty. Chan was recognized as “Rising Star Partner” by IFLR1000. Most recently, Atty. Chan was recognized by the Legal 500 as “Leading Partner” for Corporate and M&A in its Legal 500 2025 Rankings, and as “Client Choice – Philippine Lawyer” in the Asialaw 2024 awards.

Atty. Chan holds a degree of B.S. Legal Management from Ateneo de Manila University and a Juris Doctor degree from Ateneo Law School.

(2) Corporate Governance Committee and Nominees for Election as Members of the Board of Directors

The Corporate Governance Committee is composed of Attys. Omar C. Taccad, Abel M. Almario, and Rex Peter G. Raz.

The Company’s Corporate Governance Committee will pre-screen and accept the nominations for the Board of Directors in accordance with the criteria provided in the SRC, the Company’s Manual of Corporate Governance and the Company’s By-Laws. The following are the final list of nominees:

<u>Regular Directors:</u>

1. Mr. James G. Lorenzana
2. Atty. Abel M. Almario
3. Atty. Philipe T. Aquino
4. Atty. Edwin M. Espejo
5. Atty. Irish Marie V. Cabrera

Independent Directors:

1. Atty. Omar C. Taccad
2. Atty. Kathryn Rosalie Faderon-Dionisio

Attys. Omar C. Taccad and Kathryn Rosalie Faderon-Dionisio were nominated by the President, Atty. Abel M. Almario. Attys. Taccad and Faderon-Dionisio are not related to Atty. Almario, nor to each other.

Among the incumbent directors, only Atty. Omar C. Taccad is currently acting as an officer (Chief Legal Counsel and Compliance Officer) in another publicly listed company (Concepcion Industrial Corporation). None of the incumbent directors are currently acting as a director in another public or publicly listed company.

Atty. Edwin M. Espejo, Filipino, 42, is a seasoned corporate lawyer with over sixteen (16) years of experience in corporate law, regulatory compliance, and corporate governance. Since joining M. M. LAZARO AND ASSOCIATES in July 2010, he has advised corporations across diverse industries on a wide range of legal, regulatory, and governance matters. In recognition of his professional competence and significant contributions to the Firm, he was admitted as a Junior Partner in February 2025.

Over the course of his legal career, Atty. Espejo has served as Legal Counsel, Director and Corporate Secretary of numerous Philippine corporations, providing strategic legal counsel to boards of directors and senior management on corporate governance, fiduciary responsibilities, regulatory compliance, and board decision-making.

As a trusted legal adviser, Atty. Espejo is committed to promoting the highest standards of integrity, transparency, accountability, and ethical corporate conduct. His practice focuses on corporate governance, corporate law, legal compliance, mergers and acquisitions, commercial transactions, corporate restructuring, and corporate secretarial practice. He has extensive experience in ensuring compliance with the Revised Corporation Code of the Philippines, Securities and Exchange Commission regulations, and other applicable laws governing corporate operations.

Atty. Espejo obtained his Juris Doctor degree from the University of Santo Tomas Faculty of Civil Law and earned his Bachelor of Arts in Political Science from St. Louis University.

His extensive experience in advising boards of directors and serving as a corporate director and corporate secretary equips him with the legal expertise, governance perspective, and strategic insight necessary to contribute effectively to the Board of Directors of a publicly listed corporation.

Atty. Irish Marie V. Cabrera, Filipino, 33, earned her Juris Doctor degree from the Centro Escolar University School of Law and Jurisprudence in 2016. She joined M.M. Lazaro and Associates immediately after passing the Philippine Bar in 2017 and was promoted to Senior Associate in 2022.

Ms. Cabrera maintains a broad-based practice in litigation and corporate law. She has extensive experience handling criminal, civil, commercial, labor, and administrative disputes, while also advising corporations and business clients on corporate governance, regulatory compliance, commercial transactions, contract documentation, estate settlement, and real property matters. Her practice likewise includes providing strategic legal advice on a wide range of corporate and special projects.

The business experiences and positions held by the other nominees for directors are detailed in Item 5(1) (Directors and Executive Officers) above.

The certification that none of the members of the Board of Directors and management, as well as the nominees for election as directors and independent directors, have been elected or appointed to any government position and which would disqualify them to serve in such capacities, is attached hereto as **Appendix 2**.

Term of Office of a Director

The directors will hold office upon election until the next annual election and until his/her successor is duly elected, unless he/she resigns, dies or is removed from office.

(3) Independent Directors

The nominees for independent directors of the Company are Attys. Omar C. Taccad and Kathryn Rosalie Faderon-Dionisio. Their certifications on their qualifications as independent directors are attached hereto as **Appendix 3**.

The term of office of all directors, including independent directors shall be one (1) year until their successors are duly elected and qualified.

In accordance with SEC Memorandum Circular No. 7 Series of 2026, the independent directors have not exceeded the maximum cumulative term of nine (9) years. Furthermore, after a cumulative term of (9) years, the independent director shall be perpetually barred from re-election as such in the same company, but may continue to qualify as a non-independent director.

(4) Significant Employees

No single person is expected to make a significant contribution to the business since the Company considers the collective efforts of all its employees as instrumental to the success of the Company.

(5) Family Relationships

There are no other family relationships known to the registrant.

(6) Involvement in Certain Legal Proceedings

To the knowledge of the Company, there has been no occurrence of any of the following events during the past five (5) years up to latest date that are material to an evaluation of the ability and integrity of any director, any person nominated to become director, executive officer or control person of the Company:

1. Any insolvency or bankruptcy petition filed by or against any business of which such person was a general partner or executive officer whether at the time of insolvency or within two (2) years prior to that time;
2. Any conviction by final judgment in a criminal proceeding, domestic or foreign, in any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;

3. Any final and executory order, judgment or decree of any court of competent jurisdiction, domestic or foreign, permanently or temporarily, enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking activities; and
4. Any final and executory judgment by a domestic or foreign court or competent jurisdiction (in a civil action), the SEC, or comparable foreign body, or domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

There are no legal proceedings to which the Company or its subsidiary or any of their properties is involved in or subject to any legal proceedings which would have material adverse effect on the business or financial position of the Company or its subsidiary.

(7) Certain Relationships and Related Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. Transactions between related parties are on arm's length basis in a manner similar to transactions with non-related parties.

On 26 June 2020, the Board of Directors of the Company approved the assignment of its receivables in the aggregate amount of Php332,639,732.94 from Sunprime Finance, Inc. in exchange for certain receivables of Michael C. Cosiquien arising from his advances in favor of ISOC in the aggregate amount of Php132,714,385.00. On June 29, 2020, the Company and Michael C. Cosiquien, with the conformity of ISOC and Sunprime Finance, Inc. entered into a Deed of Assignment covering the note. The foregoing assignment of receivables is part of the Company's long-term investment plan and was approved in accordance with the procedures and requirements of the Company's Material Related Party Transaction Policy and the relevant issuances of the SEC. As a result of such assignment, the Company reclassified the note receivable to "Due to a related party" account and recognized a loss amounting to Php1,167,349.00 on assignment. On 27 December 2024, the receivables from ISOC was assigned to Themis.

On 27 December 2024, the Company disclosed that it received a notification from ISOC that it entered into a Deed of Assignment of Shares for the sale, transfer and assignment of all of its 133,530,241 common shares of the Company in favor of Themis for an aggregate sum of Php297,000,115.00 or approximately Php2.2242 per share, subject to compliance by Themis with the Mandatory Tender Offer. The Tender Offer Period commenced on 19 March 2025 and ended on 21 April 2025, and there were no availments or tendered shares during said Tender Offer Period.

ISOC previously held 51% of the total issued and outstanding capital stock of the Company. However, the Company's Board and shareholders approved the issuance of 80,000,000 common shares arising from the private placement by way of subscription by Themis. On 15 May 2025, the Company was notified that ISOC transferred all its shareholdings in the Company to Themis.

Apart from the foregoing and those disclosed herein, there were no transaction or series of similar transactions with or involving the Company or any of its subsidiaries in which a director, executive officer, nominee for election as a director or stockholder owning ten percent (10%)

or more of total outstanding shares and members of their immediate family, had or is to have a direct or indirect material interest.

(8) Resignation or Refusal to Stand for Re-election by Members of the Board of Directors

The Company has not been informed of any intention by the incumbent directors and/or key officers to resign or to refuse their re-election as members of the Board of Directors or as officers of the Company for the relevant period.

ITEM 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

(1) Compensation Table

The table below summarizes the aggregate compensation of the Company's Chief Executive Officer (**CEO**) and the four top executive officers, as well as the aggregate compensation paid to all directors and officers as a group for the years 2023, 2024, and 2025.

	Year	Salary	Bonuses	Other Benefits	Total
CEO and Top 4 Executive Officers, as a group named above	2025	-	-	-	-
	2024	-	-	-	-
	2023	-	-	-	-
All Other Officers and Directors, as a group unnamed	2025	-	-	240,000	240,000
	2024	-	-	474,444	474,444
	2023	-	-	390,000	390,000

As of writing, the Company does not expect to pay compensation to the directors and officers in 2026.

(2) Compensation of Directors

Standard Arrangement

There is no standard arrangement pursuant to which directors of the company are compensated directly or indirectly, for any services provided as a director.

Other Arrangement

On 4 November 2020, the Board of Directors approved the payment of reasonable per diems to the Board of Directors of the Corporation for their services. The reasonable per diems paid to the directors amounted to Php240,000, Php474,444, and Php390,000 in 2025, 2024, and 2023, respectively.

(3) Employment Contracts and Termination of Employment and Change-in Control Arrangements

There are no other special contracts of employment between the Company and the named directors and executive officers, as well as special compensatory plans or arrangements.

There are no arrangements for compensation to be received by the officers from the Company in the event of a change in control of the Company.

ITEM 7. INDEPENDENT PUBLIC ACCOUNTANTS

(1) External Auditor

a) Reyes Tacandong & Co. (**RTC**) was nominated as the Corporation's external auditor for the ensuing year which shall be subject to shareholders' approval during the Annual Meeting. The Recommended partner–in–charge is Mr. Mark Christian M. Ababa.

b) The 2025-2026 audit of the Company by RTC is in compliance with Revised SRC Rule 68, Part I, Paragraph 3 (B) (ix) which provides that the external auditor should be rotated every seven (7) years or earlier or the handling partner shall be changed. Beginning 2024, RTC's account partner handling the Corporation is Mr. Mark Christian M. Ababa. A two-year cooling off period shall be observed in the re-engagement of the same signing partner or individual.

c) Representatives of RTC are expected to be present during the annual meeting and will be given the opportunity to make a statement if they desire to do so. They are also expected to respond to appropriate questions if needed. There was no event where RTC and the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure. Except as stated in the report of independent auditors, the Corporation has no disagreements with its auditors.

(2) Audit Fees

The following table sets out the aggregate fees billed for 2025 and 2024 for professional services rendered by RTC. The external auditor of the Company billed the amounts of Php500,000 and 365,000 in 2025 and 2024, respectively, in fees for professional services rendered for the audit of the Company's annual financial statements and services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for 2025 and 2024.

RTC does not provide other services that are not reasonably related to the performance of the audit or review of the Company's financial statements. Except as disclosed above, no other services were rendered or fees billed by the external auditor of the Company for 2025 and 2024. All the above services have been approved by the Audit Committee through its internal policies and procedures of approval.

	2025	2024
Audit and Audit-Related fees	500,000	365,000

Services rendered include the audit of the financial statements and supplementary schedules for submission to SEC and BIR.

The following table sets out the aggregate fees billed for 2025:

Name of Auditor	Regular Fees
Reyes Tacandong & Co.	500,000

Audit and audited-related fees refer to the professional services rendered by RTC for audit of the Company's annual financial statements and services that are normally provided in connection with statutory and regulatory filings for the said calendar years. The fees presented above include out-of-pocket expenses incidental to the independent auditors' services.

(3) Audit Committee and Policies

There shall be an Audit Committee composed of at least three (3) appropriately qualified non-executive directors, the majority of whom, including the chairman, should be independent. All of the members of the committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. The chairman of the Audit Committee should not be the chairman of the Board or of any other committees. The Audit Committee should meet with the Board at least every quarter without the presence of the CEO or other management team members, and periodically meets with the head of the internal audit. The Audit Committee has the following duties and responsibilities, among others:

a.) Recommends the approval of the Internal Audit Charter (IA Charter), which formally defines the role of Internal Audit and the audit plan as well as oversees the implementation of the IA Charter;

b.) Through the Internal Audit Department, monitors and evaluates the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets. Well-designed internal control procedures and processes that will provide a system of checks and balances should be in place in order to (a) safeguard the company's resources and ensure their effective utilization, (b) prevent occurrence of fraud and other irregularities, (c) protect the accuracy and reliability of the company's financial data, and (d) ensure compliance with applicable laws and regulations;

c.) Oversees the Internal Audit Department, and recommends the appointment and/or grounds for approval of an internal audit head or Chief Audit Executive. The Audit Committee should also approve the terms and conditions for outsourcing internal audit services;

d.) Establishes and identifies the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. For this purpose, he should directly report to the Audit Committee;

e.) Reviews and monitors Management's responsiveness to the Internal Auditor's findings and recommendations;

f.) Prior to the commencement of the audit, discusses with the External Auditor the nature, scope and expenses of the audit, and ensures the proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;

g.) Evaluates and determines the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the corporation's overall consultancy expenses. The committee should disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence (as defined under the Code of Ethics for Professional Accountants). The non-audit work, if allowed, should be disclosed in the corporation's Annual Report and Annual Corporate Governance Report;

h.) Reviews and approves the Interim and Annual Financial Statements before their submission to the Board, with particular focus on the following matters:
- Any change/s in accounting policies and practices
- Areas where a significant amount of judgment has been exercised
- Significant adjustments resulting from the audit
- Going concern assumptions
- Compliance with accounting standards
- Compliance with tax, legal and regulatory requirements

i.) Reviews the disposition of the recommendations in the External Auditor's management letter;

j.) Performs oversight functions over the corporation's Internal and External Auditors. It ensures the independence of Internal and External Auditors, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;

k.) Coordinates, monitors and facilitates compliance with laws, rules and regulations; and

l.) Recommends to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the corporation, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.

(4) Audit Committee

The following are members of the Audit Committee:

Atty. Mathew-John G. Almogino (Chairman)
Atty. Philipe T. Aquino
Atty. Johannes Benjamin R. Bernabe

ITEM 8. COMPENSATION PLANS

No action is proposed to be taken during the stockholders' meeting with regard to any bonus, profit sharing, pension/retirement plan, granting of any extension of options, warrants or rights to purchase any securities.

C. ISSUANCE AND EXCHANGE OF SECURITIES

ITEM 9. AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

Following the approval of Ferronoux's Board of Directors, the following matters will be presented to the shareholders for approval and/or ratification during the ASM:

1. *Increase of Capital Stock from Five Hundred Fifty Million Pesos (Php550,000,000.00), divided into Five Hundred Fifty Million (550,000,000) common shares with a par value of*

One Peso (Php1.00) per share, to One Billion Pesos (Php1,000,000,000.00), divided into One Billion (1,000,000,000) common shares with a par value of One Peso (Php1.00) per share and Issuance of Shares in support of the Increase

For future expansion and subscription opportunities, stockholder approval is sought for the Amendment of the Seventh Article of the Corporation's Articles of Incorporation to increase the authorized capital stock from PhP550,000,000.00 divided into 550,000,000 common shares at a par value of One Peso (PhP1.00) per share to PhP1,000,000,000.00 divided into 1,000,000,000 common shares at a par value of One Peso (PhP1.00) per share, and the issuance of at least 386,000,000 shares in support of the increase.

As detailed below, at least 356,000,000 common shares are to be issued to Eagle I, and up to 30,000,000 common shares are to be issued to investors via private placements to comply with minimum public ownership requirements.

This is a part of the revised plan for the Company's increase in authorized capital stock and related transactions which were previously approved by the Board in December 2025, and by the shareholders on 19 March 2025, but were never implemented due to supervening events.

2. *Property-for-Share Swap with Eagle I Landholdings, Inc. covering one (1) parcel of land in exchange for the issuance of 356,000,000 common shares to be issued from the Unissued and Increase in the Authorized Capital Stock, and Listing of said Shares with PSE*

   Approval and ratification of the stockholders are also sought for the property-for-share swap with Eagle I involving 1 parcel of land of Eagle I (with an area of 33,077 square meters, more or less, located at Manila Bay Resorts, Asiaworld City Blvd., Parañaque City, and book value of approximately Php1,515,912,052) (or the **Subject Property**), instead of 3, in exchange for the issuance of at least 356,000,000 common shares to be issued from the unissued and increase in the authorized capital stock of the Corporation (the **Subject Swap**), and listing of said shares with PSE. The transfer value of the Subject Property is its book value. The Subject Swap is subject to regulatory approvals, fairness opinion of an independent third party, and other terms and conditions agreed upon.

   This Subject Swap supersedes the swap originally approved by the Board of Directors on 18 December 2024, and by the shareholders on 19 March 2025, which were never implemented due to supervening events.

   The Subject Property is valued at approximately Php1,515,912,052 or Php45,829.79 per square meter. This is based on the book value of Eagle I's investment properties, which includes the Subject Property, as reflected in the 2025 Audited Financial Statements of Eagle I (Note 9, page 13) and is incorporated herein as **Appendix 4**.

   Should a subsequent appraisal report disclose that the Subject Property's market value is lower than the booked value, the Company undertakes to hold another special stockholders' meeting to seek shareholder approval on this matter with the new figures.

   The Subject Property is adjacent to the Okada Integrated Casino Resort and, currently, a portion is being used to house the support facilities of the Okada Casino Complex. The Subject Property will be vacated once the construction of master-planned development commences.

   The Corporation and Eagle I intend to jointly develop the Properties to realize its full potential value through the Corporation's resources, including, but not limited to, the ability to raise funds from the public.

3. *Private Placement of Investors by way of subscription to 30,000,000 common shares of the Company to be issued out of the Increase in the Authorized Capital Stock to comply with Minimum Public Ownership Requirements, and Listing of said shares with PSE*

   The Corporation is seeking stockholder approval for the private placement of investors by way of subscription of up to 30,000,000 common shares of the Corporation to be issued out of the increase in capital stock, to comply with the minimum public ownership requirements. The final terms and conditions of these private placements, including the price of the subscriptions, are to be determined and will be disclosed as soon as finalized.

   Approval of the stockholders will also be sought for the listing of up to 30,000,000 common shares to be issued in line with said private placement.

   This is a part of the revised plan for the Company's increase in authorized capital stock and related transactions which were previously approved by the Board in December 2025, and by the shareholders on 19 March 2025, but were never implemented due to supervening events.

4. *Waiver of the Rights or Public Offer by Majority of the Minority Shareholders for the Shares to be Issued to Eagle I Landholdings, Inc.*

   In compliance with Article V, Part A, Section 4 of the Revised Listing and Disclosure Rules of the PSE, the Corporation seeks the approval by majority vote of the minority shareholders waiving the rights or public offer requirement for related party transactions in relation to the shares to be issued to Eagle I.

Pursuant to the foregoing, common shares will be issued to Eagle I and private placement investors. Eagle I currently does not have any shares in Ferronoux.

It bears noting that, under the revised plan for the Company's increase in authorized capital stock and related transactions as detailed above, Themis will no longer subscribe to an additional 240,000,000 shares to be issued from the increase in authorized capital stock via private placement.

Purpose of Net Proceeds

Subject to discretion of Management, proceeds of the private placements of Investors shall be used for the following:

(1) working capital to support the operations of the company, payment of taxes, permits, licenses and fees made in the regular course of business;

(2) payment of documentary stamp tax, regulatory and listing fees arising from the current private placement transaction;

(3) costs, fees and expenses in evaluating opportunities for the company as well as subsequent transactions, if any; and

(4) acquisition of other assets beneficial to the Company.

Meanwhile, the property-for-share swap with Eagle I aligns with the Company's strategic objective to expand its business into real property development holding. Acquiring the Subject Property represents a valuable opportunity for the Company, given their prime location, accessibility, and potential for future development.

Dividend, Voting, and Pre-emption Rights

Stockholders of the Company enjoy full dividend and voting rights in accordance with the Revised Corporation Code, pro-rata to their shareholdings. Pursuant to the Seventh Article of the Company's Articles of Incorporation, no stockholder of the Company has a preemptive right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Company. Any part of such stock of or other securities may, at any time, be issued, optioned for sale, and sold or disposed of by the Company pursuant to resolution of the Board of Directors, to such person and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

There are no class of shares which enjoy preferential rights as to voting or dividends.

No Change in Control Provisions

There are no provisions in the charter or by-laws of the Company that would delay, defer, or prevent a change in control of the Company.

No Securities other than Common Equity

The Company will not be presenting any matter or act involving the authorization or issuance of the Company's securities other than common equity.

Reasons for Issuance and General Effect on Rights of Existing Security Holders

The issuance of the securities is part of the expansion efforts of the Company. The Subject Swap aligns with the Company's strategic objective to expand its business into real property development holding. Acquiring the Subject Property represents a valuable opportunity for the Company, given their prime location, accessibility, and potential for future development.

The issuance of shares will have the effect of diluting the ownership interest of the existing stockholders of the Company to the extent of such shares, and such existing stockholders shall have no pre-emptive rights on such shares.

ITEM 10. MODIFICATION OR EXCHANGE OF SECURITIES

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

ITEM 11. FINANCIAL AND OTHER INFORMATION

The audited financial statements as of 31 December 2025, Management's Discussion and Analysis, and other data related to the Company's financial information are attached hereto as **Appendix 5.**

The interim financial statements as of 31 March 2026 and other data related to the Company's financial information are likewise attached hereto as **Appendix 6.**

The Company will disclose in due course the interim financial statements as of 30 June 2026 once available.

ITEM 12. MERGERS, CONSOLIDATIONS, ACQUISITIONS AND SIMILAR MATTERS

Other than the Subject Swap specified in Item 9 involving the acquisition of 1 parcel of land owned by Eagle I in exchange for 356,000,000 common shares to be issued out of the proposed increase in authorized capital stock, there is no action to be taken with respect to any transaction involving the merger or consolidation of the Company into or with any other person or of any other person into or with the Company, the acquisition by Company or any of its security holders of securities of another person, the acquisition by the Company of any other going business or of the assets thereof, the sale or other transfer of all or any substantial part of the assets of the Company, or the liquidation or dissolution of the Company.

ITEM 13. ACQUISITION OR DISPOSITION OF PROPERTY

The revised property-for-share swap with Eagle I will be presented to the shareholders for approval and ratification during the ASM.

The Subject Swap involves 1 parcel of land owned by Eagle I (with an area of 33,077 square meters, more or less, located at Manila Bay Resorts, Asiaworld City Blvd., Parañaque City, and book value of approximately Php1,515,912,052) in exchange for the issuance of 356,000,000 common shares to be issued from the unissued and increase in the authorized capital stock of the Corporation, and with such issued shares to be listed with the PSE. The transfer value of the Subject Property is its book value. The exchange price of approximately Php4.26 per share considered the Company's historical stock price and the parties' agreed-upon premium.

The Subject Property's book value is approximately Php1,515,912,052 or Php45,829.79 per square meter. This is based on the book value of Eagle I's investment properties, which includes the Subject Property, as reflected in the 2025 Audited Financial Statements of Eagle I (Note 9, page 13) and is incorporated herein as **Appendix 4**. Should a subsequent appraisal report disclose that the Subject Property's market value is lower than the book value, the Company undertakes to hold another special stockholders' meeting to seek shareholder approval on this matter with the new figures.

The Subject Swap is subject to regulatory approvals including compliance with the provisions of BIR Revenue Regulations No. 18-2001 and other related issuances on Tax-Free Exchange under Section 40(C)(2) of the NIRC, as amended by R.A. No. 11534 or the CREATE Act, fairness opinion of an independent third party, and other terms and conditions that may be agreed upon. It is also subject to shareholders' approval and SEC approval as to the increase in authorized capital stock and confirmation of valuation. The Company shall obtain Certificates Authorizing Registration (CAR) from the Bureau of Internal Revenue to allow a Tax-Free Exchange transfer of the Subject Property in favor of the Company in exchange for said shares of stock.

Eagle I, the transferor of the Subject Property, is a domestic corporation duly established under Philippine laws and duly incorporated on 16 May 2008. Its primary purpose is to engage in activities of real estate, particularly acquire, purchase, lease, develop, exchange, assign, transfer, convey or otherwise alienate or dispose of any land or interest or right therein. It has an authorized capital stock of PhP500,000,000.00 where PhP480,000,000.00 is fully subscribed and paid. Its principal office is located at Manila Bay Resort Temporary Facilities Office, Atlantic Drive, Asiaworld City Blvd., Parañaque City.

This Subject Swap supersedes the swap originally approved by the Board of Directors on 18 December 2024, and by the shareholders on 19 March 2025, which were never implemented due to supervening events.

The Subject Property is adjacent to the Okada Integrated Casino Resort and, currently, a portion is being used to house the support facilities of the Okada Casino Complex. The Subject Property will be vacated once the construction of master-planned development commences.

The Corporation and Eagle I intend to jointly develop the Properties to realize its full potential value through the Corporation's resources, including, but not limited to, the ability to raise funds from the public.

The Subject Swap aligns with the Company's strategic objective to expand its business into real property development holding. Acquiring the Subject Property represents a valuable opportunity for the Company, given their prime location, accessibility, and potential for future development. Notably, the acquisition of the Subject Property holds significant potential to generate substantial value for the Company over time due to its strategic positioning. Moreover, the Subject Swap arrangement enables the Company to secure these assets without an immediate cash outflow, preserving capital liquidity — a key advantage in maintaining financial flexibility.

ITEM 14. RESTATEMENT OF ACCOUNTS

The Company is not taking any action, which involves the restatement of any of its assets, capital, or surplus account.

D. OTHER MATTERS

ITEM 15. ACTION WITH RESPECT TO REPORTS

There is no action to be taken with respect to any report of the Company or its Directors, Officers or Committees, except for the approval of the Minutes of the previous Annual Meeting of the Company held on 27 June 2025 (**2025 ASM**), and for the ratification of all acts and resolutions of the Board of Directors and Board Committees, and the acts of Management during the previous year.

1. Minutes of the Previous Annual Meeting

All items of the agenda for the 2025 ASM were approved. The voting results were as follows:

Agenda	Voting Results		
	For	Against	Abstain
Approval of the Minutes of the Stockholders' Meetings held on 28 June 2024 and 19 March 2025	100.00%	0.00%	0.00%
Management's Report and 2025 Audited Financial Statements	100.00%	0.00%	0.00%
Approval and Ratification of All Acts of the Board of Directors, Board Committees, and Management during their Term	100.00%	0.00%	0.00%
Election of Directors			
James G. Lorenzana	100.00%	0.00%	0.00%
Philipe T. Aquino	100.00%	0.00%	0.00%
Abel M. Almario	100.00%	0.00%	0.00%
Rex Peter G. Raz	100.00%	0.00%	0.00%
Fiorello R. Jose	100.00%	0.00%	0.00%
Johannes Benjamin R. Bernabe	100.00%	0.00%	0.00%
Mathew-John G. Almogino	100.00%	0.00%	0.00%
Omar C. Taccad	100.00%	0.00%	0.00%
Kathryn Rosalie Faderon-Dionisio	100.00%	0.00%	0.00%
Appointment of External Auditor	100.00%	0.00%	0.00%
Amendment of Third Article of the Articles of Incorporation to reflect the Change in Principal Office Address	100.00%	0.00%	0.00%

The following directors and officers were present during the 2025 ASM:

Mr. James G. Lorenzana	-	Chairman
Atty. Philipe T. Aquino	-	Director
Atty. Abel M. Almario	-	President
Atty. Rex Peter G. Raz	-	Director
Atty. Fiorello R. Jose	-	Director
Atty. Johannes Benjamin R. Bernabe	-	Director

Atty. Mathew-John G. Almogino	-	Independent Director
Atty. Omar C. Taccad	-	Independent Director
Atty. Kathryn Rosalie Faderon-Dionisio	-	Independent Director
Atty. Phil Ivan A. Chan	-	Corporate Secretary

The stockholders who attended the 2025 ASM in person and by proxy represent 341,824,002 common shares, constituting 89.71% of the total outstanding capital stock of the Company as of record date.

The minutes of the 2025 ASM is attached hereto as **Appendix 7.**

2. Acts of the Board of Directors

At the annual meeting, stockholders will be asked to approve and ratify the acts of the Board of Directors during their term of office duly disclosed to the SEC and PSE. Since the last stockholders' meeting on 27 June 2025, the Board of Directors authorized several transactions which are pursuant to the Corporation's ordinary course of business.

ITEM 16. MATTERS NOT REQUIRED TO BE SUBMITTED

All corporate actions to be taken up at the annual stockholders' meeting will be submitted to the stockholders of the Company for their approval in accordance with the requirements of the Revised Corporation Code.

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

ITEM 17. OTHER PROPOSED ACTIONS (AMENDMENTS OF CHARTER, BY-LAWS & OTHER DOCUMENTS)

To accommodate the shares to be issued for the transactions scheduled for approval during the ASM, and for future expansion and subscription opportunities, stockholder approval is sought for the amendment of the Seventh Article of the Company's Articles of Incorporation to increase the authorized capital stock from PhP550,000,000.00 divided into 550,000,000 common shares at a par value of One Peso (PhP 1.00) per share to PhP1,000,000,000.00 divided into 1,000,000,000 common shares at a par value of One Peso (PhP 1.00) per share, subject to the approval of the Securities and Exchange Commission.

To streamline corporate governance, stockholder approval is sought for the decrease in the number of directors of the Corporation from nine (9) to seven (7), and the consequent amendments to the Sixth Article of the Articles of Incorporation and Article III, Section 1.a of the By-Laws.

ITEM 18. VOTING PROCEDURES

Except in cases where a higher vote is required under the Revised Corporation Code, the approval of any corporate action shall require the majority vote of all the stockholders present in the meeting, constituting a quorum.

In case of election of directors, each stockholder is entitled to cumulate their votes as discussed in Part B, Item 4(c) of this Information Statement.

For this year's ASM, voting will be done *in absentia.* Registered shareholders will be allowed to cast their votes as indicated in the *"Guidelines for Participating via Remote Communication and Voting in Absentia"* appended as **Appendix 1** to this Information Statement.

For this year's ASM, the Company has established a designated e-mail in order to facilitate the registration of and voting in absentia by stockholders at the ASM, as allowed under

Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication and votes by proxy shall be deemed present for purposes of quorum.

Shareholders holding FERRO's common shares on as of 31 July 2026 are entitled to vote on the matters indicated in the Notice and Agenda included in this Information Statement.

All proxies must be in the hands of the Secretary no later than **5:00 p.m.** on **14 August 2026**. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or their personal attendance at the meeting (Article III, Section 7 of the By-Laws).

Counting of votes will be done by the Corporate Secretary or his authorized representative(s), with the assistance of the representatives of the stock transfer agent of FERRO. All votes attaching to the shares of stock, owned by stockholders whose proxies were received by the Company will be cast in accordance with the instructions given or authority granted under the proxies where such shares have voting rights.

The required vote for the agenda items is a majority vote of shareholders present or represented at the meeting, except for the following matters:

1. *Amendment to the Seventh Article of the Articles of Incorporation to Increase the Authorized Capital Stock from PhP 550,000,000.00 divided into 550,000,000 common shares at a par value of PhP 1.00 per share to Php1,000,000,000.00, divided into 1,000,000,000 common shares with a par value of Php1.00 per share*

Required vote: The affirmative vote of shareholders representing at least two-thirds (2/3) of the outstanding capital stock present or represented at the meeting.

2. *Waiver of the Rights or Public Offer by Majority of the Minority Shareholders for the Shares to be Issued to Eagle I Landholdings, Inc.*

Required vote: A majority vote of the minority shareholders present or represented at the meeting.

THE COMPANY WILL PROVIDE WITHOUT CHARGE TO EACH SHAREHOLDER, ON THE WRITTEN REQUEST OF SUCH SHAREHOLDER, A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A. REQUESTS MAY BE MADE TO THE OFFICE OF THE CORPORATE SECRETARY AT <FERRONOUX2026ASM@GMAIL.COM> OR 15TH FLOOR, JOLLIBEE TOWER, F. ORTIGAS JR. ROAD AND GARNET ROAD, ORTIGAS CENTER, SAN ANTONIO, PASIG CITY.

AT THE DISCRETION OF MANAGEMENT, A CHARGE MAY BE MADE TO COVER THE REASONABLE EXPENSES INCURRED BY THE COMPANY IN FURNISHING THE EXHIBITS.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, Ferronoux Holdings, Inc. has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Taguig City on 03 August 2026.

FERRONOUX HOLDINGS, INC.
By:

[redacted]

PHIL IVAN A. CHAN
Corporate Secretary

Ferronoux Holdings, Inc.

MANAGEMENT REPORT
Pursuant to SRC Rule 20

For the Annual Stockholders' Meeting
On August 25, 2026

I. Financial Statements

The Audited Financial Statements of Ferronoux Holdings, Inc. (the **Company**) for the years ended 31 December 2025 and 2024 and interim unaudited financial statements as of 31 March 2026 are attached to this report, together with the Company's Annual Report (SEC 17-A).

II. Information on Independent Accountants and other Related Matters

The Company's financial statements for the years ended 31 December 2025 and 2024 have been audited by Reyes Tacandong & Co. (**RTC**), independent auditors, as stated in their reports appearing herein.

Mr. Mark Christian M. Ababa is the Company's current Audit Partner. We have not had any disagreements on accounting and financial disclosures with our current external auditors for the periods or any subsequent interim period.

There were no disagreements with RTC on any matter of accounting and financial disclosure.

The following table sets out the aggregate fees incurred for the years ended 31 December 2025 and 2024 for professional services rendered by RTC. The external auditor of the Company billed the amounts of Php 500,000 in 2025 and Php 365,000 in 2024 in fees for professional services rendered for the audit of the Company's annual financial statements and services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for 2025 and 2024.

RTC does not provide other services that are not reasonably related to the performance of the audit or review of the Company's financial statements. Except as disclosed above, no other services were rendered or fees billed by the external auditor of the Company for 2025 and 2024. All the above services have been approved by the Audit Committee through its internal policies and procedures of approval.

	2025	2024
Audit and Audit-Related Services	**₱500,000**	₱365,000

Services rendered include the audit of the financial statements and supplementary schedules for submission to Securities and Exchange Commission (**SEC**) and Bureau of Internal Revenue (**BIR**).

The following table sets out the aggregate fees billed for 2025:

Name of Auditor	**Regular Fees**
Reyes Tacandong & Co.	500,000

Audit and audited-related fees refer to the professional services rendered by RTC for audit of the Company's annual financial statements and services that are normally provided in connection with statutory and regulatory filings for the said calendar years. The fees presented above include out-of-pocket expenses incidental to the independent auditors' services.

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

The following discussion and analysis are based on the Audited Financial Statements as at 31 December 2025 and 2024, prepared in conformity with Philippine Financial Reporting Standards (PFRS) and accompanying Notes to the Financial Statements and should be read in conjunction with the audited consolidated financial statements.

Impact of COVID-19 (Coronavirus Disease 2019). The country experienced a pandemic virus crisis resulting in a slowdown in the Philippine economy because of mandated lockdowns all over the country. While the financial impact is considered a non-adjusting subsequent event as at 31 December 2025, management believes that the effect on the Company's operations and financial performance is not significant.

Assignment of Note Receivable. On 26 June 2020, the Company's board of directors approved the assignment of the note receivable from Sunprime Finance Incorporated (**SFI**) with carrying amount of Php132.7 million as at 31 December 2019 in exchange for certain receivables of Michael C. Cosiquien, a stockholder of ISOC Holdings, Inc. (**ISOC**), arising from his advances in favor of the Parent Company in the aggregate amount of Php132,714,385.00. On 29 June 2020, the Company and the stockholder, with conformity of ISOC and SFI, entered into a Deed of Assignment covering the note. As a result of the transaction, the Company reclassified the note receivable to "Due from a related party" account. The corresponding disclosures on this transaction have been made to the PSE on 26 June 2020 and 30 June 2020. Additionally, in compliance with SEC Memorandum Circular No. 10, Series of 2019, an advisement report on the material related party transaction was filed with the SEC on July 1, 2020.

On 27 December 2024, the receivables from ISOC was assigned to Themis Group Corporation.

Summary Financial Information
The following table sets forth the summary financial information for the years ended 31 December 2025, 2024, and 2023.

Summary of Income Statement:

	Years Ended December 31		
	2025	2024	2023
INCOME	**Php1,824,154**	Php3,276,974	Php3,299,346
EXPENSES	**(3,333,508)**	(2,152,593)	(1,968,962)
OTHER CHARGES - NET	**–**	–	–
INCOME BEFORE TAX	**(1,509,354)**	1,124,381	1,330,384
PROVISION FOR (BENEFIT FROM) INCOME TAX	**(69,202)**	344,095	359,821
NET INCOME	**(1,440,152)**	780,286	970,563
OTHER COMPREHENSIVE INCOME	**–**	–	–
TOTAL COMPREHENSIVE INCOME	**(1,440,152)**	780,286	970,563
BASIC AND DILUTED EARNINGS PER SHARE	**(0.004)**	0.003	0.004

Summary of Balance Sheet:

	December 31		
	2025	2024	2023
ASSETS			
Current Assets	**Php175,981,848**	Php157,398,439	Php1,896,071
Noncurrent Assets	**-**	-	152,425,115
	Php175,981,848	Php157,398,439	Php154,321,186
LIABILITIES AND EQUITY			
Current Liabilities	**Php17,951,794**	Php17,013,739	Php12,467,943
Noncurrent Liability		114,494	2,363,323
	17,951,794	17,128,233	14,831,266
Equity	**158,030,054**	140,270,206	139,489,920
	Php158,030,054	Php157,398,439	Php154,321,186

Summary of Net Cash Flows:

	Years Ended December 31		
	2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES	**Php(2,726,387)**	Php(1,977,147)	Php(2,674,866)
CASH FLOWS FROM INVESTING ACTIVITIES	**–**	–	–
CASH FLOWS FROM FINANCING ACTIVITIES	**19,200,000**	1,950,000	2,684,874
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	**16,473,613**	(27,147)	10,008
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**111,459**	138,606	128,598
CASH AND CASH EQUIVALENTS AT END OF YEAR	**Php16,585,072**	Php111,459	Php138,606

2025 vs. 2024

Results of operations:

	Audited		Increase (Decrease)	
	2025	**2024**	**Amount**	**%**
	(In Php millions)			
Income	**₱1.82**	₱3.28	(1.46)	45%
Expenses	**3.33**	2.15	1.18	55%

Income decreased by ₱1.46 million or 45% as compared last year which consists of interest earned on due from a related party.

Expenses increased by ₱1.8 million or 55%. Changes in the expense accounts for the year ended December 31, 2025 versus the same period in 2024 are mainly the following:

- Increase in professional fees by ₱0.256 million.

- Increase PSE and SEC Fees by ₱0.215 million.
- Increase Advertising costs by ₱0.463 million.

Financial Position

	Audited 2025	2024	Increase (Decrease) Amount	%
	(In Php millions)			
Assets	**175.98**	157.40	18.58	12%
Liabilities	**17.95**	17.13	0.82	5%
Stockholders' Equity	**158.03**	140.27	17.76	13%

Assets

The total assets of the Company increased by ₱18.58 million or 12% from ₱157.40 million as of December 31, 2024 to ₱175.98 as of December 31, 2025. The increase was mainly due to the increase in the cash in bank.

Liabilities

As of December 31, 2025, the total liabilities of the Company increased by ₱.824 million million or 5% from ₱17.13 million as of December 31, 2024. The increase was mainly due to increase in accrued expenses.

Stockholders' Equity

As of year-end 2025, the stockholders' equity increased by ₱17.76 million from ₱140.27 million as of December 31, 2024 to ₱158.03 million as of December 31, 2025. The increase was mainly attributable due to new subscriptions.

Explanations for the material changes in the Company's accounts between 2024 and 2023 are as follows:

Results of operations:

	Audited 2024	2023	Increase (Decrease) Amount	%
	(In Php millions)			
Income	**₱3.28**	₱3.30	(Php0.02)	(0.68%)
Expenses	**2.15**	1.97	0.18	0.33%
Other (Income) Charges - net	**-**	-	-	-

Income decreased by Php0.02 million or 0.68% as compared last year due to due to lower computed accretion upon maturity and due from a related party during the current year.

Expenses increased by Php0.18 million or 9.33%. Significant changes in the expense accounts for the year ended December 31, 2024 versus the same period in 2023 are as follows:

- Increase in professional fees by Php0.32 million is mainly due to increase in retainers' fees as compared to last year.

Other (income) charges – net no other income earned or other charges incurred for 2024 and 2023.

Financial Position

	Audited		Increase (Decrease)	
	2024	2023	Amount	%
	(In Php millions)			
Assets	**Php157.40**	Php154.32	Php3.08	1.99%
Liabilities	**17.13**	14.83	2.30	15.49%
Stockholders' Equity	**140.27**	139.49	0.78	0.56%

Assets

The total assets of the Company increased by Php3.08 million or 1.99% from Php154.32 million as of 31 December 2023 to Php157.40 as of 31 December 2024. The increase was mainly due to interest income earned on due from a related party.

Liabilities

As of 31 December 2024, the total liabilities of the Company increased by Php2.30 million or 15.49% from Php14.83 as of 31 December 2023. The increase was mainly due to increase in due to related parties, deferred output Value-Added Tax (**VAT**) attributable to the loan, and accrued expenses on unpaid professional fees.

Stockholders' Equity

As of year-end 2024, the stockholders' equity increased by Php0.78 million from Php139.49 million as of 31 December 2023 to Php140.27 million as of 31 December 2024. The increase was mainly attributable to income during the year amounting to Php0.78 million.

Explanations for the material changes in the Company's accounts between 2023 and 2022 are as follows:

Results of operations:

	Audited		Increase (Decrease)	
	2023	2022	Amount	%
	(In Php millions)			
Income	**Php3.30**	Php3.33	(Php0.03)	(1%)
Expenses	**1.97**	1.73	0.24	14%
Other (Income) Charges - net	**-**	-	-	-

Income decreased by Php0.03 million or 1% as compared in 2022 due to lower computed accretion upon maturity and due from a related party during the 2023 fiscal year.

Expenses increased by Php0.24 million or 14%. Changes in the expense accounts for the year ended 31 December 2023 versus the same period in 2022 are as follows:

- Decrease in professional fees by Php0.09 million is mainly due to lower retainer fees in 2023 as compared to 2022.
- Increase in taxes and licenses by Php0.38 million mainly attributable to final taxes and penalties paid in 2023.
- Decrease in miscellaneous expenses by Php0.05 million due to lower administrative expenses in 2023.

Other (income) charges – net no other income earned or other charges incurred for 2023 and 2022.

Financial Position:

	Audited		Increase (Decrease)	
	2023	**2022**	**Amount**	**%**
	(In Php millions)			
Assets	**₱154.32**	₱151.00	₱3.32	2%
Liabilities	**14.83**	12.48	2.35	19%
Stockholders' Equity	**139.49**	138.52	0.97	1%

Assets

The total assets of the Company increased by Php3.32 million or 2% from Php151 million as of 31 December 2022 to Php154.32 million as of 31 December 2023. The increase was mainly due to the interest receivable.

Liabilities

As of 31 December 2023, the total liabilities of the Company increased by Php2.35 million or 19% from Php12.48 million as of 31 December 2022. The increase was mainly due to the advances made by ISOC which are subject to reimbursement.

Stockholders' Equity

As of year-end 2023, the stockholders' equity increased by Php0.97 million from Php138.52 million as of 31 December 2022 to Php139.49 million as of 31 December 2023. The increase was mainly attributable to the net income in 2023.

Key Performance Indicators

	2025	2024
Current ratio [1]	9.80	9.25
Book value per share [2]	0.46	0.54
Debt ratio [3]	0.11	0.12
Profit per share [4]	0	0.003
Return on assets [5]	0	0.01

Note:
1. Current assets / Current liabilities
2. Stockholder's equity / Total outstanding number of shares
3. Total liabilities / Stockholder's equity
4. Net income / Total outstanding number of shares
5. Net income / Average total assets

IV. Brief Description of the General Nature and Scope of the Business

The Company was incorporated in the Philippines on 14 December 2001. The Company was initially registered with the SEC to operate as a financing company governed by the Republic Act No. 8556, or the Financing Company Act of 1998.

The Company initially had an authorized capital stock of Php10.0 million divided into 10.0 million common shares with a par value of Php1.00 per share. Due to the continuous growth and expansion of the Company, a series of capital infusions were made by its shareholders, as follows:

- On August 24, 2006, the Company increased its authorized capital stock to Php30.0 million divided into 30.0 million common shares, of which 20.0 million common shares were subscribed and paid-up.
- Subsequently, on June 16, 2009, the Company increased its authorized capital stock to Php75.0 million divided into 75.0 million common shares which were fully subscribed and paid-up.
- On June 29, 2012, the Company's board of directors (the **Board**) and stockholders approved the application for increase in its authorized capital stock to Php550.0 million divided into 550.0 million shares with a par value of Php1 per share.

The Company's shares of stock were listed in the Philippine Stock Exchange (**PSE**) on 13 August 2013. As of 31 December 2024, the total number of shares listed in the PSE is 261,824,002 shares.

On 26 June 2015, the Company disclosed that, on 25 June 2015, Mr. Tony O. King and his family sold to RYM Business Management Corporation (**RYM**) their 183,276,801 common shares or 70% of the Company through a block sale for Php280.00 million or approximately Php1.53 per share. Subsequently, the Company ceased its lending activities.

On 27 November 2017, ISOC entered into an agreement with RYM for the purchase of RYM's 175,422,081 common shares in the Company equivalent to 67% interest at Php2.1662 per share or a total amount of approximately Php380.0 million. A mandatory tender offer was conducted for the benefit of the minority shareholders and the same was completed on 3 January 2018. Thus, the shares were crossed via PSE on 4 January 2018.

On 6 February 2018, the SEC approved the amendment of the Company's Articles of Incorporation to change its corporate name to Ferronoux Holdings, Inc. (from AG Finance Incorporated) and change its primary purpose to that of a holding company. As a result, the Company likewise changed its stock symbol to "FERRO".

On 8 June 2018, the Board approved the change in the Company's principal address from Unit 2205A East Tower, Philippine Stock Exchange Center, Exchange Road, Ortigas Center Pasig City to 6th Floor, Hanston Building, F. Ortigas Jr. Road, Ortigas Center, Pasig City. On 5 October 2018, the Board also approved the amendments to the Articles of Incorporation and By-Laws of the Company in order to comply with the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19, series of 2016). The foregoing resolutions of the Board of Directors were approved by the shareholders of the Company during the annual meeting of the stockholders held last 3 December 2018. On 29 July 2019, the SEC approved the foregoing amendments of the Articles of Incorporation and the By-Laws of the Company.

After the Board's approval last 18 December 2024, the Company's stockholders approved the following during the Special Stockholders' Meeting held last 19 March 2025:

1. Private Placement of Themis for issuance of 240,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE,
2. Property-for-Share Swap with Eagle 1 Land Corporation (**Eagle 1**) and issuance of 918,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE,

3. Private Placement of Investors by way of subscription to 300,000,000 common shares of the Company to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE, and
4. Increase of Capital Stock from Five Hundred Fifty Million Pesos (Php550,000,000.00), divided into Five Hundred Fifty Million (550,000,000) common shares with a par value of One Peso (Php1.00) per share, to Two Billion Five Hundred Million Pesos (Php2,500,000,000.00), divided into Two Billion Five Hundred (2,500,000,000) common shares with a par value of One Peso (Php1.00) per share, Amendment to the Seventh Article of the Articles of Incorporation to reflect the increase in capital stock and Issuance of Shares in support of the Increase.

On December 27, 2024, ISOC, which then owned 133,530,241 common shares representing 39.06% of the total outstanding capital stock of the Company, entered into a Deed of Assignment of Shares with Themis for the sale and purchase of 133,530,241 common shares of stock of the Company which represents all of the shares owned by ISOC in the Company, subject to Themis' compliance with the Mandatory Tender Offer. The Tender Offer Period commenced on March 19, 2025 and ended on April 21, 2025, and there were no availments or tendered shares during said Tender Offer Period. On May 15, 2025, the Company was notified that ISOC transferred all its shareholdings in the Company to Themis.

On September 5, 2025, the Board approved to change its principal office address from 6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City to 15th Floor, Jollibee Tower, F. Ortigas Jr. Road and Garnet Road, Ortigas Center, San Antonio, Pasig City.

On 03 August 2026, the Board approved the following matters which are being endorsed for shareholder approval in the ASM:

1. Increase of authorized capital stock from Php550,000,000.00, divided into 550,000,000 common shares with a par value of Php1.00 per share, to Php1,000,000,000.00, divided into 1,000,000,000 common shares with a par value of Php1.00 per share, amendment to the Seventh Article of the Articles of Incorporation to reflect the increase, and issuance of at least 386,000,000 common shares in support of the increase,
2. Property-for-share swap with Eagle I involving 1 parcel of land of Eagle I (with an area of 33,077 square meters, more or less, located at Manila Bay Resorts, Asiaworld City Blvd., Parañaque City, and book value of approx. Php1,515,912,052), instead of 3, in exchange for the issuance of 356,000,000 common shares to be issued from the unissued and increase in the authorized capital stock of the Company, and
3. Private placement of investors by way of subscription of up to 30,000,000 common shares of the Company to be issued from the increase in the authorized capital stock to comply with minimum public ownership requirements.

The foregoing consists of the revised plan for the Company's increase in authorized capital stock and related transactions which were previously approved by the Board in December 2025, and by the shareholders on 19 March 2025, but were never implemented due to supervening events.

Status of Operations

The Company has ceased its lending activities in 2015 and is currently evaluating and considering potential transactions with other entities. The Company's Board previously authorized its directors to enter into exploratory discussions with potential partners.

On 19 March 2025, the shareholders approved the Property-for-Share Swap agreement with Eagle 1 which involve properties adjacent to the Okada Integrated Casino Resort with a total area of 94,144 square meters.

On 03 August 2026, the Board approved the revised property-for-share swap with Eagle I involving 1 parcel of land of Eagle I (with an area of 33,077 square meters, more or less, located at Manila Bay Resorts, Asiaworld City Blvd., Parañaque City, and book value of approx. Php1,515,912,052), instead of 3, in exchange for the issuance of 356,000,000 common shares to be issued from the unissued and increase in the authorized capital stock of the Company.

The foregoing consists of the revised plan for the Company's increase in authorized capital stock and related transactions which were previously approved by the Board in December 2025, and by the shareholders on 19 March 2025, but were never implemented due to supervening events. The Corporation and Eagle I intend to jointly develop the Properties to realize its full potential value through the Corporation's resources, including, but not limited to, the ability to raise funds from the public.

V. DESCRIPTION OF PROPERTY

On 26 June 2020, the Board of Directors of the Company approved the assignment of its receivables in the aggregate amount of Php332,639,732.94 from Sunprime Finance, Inc. in exchange for certain receivables of Michael C. Cosiquien arising from his advances in favor of ISOC in the aggregate amount of Php132,714,385.00. On June 29, 2020, the Company and Michael C. Cosiquien, with the conformity of ISOC and Sunprime Finance, Inc. entered into a Deed of Assignment covering the note. The foregoing assignment of receivables is part of the Company's long-term investment plan and was approved in accordance with the procedures and requirements of the Company's Material Related Party Transaction Policy and the relevant issuances of the SEC. As a result of such assignment, the Company reclassified the note receivable to "Due to a related party" account and recognized a loss amounting to Php1,167,349.00 on assignment. On 27 December 2024, the receivables from ISOC was assigned to Themis Group Corporation.

VI. BUSINESS TRANSACTIONS WITH RELATED PARTIES

The following table summarizes the transactions with related parties and the outstanding balance arising from these transactions as at 31 December 2025 and 2024:

		Amount of Transactions		Outstanding balance	
Nature of Relationship	Nature of Transaction	**December 31, 2025**	December 31, 2024	**December 31, 2025**	December 31, 2024
Due from a Related Party					
Entity under common key management	Assignment of note receivable	**Php-**	Php132,714,385	**Php132,714,385**	Php132,714,385
	"Day 1" difference	**(457,974)**	457,974	**-**	457,974
	Interest	**2,536,334**	20,606,461	**23,142,795**	20,606,461
				155,857,180	153,778,820
Stockholder	Assignment of note receivable	**-**	-	**-**	-
	"Day 1" difference	**-**	(1,302,240)	**-**	-
	Interest	**-**	5,128,720	**-**	2,472,775
				-	2,472,775
				Php155,857,180	Php156,251,595
Due to a Related Party					

Stockholder	Advances for working capital requirements	**Php-**	Php1,950,000	**Php-**	Php13,812,501

The Company has advances from ISOC for working capital purposes.

On 26 June 2020, the Board of Directors of the Company approved the assignment of its receivables in the aggregate amount of Php332,639,732.94 from SFI in exchange for certain receivables of Michael C. Cosiquien arising from his advances in favor of ISOC in the aggregate amount of Php132,714,385.00. The foregoing assignment of receivables is part of the Company's long-term investment plan and was approved in accordance with the procedures and requirements of the Company's Material Related Party Transaction Policy and the relevant issuances of the SEC.

On 27 December 2024, the Company disclosed that it received a notification from ISOC that it entered into a Deed of Assignment of Shares for the sale, transfer and assignment of all of its One Hundred Thirty-Three Million Five Hundred Thirty Thousand Two Hundred Forty One (133,530,241) common shares of the Company in favor of Themis for an aggregate sum of Two Hundred Ninety Seven Million One Hundred Fifteen Pesos (Php297,000,115.00) or approximately Php2.2242 per share, subject to compliance by Themis with the Mandatory Tender Offer. The Tender Offer Period commenced on March 19, 2025 and ended on April 21, 2025, and there were no availments or tendered shares during said Tender Offer Period. On May 15, 2025, the Company was notified that ISOC transferred all its shareholdings in the Company to Themis.

VII. EMPLOYEES

As at 31 December 2025, the Company has no regular employees.

VIII. PLAN OF OPERATION

On 19 March 2025, the shareholders approved the Property-for-Share Swap agreement with Eagle 1 which involve properties adjacent to the Okada Integrated Casino Resort with a total area of 94,144 square meters.

On 03 August 2026, the Board approved the revised property-for-share swap with Eagle I involving 1 parcel of land of Eagle I (with an area of 33,077 square meters, more or less, located at Manila Bay Resorts, Asiaworld City Blvd., Parañaque City, and book value of approx. Php1,515,912,052), instead of 3, in exchange for the issuance of 356,000,000 common shares to be issued from the unissued and increase in the authorized capital stock of the Company.

The foregoing consists of the revised plan for the Company's increase in authorized capital stock and related transactions which were previously approved by the Board in December 2025, and by the shareholders on 19 March 2025, but were never implemented due to supervening events. The Corporation and Eagle I intend to jointly develop the Properties to realize its full potential value through the Corporation's resources, including, but not limited to, the ability to raise funds from the public.

IX. STATUS OF OPERATIONS

The Company has no significant operational activity.

X. DIVIDENDS

The Company did not declare dividends in 2023, 2024, and 2025.

The payment of dividends in the future will depend upon the Company's earnings, cash flow and financial condition, among other factors. The Company may declare dividends only out of its unrestricted retained earnings. These represent the net accumulated earnings of the Company, with its capital unimpaired, which are not appropriated for any other purpose.

The Company may pay dividends in cash, by the distribution of property, or by the issue of shares of stock. Dividends paid in cash are subject to the approval by the Board of Directors. Dividends paid in the form of additional shares are subject to approval by both the Board of Directors and at least two-thirds (2/3) of the outstanding capital stock of the stockholders at a stockholders' meeting called for such purpose.

Management's Discussion and Analysis of Financial Condition and Results as at March 31, 2025 and for three months period ended March 31, 2025 with comparative audited figures as at December 31, 2024

The interim financial statements of Ferronoux Holdings, Inc. (**FERRO** or the **Company**) as at March 31, 2026, with comparative audited figures as at December 31, 2025 and for the three-month periods ending March 31, 2026 and 2025, were prepared in compliance with generally accepted accounting principles and there were no changes made in accounting policies and methods of computation.

The Summary of Balance Sheet as at 31 March 2026 and 31 December 2025 are as follows:

	March 31, 2026 (Unaudited)	December 21, 2025 (Audited)	March 31, 2026 vs. December 31, 2025	
	(₱'000)	(₱'000)	Amount Increase (Decrease) (₱'000)	Percentage Increase (Decrease) (%)
Current Assets	175,010	175,982	(972)	(1%)
Noncurrent Assets	–	–	–	–
Total Assets	175,010	175,982	(972)	(1%)
Current Liabilities	17,253	17,952	(699)	(4%)
Noncurrent Liabilities	–	–	–	–
Total Liabilities	17,253	17,952	(699)	(4%)
Stockholders' Equity	157,757	158,030	(273)	(1%)
Total Liabilities and Stockholders' Equity	175,010	175,982	(972)	(1%)

The summary of Income Statements for the three-month periods ending March 31, 2026 and 2025 are as follows:

For the three-month periods ending March 31			Amount Increase (Decrease)	Percentage Increase (Decrease)
	2026	2025		
	(₱'000)	(₱'000)	(₱'000)	(%)
Interest Income	279	806	(527)	(65%)

Operating Expenses	(552)	(885)	(333)	(38%)
Income before Tax	(273)	(79)	(193)	243%
Tax Expense	–	–	–	–
Net Income for the Period	(273)	(79)	(193)	243%

The Summary of Statements of Cash Flows for the three-month periods ending 31 March 2026 and 2025 are as follows:

For the three-month periods ending March 31			Amount Increase (Decrease)	Percentage Increase (Decrease)
	2026 (₱'000)	2025 (₱'000)	(₱'000)	(%)
Cash used in operating activities	(1,289)	(1,033)	(256)	(2%)
Cash generated from issuance of stocks	–	19,200	(19,200)	(100%)
Cash at the beginning of period	16,585	111	16,474	14,841%
Cash at the end of period	15,296	18,278	(2,982)	(2%)

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

On 6 March 2015, the Board of Directors approved the change of the Company's principal purpose to a holding company, including investment in mining and smelting operations as secondary purpose.

On 26 June 2015, the company disclosed that on 25 June 2015, Mr. Tony O. King and his family have sold to RYM 183,276,801 common shares or 70% of AG Finance through a block sale for Php280.00 million or approximately Php1.53 per share.

On 20 April 2015, the shareholders approved the change in the Company's primary purpose from leasing and finance to that of a holding company, and adding as a secondary purpose, mining and smelting operations, and the amendment of the Company's Articles of Incorporation to reflect the changes in the primary and secondary purposes. On 18 December 2015, the stockholders approved the amendment of the Articles of Incorporation to change its corporate name from AG Finance Incorporated to Ferronoux Metals Refinery Inc., change of principal address from Unit 2205-A, East Tower Philippine Stock Exchange Center Exchange Road, Ortigas Center, Pasig City to 16th Floor Citibank Tower, Paseo de Roxas, Makati City and to increase the number of directors from 7 to 9 and Amendment of the Corporation's By-Laws to increase the number of directors from 7 to 9, change the date of the Annual Meeting from last Friday of June to last Wednesday of May as stated in Article II Section 1, change of stock symbol from AGF to FMR, election of the directors and appointment of Reyes Tacandong & Co. as the Corporation's external auditor.

On 7 April 2017, the Board approved the change of corporate name to Ferronoux Holdings, Inc. subject to approval of the shareholders. On 11 December 2017, the stockholders approved the change in the primary purpose of the Company from leasing and finance to that of a holding company, and the change of the corporate name to Ferronoux Holdings, Inc. On 6 February 2018, the Securities and Exchange Commission approved the amendment of the Company's Articles of Incorporation and By-Laws to reflect its new corporate name and the change in the primary purpose.

On 30 June 2015, the Company ceased its lending activities.

On 26 June 2020, the Board of Directors of the Company approved the assignment of its receivables in the aggregate amount of Php332,639,732.94 from SFI in exchange for certain receivables of Michael C. Cosiquien arising from his advances in favor of ISOC in the aggregate amount of Php132,714,385.00. The foregoing assignment of receivables is part of the Company's long-term investment plan and was approved in accordance with the procedures and requirements of the Company's Material Related Party Transaction Policy and the relevant issuances of the SEC.

On 27 December 2024, the Company disclosed that it received a notification from ISOC that it entered into a Deed of Assignment of Shares for the sale, transfer and assignment of all of its One Hundred Thirty-Three Million Five Hundred Thirty Thousand Two Hundred Forty One (133,530,241) common shares of the Company in favor of Themis for an aggregate sum of Two Hundred Ninety Seven Million One Hundred Fifteen Pesos (Php297,000,115.00) or approximately Php2.2242 per share, subject to compliance by Themis with the Mandatory Tender Offer. The Tender Offer Period commenced on March 19, 2025 and ended on April 21, 2025, and there were no availments or tendered shares during said Tender Offer Period. On May 15, 2025, the Company was notified that ISOC transferred all its shareholdings in the Company to Themis.

As at December 31, 2025, Themis holds 213,530,241 common shares equivalent to 62.47% interest.

<u>Results of Operation</u>

The following discussion and analysis is based on the unaudited interim financial statements for three months period ending 31 March 2026 and 2025.

Three Months Ended 31 March 2026 Compared with the Three Months Ended 31 March 2025 (Increase/Decrease of 5% or More)

Interest Income
Interest income was ₱0.3 million for the three-month period ending March 31, 2026 compared to ₱0.8 million for the same period in 2025. The interest earned in 2026 and 2025 pertains to the due from a related party.

Operating expenses
Expenses decreased by ₱0.3 million or 38% as at March 31, 2026. Changes in the expense accounts for the three-month ending March 31, 2026 versus the same period last year are attributable to the decrease in advertising cost of ₱0.35 million.

<u>Statements of Financial Position</u>

The significant changes in the Statements of Financial Position during the three-month period ending March 31, 2026 compared to December 31, 2025 are as follows:

- Total assets were ₱175.0 million as at March 31, 2026 compared to ₱176.0 million as at December 31, 2025, a decrease of ₱1.0 million or 1%. The decrease is mainly due to payment of various expenses during the operations of the Company that contributed to a decrease of ₱1.3 million.

● Total liabilities decreased by ₱0.7 million or 3.9% from ₱18.0 million as at December 31, 2025 to ₱17.3 million in the current period mainly due to payment of existing liabilities of the Company.

● Total equity decreased by ₱0.3 million or 0.2% mainly due to the net loss incurred.

Statements of Cash Flows

The net cash used in operating activities amounted to ₱1.3 million for the three-month period ending March 31, 2026 compared to net cash used in the same period in 2025 amounting to ₱1.03 million.

The cash as at March 31, 2026 and December 31, 2025 amounted to ₱15.3 million and ₱16.6 million, respectively.

Horizontal and Vertical Analysis:

	March 31, 2026	December 31, 2025	Increase (Decrease)	
	(Unaudited)	(Audited)	Amount	Percentage
ASSETS				
Current Assets				
Cash	₱15,295,956	₱16,585,072	(1,289,116)	(8%)
Nontrade receivable	2,472,775	2,472,775		
Due from related parties	156,131,979	155,857,180	274,799	1%
Creditable withholding tax	415,178	415,178	-	-
Other current assets	693,643	651,643	42,000	1%
Total Current Assets	175,009,531	175,981,848	(972,317)	(1%)
Noncurrent Assets				
Total Non-current Assets	-	-	-	-
Total Assets	₱175,009,531	₱175,981,848	(972,317)	(1%)
LIABILITIES AND EQUITY				
Current Liabilities				
Accrued expenses and other current liabilities	₱17,252,714	₱17,951,794	(699,080)	(48%)
Total Liabilities	17,252,714	17,951,794	(699,080)	(48%)
Equity				
Capital stock	281,824,002	281,824,002	-	-
Additional paid-in capital	73,477,248	73,477,248	-	-
Deficit	(197,544,433)	(197,271,196)	(273,237)	(0.1%)
Total Equity	157,756,817	158,030,054	(273,237)	(0.2%)
	₱175,009,531	₱175,981,848	(972,317)	(0.5%)

FINANCIAL INDICATORS

	March 31, 2026	December 31, 2025
Net Income	(₱273,237)	(₱1,440,152)
Quick Assets	15,295,956	16,585,072

Current Assets	175,009,531	175,981,848
Total Assets	175,009,531	175,981,848
Current Liabilities	17,252,714	17,951,794
Total Liabilities	17,252,714	17,951,794
Stockholders' Equity	157,756,817	158,030,054
Number of Common Shares Outstanding	341,824,002	341,824,002

Current Ratio (1)	10.14	9.80
Debt to Equity Ratio (2)	0.11	0.11
Asset to Equity Ratio (3)	1.11	1.11
Return on Assets (4)	-0.16%	-0.86%
Return on Equity (5)	-0.17%	-0.97%
Book Value per Share (6)	₱0.46	₱0.46

1. *Current assets divided by current liabilities*
2. *Total liabilities divided by equity*
3. *Total assets divided by equity*
4. *Net income divided by average assets*
5. *Net income divided by average equity*
6. *Total common stockholder's equity divided by number of common shares*

OTHER INFORMATION

a. There are no known trends, demands, commitments, events or uncertainties that have a material impact on the Company's liquidity.

b. There are no events that will trigger direct or contingent financial obligation that is material to the Company.

c. There are no material off-balance sheet transactions, arrangements, obligations, and other relationships of the company with unconsolidated entities, or other persons created during the interim period.

d. There are no material commitments for capital expenditures during the interim period.

e. There are no known trends, events or uncertainties that have or are reasonably expected to have a material impact on net sales/ revenues/ income from continuing operations.

f. There is no significant income or expense that did not arise from the Company's continuing operations.

g. There is no seasonal aspect that has a material effect on the financial condition or results of operation.

PART II - OTHER INFORMATION

The issuer may, at its option, report under this item any information not previously reported in a report on SEC Form 17-C. If disclosure of such information is made under this Part II, it need not be repeated in a report on Form 17-C which would otherwise be required to be filed with respect to such information or in a subsequent report on Form 17-Q.

PART III - FINANCIAL SOUNDNESS INDICATORS

Liquidity	Current Ratio (1)	10.14
	Quick Ratio (2)	0.89
Solvency	Debt to Equity Ratio (3)	0.11
	Debt Ratio (4)	0.10
Profitability	Asset to Equity Ratio (5)	1.11
	Return on Assets (6)	-0.16%
	Return on Equity (7)	-0.17%
	Book Value per Share (8)	Php0.46

1. *Current assets divided by current liabilities*
2. *Quick assets divided by total current liabilities*
3. *Total liabilities divided by equity*
4. *Total liabilities divided by total assets*
5. *Total assets divided by equity*
6. *Net income divided by average assets*
7. *Net income divided by average equity*
8. *Total common stockholder's equity divided by number of common shares*

Market Information

The high and low prices of the shares of the Company, as traded in the Philippine Stock Exchange, for the first and second quarter of 2026 and each quarter of 2025 and 2024 are provided below.

Quarter	Stock	High	Low
1Q 2024	FERRO	3.32	2.20
2Q 2024	FERRO	3.26	2.56
3Q 2024	FERRO	3.10	2.65
4Q 2024*	FERRO	5.35	1.86
1Q 2025**	FERRO	8.02	6.04
2Q 2025	FERRO	9.60	5.49
3Q 2025	FERRO	7.39	5.30
4Q 2025	FERRO	6.48	3.70
1Q 2026	FERRO	5.80	2.77
2Q 2026	FERRO	3.16	2.30

**trading suspension imposed on Dec. 19, 2025*
***trading suspension lifted on Mar. 4, 2025*

Holders

As of 30 June 2026, the following are the stockholders of the Company, together with their shareholding information:

Stockholders' Name	No. of Common Shares	Percentage (%)
PCD Nominee Corp. (Fil.)	256,963,558	75.17
Themis Group Corporation	80,000,000	23.40
PCD Nominee Corp. (Non-Fil)	4,795,471	1.40
Joselyn C. Tiu	18,747	0.01
Marjorie Villanueva	18,747	0.01
Leila E. Jorge	10,001	0.00
Felisa D. King	8,747	0.00
Mathew John G. Almogino	1,000	0.00
Remegio C. Dayandayan	1,000	0.00
Ramon N. Santos	1,000	0.00
Jesus San Luis Valencia	1,000	0.00
Abel Magas Almario	1,000	0.00
Rex Peter Garcia Raz	1,000	0.00
Omar Carlos Taccad	1,000	0.00
Philipe Tuazon Aquino	997	0.00
Isidro C. Alcantara Jr.	100	0.00
Manuel M. Lazaro	100	0.00
Ge Lin	100	0.00
Hermogene H. Real	100	0.00
Arsenio K. Sebial, Jr.	100	0.00
Anthony M. Te	100	0.00
Kathryn Rosalie Faderon Dionisio	100	0.00
Owen Nathaniel S AUITF: Li Marcus Au	20	0.00
Peter Kho	2	0.00
Daleson Uy	2	0.00
Jesus G. Chua, Jr.	1	0.00
Irving C. Cosiquien	1	0.00
Michael C. Cosiquien	1	0.00
Yerik C. Cosiquien	1	0.00
Alfred S. Jacinto	1	0.00
Erwin Terrel Y. Sy	1	0.00
Michelle Joan G. Tan	1	0.00
James G. Lorenzana	1	0.00
Johannes Benjamin R. Bernabe	1	0.00
Fiorello R. Jose	1	0.00

Dividends

The Corporation did not declare any dividends for the last two fiscal years.

The payment of dividends in the future will depend upon the Company's earnings, cash flow and financial condition, among other factors. The Company may declare dividends only out of its unrestricted retained earnings. These represent the net accumulated earnings of the Company, with its capital unimpaired, which are not appropriated for any other purpose.

The Company may pay dividends in cash, by the distribution of property, or by the issue of shares of stock. Dividends paid in cash are subject to the approval by the Board of Directors. Dividends paid in the form of additional shares are subject to approval by both the Board of Directors and at least two-thirds (2/3) of the outstanding capital stock of the stockholders at a stockholders' meeting called for such purpose.

Recent Sales of Unregistered Securities

On 18 December 2024, the Company entered into four (4) subscription agreements with Themis for the subscription to a total of 80,000,000 common shares. The Company secured the Commission's confirmation of exemption of securities under Section 10.1(k) of the Securities Regulation Code as an issuance to no more than 19 subscribers, in a letter dated 4 April 2025.

After the Board's approval last 18 December 2024, the Company's stockholders approved the following during the Special Stockholders' Meeting held last 19 March 2025:

1. Private Placement of Themis for issuance of 240,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE,
2. Property-for-Share Swap with Eagle 1 and issuance of 918,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE,
3. Private Placement of Investors by way of subscription to 300,000,000 common shares of the Company to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE, and
4. Increase of Capital Stock from Five Hundred Fifty Million Pesos (Php550,000,000.00), divided into Five Hundred Fifty Million (550,000,000) common shares with a par value of One Peso (Php1.00) per share, to Two Billion Five Hundred Million Pesos (Php2,500,000,000.00), divided into Two Billion Five Hundred (2,500,000,000) common shares with a par value of One Peso (Php1.00) per share, Amendment to the Seventh Article of the Articles of Incorporation to reflect the increase in capital stock and Issuance of Shares in support of the Increase.

On 03 August 2026, the Board approved the following matters which are being endorsed for shareholder approval in the ASM:

1. Increase of authorized capital stock from Php550,000,000.00, divided into 550,000,000 common shares with a par value of Php1.00 per share, to Php1,000,000,000.00, divided into 1,000,000,000 common shares with a par value of Php1.00 per share, amendment to the Seventh Article of the Articles of Incorporation to reflect the increase, and issuance of at least 386,000,000 common shares in support of the increase,
2. Property-for-share swap with Eagle I involving 1 parcel of land of Eagle I (with an area of 33,077 square meters, more or less, located at Manila Bay Resorts, Asiaworld City Blvd., Parañaque City, and book value of approx. Php1,515,912,052), instead of 3, in exchange for the issuance of 356,000,000 common shares to be issued from the unissued and increase in the authorized capital stock of the Company (the Property-for-Share Swap), and
3. Private placement of investors by way of subscription of up to 30,000,000 common shares of the Company to be issued from the increase in the authorized capital stock to comply with minimum public ownership requirements.

The foregoing consists of the revised plan for the Company's increase in authorized capital stock and related transactions which were previously approved by the Board in December 2025, and by the shareholders on 19 March 2025, but were never implemented due to supervening events.

CORPORATE GOVERNANCE

1. Board Evaluation System

In line with the Company's Revised Manual of Corporate Governance, the Board has a policy of self-assessment which it endeavors to implement, covering an annual self-assessment of the Board's performance as a whole, as well as self-assessments by individual members and committees. There is a minimum set criteria and process to determine the performance of the Board, individual directors, and committees. The Board also has in place a performance management framework that ensures Management's performance is at par with standards set by the Board, as well as an internal control system to monitor and manage potential conflicts of interest within Management, among others.

The Company conducts annual performance evaluations of the Board, its members, and Board Committees to ensure their performance is at par with the standards set by the Board. In this evaluation process, directors identify areas for improvement including: the timeliness and integrity of information given to them, directors' access to management, the Corporate Secretary, and other forms of assistance as needed. The Board reviews the results of the evaluations and agrees on clear action plans to address any issues raised.

The Board members assessed the Board as a whole based on their balance, diversity, competencies, background and experience. Board efficiency and importance as well as board activities were also given the appropriate ratings.

2. Measures on leading Practices of Good Corporate Governance

The Board of Directors shall review the Revised Manual of Corporate Governance from time to time and recommend the amendment thereof with the goal of achieving better transparency and accountability.

3. Deviations from the Revised Manual on Corporate Governance

The Company has not recorded any material deviation from its Revised Manual on Corporate Governance.

4. Improvement of the Corporate Governance

As of date, the Company has limited business and operations. The Company is in the process of reviewing its options with respect to structure for investments that would be optimal for its plans, either directly as an operating company or indirectly as a holding company. As of the date of this report, no definite plan has been finalized. Considering the foregoing, efforts to fully comply with leading practices on corporate governance and plans to improve policies therein are still evolving.

4. Required Disclosures under Section 49 of the RCC

Directors' Attendance for the year 2025

The attendance of the directors at the meetings of the Board of Directors during the year 2025 is as follows:

Name	No. of Meetings Attended	Percentage Present

James G. Lorenzana	5/5	100%
Philipe T. Aquino	5/5	100%
Abel M. Almario	5/5	100%
Rex Peter G. Raz	5/5	100%
Fiorello R. Jose	5/5	100%
Johannes Benjamin R. Bernabe	5/5	100%
Mathew John G. Almogino	5/5	100%
Omar C. Taccad	5/5	100%
Kathryn Rosalie Faderon-Dionisio	5/5	100%

Self-Dealing and Related Party Transactions

The Company aims to conduct business in accordance with the highest standards of business ethics. To this end, all business dealings should be compliant with all applicable laws and must not in any way compromise the good name and reputation of the Company. All business decisions and actions must be based on the best interests of the Company and not motivated by personal considerations which may interfere with the exercise of independent judgment.

All directors, officers and employees shall act with utmost integrity and shall not engage in unfair dealing practices. The Company prohibits any conflict of interest, unfair competition, breach of trust, insider trading, or any other act inimical to the Company's interest.

Moreover, all directors, officers and employees are required to disclose in writing to Management any financial or personal interest in any transaction involving the Company to ensure that potential conflicts of interest are brought to the attention of Management. Directors also inhibit themselves from participating in any decision-making concerning any issue or transaction where they may be conflicted.

Pursuant to Section 13.2 of the PSE Revised Disclosure Rules, directors, officers and employees and covered persons are also prohibited from trading in the Company's shares upon receiving material non-public information and two (2) trading days after the disclosure of any other material information. Directors, officers and employees are further required to report to Management all dealings in the Company's shares promptly such as to ensure timely disclosure with SEC and PSE.

There are no reported related party transactions and self-dealing by any director, officer or employee of the Company for the past year.

Appendix 1

ANNUAL STOCKHOLDER’ MEETING REQUIREMENTS AND PROCEDURE FOR VOTING *IN ABSENTIA* AND PARTICIPATION VIA REMOTE COMMUNICATION

Ferronoux Holdings, Inc.

2026 ANNUAL STOCKHOLDERS' MEETING
25 August 2026 at 2:00 P.M.

Guidelines for Participating via Remote Communication and Voting In Absentia

The Annual Stockholders' Meeting (**ASM**) of Ferronoux Holdings, Inc. (**Ferronoux** or the **Company**) will be held on **25 August 2026 (Tuesday)** at **2:00 p.m.** Stockholders of record as of **31 July 2026** are entitled to notice of, to attend and, to participate in and vote at the ASM or any adjournment thereof.

The ASM will be conducted virtually and shall be livestreamed for the directors, key officers and stockholders participating remotely.

Pursuant to Sections 23 and 57 of the Revised Corporation Code which allow voting *in absentia*, the Company has set up the following procedure for stockholder registration, participation via remote communication and voting *in absentia* on the ASM agenda items.

Stockholders who vote *in absentia* or who participate via remote communication shall be deemed present for purposes of quorum.

(1) Pre-ASM Registration and Validation Procedures

Stockholders who choose to participate in the ASM via remote communication and cast their votes *in absentia* must notify the Corporate Secretary *no later than* **5:00 p.m.** on **14 August 2026** by sending scanned copies of the complete supporting documents with transmittal letter to the Company via EMAIL to **ferronoux2026asm@gmail.com**.

Scanned copies of the documents submitted as attachments via email must be in clear copies in JPG or PDF format, with each file size not exceeding 2MB.

The Company, via-email reply within three (3) business days from receipt of the documents, will either confirm successful registration and provide the link and meeting details to the Company's 2026 ASM **OR** require resubmission in case of deficient documents.

Documentary Requirements

Certificated Individual Stockholders

1. Stockholder's valid government-issued ID[2] with photo, signature and personal details, preferably with residential address
2. Stock certificate number/s
3. A valid and active e-mail address and contact number of the stockholder
4. In case of proxy appointment, a duly accomplished and signed proxy indicating the votes on the agenda items.

Certificated Multiple Stockholders or Joint Owners

[2] E.g. passport, driver's license, unified multipurpose ID

1. Valid government-issued ID[3] of ALL stockholders - with photo, signature and personal details, preferably with residential address
2. Stock certificate number/s
3. A valid and active e-mail address and contact number of the authorized representative
4. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need not be notarized)
5. In case of proxy appointment, a duly accomplished and signed proxy indicating the votes on the agenda items.

Certificated Corporate/Partnership Stockholders

1. Secretary's Certification of Board resolution attesting to the authority of the representative to participate by remote communication for and on behalf of the Corporate/Partnership
2. Stock certificate number/s
3. Authorized representative's valid government-issued ID[4] with photo, signature and personal details, preferably with residential address
4. A valid and active e-mail address and contact number of the authorized representative
5. In case of proxy appointment, a duly accomplished and signed proxy indicating the votes on the agenda items.

Stockholders with Shares under PCD Participant/Broker Account

1. Certification from broker as to the number of shares owned by the stockholder
2. Stockholder's valid government-issued ID[5] with photo, signature and personal details, preferably with residential address
3. A valid and active e-mail address and contact number of the stockholder
4. In case of proxy appointment, a duly accomplished and signed proxy indicating the votes on the agenda items.

(2) Online Voting

Stockholders who have successfully registered will be duly notified via email by the Company. Registered stockholders may then cast their votes for the agenda items by accomplishing the ballot form to be given once registered.

Steps for Voting

1. Access and download the ballot form.

2. Vote on each agenda item on the ballot print-out.

   Stockholders may vote "Yes", "No", or "Abstain" on each agenda item for approval.

3. Upon finalizing his/her vote, the stockholder can submit the ballot by sending a **clear, scanned copy** thereof in **JPG or PDF** format to **ferronoux2026asm@gmail.com** **no later than 24 August 2026**.

   The e-mail attachment file size must not exceeding 2MB.

---

[3] *Ibid.*
[4] *Ibid.*
[5] *Ibid.*

(3) *ASM Proper*

Stockholders who have successfully registered can participate via remote means of communication by accessing the link and meeting details provided by the Company. Instructions on how to join the meeting will also be provided to registered stockholders in the confirmation of registration via e-mail reply from **ferronoux2026asm@gmail.com**.

The meeting proceedings shall be recorded and adequately maintained by the Company in video and/or audio format, and will be made available to participating stockholders upon request. Stockholders may access the recording of the SSM by sending an e-mail request to **ferronoux2026asm@gmail.com**.

Questions and Comments

Stockholders may send their questions and/or comments in advance by sending an email with the subject head "**FERRONOUX 2026 ASM**" to **ferronoux2026asm@gmail.com** not later than 5:00 p.m. of 24 August 2026. Stockholders may also course their questions and/or comments during the ASM through the remote platform.

Matters or issues raised and received but not entertained during the ASM due to time constraints will be addressed separately by Ferronoux through the stockholders' email address.

For any clarifications on the foregoing procedures, or for any other SSM-related queries, please contact the Company at **ferronoux2026asm@gmail.com**.

Appendix 2

CERTIFICATIONS RE: NO CONNECTION WITH ANY GOVERNMENT AGENCIES OR INSTRUMENTALITIES

REPUBLIC OF THE PHILIPPINES)
TAGUIG CITY, METRO MANILA) S.S.

CERTIFICATION

I, **PHIL IVAN A. CHAN**, of legal age, Filipino, with principal office at 9th Floor Tower 2 High Street South Corporate Plaza, 26th Street, Bonifacio Global City, Taguig City, after being duly sworn in accordance with law, hereby depose and state that:

1. I am the duly appointed and incumbent Corporate Secretary of **FERRONOUX HOLDINGS, INC.** (the **Company**), a corporation organized and existing under and by virtue of the laws of the Philippines, with principal office address at 15th Floor, Jollibee Tower, F. Ortigas Jr. Road and Garnet Road, Ortigas Center, San Antonio, Pasig City.

2. As Corporate Secretary and based on the corporate records on file, I hereby certify that none of the Directors, Independent Directors, Officers, and Employees of the Company, and none of the nominees for election as Directors and Independent Directors of the Company, have been elected to any government position or appointed to any government department, agency, bureau, or office that would disqualify them from serving as Director, Independent Director, Officer, or Employee of the Company.

3. I am issuing this Certification in compliance with the requirements of the Securities and Exchange Commission.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this JUL 3 1 2026 at Taguig City.

[redacted]

PHIL IVAN A. CHAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 3 1 2026 at Taguig City, affiant exhibited to me his [redacted]

Doc. No. 465;
Page No. 94;
Book No. I;
Series of 2026.

[redacted]

MARK STEPHEN C. SY

[redacted]

Appendix 3

CERTIFICATIONS OF INDEPENDENT DIRECTORS

REPUBLIC OF THE PHILIPPINES)
TAGUIG CITY, METRO MANILA) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **OMAR C. TACCAD**, Filipino, of legal age, with address at [redacted], after having been sworn according to law, hereby depose and state that:

1. I am a nominee for Independent Director of Ferronoux Holdings, Inc. (the **Company**).

2. I am affiliated with the following companies and organizations (including Government-Owned and Controlled Corporations):

Company / Organization	Position / Relationship	Period of Service
Concepcion Industrial Corporation	Chief Legal Counsel and Compliance Officer	2018 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided for in Section 38 of the Securities Regulation Code (**SRC**), its Implementing Rules and Regulations (**IRR**) and other issuances of the Securities and Exchange Commission (**SEC**).

4. Other than as disclosed in item 2 above, I am not related to any director/officer/substantial shareholder of the Company, its subsidiaries, and affiliates.

5. To the best of my knowledge, I am not subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the SRC and its IRR, Code of Corporate Governance, and other SEC issuances.

7. I shall inform the Corporate Secretary of the Company of any changes in the above-mentioned information within five (5) days from its occurrence.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this JUL 3 1 2026 at TAGUIG CITY.

[redacted]

OMAR C. TACCAD
Affiant

SUBSCRIBED AND SWORN to before me this JUL 3 1 2026 at TAGUIG CITY, affiant exhibited to me [redacted]

Doc. No. 463;
Page No. 94;
Book No. I;
Series of 2026.

[redacted]

MARK STEPHEN C. SY

[redacted]

REPUBLIC OF THE PHILIPPINES)
~~TAGUIG CITY~~, METRO MANILA) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **KATHRYN ROSALIE FADERON-DIONISIO**, Filipino, of legal age, with address at 28th Floor, Pacific Star Bldg. Makati Ave. cor. Sen Gil Puyat Ave. Makati City 1227, Philippines, after having been sworn according to law, hereby depose and state that:

1. I am a nominee for Independent Director of Ferronoux Holdings, Inc. (the **Company**).

2. I am affiliated with the following companies and organizations (including Government-Owned and Controlled Corporations):

Company / Organization	Position / Relationship	Period of Service
Ocampo Manalo Valdez and Lim Law Firm	Senior Counsel	October 2024 to Present
Lyceum of the Philippines University (Cavite) College of Law	Professional Lecturer	January 2016 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided for in Section 38 of the Securities Regulation Code (**SRC**), its Implementing Rules and Regulations (**IRR**) and other issuances of the Securities and Exchange Commission (**SEC**).

4. Other than as disclosed in item 2 above, I am not related to any director / officer / substantial shareholder of the Company, its subsidiaries, and affiliates.

5. To the best of my knowledge, I am not subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the SRC and its IRR, Code of Corporate Governance, and other SEC issuances.

7. I shall inform the Corporate Secretary of the Company of any changes in the above-mentioned information within five (5) days from its occurrence.

IN WITNESS WHEREOF, I have hereunto affixed my signature on this JUL 3 1 2026 at TAGUIG CITY

[redacted]

KATHRYN ROSALIE FADERON-DIONISIO
Affiant

SUBSCRIBED AND SWORN to before me this JUL 3 1 2026 at TAGUIG CITY affiant exhibited to me her [redacted]

Doc. No. 964;
Page No. 94;
Book No. I;
Series of 2026.

MARK STEPHEN C. SY
Appointment No. 234 (2025-2026)
Notary Public for Taguig City
Until December 31, 2026

[redacted]

Appendix 4

AUDITED FINANCIAL STATEMENTS OF EAGLE I LANDHOLDINGS, INC. FOR THE YEAR ENDING 31 DECEMBER 2025

C O V E R   S H E E T
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C S 2 0 0 8 0 7 4 1 8

C O M P A N Y   N A M E

E A G L E   I   L A N D H O L D I N G S ,   I N C .

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

Manila Bay Resort Temporary Facilities Office Atlantic Drive, Asiaworld City Blvd. Parañaque City

Form Type	Department requiring the report	Secondary License Type, If Applicable
AAFS	CRMD	N/A

C O M P A N Y   I N F O R M A T I O N

Company's Email Addresses	Company's Telephone Number	Mobile Numbers
[redacted]	–	[redacted]

No. of Stockholders	Annual Meeting (Month / Day)	Calendar Year (Month / Day)
7	1st Monday of April	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number	Mobile Number
[redacted]	[redacted]	–	[redacted]

CONTACT PERSON'S ADDRESS

Okada Manila, New Seaside Drive, Parañaque City

NOTE 1: *In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.*

2: *All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt shall not excuse the corporation from liability for its deficiencies.*

Eagle I Landholdings, Inc.

Financial Statements
December 31, 2025 and 2024

With independent auditors' report provided by

REYES TACANDONG & CO.
FIRM PRINCIPLES. WISE SOLUTIONS.

Alenor Jarin

From:	Eagle I Landholdings, Inc <eagle1land@gmail.com>
Sent:	Thursday, 16 April 2026 11:53 am
To:	Alenor Jarin
Subject:	Fwd: Your BIR AFS eSubmission uploads were received

CAUTION: This email came from outside the organization. Do not click the links or open attachments unless you are certain that the email came from the sender and content is safe. If you suspect this to be a Phishing email, please forward it to ITServices@okadamanila.com
PAG-IINGAT: Ang email na ito ay nagmula sa labas ng organisasyon. Iwasan i-click ang links o buksan ang attachments maliban kung sigurado ka sa nagpadala at ligtas ang nilalaman. Kung sa tingin mo na ito ay isang Phishing email, mangyari ipagbigay alam ito sa ISServices@okadamanila.com

---------- Forwarded message ---------
From: <eafs@bir.gov.ph>
Date: Thu, 16 Apr 2026, 11:48 am
Subject: Your BIR AFS eSubmission uploads were received
To: <EAGLE1LAND@gmail.com>
Cc: <EAGLE1LAND@gmail.com>

Hi EAGLE I LANDHOLDINGS, INC,

Valid files

- EAFS007035230ITRTY122025.pdf
- EAFS007035230AFSTY122025.pdf
- EAFS007035230RPTTY122025.pdf
- EAFS007035230OTHTY122025.pdf

Invalid file

- <None>

Transaction Code: **AFS-0-7CLBBK86069LB9HKLPZXR14ZT0Q3NVTN11**
Submission Date/Time: **Apr 16, 2026 11:47 AM**
Company TIN: **007-035-230**

Please be reminded that you accepted the terms and conditions for the use of this portal and expressly agree, warrant and certify that:

- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

EAGLE I LANDHOLDINGS, INC.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

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

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

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

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

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

[redacted]

James G. Lorenzana - President and Chairman

[redacted]

Atty. Jose Lis C. Leagogo - Treasurer

Signed this 6th day of April 2026.

EAGLE I LANDHOLDINGS, INC.

SUBSCRIBED AND SWORN to before me this 16 APR 2026 day of 2026, affiants exhibited to me their competent identification, as follows:

Name	Identification	Expiry
James G. Lorenzana	[redacted]	[redacted]
Jose Lis C. Leagogo	[redacted]	[redacted]

NOTARY PUBLIC

Doc. No. 49
Page No. 11
Book No. I
Series of 2026

[redacted]

ATTY. MANUEL ADRIAN D. ARUGAY
NOTARY PUBLIC
Until December 31, 2027

[redacted]

BOA/PRC Accreditation No. 4782
April 14, 2024, valid until June 6, 2026
SEC Accreditation No. 4782-SEC Group A
Issued August 11, 2022
Valid for Financial Periods 2021 to 2025

BDO Towers Valero
8741 Paseo de Roxas
Makati City 1209 Philippines
Phone : +632 8 982 9100
Fax : +632 8 982 9111
Website : www.reyestacandong.com

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Eagle I Landholdings, Inc.
Manila Bay Resort Temporary Facilities Office
Atlantic Drive, Asiaworld City Blvd.
Parañaque City

Opinion

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

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

Basis for Opinion

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

REYES TACANDONG & CO.

[redacted]

ARTHUR VINSON U. ONG
Partner

[redacted]

April 6, 2026
Makati City, Metro Manila

REYES TACANDONG & CO.
FIRM PRINCIPLES. WISE SOLUTIONS.

BOA/PRC Accreditation No. 4782
April 14, 2024, valid until June 6, 2026
SEC Accreditation No. 4782-SEC Group A
Issued August 11, 2022
Valid for Financial Periods 2021 to 2025

BDO Towers Valero
8741 Paseo de Roxas
Makati City 1209 Philippines
Phone : +632 8 982 9100
Fax : +632 8 982 9111
Website : www.reyestacandong.com

**REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY FINANCIAL STATEMENTS FOR FILING WITH THE
SECURITIES AND EXCHANGE COMMISSION**

The Stockholders and the Board of Directors
Eagle I Landholdings, Inc.
Manila Bay Resort Temporary Facilities Office
Atlantic Drive, Asiaworld City Blvd.
Parañaque City

We have audited the accompanying financial statements of Eagle I Landholdings, Inc. (the Company) as at and for the years ended December 31, 2025 and 2024, on which we have rendered our report dated April 6, 2026.

In compliance with the Revised Securities Regulation Code Rule 68, we are stating that the Company has two (2) stockholders owning one hundred (100) or more shares each.

REYES TACANDONG & CO.

[redacted]
ARTHUR VINSON U. ONG
Partner
[redacted]

April 6, 2026
Makati City, Metro Manila

EAGLE I LANDHOLDINGS, INC.

STATEMENTS OF FINANCIAL POSITION

	Note	December 31 2025	2024
ASSETS			
Current Assets			
Cash in banks	4	**₱144,876,780**	₱585,392,431
Receivables	5	**280,610,379**	286,156,456
Other current assets	6	**158,701,100**	158,751,100
Total Current Assets		**584,188,259**	1,030,299,987
Noncurrent Assets			
Rent receivables	7	**11,233,793,638**	10,615,114,400
Investment properties	9	**17,174,067,916**	17,145,782,992
Deferred input value-added tax (VAT) - net of current portion	6	**304,245,319**	391,172,553
Input VAT		**289,677,011**	284,500,315
Property and equipment	8	**–**	410,000
Total Noncurrent Assets		**29,001,783,884**	28,436,980,260
		₱29,585,972,143	₱29,467,280,247
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts and other payables	10	**₱8,668,364,110**	₱8,975,176,044
Current portion of loans payable	11	**75,340,148**	180,149,645
Current portion of long-term payable		**811,320,851**	811,320,851
Income tax payable		**14,461,370**	13,067,437
Total Current Liabilities		**9,569,486,479**	9,979,713,977
Noncurrent Liabilities			
Loans payable - net of current portion	11	**2,658,185,596**	2,733,525,744
Long-term payable - net of current portion	12	**2,839,622,979**	3,650,943,830
Deferred rent income	12	**3,693,765,220**	3,162,046,467
Deferred tax liability	17	**564,439,682**	533,505,720
Total Noncurrent Liabilities		**9,756,013,477**	10,080,021,761
Total Liabilities		**19,325,499,956**	20,059,735,738
Equity			
Capital stock		**480,000,000**	480,000,000
Additional paid-in capital		**4,319,955,000**	4,319,955,000
Retained earnings		**5,460,517,187**	4,607,589,509
Total Equity		**10,260,472,187**	9,407,544,509
		₱29,585,972,143	₱29,467,280,247

See accompanying Notes to Financial Statements.

EAGLE I LANDHOLDINGS, INC.

STATEMENTS OF COMPREHENSIVE INCOME

	Note	Years Ended December 31 **2025**	2024
RENT INCOME	13	**₱1,767,167,308**	₱1,767,167,308
DIRECT COSTS	14	**(71,360,410)**	(71,360,410)
GROSS INCOME		**1,695,806,898**	1,695,806,898
OPERATING EXPENSES	15	**(114,896,006)**	(421,437,850)
INCOME FROM OPERATIONS		**1,580,910,892**	1,274,369,048
OTHER CHARGES - Net			
Interest expense	11	**(454,416,063)**	(348,539,264)
Net foreign exchange loss		**(98,443,185)**	(457,879,002)
Expense from waiver fee	12	**(86,927,234)**	(86,927,234)
Interest income	4	**161,633**	308,566
Other income	16	**–**	235,444,668
		(639,624,849)	(657,592,266)
INCOME BEFORE INCOME TAX		**941,286,043**	616,776,782
PROVISION FOR INCOME TAX	17		
Current		**57,424,403**	55,942,566
Deferred		**30,933,962**	32,606,517
		88,358,365	88,549,083
NET INCOME		**852,927,678**	528,227,699
OTHER COMPREHENSIVE INCOME		**–**	–
TOTAL COMPREHENSIVE INCOME		**₱852,927,678**	₱528,227,699

See accompanying Notes to Financial Statements.

EAGLE I LANDHOLDINGS, INC.

STATEMENTS OF CHANGES IN EQUITY

	Years Ended December 31	
	2025	2024
CAPITAL STOCK - ₱1 par value		
Authorized - 500,000,000 shares		
Issued and outstanding - 480,000,000 shares	**₱480,000,000**	₱480,000,000
ADDITIONAL PAID-IN CAPITAL	**4,319,955,000**	4,319,955,000
RETAINED EARNINGS		
Balance at beginning of year	**4,607,589,509**	4,079,361,810
Net income	**852,927,678**	528,227,699
Balance at end of year	**5,460,517,187**	4,607,589,509
	₱10,260,472,187	₱9,407,544,509

See accompanying Notes to Financial Statements.

EAGLE I LANDHOLDINGS, INC.

STATEMENTS OF CASH FLOWS

		Years Ended December 31	
	Note	**2025**	2024
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax		**₱941,286,043**	₱616,776,782
Adjustments for:			
Excess of straight-line rent income over rent income per lease contract		**(618,679,237)**	(652,130,344)
Interest expense	11	**454,416,063**	348,539,264
Net unrealized foreign exchange loss (gain)		**79,148,938**	(216,905,720)
Depreciation	8	**410,000**	1,640,000
Interest income	4	**(161,633)**	(308,566)
Operating income before working capital changes		**856,420,174**	97,611,416
Decrease (increase) in:			
Receivables		**5,546,077**	170,593,462
Rent receivables		**(1,095,292,010)**	(1,043,824,791)
Other current assets		**86,977,234**	177,029,698
Input VAT		**(5,176,696)**	(73,613,592)
Increase (decrease) in:			
Accounts and other payables		**(598,866,498)**	411,490,679
Deferred revenue		**–**	(9,535,882)
Deferred rent income		**621,669,382**	1,871,730,262
Net cash generated from (used in) operations		**(128,722,337)**	1,601,481,252
Income tax paid		**(56,030,470)**	(48,916,754)
Interest received		**161,633**	308,566
Net cash provided by (used in) operating activities		**(184,591,174)**	1,552,873,064
CASH FLOW FROM AN INVESTING ACTIVITY			
Acquisition of investment properties	9	**(28,284,924)**	(1,206,980,000)
CASH FLOWS FROM FINANCING ACTIVITIES	11		
Payments for:			
Loan principal		**(170,538,887)**	(855,233,334)
Interest		**(58,216,690)**	(46,557,176)
Loan transaction cost		**–**	(48,014,233)
Amounts owed to related parties		**(3,600,570)**	(2,414,177,376)
Additions to amounts owed to related parties		**3,612,927**	510,020,472
Proceeds from availment of loan		**–**	2,800,000,000
Net cash used in financing activities		**(228,743,220)**	(53,961,647)
NET INCREASE (DECREASE) IN CASH IN BANKS		**(441,619,318)**	291,931,417
NET EFFECT OF FOREIGN EXCHANGE RATE ON CASH IN BANKS		**1,103,667**	2,897,761
CASH IN BANKS AT BEGINNING OF YEAR		**585,392,431**	290,563,253
CASH IN BANKS AT END OF YEAR		**₱144,876,780**	₱585,392,431
NONCASH FINANCIAL INFORMATION			
Offset of rent receivables against long-term payable and deferred rent income	7	**₱1,095,292,010**	₱93,601,310
Amortization of loan transaction cost	11	**9,000,353**	7,388,204

See accompanying Notes to Financial Statements.

EAGLE I LANDHOLDINGS, INC.

NOTES TO FINANCIAL STATEMENTS

AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

1. **Corporate Information**

Eagle I Landholdings, Inc. (the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on May 16, 2008. The principal activities of the Company are to purchase, lease, develop, exchange or otherwise acquire land, or any interest therein and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey or otherwise alienate or dispose of any land or an interest or right therein.

The Company is 60%-owned by Eagle II Holdco, Inc. (Eagle II or the Parent Company), a domestic corporation, and 40%-owned by Brontia Limited, a foreign corporation.

As at December 31, 2025 and 2024, the Parent Company is 100%-owned by Copperstar Inc. The ultimate Parent Company of the Company is Babel Holdings, Inc., a domestic corporation.

The registered office of the Company is at Manila Bay Resort Temporary Facilities Office Atlantic Drive, Asiaworld City Blvd. Parañaque City.

<u>Philippine Economic Zone Authority (PEZA) Registration</u>
The Company is a PEZA-registered developer/operator of Tourism Economic Zone with Certificate of Registration No. EZ 10-08 dated March 25, 2010.

As a PEZA-registered entity, the Company is entitled to certain tax and non-tax incentives, such as exemption from the payment of all national and local taxes, except real property taxes on land owned by the Company. In lieu thereof, the Company shall pay the five percent (5%) Special Corporate Income Tax (SCIT) in accordance with the provisions of Rule XX of the Rules and Regulations to Implement Republic Act (RA) No. 7916, as amended, or known as “The Special Economic Zone Act”.

<u>Property-for-Share Swap</u>
On October 23, 2024, the Board of Directors (BOD) of the Company approved an offer from Themis Group Corporation (“Themis”), a domestic corporation, to develop three undeveloped parcels of land owned by the Company, totaling 94,144 square meters. The objective is to realize the potential value of the property through Ferronoux Holdings, Inc. (“Ferronoux”), a publicly listed corporation. A property-for-share swap will be used as part of the development plan.

Under the terms of the property-for-share swap, Ferronoux will issue 918.0 million common shares, representing 51% of its total authorized capital stock. The shares will be priced at ₱4.70 per share, or an equivalent of ₱4,314.6 million, in exchange for the three undeveloped land parcels owned by the Company.

On March 19, 2025, the shareholders of Ferronoux approved the same.

As at reporting date, there will be a follow-on offering by Ferronoux within one year from the completion of the property-for-share swap in accordance with the Revised Rules on Backdoor Listing.

Authorization for Issuance of Financial Statements
The financial statements of the Company as at and for the years ended December 31, 2025 and 2024 were authorized and approved for issuance by the BOD on April 6, 2026.

2. Summary of Material Accounting Policy Information

Basis of Preparation and Statement of Compliance
The financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC. This financial reporting framework includes PFRS Accounting Standards, Philippine Accounting Standards (PAS), Philippine Interpretations from International Financial Reporting Interpretations Committee, and SEC provisions.

The material accounting policies that have been used in the preparation of the financial statements have been consistently applied to all the years presented, unless otherwise stated.

Measurement Bases
The financial statements are presented in Philippine Peso, the Company's functional and presentation currency. All values represent absolute amounts except when otherwise stated.

The financial statements of the Company have been prepared on the historical cost basis except for investment properties which are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and the fair value of the consideration received in exchange for incurring a liability. 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.

Adoption of Amendments to PFRS Accounting Standards
The accounting policies adopted are consistent with those of the previous financial year. The adoption of the amendments to PFRS Accounting Standards did not materially affect the financial statements of the Company.

New and Amendments to PFRS Accounting Standards in Issue But Not Yet Effective or Adopted
Relevant new and amendments to PFRS Accounting Standards, which are not yet effective as at December 31, 2025 and have not been applied in preparing the financial statements, are summarized below:

Effective for annual periods beginning on or after January 1, 2026 -

- Amendments to PFRS 9, *Financial Instruments,* and PFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Assets* – The amendments clarify that a financial liability is derecognized when the related obligation is discharged, cancelled, expires or otherwise qualifies for derecognition (e.g. settlement date), and introduces a policy option to derecognize financial liabilities settled through an electronic payment system before settlement date if the required conditions are met. The amendments also clarify the assessment of contractual cash flow characteristics of financial assets, the treatment of non-recourse loans and contractually linked instruments, as well as require additional disclosure requirements for financial assets and liabilities with contingent features and equity instruments classified at fair value through other comprehensive income (FVOCI). Earlier application is permitted.

Effective for annual periods beginning on or after January 1, 2027 -

- PFRS 18, *Presentation and Disclosure in Financial Statements* – This standard replaces PAS 1, *Presentation of Financial Statements*, and sets out the requirements for the presentation and disclosure of information to help ensure that the financial statements provide relevant information that faithfully represents the entity's assets, liabilities, equity, income and expenses. The standard introduces new categories and sub-totals in the statements of comprehensive income, disclosures on management-defined performance measures, and new principles for grouping of information, which the entity needs to apply retrospectively. Earlier application is permitted.

Under prevailing circumstances, the adoption of the foregoing new and amendments to PFRS Accounting Standards is not expected to have any material effect on the financial statements of the Company. Additional disclosures will be included in the financial statements, as applicable.

Financial Instruments
Financial instruments are recognized initially at fair value of the consideration given (in the case of an asset) or received (in the case of a liability). The initial measurement of all financial instruments, except for financial instruments classified as fair value through profit or loss, includes transaction cost.

Financial Assets

Financial Assets at Amortized Cost. Financial assets shall be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

As at December 31, 2025 and 2024, the Company's cash in banks, receivables and rent receivables are classified under this category (see Notes 4, 5 and 7).

Impairment of Financial Assets. The Company records an allowance for expected credit loss (ECL) for financial assets at amortized cost. ECL is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For receivables and rent receivables, the Company has applied the simplified approach and has calculated ECL based on the lifetime expected credit losses. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For cash in banks, the Company has calculated ECL based on 12-month ECL since the credit risk has not increased significantly since initial recognition. 12-month ECL pertains to the portion of lifetime ECL that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort and indicative of significant increases in credit risk since initial recognition.

Financial Liabilities

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

As at December 31, 2025 and 2024, the Company's financial liabilities include accounts and other payables (excluding payables to government agencies), loans payable and long-term payable (see Notes 10, 11 and 12).

Other Assets

Other assets include deferred input VAT, prepaid expenses and advances to suppliers.

Deferred Input VAT. Deferred input VAT represents the unamortized amount of input VAT on the unpaid portion of availed services. Deferred input VAT that are expected to be realized no more than 12 months after the reporting date are classified as current assets. Otherwise, these are classified as noncurrent assets.

Prepaid Expenses. Prepaid expenses represent expense not yet incurred but already paid in cash. Prepaid expenses are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to expense as these are consumed in operations or expire with the passage of time.

Advances to Suppliers. Advances to suppliers are amounts paid in advance for the purchase of goods and services. These are carried in the statements of financial position at the amount of cash paid and are recognized to the corresponding asset or expense account when the goods or services for which the advances were made are received or rendered. These are recorded at cost.

VAT

Revenue, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables that are stated with the amount of tax included.

The Company classifies input VAT as current when it is expected to be realized within 12 months from the reporting period. Otherwise, these are classified as noncurrent assets.

Investment Properties
Investment properties are properties held either to earn rent income or for capital appreciation or both, but not for sale in the ordinary course of business or for administrative purposes.

Investment properties, except land and construction in progress (CIP), are measured at cost, less accumulated depreciation and any impairment in value. Land is stated at cost less any impairment in value.

Construction in progress (CIP) is stated at cost, including cost of construction and other direct costs. CIP is not depreciated until such time that the relevant assets are completed and ready for intended use.

Property and Equipment
Property and equipment are stated at cost less accumulated depreciation, and accumulated impairment in value, if any.

Depreciation is computed using the straight-line method over the following estimated useful lives of the property and equipment:

	Number of Years
Office equipment	3
Vehicle	5

The estimated useful lives and depreciation method are reviewed periodically to ensure that these are consistent with the expected pattern of economic benefits items of property and equipment.

The carrying amounts of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable.

Fully-depreciated assets are retained in the accounts until they are no longer in use.

Impairment of Nonfinancial Assets
The Company assesses at each reporting date whether there is any indication that its nonfinancial assets may be impaired. An impairment loss is charged to operations in the year in which it arises.

Deferred Rent Income
Deferred rent income pertains to rental payments collected in advance from lessees. These are carried in the statements of financial position at the amount of cash received and are recognized as income in the period in which they are earned.

Equity

Capital Stock and Additional Paid-in Capital. Capital stock is measured at par value for all shares issued and paid. Proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as additional paid-in capital. Incremental costs incurred directly attributable to the issuance of new shares are recognized in equity as deduction from proceeds, net of tax.

Retained Earnings. Retained earnings represent the cumulative balance of the Company's results of operations.

Revenue Recognition

Revenue from contract with customer is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Company performs its obligations; (b) the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Company also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Company has assessed that it acts as a principal in all of its revenue sources.

Rent Income. Rent income from operating leases is recognized in income on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use or benefit derived from the leased asset is diminished.

Interest Income. Income is recognized as the interest accrues taking into account the effective yield on the assets, net of final tax.

Other Income. Income from other sources is recognized when earned during the period.

Cost and Expense Recognition

Costs and expenses are recognized in profit or loss when a decrease in future economic benefits related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably.

Direct Costs. Direct costs are recognized as expense when the related services are rendered.

Operating Expenses. Operating expenses constitute costs of administering the business. These are expensed as incurred.

Interest Expense. Interest expense is recognized in profit or loss using the effective interest method.

Leases

Company as a Lessor. Leases where the Company retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized as expense in profit or loss over the lease term on the same basis as rental income.

Income Taxes

Current Tax. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date.

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

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

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

Deferred tax assets and liabilities are measured at the tax rate expected to apply to the period when the asset is realized or the liability is settled, based on tax rate (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

Foreign Currency Transactions

The Company determines its own functional currency and items included in the financial statements are measured using that functional currency. Transactions in foreign currencies are initially recorded at the functional currency rate at the transaction date.

Monetary assets and liabilities denominated in foreign currencies are translated using the functional currency rate at the reporting date. All differences are taken to the statements of comprehensive income. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial recognition. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Provisions and Contingencies

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pretax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Provisions are reviewed at the end of each reporting year and adjusted to reflect the current best estimate.

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

Events After the Reporting Date

Events after the reporting date that provide additional information about the Company’s financial position at the end of reporting year (adjusting events) are reflected in the financial statements. Events after the reporting date that are non-adjusting events are disclosed in the notes to financial statements when material and can influence financial statement user’s decision making.

Comparatives
When necessary, comparative figures have been reclassified to conform to the changes in the presentation of the current year.

3. **Management's Use of Judgments, Estimates and Assumptions**

The preparation of the Company's financial statements requires management to make judgment, accounting estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The judgment, accounting estimates and assumptions used in the financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date.

While the Company believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such accounting estimates.

The accounting estimates and underlying assumptions are reviewed on an on-going basis. Changes in accounting estimates are recognized prospectively.

The following are the significant judgment, accounting estimates and assumptions made by the Company:

Determining the Distinction between Investment Property and Owner-occupied Property. The Company determines whether a property qualifies as investment property. In making its judgment, the Company considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied property generates cash flows that are attributable not only to the property but also to the other assets used in the production or supply process.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions cannot be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Company considers each property separately in making its judgment.

The carrying amount of property and equipment as at December 31, 2025 and 2024 is disclosed in Note 8 to the financial statements.

The carrying amount of investment properties as at December 31, 2025 and 2024 is disclosed in Note 9 to the financial statements.

Assessing whether a Lease Agreement is a Finance or Operating Lease. The Company has entered into a lease agreement as lessor and management determines who bears substantially all significant risks and rewards of ownership, based on evaluation of the terms and conditions of the lease agreements. The assessment is made whether:

- there is a transfer of ownership of the asset at the end of the lease term;
- the Company has an option to purchase the asset at a price which is expected to be sufficiently lower than the fair value at the date the option becomes exercisable such that, at the inception of the lease, it is reasonably certain that the option will be exercised;

- the lease term is for the major part of the economic life of the asset even if title is not transferred;
- at the inception of the lease, the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset; and
- the underlying asset is of such a specialized nature that only the lessee can use it without major modifications.

Based on management's assessment, the Company's lease agreement as lessor is classified as an operating lease arrangement and that the Company retains all the significant risks and rewards of ownership over the properties which are leased out.

Rent income for the years ended December 31, 2025 and 2024 is disclosed in Note 13 to the financial statements.

Assessing the ECL on Financial Assets at Amortized Cost. The Company determines the ECL based on specific assessment made over each receivable and estimates the ECL as the expected cash short-fall that the Company expects to incur over the lifetime of the receivable based on the Company's historical credit loss experience adjusted with any forward-looking information.

At every reporting date, the historical observed defaults are updated and changes in the forward-looking estimates are analyzed. The assessment of the correlation between historical observed defaults, forecast economic conditions and ECL is a significant estimate. The amount of ECL is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

There was no provision for ECL on receivables in 2025 and 2024.

The information about the ECL on the Company's receivables and rent receivables is disclosed in Note 19 to the financial statements.

The carrying amount of receivables as at December 31, 2025 and 2024 are disclosed in Notes 5 and 7 to the financial statements, respectively.

Cash in banks did not result to significant credit risk primarily because the Company transacts with reputable counterparties that possess good credit ratings. No provision for ECL was recognized in 2025 and 2024 related to cash in banks. The carrying amount of cash in banks as at December 31, 2025 and 2024 is disclosed in Note 4 to the financial statements.

Estimating the Useful Lives of Property and Equipment. The Company estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimates are based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful lives of property and equipment are reviewed at each reporting date and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. Future results of operations could be materially affected by changes in estimates brought about by changes in the factors mentioned above. The amount and timing of recording of depreciation for any period would be affected by changes in these factors and circumstances.

There were no changes in the estimated useful lives of the Company's property and equipment in 2025 and 2024.

Depreciation for the years ended December 31, 2025 and 2024 and the carrying amount of property and equipment as at December 31, 2025 and 2024 are disclosed in Note 8 to the financial statements.

Assessing the Impairment of Nonfinancial Assets. The Company assesses impairment on its nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of the assets or group of assets may not be recoverable. The relevant factors that the Company considers in deciding whether to perform an asset impairment review include the following:

- significant underperformance of a business in relation to expectations;
- significant negative industry or economic trends;
- significant changes or planned changes in the use of the assets; and
- significant changes in the business operations and strategies of the Company.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs. The estimated recoverable amount of the asset is the higher of an asset's fair value less costs to sell or value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount and an impairment loss is recognized immediately in profit or loss.

There is no provision for impairment loss on nonfinancial assets recognized by the Company in 2025 and 2024.

The carrying amounts of nonfinancial assets are disclosed in Notes 6, 8 and 9 to the financial statements.

Recognizing Deferred Tax Assets. The carrying amount of deferred tax assets at each reporting date is reviewed and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. The Company's assessment on the recognition of deferred tax assets on deductible temporary differences is based on the forecasted taxable income of the subsequent reporting periods. This forecast is based on the Company's past results and future expectations on revenue and expenses.

In 2025 and 2024, the Company did not recognize any deferred tax assets because management believes that it is not probable that sufficient future taxable income will be available against which the deferred tax assets may be utilized.

The Company's unrecognized deferred tax assets as at December 31, 2025 and 2024 is disclosed in Note 17 to the financial statements.

4. Cash in Banks

Cash in banks amounted to ₱144.9 million and ₱585.4 million as at December 31, 2025 and 2024, respectively. Cash in banks earn interest at the prevailing bank deposit rates and are immediately available for use in the current operations. Interest income earned amounted to ₱0.2 million and ₱0.3 million in 2025 and 2024, respectively.

5. **Receivables**

This account consists of:

	Note	**2025**	2024
Receivable from:			
Third party		**₱225,908,786**	₱225,908,786
Director	12	**–**	8,659,431
Amounts owed by a related party	12	**54,701,593**	51,588,239
		₱280,610,379	₱286,156,456

On July 27, 2017, the Company filed an administrative claim for refund or tax credit for documentary stamp tax, including interest and surcharges paid in 2015. Pursuant to a deficiency assessment issued by the BIR on March 1, 2022, the Court of Tax Appeals (CTA) En Banc partially granted the Company's claim amounting to ₱225.9 million. On July 3, 2023, the writ of execution was issued by the CTA. In January 2024, the Company completed the necessary documents with the BIR for the claim for refund. Income from administrative claims recognized is disclosed in Note 16 to the financial statements.

Receivables are unsecured, noninterest-bearing, and generally collectible in cash on demand or at the agreed collection period.

6. **Other Current Assets**

This account consists of:

	2025	2024
Deferred input VAT	**₱86,927,234**	₱86,927,234
Prepaid expenses	**71,573,866**	71,573,866
Advances to suppliers	**200,000**	250,000
	₱158,701,100	₱158,751,100

Deferred input VAT pertains to the VAT on waiver fee of leasehold rights (see Note 12) which will be utilized upon application of remaining waiver fee balance. As at December 31, 2025 and 2024, the balance of deferred input VAT is presented as follows:

	2025	2024
Current	**₱86,927,234**	₱86,927,234
Noncurrent	**304,245,319**	391,172,553
	₱391,172,553	₱478,099,787

Prepaid expenses include payments made in advance relating to real property tax and insurance.

7. Rent Receivables

The balances and movements in this account are as follows:

	Note	2025	2024
Balance at beginning of year		**₱10,615,114,400**	₱9,962,984,056
Rent income	13	**1,767,167,308**	1,767,167,308
Collections		**(53,196,060)**	(1,021,435,654)
Offset of rent receivables against long-term payable and deferred rent income		**(1,095,292,010)**	(93,601,310)
Balance at end of year		**₱11,233,793,638**	₱10,615,114,400

The rent receivables represent the difference between the rent income on a straight-line basis over the lease term and rental fees per contract.

8. Property and Equipment

The balances and movements in this account are as follows:

	2025		
	Office Equipment	**Vehicle**	**Total**
Cost			
Balances at beginning and end of year	**₱1,179,848**	**₱8,200,000**	**₱9,379,848**
Accumulated Depreciation			
Balances at beginning of year	**1,179,848**	**7,790,000**	**8,969,848**
Depreciation	**–**	**410,000**	**410,000**
Balances at end of year	**1,179,848**	**8,200,000**	**9,379,848**
Carrying Amount	**₱–**	**₱–**	**₱–**

	2024		
	Office Equipment	Vehicle	Total
Cost			
Balances at beginning and end of year	₱1,179,848	₱8,200,000	₱9,379,848
Accumulated Depreciation			
Balances at beginning of year	1,179,848	6,150,000	7,329,848
Depreciation	–	1,640,000	1,640,000
Balances at end of year	1,179,848	7,790,000	8,969,848
Carrying Amount	₱–	₱410,000	₱410,000

Depreciation recognized is disclosed in Note 15 to the financial statements.

The cost of fully depreciated assets still in use amounted to ₱9.4 million and ₱1.2 million as at December 31, 2025 and 2024, respectively.

9. **Investment Properties**

This account consists of:

	2025	2024
Land	**₱16,851,387,916**	₱16,828,802,992
CIP	**322,680,000**	316,980,000
	₱17,174,067,916	₱17,145,782,992

Land

The Company has several parcels of land that are held for lease. Balances and movements in this account are as follows:

	2025	2024
Balances at beginning of year	**₱16,828,802,992**	₱15,938,802,992
Additions	**22,584,924**	890,000,000
Balances at end of year	**₱16,851,387,916**	₱16,828,802,992

The investment properties consist of 347,747 square meters located in Barangays Tambo and Don Galo, Parañaque City and 160,011 square meters located in El Nido, Palawan.

On December 18, 2024, the Company purchased land located in El Nido, Palawan with a total area of 160,011 square meters and was acquired for ₱890.0 million.

In 2025, the Company capitalized directly attributable costs pertaining to the purchased land in El Nido, Palawan totaling ₱22.6 million.

Land located in Parañaque City held as security for loan payable is disclosed in Note 11 to the financial statements.

CIP

Balances and movements in this account are as follows:

	2025	2024
Balances at beginning of year	**₱316,980,000**	₱–
Additions	**5,700,000**	316,980,000
Balances at end of year	**₱322,680,000**	₱316,980,000

In December 2023, the Company's BOD approved a resolution on the development of the Yachting Club/Marina (the Project). Following this approval, the Company entered into a service agreement with a third party to design and build the Project. The total estimated cost to construct the Project amounted to ₱8,000.0 million. As at December 31, 2025 and 2024, the total costs incurred for this Project amounted to ₱323.0 million and ₱317.0 million, respectively.

Rent income and direct costs in relation to the investment properties is disclosed in Notes 13 and 14 to the financial statements, respectively.

The fair value of the investment properties amounted to ₱192,149.7 million as at December 31, 2025 and 2024. The fair value was significantly based on the latest appraisal of similar properties within the areas.

The fair value of investment properties was estimated based on appraisals performed by an independent, SEC-accredited, and professionally-qualified property appraiser and was determined with reference to the latest transacted prices for identical or similar properties. The fair valuation is classified under Level 3 category using market approach.

The significant unobservable inputs used in the fair value measurement of the Company's land are the estimated net price per square meter and various factors such as size, location, and utility, among others. Significant increases (decreases) in the estimated net price per square meter in isolation would result in a significantly higher (lower) fair value measurement. Further, choosing comparables with different inputs would result in a significantly different fair value measurement.

10. Accounts and Other Payables

This account consists of:

	Note	**2025**	2024
Accounts payable		**₱–**	₱400,000,000
Amounts owed to related parties	12	**8,643,070,057**	8,544,193,984
Accrued expenses		**21,190,028**	23,265,650
Payables to government agencies		**3,579,025**	7,191,410
Others		**525,000**	525,000
		₱8,668,364,110	₱8,975,176,044

Accounts payable and amounts owed to related parties are unsecured, noninterest-bearing and are generally payable on demand and in cash.

Accrued expenses pertain to professional, interest expense on loan and consultancy fees incurred but not yet billed nor paid. These are normally settled within a year.

Payables to government agencies are normally settled the following month.

11. Loans Payable

The details of the Company's loans payable is as follows:

	2025	2024
Principal	**₱2,772,000,000**	₱2,961,149,998
Unamortized transaction costs	**(38,474,256)**	(47,474,609)
	₱2,733,525,744	₱2,913,675,389

Long-term loans are classified as follows:

	2025	2024
Current	**₱75,340,148**	₱180,149,645
Noncurrent	**2,658,185,596**	2,733,525,744
	₱2,733,525,744	₱2,913,675,389

The movements of the unamortized transaction costs are as follows:

	2025	2024
Balance at beginning of year	**₱47,474,609**	₱6,848,580
Additions	**–**	48,014,233
Amortization	**(9,000,353)**	(7,388,204)
Balance at end of year	**₱38,474,256**	₱47,474,609

Loan through a Loan Facility Agreement

On February 9, 2022, the Company obtained a three (3) year loan facility with a local bank in the amount of US$50.0 million for the purpose of general corporate funds and additional working capital requirements. The loan facility is secured by a real estate mortgage over certain parcel of the Company's land located at Parañaque City.

The Peso equivalent of the loan through a loan facility agreement as at December 31, 2024 amounting to ₱161.7 million has been fully paid in February 2025.

Loan through an Omnibus Loan and Security Arrangement (OLSA)

On November 15, 2024, the Company executed a ₱2,800.0 million loan through an OLSA with a local bank with a term of seven (7) years. The purpose of the loan is to fund the Company's general corporate funds and to pay off its existing obligations with a related party. The loan facility is secured by a real estate mortgage over certain parcel of the Company's land located at Parañaque City (see Note 9).

The carrying amount of the Company's outstanding loan through an OLSA as at December 31, 2025 and 2024 amounted to ₱2,733.5 million and ₱2,752.0 million, respectively.

Interest expense is incurred as follows:

	Note	**2025**	2024
Long-term payable	12	**₱228,259,447**	₱273,534,048
Loans payable		**226,156,616**	75,005,216
		₱454,416,063	₱348,539,264

Interest expense on loans payable is incurred as follows:

	2025	2024
Contractual interest	**₱217,156,263**	₱67,617,012
Amortization of transaction costs	**9,000,353**	7,388,204
	₱226,156,616	₱75,005,216

Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Company's liabilities arising from financing activities:

	2024	**Interest Expense**	**Financing Cash Inflows**	**Financing Cash Outflows**	**Non-cash Changes**	**2025**
Loans payable	**₱2,913,675,389**	**₱–**	**₱–**	**(₱170,538,887)**	**(₱9,610,758)**	**₱2,733,525,744**
Interest payable	**22,935,651**	**226,156,616**	**–**	**(58,216,690)**	**(170,345,549)**	**20,530,028**
Amounts owed to related parties	**8,544,193,984**	**–**	**3,612,927**	**(3,600,570)**	**98,863,716**	**8,643,070,057**
	₱11,480,805,024	**₱226,156,616**	**₱3,612,927**	**(₱232,356,147)**	**(₱81,092,591)**	**₱11,397,125,829**

	2023	Interest Expense	Financing Cash Inflows	Financing Cash Outflows	Non-cash Changes	2024
Loan payable	₱1,073,620,864	₱–	₱2,800,000,000	(₱903,247,567)	(₱56,697,908)	₱2,913,675,389
Interest payable	1,875,815	75,005,216	–	(46,557,176)	(7,388,204)	22,935,651
Amounts owed to related parties	10,555,674,172	–	510,020,472	(2,414,177,376)	(107,323,284)	8,544,193,984
	₱11,631,170,851	₱75,005,216	₱3,310,020,472	(₱3,363,982,119)	(₱171,409,396)	₱11,480,805,024

12. Related Party Transactions

The Company, in the normal course of business, has transactions with its related parties which are summarized as follows:

		Amount of Transactions		Outstanding Balances	
Related Party	Nature of Transactions	**2025**	2024	**2025**	2024
Receivables (see Note 5):					
Parent Company (a)	Working capital requirements	**₱3,113,354**	₱3,497,752	**₱54,701,593**	₱51,588,239
Under common management (b)	Guarantee fees	**–**	9,535,882	**–**	–
Director (e)	Cash held in trust	**–**	–	**–**	8,659,431
				₱54,701,593	₱60,247,670
Rent receivables (see Note 7) -					
Under common management (c)	Rent	**₱1,767,167,308**	₱1,767,167,308	**₱11,233,793,638**	₱10,615,114,400
Amounts owed to related parties (see Note 10):					
Under common management (a)	Working capital requirements	**₱12,357**	₱506,420,372	**₱8,505,458,731**	₱8,408,433,701
	Reimbursements and other payables	**–**	–	**137,611,326**	135,760,283
Under common management (d)	Administrative fees	**3,600,570**	3,600,100	**–**	–
				₱8,643,070,057	₱8,544,193,984
Long-term payable					
Under common management (c)	Waiver fee	**₱–**	₱–	**₱3,650,943,830**	₱4,462,264,681
Deferred rent income					
Under common management (c)	Advance land lease collection	**₱531,718,753**	₱1,871,730,262	**₱3,693,765,220**	₱3,162,046,467

a. The Company has noninterest-bearing receivables from its Parent Company and payables (includes foreign-currency denominated payables) to a related party under common management for working capital requirements. These are current, due and demandable, and will be settled through cash payments or offsetting arrangements. Receivables from the Parent Company is not impaired in 2025 and 2024. Movements in amounts owed to related parties include foreign exchange revaluation which amounted to ₱98.9 million and ₱107.3 million in 2025 and 2024, respectively.

b. With the Board approval on June 19, 2020, the Company approved and consented to mortgage certain parcels of its land, together with all the improvements thereon, to secure the US$150.0 million loan facility of Tiger Resort, Leisure and Entertainment, Inc. (Tiger I) with Asia United Bank OLSA. Tiger I agrees to pay a guarantee fee amounting to US$0.4 million annually in consideration of the mortgage as long as the mortgage subsists. The receivable from Tiger I is not impaired, unsecured, noninterest-bearing, and generally collectible in cash and on demand or at the agreed collection period.

   On July 8, 2024, the Company's mortgaged land properties were released as collateral due to the full settlement of the loan upon its maturity. Consequently, the guarantee arrangement associated with the mortgage was likewise terminated.

c. On January 1, 2012, the Company entered into a 22-year lease agreement with Tiger I for the lease of parcels of land used in the construction of Tiger I's integrated resort project. Said lease agreement is renewable upon mutual agreement of both parties. Tiger I, through Tiger Resort Asia Limited (TRAL) has an indirect relationship with the Company as Brontia Limited is a subsidiary of TRAL. The leased property is located at Asia World City Complex, Barangay Tambo, Parañaque City.

   The rent receivables are not impaired, unsecured, noninterest-bearing, and collectible in cash over the lease term.

   On March 16, 2022, the Company and Tiger I amended the lease agreement, reducing the leased area from 311,491 square meters to 278,414 square meters. A further amendment executed on March 20, 2023 reduced the leased area from 278,414 square meters to 217,357 square meters, resulting in an additional waiver of 61,057 square meters. Consequently, the payment terms of the lease contract for the rentals of the remaining parcels of land have been amended to ₱90.9 million effective April 1, 2023, with an annual escalation rate of 3% beginning April 1, 2024. On the same date, the Company and Tiger I entered into another Memorandum of Agreement (MOA) for the Waiver of Leasehold Rights wherein the Company shall be charged a consideration amounting to ₱7,632.1 million, net of VAT, as waiver fee and release of leasehold rights over the ceded lease properties aggregating 61,057 square meters.

   As at December 31, 2025 and 2024, long-term payable amounted to ₱3,650.9 million and ₱4,462.3 million, respectively. This long-term payable will be paid by monthly amortizations until June 2030 by way of offsetting or deductions from the receivables from Tiger I under the contract of lease.

   The Company recognized expense from waiver fee amounting to ₱86.9 million in 2025 and 2024. This pertains to input VAT on waiver fee of leasehold rights (see Note 6), which the Company assessed as non-creditable against output VAT and, accordingly, is being recognized as expense.

   As at December 31, 2025 and 2024, long-term payable is classified as follows:

	2025	2024
Current	**₱811,320,851**	₱811,320,851
Noncurrent	**2,839,622,979**	3,650,943,830
	₱3,650,943,830	₱4,462,264,681

   Interest expense relating to the long-term payable is disclosed in Note 11 to the financial statements.

   As at December 31, 2025 and 2024, deferred income from advance collection of land lease rentals from Tiger I amounted to ₱3,693.8 million and ₱3,162.0 million, respectively.

d. In 2014, the Company and Tiger I entered into a two-year reimbursement agreement subject to automatic renewal for an another year unless otherwise terminated. Under the agreement, Tiger I shall provide administrative support services to the Company. Total reimbursements to Tiger I amounted to ₱3.6 million in 2025 and 2024, respectively. This was recorded as "Administrative fees" under "Operating expenses" account in the statements of comprehensive income.

e. In 2024, cash held in trust with a director is not impaired, unsecured, noninterest-bearing, and generally collectible in cash and on demand or at the agreed collection period.

Compensation of Key Management Personnel

The Company's key management functions are performed by the BOD. Other than director fees disclosed in Note 15 to the financial statements, the BOD did not receive any other compensation and benefits in 2025 and 2024.

13. Operating Lease

Company as Lessor

The Company has an existing lease contract with Tiger I for the lease of parcels of land used in the operation of Tiger I's integrated resort project. Total rent income earned in relation to this lease amounted to ₱1,767.2 million for the years ended December 31, 2025 and 2024 (see Note 12).

The future minimum lease receipts up to the expiry date of the operating lease are as follows:

	2025	2024
Not later than one year	**₱1,182,942,708**	₱1,148,488,071
Later than one year but not later than five years	**5,097,460,773**	4,948,991,046
Later than five years	**68,571,413,256**	69,902,825,691
	₱74,851,816,737	₱76,000,304,808

14. Direct Costs

Direct costs pertaining to real property taxes amounted to ₱71.4 million for the years ended December 31, 2025 and 2024.

15. Operating Expenses

This account consists of:

	Note	**2025**	2024
Professional fees		**₱93,045,811**	₱378,145,633
Director fees	12	**13,353,660**	12,000,000
Administrative fees	12	**3,600,570**	3,600,100
Taxes and licenses		**750,670**	684,595
Depreciation	8	**410,000**	1,640,000
Security		**–**	20,854,095
Others		**3,735,295**	4,513,427
		₱114,896,006	₱421,437,850

16. Other Income

For the year ended December 31, 2024, this account consists of:

	Note	Amount
Income from administrative claims	5	₱225,908,786
Guarantee fees	12	9,535,882
		₱235,444,668

17. **Income Taxes**

The components of provision for income tax are as follows:

	2025	2024
Current	**₱57,424,403**	₱55,942,566
Deferred	**30,933,962**	32,606,517
	₱88,358,365	₱88,549,083

The income tax rates used in preparing the financial statements as at and for the years ended December 31, 2025 and 2024 are 25% for RCIT, 5% for SCIT and 2% for MCIT.

The Company's deferred tax liability amounting to ₱564.4 million and ₱533.5 million as at December 31, 2025 and 2024, respectively, relates to noncurrent portion of rent receivables.

Further, the Company has unrecognized deferred tax assets as follows:

	2025	2024
NOLCO	**₱182,539,147**	₱177,715,365
Net unrealized foreign exchange loss	**180,599,206**	160,811,971
Excess MCIT over RCIT	**1,012,408**	1,012,376
	₱364,150,761	₱339,539,712

The Company did not recognize any deferred tax assets because management believes that it is not probable that sufficient future taxable income will be available against which the deferred tax assets may be utilized.

Details of the Company's NOLCO that can be claimed as deduction from future taxable income are as follows:

Year Incurred	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Valid Until
2025	₱–	₱19,295,128	₱–	₱19,295,128	2028
2024	670,033,841	–	–	670,033,841	2027
2023	40,827,618	–	–	40,827,618	2026
	₱710,861,459	₱19,295,128	₱–	₱730,156,587	

Details of the Company's excess MCIT over RCIT which can be deducted to future tax due are as follows:

Year Incurred	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Year of Expiration
2025	₱–	₱32	₱–	₱32	2028
2024	190,718	–	–	190,718	2027
2023	821,658	–	–	821,658	2026
	₱1,012,376	₱32	₱–	₱1,012,408	

The reconciliation between the provision for (benefit from) income tax at statutory income tax rate and the effective income tax rate reported in the statements of comprehensive income is as follows:

	2025	2024
Provision for (benefit from) income tax at statutory income tax rate:		
5% SCIT	**₱51,978,424**	₱42,185,864
RCIT	**(24,560,972)**	(56,719,108)
Add (deduct) tax effects of:		
Nondeductible expenses	**36,370,272**	46,163,916
Interest income subjected to final tax	**(40,408)**	(77,141)
Nontaxable income	**–**	(56,477,197)
Change in unrecognized deferred tax assets	**24,611,049**	113,472,749
Provision for income tax at effective income tax rate	**₱88,358,365**	₱88,549,083

18. **Commitment and Contingencies**

a. Commitments

Asia United Bank (AUB) OLSA
The Company provided certain collateral security in favor of AUB in relation to the AUB OLSA entered into by Tiger I on June 26, 2020.

Under the OLSA, the Company cannot sell its investment property covered by the collateral without AUB's consent unless the loan of Tiger I is paid.

On May 7, 2021, the said AUB OLSA was converted into a three-year loan with a maturity date of May 7, 2024. This is still secured by a real estate mortgage over certain land properties of the Company. The loan was fully paid by Tiger I on May 7, 2024. Accordingly, the Company's mortgaged land properties were released as collateral on July 8, 2024.

China Banking Corporation (CBC) OLSA
On July 19, 2024, the Company, together with TRAL and UERI as co-guarantors, provided support for Tiger I's loan under an OLSA with CBC and China Bank Capital Corporation, and CBC through its Trust and Asset Management Group. As part of this arrangement, the Company mortgaged certain parcels of land as collateral security for the loan (see Note 9).

In accordance with the OLSA, the Company cannot sell its investment property covered by the collateral without CBC's consent unless the loan of Tiger I is paid.

b. Contingency

The Company, in the ordinary course of business, is a party to certain cases pending with the courts, the outcome of which are not presently determinable.

Other than those, the Company is not aware of any pending or threatened litigation, claims or assessments or unasserted claims of assessments that are required by PAS 37 *Provisions, Contingent Liabilities and Contingent Assets* to be accrued or disclosed in the financial statements as at December 31, 2025 and 2024.

19. **Financial Risk Management Objectives and Policies**

The Company's principal financial instruments consist of cash in banks, receivables, rent receivables, accounts and other payables (excluding payables to government agencies), loans payable and long-term payable.

The main financial risks arising from the Company's financial instruments are market risk, credit risk and liquidity risk. Management reviews and approves policies for managing each of these risks as summarized below.

Market Risk

The Company is exposed to market risk, primarily those related to interest rate risk and foreign currency risk. Management actively monitors these exposures, as follows:

Interest Rate Risk. The Company's exposure to interest rate risk arises from changes in interest rates primarily related to outstanding debt obligations.

As at December 31, 2025 and 2024, the Company's interest-bearing debt obligations consist of loans payable with interest rate subject to quarterly repricing. In 2025 and 2024, the Company did not engage in any free-standing derivative transactions nor did the Company have any outstanding derivative contracts. Interest rate changes are not expected to significantly affect the Company's income before tax.

Foreign Currency Risk. Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's foreign exchange risk results primarily from movements of the Philippine Peso against the United States Dollar (USD) and Japanese Yen (JPY) with respect to foreign currency denominated financial assets.

The Company's transactional currency exposures arise from amounts owed to a related party and loans payable made in currencies other than the Company's functional currency. The Company periodically reviews the trend of the foreign exchange rates to address its exposure in foreign currency risk. Measures are adopted to protect its financial assets in the event there would be significant fluctuations in the exchange rate.

The following table shows the Company's USD and JPY-denominated monetary financial asset and liabilities at amortized cost and their Philippine Peso equivalent:

	2025		2024	
	Philippine Peso	**Amount in Foreign Currency**	Philippine Peso	Amount in Foreign Currency
Financial asset at amortized cost				
Cash in banks	**₱31,412,696**	**$534,184**	₱194,807,891	$3,357,946
Financial liabilities at amortized cost				
Amounts owed to a related party				
(In USD)	**₱7,233,515,405**	**$123,008,510**	₱7,136,215,674	$123,008,510
(In JPY)	**69,932,481**	**¥186,188,714**	68,368,496	¥186,188,714
Loans payable	**–**	**$–**	161,149,998	$2,777,778
	₱7,303,447,886		₱7,365,734,168	

For purposes of translating the outstanding balances of the Company's foreign currency-denominated financial asset and liabilities as at December 31, 2025 and 2024, the exchange rates applied were ₱58.805 and ₱58.014 per US$1 and ₱0.3756 and ₱0.3672 per JP¥1, respectively.

The following table demonstrates the sensitivity to a reasonably possible change in the USD and JPY exchange rates, with all other variables held constant, of the Company's loss before income tax for the years ended December 31, 2025 and 2024. There is no other impact on the Company's equity other than those already affecting profit or loss.

	Currency	Increase/Decrease in Exchange Rate	Effect on Income (Loss) before Income Tax
December 31, 2025	**USD**	**+1.74%**	**₱126,508,988**
		-1.74%	**(126,508,988)**
	JPY	**+1.67%**	**1,164,773**
		-1.67%	**(1,164,773)**
December 31, 2024	USD	+1.97%	₱147,360,549
		-1.97%	(147,360,549)
	JPY	+2.30%	1,572,492
		-2.30%	(1,572,492)

<u>Credit Risk</u>

Credit risk is a risk due to uncertainty in the counterparty's ability to meet its obligations. With respect to credit risk arising from the financial assets, the Company's exposure to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

The Company trades mainly with recognized and creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, the Company only deals with financial institutions duly evaluated and approved by the BOD.

The carrying amounts of financial assets at amortized cost represents the Company's maximum exposure to credit risk without taking account of the value of any collateral obtained:

	2025	2024
Cash in banks	**₱144,876,780**	₱585,392,431
Receivables	**280,610,379**	286,156,456
Rent receivables	**11,233,793,638**	10,615,114,400
	₱11,659,280,797	₱11,486,663,287

The table below shows the credit quality per class of financial assets at amortized cost as at December 31, 2025 and 2024.

	2025					
	Neither Past Due nor Impaired					
	High Grade	**Standard Grade**	**Substandard Grade**	**Past Due but not Impaired**	**Credit Impaired**	**Total**
Lifetime ECL:						
Receivables	**₱280,610,379**	**₱–**	**₱–**	**₱–**	**₱–**	**₱280,610,379**
Rent receivables	**11,233,793,638**	**–**	**–**	**–**	**–**	**11,233,793,638**
	11,514,404,017	**–**	**–**	**–**	**–**	**11,514,404,017**
12-month ECL -						
Cash in banks	**144,876,780**	**–**	**–**	**–**	**–**	**144,876,780**
	₱11,659,280,797	**₱–**	**₱–**	**₱–**	**₱–**	**₱11,659,280,797**

	2024					
	Neither Past Due nor Impaired					
	High Grade	Standard Grade	Substandard Grade	Past Due but not Impaired	Credit Impaired	Total
Lifetime ECL:						
Receivables	₱286,156,456	₱–	₱–	₱–	₱–	₱286,156,456
Rent receivables	10,615,114,400	–	–	–	–	10,615,114,400
	10,901,270,856	–	–	–	–	10,901,270,856
12-month ECL -						
Cash in banks	585,392,431	–	–	–	–	585,392,431
	₱11,486,663,287	₱–	₱–	₱–	₱–	₱11,486,663,287

The credit quality of the financial assets is managed by the Company using internal credit quality ratings. High grade accounts consist of financial assets from counterparties with good financial condition and with relatively low defaults. Financial assets having risks of default but are still collectible are considered as standard grade accounts. Financial assets that are still collectible but require persistent effort from the Company to collect are considered substandard grade accounts. Past due but not impaired are those with history of frequent default nevertheless the amount due is still collectible. Credit impaired are those that are long-outstanding or those that have been provided with an allowance for impairment.

For receivables and rent receivables, the Company has applied the simplified approach and has calculated ECL based on the lifetime ECL. The resulting ECL is not significant because the financial assets are considered high grade with minimal risk of default.

For cash in banks, the Company has applied the general approach and has calculated ECL based on 12-month ECL basis. The resulting ECL is not significant because the financial assets are considered high grade with minimal risk of default.

Concentration Risk. Concentration of credit risk may arise from exposure to a single debtor or a group of debtors having similar characteristics such that their ability to meet their obligations are expected to be affected in like a manner by changes in economic or other conditions.

As at and for the years ended December 31, 2025 and 2024, rent receivables and rent income are solely attributable to Tiger I. Rent receivables are neither past due nor impaired, therefore, no losses are expected to be recognized.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatch of the maturities of financial assets and financial liabilities. The Company's objectives to manage its liquidity profile are: (a) to ensure that adequate funding is available at all times; (b) to meet commitments as they arise without incurring unnecessary costs; (c) to be able to access funding when needed at the least possible cost; and (d) to maintain an adequate time spread in refinancing maturities.

The table below shows the maturity profile of the Company's financial liabilities at amortized cost as at December 31, 2025 and 2024 based on contractual undiscounted payments:

	2025				
	On Demand	**Less than 3 Months**	**3 Months to 1 Years**	**More than 1 Year**	**Total**
Accounts and other payables*	**₱8,664,785,085**	**₱–**	**₱–**	**₱–**	**₱8,664,785,085**
Loans payable**	**–**	**84,000,000**	**–**	**2,688,000,000**	**2,772,000,000**
Long-term payable	**–**	**811,320,851**	**–**	**2,839,622,979**	**3,650,943,830**
	₱8,664,785,085	**₱895,320,851**	**₱–**	**₱5,527,622,979**	**₱15,087,728,915**

**Excluding payables to government agencies (see Note 10)*

***Excluding prepaid transaction costs*

	2024				
	On Demand	Less than 3 Months	3 Months to 1 Years	More than 1 Year	Total
Accounts and other payables*	₱8,967,984,634	₱–	₱–	₱–	₱8,967,984,634
Loan payable**	–	189,149,998	–	2,772,000,000	2,961,149,998
Long-term payable	–	811,320,851	–	3,650,943,830	4,462,264,681
	₱8,967,984,634	₱1,000,470,849	₱–	₱6,422,943,830	₱16,391,399,313

**Excluding payables to government agencies (see Note 10)*
***Excluding prepaid transaction costs*

Fair Value Measurement

Due to the short-term nature of the Company's cash in banks, receivables, and accounts and other payables (excluding payables to government agencies), their carrying amounts approximate their fair values as at December 31, 2025 and 2024.

The following table presents the fair value of the Company's financial liabilities at amortized cost with carrying amount that differs from its fair value:

	2025		2024	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Liabilities at Amortized Cost:				
Loans payable*	**₱2,772,000,000**	**₱2,997,550,798**	₱2,961,149,998	₱3,173,760,848
Long-term payable	**3,650,943,830**	**3,668,749,205**	4,462,264,681	4,513,655,732
	₱6,422,943,830	**₱6,666,300,003**	₱7,423,414,679	₱7,687,416,580

**Excluding prepaid transaction costs*

The fair value measurement of the loans payable and long-term payable is classified as Level 2 (significant observable inputs) and was determined by discounting the sum of all future cash flows using the prevailing market rates of interest for instruments with similar maturities. The discount rates used ranges from 4.69% to 6.40% and 5.71% to 6.16% in 2025 and 2024, respectively.

Capital Management Policy

The primary objective of the Company's capital management is to ensure that it maintains a strong and healthy financial position to support its current business operations.

The Company considers its equity amounting to ₱10,260.5 million and ₱9,407.5 million as capital employed as at December 31, 2025 and 2024, respectively.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust its borrowings or raise capital. No changes were made in the objectives, policies or processes in 2025 and 2024.

The Company is not subject to externally imposed capital requirements.

BOA/PRC Accreditation No. 4782
April 14, 2024, valid until June 6, 2026
SEC Accreditation No. 4782-SEC Group A
Issued August 11, 2022
Valid for Financial Periods 2021 to 2025

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Website : www.reyestacandong.com

REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULE ON RECONCILIATION OF
RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

The Stockholders and the Board of Directors
Eagle I Landholdings, Inc.
Manila Bay Resort Temporary Facilities Office
Atlantic Drive, Asiaworld City Blvd.
Parañaque City

We have audited in accordance with the Philippine Standards on Auditing, the basic financial statements of Eagle I Landholdings, Inc. (the Company) as at and for the years ended December 31, 2025 and 2024 and have issued our report dated April 6, 2026. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying Schedule on Reconciliation of Retained Earnings Available for Dividend Declaration as at December 31, 2025 is the responsibility of the Company's management. This schedule is presented for purposes of complying with the Revised Securities Regulation Code 68 and is not part of the basic financial statements. This information has been subjected to the auditing procedures applied in our audits of the basic financial statements, including comparing such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the financial statements themselves. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

REYES TACANDONG & CO.

[redacted]

ARTHUR VINSON U. ONG
Partner

[redacted]

April 6, 2026
Makati City, Metro Manila

RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
FOR THE REPORTING PERIOD ENDED DECEMBER 31, 2025

EAGLE I LANDHOLDINGS, INC.
Manila Bay Resort Temporary Facilities Office, Atlantic Drive,
Asiaworld City Blvd., Parañaque City

		Amount
Unappropriated retained earnings, beginning of reporting period		₱4,607,589,509
Add: Category A: Items that are directly credited to unappropriated retained earnings		
Reversal of retained earnings appropriation/s	₱–	
Effect of restatements or prior-period adjustments	–	
Others (describe nature)	–	–
Less: Category B: Items that are directly debited to unappropriated retained earnings		
Dividend declaration during the reporting period	–	
Retained earnings appropriated during the reporting period	–	
Effect of restatements or prior-period adjustments	–	
Others (describe nature)	–	
Unappropriated retained earnings, as adjusted		4,607,589,509
Add/less: Net income (loss) for the current year		**852,927,678**
Less: Category C.1: Unrealized income recognized in the profit or loss during the reporting period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared	–	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	(264,841,740)	
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVPL)	–	
Unrealized fair value gain of investment property	–	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the Philippine Financial Reporting Standards (PFRS) (describe nature)	–	(264,841,740)
Sub-total		588,085,938

		Amount
Add: <u>Category C.2</u>: **Unrealized income recognized in profit or loss in prior periods but realized in the current reporting period (net of tax)**		
Realized foreign exchange gain, except those attributable to cash and cash equivalents	₱–	
Realized fair value adjustment (mark-to-market gains) of financial instruments at FVPL	–	
Realized fair value of investment property	–	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	–	₱–
Sub-total		588,085,938
Add: <u>Category C.3</u>: **Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)**		
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	–	
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at FVPL	–	
Reversal of previously recorded fair value of investment property	–	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded (describe nature)	–	–
Sub-total		588,085,938
Adjusted net income (loss)		**588,085,938**
Add: <u>Category D</u>: **Non-actual losses recognized in profit or loss during the reporting period (net of tax)**		
Depreciation on revaluation increment (after tax)	–	–
Sub-total		588,085,938
Add/less: <u>Category E</u>: **Adjustments related to relief granted by the SEC**		
Amortization of the effect of reporting relief	–	
Total amount of reporting relief granted during the year	–	
Others (describe nature)	–	–
Sub-total		588,085,938

		Amount
Add/less: <u>**Category F**</u>: **Other items that should be excluded from the determination of the amount of available for dividends distribution**		
Net movement of treasury shares (except for reacquisition of redeemable shares	₱–	
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	–	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right-of-use of asset and lease liability, set up of asset and asset retirement obligation, and set up of service concession asset and concession payable	–	
Adjustment due to deviation from PFRS/GAAP - gain (loss)	–	
Others (describe nature)	–	₱–
Sub-total		588,085,938
Total retained earnings, end of the reporting period available for dividend		**₱5,195,675,447**

Appendix 5

AUDITED FINANCIAL STATEMENTS OF FERRONOUX HOLDINGS, INC. FOR THE YEAR ENDING 31 DECEMBER 2025

BUREAU OF INTERNAL REVENUE
AFS eSUBMISSION

powered by EZY

LAVINIA BUCTOLAN
AGFINANCE

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File Upload

All files successfully uploaded

Transaction Code:
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Submission Date/Time:
May 20, 2026 11:53 AM

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COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A 2 0 0 1 1 5 1 5 1

COMPANY NAME

FERRONOUX HOLDINGS, INC. (A Subsidiary of Themis Group Corporation)

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

15th Floor, Jollibee Tower, F. Ortigas Jr. Road and Garnet Road, Ortigas Center, San Antonio, Pasig City

Form Type	Department requiring the report	Secondary License Type, If Applicable
AAFS	CRMD	N/A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
ferronouxmc28@gmail.com	(632) 8779 6540	09155920331

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
35	Last Friday of June	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Phil Ivan A. Chan	mc28@serranolawph.com	–	09178078815

CONTACT PERSON'S ADDRESS

15th Floor, Jollibee Tower, F. Ortigas Jr. Road and Garnet Road, Ortigas Center, San Antonio, Pasig City

NOTE 1: *In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.*

2: *All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt shall not excuse the corporation from liability for its deficiencies.*

FERRONOUX HOLDINGS, INC.

6th Floor, Hanston Building F. Ortigas, Jr. Road, Ortigas Center, Pasig City

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Management of Ferronoux Holdings, Inc. is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the period ended **January 01, 2025 to December 31, 2025**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

[redacted]

JAMES G. LORENZANA
(Chairman of the Board)

[redacted]

ABEL M. ALMARIO
(President)

[redacted]

JOHANNES BENJAMIN R. BERNABE
(Treasurer)

SUBSCRIBED AND SWORN to before me this MAY 20 2026 at TAGUIG CITY with affiants exhibiting to me their following Competent Evidence of Identity:

Name	Competent Evidence of Identity
James G. Lorenzana	[redacted]
Abel M. Almario	
Johannes Benjamin R. Bernabe	

Doc. No. 364;
Page No. 74;
Book No. I;
Series of 2026.

[redacted]

MARK STEPHEN C. SY
Appointment No. 234 (2025-2026)
[redacted]

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Ferronoux Holdings, Inc.
15th Floor, Jollibee Tower
F. Ortigas Jr. Road and Garnet Road
Ortigas Center, San Antonio
Pasig City

Opinion

We have audited the accompanying financial statements of Ferronoux Holdings, Inc. (a subsidiary of Themis Group Corporation) (the Company), which comprise the statements of financial position as at December 31, 2025 and 2024, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the years ended December 31, 2025, 2024 and 2023, and notes to financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025 and 2024, and its financial performance and its cash flows for the years ended December 31, 2025, 2024 and 2023 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

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

Key Audit Matters

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

Assessment of the Collectability of Due from Related Parties
As at December 31, 2025, due from related parties amounted to ₱155.9 million, representing 89% of the Company's total assets. We considered this a key audit matter because the assessment of the collectability of the due from related parties involves the exercise of significant judgment by management, particularly in evaluating the related parties' financial capacity and ability to settle the amounts due.

In addressing this matter, our audit procedures included, among others: (a) evaluating the appropriateness of management's assumptions and supporting information used in assessing the expected credit loss (ECL), examining relevant evidence on the collectability of the balances and (b) assessing the adequacy of the related disclosures in Notes 3, 6, and 11 to the financial statements.

Other Information

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

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

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

We confirm that we have complied with the ethical requirements applicable to the audit of the Company's financial statements as at and for the year ended December 31, 2025, including the independence requirements applicable to audits of public interest entities. In accordance with these requirements, we have communicated to you all relationships and other matters that, in our professional judgment, may reasonably be thought to bear on our independence. Where applicable, we have also communicated the related safeguards applied to eliminate or reduce identified threats to independence.

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

The engagement partner on the audit resulting in this independent auditors' report is Mark Christian M. Ababa.

REYES TACANDONG & CO.

[redacted]

MARK CHRISTIAN M. ABABA
Partner
[redacted]

May 14, 2026
Makati City, Metro Manila

FERRONOUX HOLDINGS, INC.
(A Subsidiary of Themis Group Corporation)

STATEMENTS OF FINANCIAL POSITION

	Note	December 31 2025	2024
ASSETS			
Current Assets			
Cash in banks	4	**₱16,585,072**	₱111,459
Nontrade receivable	6	**2,472,775**	–
Due from related parties	6	**155,857,180**	156,251,595
Creditable withholding taxes		**415,178**	460,470
Other current assets		**651,643**	574,915
		₱175,981,848	₱157,398,439
LIABILITIES AND EQUITY			
Current Liability			
Accrued expenses and other current liabilities	5	**₱17,951,794**	₱17,013,739
Noncurrent Liability			
Deferred tax liability	10	**–**	114,494
Total Liabilities		**17,951,794**	17,128,233
Equity			
Capital stock	7	**281,824,002**	261,824,002
Additional paid-in capital		**73,477,248**	74,277,248
Deficit		**(197,271,196)**	(195,831,044)
Total Equity		**158,030,054**	140,270,206
		₱175,981,848	₱157,398,439

See accompanying Notes to Financial Statements.

FERRONOUX HOLDINGS, INC.
(A Subsidiary of Themis Group Corporation)

STATEMENTS OF COMPREHENSIVE INCOME

		Years Ended December 31		
	Note	**2025**	2024	2023
INTEREST INCOME	4	**₱1,824,154**	₱3,276,974	₱3,299,346
EXPENSES	8	**(3,333,508)**	(2,152,593)	(1,968,962)
INCOME (LOSS) BEFORE INCOME TAX		**(1,509,354)**	1,124,381	1,330,384
INCOME TAX EXPENSE (BENEFIT)	10			
Current		**45,292**	669,655	676,660
Deferred		**(114,494)**	(325,560)	(316,839)
		(69,202)	344,095	359,821
NET INCOME (LOSS)		**(1,440,152)**	780,286	970,563
OTHER COMPREHENSIVE INCOME		**–**	–	–
TOTAL COMPREHENSIVE INCOME (LOSS)		**(₱1,440,152)**	₱780,286	₱970,563
EARNINGS PER SHARE - BASIC AND DILUTED	9	**(₱0.004)**	₱0.003	₱0.004

See accompanying Notes to Financial Statements.

FERRONOUX HOLDINGS, INC.
(A Subsidiary of Themis Group Corporation)

STATEMENTS OF CHANGES IN EQUITY

		Years Ended December 31		
	Note	**2025**	2024	2023
CAPITAL STOCK	7			
Balance at beginning of year		**₱261,824,002**	₱261,824,002	₱261,824,002
Issuance		**20,000,000**	–	–
Balance at end of year		**281,824,002**	261,824,002	261,824,002
ADDITIONAL PAID-IN CAPITAL				
Balance at beginning of year		**74,277,248**	74,277,248	74,277,248
Stock issuance costs	7	**(800,000)**	–	–
Balance at end of year		**73,477,248**	74,277,248	74,277,248
DEFICIT				
Balance at beginning of year		**(195,831,044)**	(196,611,330)	(197,581,893)
Net income (loss)		**(1,440,152)**	780,286	970,563
Balance at end of year		**(197,271,196)**	(195,831,044)	(196,611,330)
		₱158,030,054	₱140,270,206	₱139,489,920

See accompanying Notes to Financial Statements.

FERRONOUX HOLDINGS, INC.

(A Subsidiary of Themis Group Corporation)

STATEMENTS OF CASH FLOWS

	Note	Years Ended December 31		
		2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) before income tax		**(₱1,509,354)**	₱1,124,381	₱1,330,384
Adjustment for interest income	4	**(1,824,154)**	(3,276,974)	(3,299,346)
Operating loss before working capital changes		**(3,333,508)**	(2,152,593)	(1,968,962)
Decrease in other current assets		**(348,478)**	(151,089)	(138,734)
Increase (decrease) in accrued expenses and other current liabilities		**938,055**	326,535	(567,170)
Net cash used for operations		**(2,743,931)**	(1,977,147)	(2,674,866)
Interest received		**17,544**	–	–
Net cash used in operating activities		**(2,726,387)**	(1,977,147)	(2,674,866)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issuance of capital stock	7	**20,000,000**	–	–
Payment of stock issuance costs	7	**(800,000)**	–	–
Increase in due to a related party	6	**–**	1,950,000	2,684,874
Net cash provided by financing activities		**19,200,000**	1,950,000	2,684,874
NET INCREASE (DECREASE) IN CASH IN BANKS		**16,473,613**	(27,147)	10,008
CASH IN BANKS AT BEGINNING OF YEAR		**111,459**	138,606	128,598
CASH IN BANKS AT END OF YEAR		**₱16,585,072**	₱111,459	₱138,606

See accompanying Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2025 and 2024 AND FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 AND 2023

1. **Corporate Information**

Ferronoux Holdings, Inc. (the "Company") was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on December 14, 2001 under the name AG Finance Incorporated. The Company was initially established to operate as a financing company, primarily providing short-term, unsecured credit facilities to permanent rank-and-file employees of medium-sized companies in the Philippines.

The Company's shares are listed on the Philippine Stock Exchange (PSE), with 261,824,002 shares listed as at December 31, 2025 and 2024. The Company now operates as a holding company following the approval by the SEC on February 6, 2018 of amendments to its Articles of Incorporation, which included the change of its corporate name from AG Finance Incorporated to Ferronoux Holdings, Inc. and the revision of its primary purpose. In connection with these changes, the Company's stock symbol was also updated from "AGF" to "FERRO".

The Company became a subsidiary of Themis Group Corporation (Themis or the Parent Company) in 2025 as a result of the transfer of shares from ISOC Holdings, Inc. (ISOC) by virtue of a Deed of Assignment dated December 27, 2024 and following the completion of a Mandatory Tender Offer (MTO) on April 19, 2025. After the transfer, Themis now holds 62.5% ownership interest in the Company (see Note 7).

On September 5, 2025, the Board of Directors (BOD) approved to change the Company's principal office address from "6th Floor, Hanston Building, Ortigas Center, Pasig City" to "15th Floor, Jollibee Tower, F. Ortigas Jr. Road and Garnet Road, Ortigas Center, San Antonio, Pasig City".

<u>**Status of Operations**</u>

The Company ceased its lending activities in 2015 and has since engaged in exploratory discussions with potential strategic partners. In alignment with its long-term growth objectives, the Company is actively pursuing opportunities in property development by implementing targeted strategic initiatives aimed at establishing a competitive presence in the real estate sector.

On December 12, 2024, the BOD approved the subscription of Themis to the Company's 80.0 million common shares at ₱1.00 per share, or equivalent to ₱80.0 million. The related subscription agreements were executed on December 18, 2024. Of the ₱80.0 million subscriptions, ₱20.0 million was paid and the related shares were issued on January 3, 2025 (see Note 7).

The Company will increase its authorized capital stock from 550.0 million common shares at ₱1.00 per share, or equivalent to ₱550.0 million, to 2,500.0 million common shares at ₱1.00 per share, or equivalent to ₱2,500.0 million, in view of the following capital infusions, as approved by the BOD on December 18, 2024:

- Additional subscription of Themis to the Company's 240.0 million common shares at ₱1.00 per share, or equivalent to ₱240.0 million, which shall be paid either in cash or property;
- Property-for-share swap, through subscription of Eagle 1 Landholdings, Inc. (Eagle 1) to the Company's 918.0 million common shares at ₱4.70 per share, or equivalent to ₱4,314.6 million, in exchange for parcels of land; and

- Subscription of various investors to the Company's 300.0 million common shares in order to comply with the minimum public ownership requirement.

On May 15, 2025, Themis informed the Company that it had successfully completed the transfer of 133,530,241 common shares previously held by ISOC Holdings, Inc. (ISOC), pursuant to the Deed of Assignment dated December 27, 2024 and following the completion of the MTO on April 19, 2025. As a result of the transfer, Themis acquired an additional 39.1% ownership interest in the Company, increasing its aggregate ownership to 62.5% and effectively gaining control over the Company (see Note 7).

The Company will conduct a Follow-on Offering in accordance with the Revised Rules on Backdoor Listing within one year from the completion of the property-for-share swap with Eagle 1.

Approval of the Financial Statements
The financial statements of the Company as at December 31, 2025 and 2024 and for the years ended December 31, 2025, 2024, and 2023 were authorized and approved for issuance by the BOD on May 14, 2026, as reviewed and recommended for approval by the Audit Committee on the same date.

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2. Summary of Material Accounting Policy Information

Basis of Preparation
The financial statements have been prepared in accordance with the Philippine Financial Reporting Standards (PFRS) Accounting Standards issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRS Accounting Standards, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee.

Measurement Bases
The financial statements are presented in Philippine Peso, which is the Company's functional currency. All values are in absolute amount, unless otherwise stated.

The financial statements of the Company have been prepared on a historical basis. Historical cost is generally based on the fair value of the consideration given in exchange of an asset or fair value of consideration received in exchange for incurring a liability. 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 transaction date.

The Company uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

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

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair value is included in Note 11, *Financial Risk Management Objectives and Policies.*

Adoption of Amendments to PFRS Accounting Standards
The material accounting policies adopted are consistent with those of the previous financial year. There are no amendments to PFRS Accounting Standards, which are effective as at January 1, 2025, that has an impact on the Company's financial statements.

New and Amendments to PFRS Accounting Standards in Issue But Not Yet Effective or Adopted
Relevant new and amendments to PFRS Accounting Standards, which are not yet effective as at December 31, 2025 and have not been applied in preparing the financial statements, are summarized below:

Effective January 1, 2026:

- Amendments to PFRS 9, *Financial Instruments,* and PFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Assets* – The amendment provides to clarify the requirements related to the date of recognition and derecognition of financial assets and financial liabilities, with an exception for derecognition of financial liabilities settled through cash using an electronic payment system. The amendments also clarify the requirements of assessing contractual cash flow characteristics of financial assets, with additional guidance on assessment of contingent features, and the characteristics of non-recourse loans and contractually linked instruments. The amendments also introduce additional disclosure requirements for equity instruments classified as financial asset measured at fair value through other comprehensive income (FVOCI) with contingent features. Earlier application is permitted.

- Annual Improvements to PFRS Accounting Standards Volume 11:

  - Amendments to PFRS 7, *Financial Instruments: Disclosures* – The amendments remove some obsolete references related to the gain or loss on derecognition on financial assets of an entity that has a continuing involvement and to the disclosure requirements on deferred differences between fair value and transaction price. The amendments also clarify that the illustrative guidance does not necessarily illustrate all the requirements for credit risk disclosure.

  - Amendments to PAS 7, *Statement of Cash Flows* – The amendments clarify that when accounting for an investment in an associate, a joint venture or a subsidiary accounted for by use of the equity or at cost, an investor restricts its reporting in the statements of cash flows to the cash flows between itself and the investee, such as dividends and advances.

Effective January 1, 2027 -

- PFRS 18, *Presentation and Disclosure in Financial Statements* – This standard replaces PAS 1, *Presentation of Financial Statements*, and sets out the requirements for the presentation and disclosure of information to help ensure that the financial statements provide relevant information that faithfully represents the entity's assets, liabilities, equity, income, and expenses. The standard introduces new categories and sub-totals in the statements of comprehensive income, disclosures on management-defined performance measures, and new principles for grouping of information, which the entity needs to apply retrospectively. Earlier application is permitted.

Under the prevailing circumstances, the adoption of the new and amended PFRS Accounting Standards is not expected to have a material impact on the Company's financial statements, except for PFRS 18. The Company is currently assessing the potential effects of PFRS 18 on the presentation and disclosures of the financial statements, including changes to the structure of the statements of comprehensive income. Additional disclosures will be provided in the financial statements, as applicable.

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

"Day 1" Difference. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss. In cases where there is no observable data on inception, the Company deems the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the "Day 1" difference.

Financial Assets at Amortized Cost

Recognition and Measurement. Financial assets at amortized cost are recognized initially at fair value, which is the fair value of the consideration given.

Financial assets shall be measured at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process.

The Company's cash in banks, nontrade receivable, and due from related parties are classified under this category (see Notes 4 and 6).

Impairment of Financial Assets at Amortized Cost. The Company records an allowance for expected credit loss (ECL) based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For financial assets at amortized cost, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. This includes both quantitative and qualitative information and analysis, based on the financial capacity of the counterparty and historical credit loss experience and including forward-looking information.

Derecognition. A financial asset at amortized cost (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

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

When the Company has transferred its right to receive cash flows from a financial asset at amortized cost or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset at amortized cost nor transferred control of the financial asset at amortized cost, the financial asset at amortized cost is recognized to the extent of the Company's continuing involvement in the financial asset at amortized cost. Continuing involvement that takes the form of a guarantee over the transferred financial asset is measured at the lower of the original carrying amount of the financial asset and the maximum amount of consideration that the Company could be required to repay.

Financial Liabilities at Amortized Cost

Recognition and Measurement. Financial liabilities at amortized cost are recognized initially at fair value, which is the fair value of the consideration received.

After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or through the amortization process.

The Company's accrued expenses and other current liabilities (excluding nonfinancial liabilities) is classified under this category (see Note 5).

Derecognition. A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or has expired. 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, and the difference in the respective carrying amounts is recognized in profit or loss.

The fair value of the modified financial liability is determined based on its expected cash flows, discounted using the interest rate at which the Company could raise debt with similar terms and conditions in the market. The difference between the carrying amount of the original liability and fair value of the new liability is recognized in profit or loss.

Creditable Withholding Taxes (CWT)
CWT are the amounts withheld from income subject to expanded withholding taxes. CWT can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation.

Value-Added Tax (VAT)
VAT is a tax on consumption levied on the sale, barter, exchange, or lease of goods or properties and services, and on importation of goods in the Philippines. It is an indirect tax, which may be shifted or passed on to the buyer, transferee or lessee of goods, properties or services.

Revenues, expenses and assets are recognized net of the amount of VAT, except:

- Where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of tax included.

The net amount of VAT recoverable from the taxation authority is presented as part of "Other current assets" account in the statements of financial position.

Deferred Output VAT. Deferred output VAT represents the amount of VAT on credit income that is not due to the taxation authority until the corresponding amount of receivable is collected.

With the introduction of the Ease of Paying Taxes (EoPT) Law (Republic Act No. 11976), VAT computation transitioned from gross receipts basis to gross revenues basis. The Company recognizes VAT in accordance with the revised framework under the EoPT Law, and the outstanding balance of deferred output VAT represents the portion arising from transactions prior to the implementation of EOPT.

Impairment of Nonfinancial Assets
The Company assesses at each reporting date whether there is an indication that nonfinancial assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. These calculations are corroborated by valuation multiples or other available fair value indicators. Impairment losses from continuing operations are recognized in profit or loss.

An assessment is made at each reporting date to determine whether there is any indication that previously recognized impairment loss may no longer exist or may have decreased. If such indication exists, the Company makes an estimate of recoverable amount. Any previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount.

That increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

Capital Stock
Capital stock is measured at par value for all shares issued and outstanding.

Subscription Receivable
Subscription receivable is the capital stock that are not currently collectible and a deduction from the related subscribed capital stock.

Additional Paid-in Capital (APIC)
APIC represents proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as APIC. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity.

Deficit
Deficit represents the cumulative balance of net losses of the Company.
Interest Income
Interest income is recognized in profit or loss as it accrues, taking into account the effective yield on the asset.

Expense Recognition
Expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participant. Expenses are generally recognized in profit or loss as incurred.

Income Taxes

Current Tax. Current tax is the expected tax payable on the taxable income for the year, using the tax rate enacted or substantively enacted at the reporting date, and any adjustment to tax payable in the previous years.

Deferred Tax. Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases. Deferred tax liabilities are recognized for all temporary differences that are expected to increase taxable profit in the future.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences. Deferred tax, however, is not recognized when it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rate and tax laws that have been enacted or substantively enacted at reporting date.

Current tax and deferred tax are recognized in profit or loss except to the items recognized directly in equity or in OCI.

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

Earnings Per Share (EPS)

Basic EPS is computed by dividing net income attributable to the stockholders by the weighted average number of shares of stock outstanding during the year, with retroactive adjustments for any stock dividends declared and stock split.

Diluted EPS is calculated by adjusting the weighted average number of shares of stock outstanding to assume conversion of potential dilutive ordinary shares of stock.

Where the effect of potential dilutive ordinary shares of stock would be anti-dilutive, basic and diluted EPS are stated at the same amount.

As at December 31, 2025 and 2024, the Company does not have potential dilutive ordinary shares of stock.

Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to the transactions with any of the Company's other components.

Aside from being a holding company, the Company does not have any other operating segments.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. The key management personnel of the company, post-employment benefits plans of employees, and close members of the family of any individuals owning, directly or indirectly, a significant voting power of the Company that gives them significant influence in the financial and operating policy decisions of the Company are also considered to be related parties. Parties are also considered to be related if they are subject to common control or common significant influence. In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on legal form.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Pursuant to SEC Memorandum Circular No. 10-2019, material related party transactions are related party transactions, either individually, or in aggregate over a 12-month period with the same related party, amounting to 10% or higher of a company's total assets based on its latest audited financial statements.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are discounted to present values using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Changes in estimates are reflected in profit or loss in the period these arise.

Contingencies

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

Events after the Reporting Date

Post year-end events that provide additional information about the Company's position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

3. Significant Judgments, Accounting Estimates, and Assumptions

The preparation of the financial statements in accordance with PFRS Accounting Standards requires the Company to make judgments, accounting estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as they become reasonably determinable.

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

Judgment

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

Assessing the Ability of the Company to Continue as a Going Concern. As discussed in Note 1 to the financial statements, the Company ceased its lending activities in 2015. The Company, however, has been engaging in exploratory discussions with potential strategic partners. As part of the Company's business plans and strategic initiatives, the BOD approved in December 2024 a series of capital infusions from new investors, including the ₱80.0 million subscription of Themis to the Company's unissued common shares, for which ₱20.0 million was paid in January 2025 (see Note 7). These capital infusions aim to support the planned future operations of the Company, primarily in the real estate sector.

The Company is satisfied that, with the planned capital infusions, it has the available resources to continue the business for the foreseeable future, thereby eliminating material uncertainties that may cast significant doubt on its ability to continue as a going concern. Accordingly, the Company's financial statements have been prepared on a going concern basis.

Accounting Estimates and Assumptions

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

Assessing the ECL on Financial Assets at Amortized Cost. The Company applies the general approach in measuring ECL. For cash in banks, the Company assessed that cash in banks are deposited in reputable counterparty banks that possess good credit ratings. For nontrade receivable and due from related parties, the Company considers the financial capacity of the counterparty and historical credit loss experience adjusted for forward-looking factors, as applicable. After taking into consideration the related party's ability to pay depending on the sufficiency of liquid assets, the commitment of its shareholders to provide continuing financial support, and available forward-looking information, the risk of default of the related parties is assessed to be minimal.

No provision for ECL was recognized on financial assets at amortized cost in 2025, 2024 and 2023.

The carrying amounts of the financial assets at amortized cost (cash in banks, nontrade receivable, and due from related parties) as at December 31, 2025 and 2024 are disclosed in Notes 4 and 6 to the financial statements.

4. Cash in Banks

Cash in banks amounted to ₱16.6 million and ₱0.1 million as at December 31, 2025 and 2024, respectively. Cash in banks are immediately available for use in the current operations.

Details of interest income presented in the statements of comprehensive income are as follows:

	Note	**2025**	2024	2023
Due from related parties	6	**₱1,806,610**	₱3,276,974	₱3,299,346
Cash in banks		**17,544**	–	–
		₱1,824,154	₱3,276,974	₱3,299,346

5. Accrued Expenses and Other Current Liabilities

This account consists of:

	Note	**2025**	2024
Nontrade payable		**₱14,212,501**	₱–
Deferred output VAT	6	**2,269,261**	2,269,261
Accrued expenses		**1,470,032**	931,977
Due to a related party	6	–	13,812,501
		₱17,951,794	₱17,013,739

Accrued expenses mainly include unpaid professional fees that are expected to be settled within one year.

6. Related Party Transactions

The following table summarizes the transactions with related parties and the outstanding balance arising from these transactions:

		Amount of Transactions		Outstanding Balance	
Nature of Relationship	Nature of Transaction	**2025**	2024	**2025**	2024
Due from Related Parties					
Themis	Assignment of notes receivable	**₱–**	₱132,714,385	**₱132,714,385**	₱132,714,385
	Interest	**2,536,334**	20,606,461	**23,142,795**	20,606,461
	"Day 1" difference	**(457,974)**	457,974	–	457,974
				155,857,180	153,778,820
ISOC	Interest	–	5,128,720	–	2,472,775
	"Day 1" difference	–	(1,302,240)	–	–
				–	2,472,775
				₱155,857,180	₱156,251,595
Due to a Related Party					
ISOC (see Note 5)	Advances for working capital requirements	**₱–**	₱1,950,000	**₱–**	₱13,812,501

In 2025, following the assignment of all of ISOC's shares to Themis, ISOC ceased to be a related party of the Company (see Note 7). Consequently, the outstanding balances of due from related parties amounting to ₱2.5 million and due to a related party amounting to ₱13.8 million were reclassified to nontrade receivable and nontrade payable, respectively, in 2025. These are considered as noncash financial information excluded in the statements of cash flows.

The outstanding balances of nontrade receivable and nontrade payable as at December 31, 2025 are unsecured, non-interest-bearing, generally settled in cash and collectible or payable on demand.

Assignment of Receivable

The Company's interest-bearing receivable from ISOC with a principal amount of ₱132.7 million has an original term of five years and was presented as due from a related party in the statements of financial position. The fair value of due from a related party upon initial recognition in 2020, computed at the present value of future cash flows discounted using the effective interest rate of 2.44%, is different from the transaction price. Accordingly, the Company recognized "Day 1" gain on due from a related party of ₱6.1 million

On December 27, 2024, due from a related party and the related interests aggregating ₱153.8 million were assigned to Themis, carrying on the same terms as the previous receivable. The assignment is considered as noncash financial information in the statements of cash flows.

As at December 31, 2025, the receivable from a related party had already matured and was due and demandable under the original terms.

On March 31, 2026, the Company and the related party entered into an agreement to extend the maturity of the outstanding principal and related interest to December 2028 under terms consistent with the original agreement.

The movements of due from related parties are as follows:

	2025	2024
Original Amount	**₱132,714,385**	₱132,714,385
"Day 1" Gain		
Balance at beginning of year	**457,974**	1,760,214
Accretion	**(457,974)**	(1,302,240)
Balance at end of year	**–**	457,974
Carrying Amount	**₱132,714,385**	₱133,172,359

Interest earned on due from related parties, net of accretion of "Day 1" gain, amounted to ₱1.8 million in 2025 and ₱3.3 million in 2024 and 2023 (see Note 4). Interest receivable, included as part of "Due from related parties" account in the statements of financial position, amounted to ₱23.1 million as at December 31, 2025 and 2024.

Deferred output VAT on interest receivable amounted to ₱2.3 million as at December 31, 2025 and 2024 (see Note 5). Deferred output VAT as at December 31, 2025 and 2024, which is the balance prior to the effectivity of Republic Act (RA) No. 11976, *Ease of Paying Taxes Law*, is due upon settlement of the interest receivable.

As at December 31, 2025 and 2024, the Company has not provided any allowance for impairment losses for the amounts owed by a related party. This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates. The Company also considered the available liquid assets of the related party and the anticipated capital infusions.

Terms and Conditions of Due to a Related Party
The outstanding balance of due to a related party as at December 31, 2024 is unsecured, noninterest-bearing, due and demandable, and normally settled in cash.

Key Management Personnel
The reasonable per diems paid to directors amounted to ₱0.4 million in 2025, 2024 and 2023. The financial and administrative functions of the Company are being handled by employees of the Parent Company at no cost to the Company.

Reconciliation of Liability Arising from a Financing Activity
The table below details movement in the Company's due to a related party arising from a financing activity.

	2025	2024
Balance at beginning of year	**₱13,812,501**	₱11,862,501
Noncash change - reclassification to nontrade payable	**(13,812,501)**	–
Cash change - advances received from a related party	**–**	1,950,000
Balance at end of year	**₱–**	₱13,812,501

7. **Equity**

Details and movements of the Company's capital stock are as follows:

	2025		2024		2023	
	Number of Shares	**Amount**	Number of Shares	Amount	Number of Shares	Amount
Authorized - ₱1.00 par value						
Balance at beginning and end of year	**550,000,000**	**₱550,000,000**	550,000,000	₱550,000,000	550,000,000	₱550,000,000
Issued and Outstanding						
Subscribed						
Balance at beginning of year	**341,824,002**	**₱341,824,002**	261,824,002	₱261,824,002	261,824,002	₱261,824,002
Subscribed	**–**	**–**	80,000,000	80,000,000	–	–
Balance at end of the year	**341,824,002**	**₱341,824,002**	341,824,002	₱341,824,002	261,824,002	₱261,824,002
Subscription receivable	**(60,000,000)**	**(60,000,000)**	(80,000,000)	(80,000,000)	–	–
	281,824,002	**₱281,824,002**	261,824,002	₱261,824,002	261,824,002	₱261,824,002

Pursuant to the registration statement rendered effective by the SEC on August 13, 2013, a total of 261,824,002 shares were listed in the PSE. As at December 31, 2025 and 2024, the number of holders of such securities is 35 and 34, respectively.

On December 12, 2024, the BOD approved the subscription of Themis to the Company's 80.0 million common shares, which will be issued out of the remaining unissued capital stock at par value or a total amount of ₱80.0 million, representing 23.4% ownership interest. The related subscription agreements were executed on December 18, 2024.

In January 2025, the Company received a partial payment amounting to ₱20.0 million or 25% of the subscribed capital, and paid the related documentary stamp tax (DST) amounting to ₱0.8 million. As at December 31, 2025, the subscription receivable amounted to ₱60.0 million.

Mandatory Tender Offer

On December 27, 2024, ISOC Holdings, Inc. (ISOC), which owned 133,530,241 common shares or 39.1% of the Company's total outstanding capital stock, executed a Deed of Assignment of Shares transferring all of its shares in the Company to Themis, subject to Themis's compliance with the Mandatory Tender Offer (MTO) requirements.

On March 18, 2025, in compliance with the Tender Offer Rules, Themis initiated an MTO to acquire up to 128,293,761 common shares of the Company, representing 37.5% of issued and outstanding capital stock of the Company. There were no availments or tendered shares during the tender offer period, which ended on April 19, 2025.

On May 15, 2025, Themis informed the Company that it had successfully completed the transfer of 133,530,241 common shares previously held by ISOC, pursuant to the Deed of Assignment dated December 27, 2024 and following the completion of the MTO. As a result of the transfer, Themis acquired an additional 39.1% ownership interest in the Company, increasing its aggregate ownership to 62.5% and effectively gaining control over the Company (see Note 1).

8. Expenses

This account consists of:

	2025	2024	2023
Professional fees	**₱1,750,499**	₱1,494,445	₱1,179,231
Outside services	**529,797**	–	18,120
Advertising	**511,790**	48,702	42,009
PSE and SEC fees	**469,375**	253,500	267,825
Taxes and licenses	**38,547**	53,706	88,795
Fines and penalties	**–**	252,000	288,946
Trainings and seminars	**–**	39,800	76,440
Others	**33,500**	10,440	7,596
	₱3,333,508	₱2,152,593	₱1,968,962

9. Earnings Per Share (EPS)

Basic EPS is computed as follows:

	2025	2024	2023
Net income (loss)	**(₱1,440,152)**	₱780,286	₱970,563
Weighted average number of common shares	**341,824,002**	261,824,002	261,824,002
	(₱0.004)	₱0.003	₱0.004

The Company does not have potential dilutive shares of stock.

10. Income Taxes

The Company's income tax expense (benefit) consists of the following:

	2025	2024	2023
Reported in Profit or Loss			
Current:			
MCIT	**₱45,292**	₱–	₱–
RCIT	**–**	669,655	676,660
Deferred	**(114,494)**	(325,560)	(316,839)
	(₱69,202)	₱344,095	₱359,821

In 2025, the Company incurred NOLCO and excess MCIT over RCIT amounting to ₱1.1 million and ₱45,292, respectively, which will expire in 2028. The management has assessed that the Company may not have sufficient future taxable income against which the deferred tax assets can be utilized.

As at December 31, 2024, the Company's deferred tax liability amounting to ₱0.1 million pertains to "Day 1" difference on due from related parties.

The reconciliation of income tax expense (benefit) at statutory income tax rate to the income tax expense (benefit) shown in the statements of comprehensive income follows:

	2025	2024	2023
Income tax expense (benefit) at statutory tax rate	**(₱377,339)**	₱281,095	₱332,596
Change in unrecognized deferred tax assets	**312,523**	–	–
Interest income subjected to final tax	**(4,386)**	–	–
Nondeductible expenses	**–**	63,000	27,225
Income tax expense (benefit) at effective income tax rate	**(₱69,202)**	₱344,095	₱359,821

The income tax rates used in the financial statements are as follows:

Years Ended	RCIT	MCIT
2025	25.0%	2.0%
2024	25.0%	2.0%
2023	25.0%	1.5%

11. Financial Risk Management Objectives and Policies

The Company has risk management policies that systematically view the risks that could prevent the Company from achieving its objectives. The BOD has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Company's established business objectives.

Financial Risks

The Company's financial instruments consist of cash in banks, nontrade receivable, due to and from related parties, nontrade payable, and accrued expenses which arise directly from its operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk. The BOD reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments when a counterparty defaults on its obligation. The Company's exposure to credit risk arises primarily from cash in banks, nontrade receivable, and due from related parties.

The carrying amount of financial assets recognized in the financial statements represents the Company's maximum exposure to credit risk, without taking into account collateral or other credit enhancement.

Credit Quality Analysis of Financial Assets at Amortized Cost

	December 31, 2025			
	Neither Past due nor Impaired	**Due and Demandable**	**Impaired**	**Total**
Cash in banks	**₱16,585,072**	**₱–**	**₱–**	**₱16,585,072**
Nontrade receivable	**2,472,775**	**–**	**–**	**2,472,775**
Due from related parties	**–**	**155,857,180**	**–**	**155,857,180**
	₱19,057,847	**₱155,857,180**	**₱–**	**₱174,915,027**

	December 31, 2024			
	Neither Past due nor Impaired	Due and Demandable	Impaired	Total
Cash in banks	₱111,459	₱–	₱–	₱111,459
Due from related parties	156,251,595	–	–	156,251,595
	₱156,363,054	₱–	₱–	₱156,363,054

The credit quality of financial assets is managed by the Company using internal credit quality ratings. Credit exposures are classified as follows:

- High grade - consists of financial assets from counterparties with good financial condition and with relatively low defaults. The Company's cash in banks are categorized under this rating.

- Standard grade - the borrower has no history of default and has sufficient liquidity to fully service its debt over the medium term. Nontrade receivables and due from related parties are classified as standard grade.

Cash in banks are classified as high grade because it is deposited in a reputable bank, which has a low probability of insolvency. Nontrade receivable and due from related parties are classified as standard grade since the Company considers the financial capacity of the counterparties and historical credit loss experience adjusted for forward-looking factors, as applicable.

It is the Company's policy to measure ECL on the above instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

The table below presents the summary of the Company's exposure to credit risk by indicating whether the financial assets are subjected to 12-month ECL or lifetime ECL.

	December 31, 2025			
	12-month ECL (Stage 1)	**Lifetime ECL - Not Credit impaired (Stage 2)**	**Lifetime ECL - Credit Impaired (Stage 3)**	**Total**
Cash in banks	**₱16,585,072**	**₱–**	**₱–**	**₱16,585,072**
Nontrade receivable	**2,472,775**	**–**	**–**	**2,472,775**
Due from related parties	**–**	**155,857,180**	**–**	**155,857,180**
	₱19,057,847	**₱155,857,180**	**₱–**	**₱174,915,027**

	December 31, 2024			
	12-month ECL (Stage 1)	Lifetime ECL - Not Credit impaired (Stage 2)	Lifetime ECL - Credit Impaired (Stage 3)	Total
Cash in banks	₱111,459	₱–	₱–	₱111,459
Due from related parties	156,251,595	–	–	156,251,595
	₱156,363,054	₱–	₱–	₱156,363,054

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to settle or meet its financial obligations when they fall due. The Company aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The carrying amount of the accrued expenses and other current liabilities (excluding nonfinancial liabilities) as at December 31, 2025 and 2024 represents the contractual undiscounted cash flows and is payable within the next reporting year, except for nontrade payable which is due on demand.

Capital Management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders by creating products and services commensurate with the level of risk. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or convert related party advances to an equity component item.

There has been no change made in the objectives, policies and processes in 2025 and 2024.

The Company is not subject to externally-imposed capital requirements.

Fair Value Measurement

Set out below is a comparison by category of carrying amounts and fair values of the Company's financial instruments that are carried in the financial statements:

	2025		2024	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets				
Cash in banks	**₱16,585,072**	**₱16,585,072**	₱111,459	₱111,459
Nontrade receivable	**2,472,775**	**2,472,775**	–	–
Due from related parties	**155,857,180**	**155,857,180**	156,251,595	156,251,595
	₱174,915,027	**₱174,915,027**	₱156,363,054	₱156,363,054
Financial Liabilities				
Accrued expenses and other current liabilities*	**₱15,682,533**	**₱15,682,533**	₱14,744,478	₱14,744,478

**Excluding nonfinancial liabilities amounting to ₱2.3 million as at December 31, 2025 and 2024.*

Cash in Banks, Nontrade Receivable, Due from Related Parties, and Accrued Expenses and Other Current Liabilities (excluding nonfinancial liabilities). The carrying amounts of cash in banks, nontrade receivable, due from related parties, and accrued expenses and other current liabilities (excluding nonfinancial liabilities) approximate their fair values due to the short-term and demandable nature of the transactions.

REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Ferronoux Holdings, Inc.
15th Floor, Jollibee Tower
F. Ortigas Jr. Road and Garnet Road
Ortigas Center, San Antonio
Pasig City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Ferronoux Holdings, Inc. (a subsidiary of Themis Group Corporation) (the Company) as at December 31, 2025 and 2024 and for the years ended December 31, 2025, 2024 and 2023 and have issued our report thereon dated May 14, 2026. Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole.

The following supplementary schedules are the responsibility of the Company's management. These are presented for purposes of complying with the Revised Securities Regulation Code Rule 68 Part II, and are not part of the basic financial statements:

- Reconciliation of the Company's Retained Earnings Available for Dividend Declaration as at December 31, 2025
- Schedules required by Annex 68-J as at December 31, 2025
- Schedule of Financial Soundness Indicators as at and for the years ended December 31, 2025 and 2024
- Conglomerate Map as at December 31, 2025

The supplementary schedules have been subjected to the audit procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

The Schedule of Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Company's management.

REYES TACANDONG & CO.

[redacted]

MARK CHRISTIAN M. ABABA
Partner

[redacted]

May 14, 2026
Makati City, Metro Manila

RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
FOR THE REPORTING PERIOD ENDED DECEMBER 31, 2025

FERRONOUX HOLDINGS, INC.
(A Subsidiary of Themis Group Corporation)
15th Floor, Jollibee Tower
F. Ortigas Jr. Road and Garnet Road
Ortigas Center, San Antonio
Pasig City

	Amount
Deficit, beginning reporting period	(₱196,174,525)
Add: Net loss for the current year	(1,440,152)
Add/less: Other items that should be excluded from the determination of the amount of available for dividends distribution	
Amortization of Day 1 gain (net of tax)	343,481
Adjusted net income	(1,096,671)
Deficit, end of the reporting period	(₱197,271,196)

FERRONOUX HOLDINGS, INC.
(A Subsidiary of Themis Group Corporation)

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

Below is a schedule showing financial soundness indicators in 2025 and 2024.

Ratio	Formula	2025	2024
Current Ratio			
	Total current assets	**₱175,981,848**	₱157,398,439
	Divided by: Total current liabilities	**17,951,794**	17,013,739
	Current Ratio	**9.80:1**	9.25:1
Acid Test Ratio			
	Quick assets	**₱16,585,072**	₱111,459
	Divide by: Total current liabilities	**17,951,794**	17,013,739
	Acid Test Ratio	**0.92:1**	0.01:1
Solvency Ratio			
	Net income (loss) after depreciation and amortization	**(₱1,440,152)**	₱780,286
	Add: Depreciation and amortization	**–**	–
	Net income (loss) before depreciation and amortization	**(1,440,152)**	780,286
	Divided by: Total liabilities	**17,951,794**	17,128,233
	Solvency Ratio	**(0.08:1)**	0.05:1
Debt-to-Equity Ratio			
	Total liabilities	**₱17,951,794**	₱17,128,233
	Divided by: Total equity	**158,030,054**	140,270,206
	Debt-to-Equity Ratio	**0.11:1**	0.12:1
Asset-to-Equity Ratio			
	Total assets	**₱175,981,848**	₱157,398,439
	Divided by: Total equity	**158,030,054**	140,270,206
	Asset-to-Equity Ratio	**1.11:1**	1.12:1
Return on Equity			
	Net income (loss)	**(₱1,440,152)**	₱780,286
	Divided by: Average total equity	**149,150,130**	139,880,063
	Return on Equity	**(0.01:1)**	0.01:1
Return on Assets			
	Net income (loss)	**(₱1,440,152)**	₱780,286
	Divided by: Average total assets	**166,690,144**	155,859,813
	Return on Assets	**(0.01:1)**	0.01:1
Net Profit Margin			
	Net income (loss)	**(₱1,440,152)**	₱780,286
	Divided by: Revenue	**1,824,154**	3,276,974
	Net Profit Margin	**(0.79:1)**	0.24:1

FERRONOUX HOLDINGS, INC.
(A Subsidiary of Themis Group Corporation)
SUPPLEMENTARY SCHEDULE OF
EXTERNAL AUDITOR FEE-RELATED INFORMATION

DECEMBER 31, 2025 and 2024

	2025	2024
Total Audit Fees	**₱500,000**	₱365,000
Non-audit service fees:		
Other assurance services	–	–
Tax services	–	–
All other services	–	–
Total Non-audit Fees	–	–
Total Audit and Non-audit Fees	**₱500,000**	₱365,000

FERRONOUX HOLDINGS, INC.

(A Subsidiary of Themis Group Corporation)

SEC SUPPLEMENTARY SCHEDULES AS REQUIRED BY PAR. 7 PART II OF REVISED SRC RULE 68 DECEMBER 31, 2025

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Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)

	Balance at		Deductions		Balance at end of year		
	beginning of year	Additions	Reclassification	Write Off	Current	Noncurrent	Total
Themis Group Corporation	₱153,778,820	₱2,078,360	₱–	₱–	₱155,857,180	₱–	₱155,857,180
ISOC Holdings, Inc.	2,472,775	–	2,472,775	–	–	–	–
	₱156,251,595	₱2,078,360	₱2,472,775	₱–	₱155,857,180	₱–	₱155,857,180

On December 27, 2024, due from a related party and the related interests aggregating ₱153.8 million were assigned to Themis, carrying on the same terms as the previous receivable.

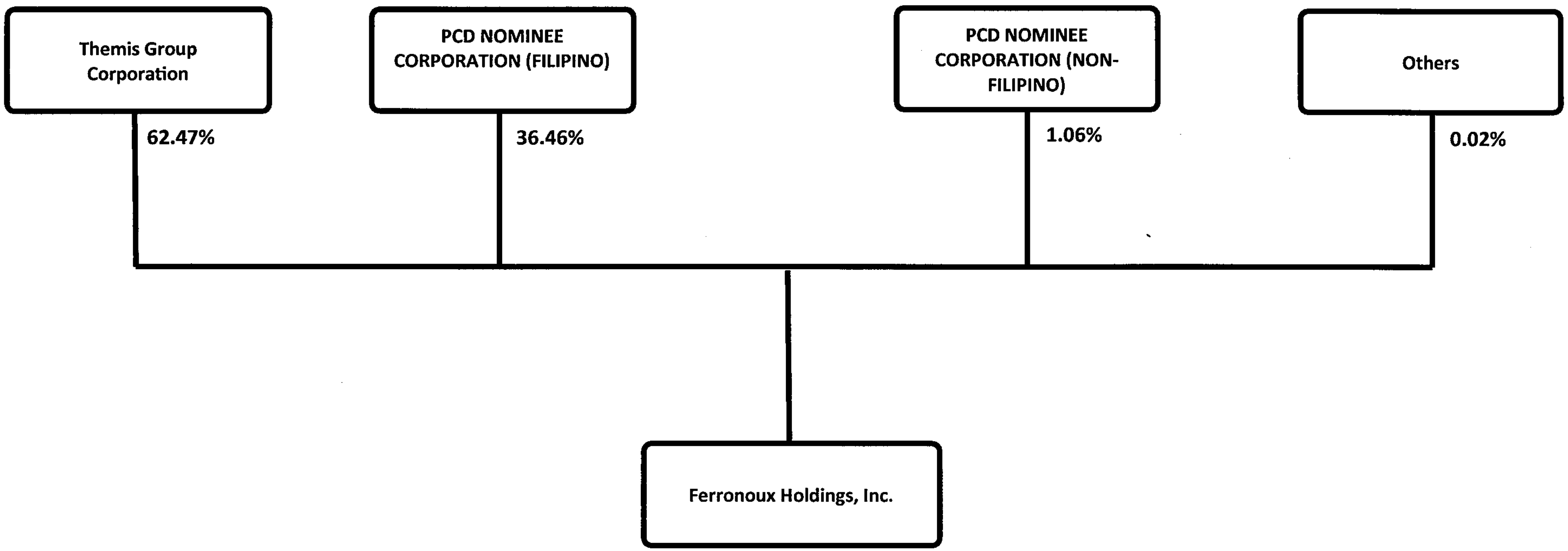
Schedule G. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	No. of shares held by related parties	Directors, officers and employees	Others
Common Stock	550,000,000	281,824,002	–	153,530,241	5,100	128,288,661

FERRONOUX HOLDINGS, INC.
(A Subsidiary of Themis Group Corporation)

SUPPLEMENTARY SCHEDULE OF COMPANY'S CONGLOMERATE MAP

DECEMBER 31, 2025



Appendix 6

UNAUDITED INTERIM FINANCIAL STATEMENTS AS OF 31 MARCH 2026 (SEC 17-Q FORM)

COVER SHEET

A 2 0 0 1 1 5 1 5 1

S.E.C. Registration Number

FERRONOUX HOLDINGS, INC.

(Company's Full Name)

15TH FLOOR, JOLLIBEE TOWER, F. ORTIGAS JR. ROAD AND GARNET ROAD, ORTIGAS CENTER, SAN ANTONIO, PASIG CITY

(Business Address : No. Street Company / Town / Province)

Phil Ivan A. Chan	+(632)8779 6540
Contact Person	Company Telephone Number

0 3	3 1	SEC FORM 17-Q	Last Friday of June
Month	*Day*	FORM TYPE	*Month* *Day* Annual Meeting

Registered & Listed

Secondary License Type, If Applicable

MSRD	
Dept. Requiring this Doc.	Amended Articles Number/Section

Total Amount of Borrowings

35		
Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

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

1. For the three-month period ending **March 31, 2026**

2. SEC Identification Number **A200115151** 3. BIR Tax Identification No. **219-045-668**

4. Exact name of issuer as specified in its charter **FERRONOUX HOLDINGS, INC.**

5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of incorporation or organization

6. [ ] (SEC Use Only)
Industry Classification Code:

7. **15th Floor, Jollibee Tower, F. Ortigas Jr. Road and Garnet Road, Ortigas Center, San Antonio, Pasig City**
Address of principal office

1605
Postal Code

8. **+(632)8779-6540**
Issuer's telephone number, including area code

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

10. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code (**SRC**), or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	**341,824,002**

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

Yes [**X**] No [ ]

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange	**Common Shares**

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months:

Yes [**X**] No [ ]

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

Yes [**X**] No [ ]

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PART I – FINANCIAL INFORMATION

Item 1. Summary Financial Information

The interim financial statements of Ferronoux Holdings, Inc. (**FERRO** or the **Company**) as at March 31, 2026, with comparative audited figures as at December 31, 2025 and for the three-month periods ending March 31, 2026 and 2025, were prepared in compliance with generally accepted accounting principles and there were no changes made in accounting policies and methods of computation.

The summary of Income Statements for the three-month periods ending March 31, 2026 and 2025 are as follows:

For the three-month periods ending March 31			Amount Increase (Decrease)	Percentage Increase (Decrease)
	2026	2025		
	(₱'000)	(₱'000)	(₱'000)	(%)
Interest Income	279	806	(527)	(65%)
Operating Expenses	(552)	(885)	(333)	(38%)
Income before Tax	(273)	(79)	(193)	243%
Tax Expense	–	–	–	–
Net Income for the Period	(273)	(79)	(193)	243%

The Summary of Balance Sheet as at 31 March 2026 and 31 December 2025 are as follows:

	March 31, 2026 (Unaudited)	December 21, 2025 (Audited)	March 31, 2026 vs. December 31, 2025	
			Amount Increase (Decrease)	Percentage Increase (Decrease)
	(₱'000)	(₱'000)	(₱'000)	(%)
Current Assets	175,010	175,982	(972)	(1%)
Noncurrent Assets	–	–	–	–
Total Assets	175,010	175,982	(972)	(1%)
Current Liabilities	17,253	17,952	(699)	(4%)
Noncurrent Liabilities	–	–	–	–
Total Liabilities	17,253	17,952	(699)	(4%)
Stockholders' Equity	157,757	158,030	(273)	(1%)
Total Liabilities and Stockholders' Equity	175,010	175,982	(972)	(1%)

The Summary of Statements of Cash Flows for the three-month periods ending 31 March 2026 and 2025 are as follows:

	For the three-month periods ending March 31		Amount Increase (Decrease)	Percentage Increase (Decrease)
	2026	2025		
	(₱'000)	(₱'000)	(₱'000)	(%)
Cash used in operating activities	(1,289)	(1,033)	(256)	(2%)
Cash generated from issuance of stocks	–	19,200	(19,200)	(100%)
Cash at the beginning of period	16,585	111	16,474	14,841%
Cash at the end of period	15,296	18,278	(2,982)	(2%)

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

The following discussion and analysis are based on the financial statements for the three-month periods ending March 31, 2026 and 2025.

2.a Results of Operations

Interest Income
Interest income was ₱0.3 million for the three-month period ending March 31, 2026 compared to ₱0.8 million for the same period in 2025. The interest earned in 2026 and 2025 pertains to the due from a related party.

Operating expenses
Expenses decreased by ₱0.3 million or 38% as at March 31, 2026. Changes in the expense accounts for the three-month ending March 31, 2026 versus the same period last year are attributable to the decrease in advertising cost of ₱0.35 million.

2.b Statements of Financial Position

The significant changes in the Statements of Financial Position during the three-month period ending March 31, 2026 compared to December 31, 2025 are as follows:

- Total assets were ₱175.0 million as at March 31, 2026 compared to ₱176.0 million as at December 31, 2025, a decrease of ₱1.0 million or 1%. The decrease is mainly due to payment of various expenses during the operations of the Company that contributed to a decrease of ₱1.3 million.

- Total liabilities decreased by ₱0.7 million or 3.9% from ₱18.0 million as at December 31, 2025 to ₱17.3 million in the current period mainly due to payment of existing liabilities of the Company.

- Total equity decreased by ₱0.3 million or 0.2% mainly due to the net loss incurred.

2.c Statements of Cash Flows

The net cash used in operating activities amounted to ₱1.3 million for the three-month period ending March 31, 2026 compared to net cash used in the same period in 2025 amounting to ₱1.03 million.

The cash as at March 31, 2026 and December 31, 2025 amounted to ₱15.3 million and ₱16.6 million, respectively.

2.d Horizontal and Vertical Analysis

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)	Increase (Decrease) Amount	Increase (Decrease) Percentage
ASSETS				
Current Assets				
Cash	₱15,295,956	₱16,585,072	(1,289,116)	(8%)
Nontrade receivable	2,472,775	2,472,775		
Due from related parties	156,131,979	155,857,180	274,799	1%
Creditable withholding tax	415,178	415,178	-	-
Other current assets	693,643	651,643	42,000	1%
Total Current Assets	175,009,531	175,981,848	(972,317)	(1%)
Noncurrent Assets				
Total Non-current Assets	-	-	-	-
Total Assets	₱175,009,531	₱175,981,848	(972,317)	(1%)
LIABILITIES AND EQUITY				
Current Liabilities				
Accrued expenses and other current liabilities	₱17,252,714	₱17,951,794	(699,080)	(48%)
Total Liabilities	17,252,714	17,951,794	(699,080)	(48%)
Equity				
Capital stock	281,824,002	281,824,002	-	-
Additional paid-in capital	73,477,248	73,477,248	-	-
Deficit	(197,544,433)	(197,271,196)	(273,237)	(0.1%)
Total Equity	157,756,817	158,030,054	(273,237)	(0.2%)
	₱175,009,531	₱175,981,848	(972,317)	(0.5%)

FINANCIAL INDICATORS

	March 31, 2026	December 31, 2025
Net Income	(₱273,237)	(₱1,440,152)
Quick Assets	15,295,956	16,585,072
Current Assets	175,009,531	175,981,848
Total Assets	175,009,531	175,981,848
Current Liabilities	17,252,714	17,951,794
Total Liabilities	17,252,714	17,951,794
Stockholders' Equity	157,756,817	158,030,054
Number of Common Shares Outstanding	341,824,002	341,824,002

Current Ratio (1)	10.14	9.80
Debt to Equity Ratio (2)	0.11	0.11
Asset to Equity Ratio (3)	1.11	1.11
Return on Assets (4)	-0.16%	-0.86%
Return on Equity (5)	-0.17%	-0.97%
Book Value per Share (6)	₱0.46	₱0.46

1. *Current assets divided by current liabilities*
2. *Total liabilities divided by equity*
3. *Total assets divided by equity*
4. *Net income divided by average assets*
5. *Net income divided by average equity*
6. *Total common stockholder's equity divided by number of common shares*

OTHER INFORMATION

a. There are no known trends, demands, commitments, events or uncertainties that have a material impact on the Company's liquidity.

b. There are no events that will trigger direct or contingent financial obligation that is material to the Company.

c. There are no material off-balance sheet transactions, arrangements, obligations, and other relationships of the company with unconsolidated entities, or other persons were created during the interim period.

d. There are no material commitments for capital expenditures during the interim period.

e. There are no known trends, events or uncertainties that have or are reasonably expected to have a material impact on net sales/ revenues/ income from continuing operations.

f. There is no significant income or expense that did not arise from the Company's continuing operations.

g. There is no seasonal aspect that had a material effect on the financial condition or results of operation.

PART II - OTHER INFORMATION

The issuer may, at its option, report under this item any information not previously reported in a report on SEC Form 17-C. If disclosure of such information is made under this Part II, it need not be repeated in a report on Form 17-C which would otherwise be required to be filed with respect to such information or in a subsequent report on Form 17-Q.

PART III – FINANCIAL SOUNDNESS INDICATORS

Liquidity	Current Ratio (1)	10.14
	Quick Ratio (2)	0.89
Solvency	Debt to Equity Ratio (3)	0.11
	Debt Ratio (4)	0.10
Profitability	Asset to Equity Ratio (5)	1.11
	Return on Assets (6)	-0.16%
	Return on Equity (7)	-0.17%
	Book Value per Share (8)	₱0.46

1. *Current assets divided by current liabilities*
2. *Quick assets divided by total current liabilities*
3. *Total liabilities divided by equity*
4. *Total liabilities divided by total assets*
5. *Total assets divided by equity*
6. *Net income divided by average assets*
7. *Net income divided by average equity*
8. *Total common stockholder's equity divided by number of common shares*

SIGNATURES

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 thereunto duly authorized.

Issuer: **Ferronoux Holdings, Inc.**

By:

[redacted]

Abel M. Almario
President

[redacted]

Ferdinand C. Ponce
Principal Accounting Officer

ANNEX A

FERRONOUX HOLDINGS, INC.

STATEMENTS OF FINANCIAL POSITION

	Note	**March 31, 2026 (Unaudited)**	December 31, 2025 (Audited)
ASSETS			
Current Assets			
Cash	4	**₱15,295,956**	₱16,585,072
Nontrade receivable		**2,472,775**	2,472,775
Due from related parties	6	**156,131,979**	155,857,180
Creditable withholding tax		**415,178**	415,178
Other current assets		693,643	651,643
Total Current Assets		**175,009,531**	175,981,848
Total Assets		**₱175,009,531**	₱175,981,848
LIABILITIES AND EQUITY			
Current Liability			
Accrued expenses and other current liabilities	5	**₱17,252,714**	₱17,951,794
Total Liabilities		**17,252,714**	17,951,794
Equity			
Capital stock		**281,824,002**	281,824,002
Additional paid-in capital		**73,477,248**	73,477,248
Deficit		**(197,544,433)**	(197,271,196)
Total Equity		**157,756,817**	158,030,054
Total Liabilities and Equity		**₱175,009,531**	₱175,981,848

See accompanying Notes to Financial Statements.

FERRONOUX HOLDINGS, INC.

STATEMENTS OF COMPEHENSIVE INCOME

	Note	**March 31, 2026 (Unaudited)**	December 31, 2025 (Audited)
INTEREST INCOME		**₱278,654**	₱1,824,154
EXPENSES	8	**(551,891)**	(3,333,508)
INCOME (LOSS) BEFORE INCOME TAX		**(273,237)**	(1,509,354)
PROVISION FOR INCOME TAX			
Current	10	**-**	45,292
Deferred	10	**-**	(114,494)
		-	(69,202)
NET INCOME (LOSS)		**(273,237)**	(1,440,152)
BASIC EARNINGS PER SHARE	9	**(₱0.000)**	(₱0.004)

See accompanying Notes to Financial Statements.

STATEMENTS OF COMPEHENSIVE INCOME
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2026 AND 2025

	Note	**Current Year-To-Date** **2026 (Unaudited)**	Previous Year-To-Date 2025 (Unaudited)	**Current Year-To-Date (Three-month period)** **2026 (Unaudited)**	Previous Year-To-Date (Three-month period) 2025 (Unaudited)
INTEREST INCOME		**₱278,654**	₱805,504	**₱278,654**	₱805,504
EXPENSES	8	**(551,891)**	(885,167)	**(551,891)**	(885,167)
INCOME (LOSS) BEFORE INCOME TAX		**(273,237)**	(79,663)	**(273,237)**	(79,663)
PROVISION FOR INCOME TAX					
Current	10	**-**	**-**	**-**	-
Deferred	10	**-**	**-**	**-**	-
NET INCOME (LOSS)		**(₱273,237)**	**(₱79,663)**	**(₱273,237)**	(₱79,663)
BASIC EARNINGS PER SHARE	9	**₱0.000**	**₱0.000**	**₱0.000**	₱0.000

See accompanying Notes to Financial Statements.

STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2026 AND 2025

	March 31	
	2026 (Unaudited)	2025 (Unaudited)
CAPITAL STOCK – ₱1 par value		
Authorized – 550,000,0000 shares	**341,824,002**	341,824,002
Issued and outstanding – 341,824,002 shares		
Less: Subscription receivable	**(60,000,000)**	(60,000,000)
	281,824,002	281,824,002
ADDITIONAL PAID-IN CAPITAL		
Balance at beginning and end of period	**73,477,248**	73,477,248
DEFICIT		
Balance at beginning of period	**(197,271,196)**	(195,831,044)
Net income (loss)	**(273,237)**	(79,664)
Balance at end of the period	**(197,544,433)**	(195,910,708)
	₱157,756,817	₱159,390,542

See accompanying Notes to Financial Statements.

STATEMENTS OF CASH FLOWS
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2026 AND 2025

		March 31	
	Note	**2026 (Unaudited)**	2025 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before tax		**(₱273,237)**	(₱79,663)
Adjustment for: Interest Income	8	**(278,654)**	(805,504)
Operating loss before changes in working capital		**(551,891)**	(885,167)
Increase in other current assets		**(42,000)**	(118,805)
Increase in accrued expenses and other current liabilities		**(699,080)**	(34,160)
Cash provided by operating activities		**(1,292,971)**	(1,038,132)
Interest received		**3,855**	4,603
Income tax paid		**-**	-
NET CASH PROVIDED BY OPERATING ACTIVITIES		**(1,289,116)**	(1,033,529)
CASH FLOWS FROM FINANCING ACTIVITY			
Cash received from capital issuance net of issuance cost		**-**	19,200,000
NET CASH PROVIDED BY FINANCING ACTIVITY		**-**	19,200,000
CASH AT BEGINNING OF PERIOD		**16,585,072**	111,459
CASH AT THE END OF PERIOD		**₱15,295,956**	₱18,277,930

See accompanying Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS

1. Corporate information

Ferronoux Holdings, Inc. (**FERRO** or the **Company**) was incorporated in the Philippines on December 14, 2001. The Company was initially registered with the Securities and Exchange Commission (**SEC**) to operate as a financing company governed by the Republic Act (**R.A.**) No. 8556, or the Financing Company Act of 1998.

The Company initially had an authorized capital stock of ₱10.0 million divided into 10.0 million common shares with a par value of ₱1.00 per share. Due to the continuous growth and expansion of the Company, a series of capital infusions were made by its shareholders, as follows:

- On August 24, 2006, the Company increased its authorized capital stock to ₱30.0 million divided into 30.0 million common shares, of which 20.0 million common shares were subscribed and paid-up.
- Subsequently, on June 16, 2009, the Company increased its authorized capital stock to ₱75.0 million divided into 75.0 million common shares which were fully subscribed and paid-up.
- On June 29, 2012, the Company's board of directors (the **Board**) and stockholders approved the application for increase in its authorized capital stock to ₱550.0 million divided into 550.0 million shares with a par value of ₱1 per share.

The Company's shares of stock were listed in the Philippine Stock Exchange (**PSE**) on August 13, 2013. As of December 31, 2025, the total number of shares listed in the PSE is 261,824,002 shares.

On June 26, 2015, the Company disclosed that, on June 25, 2015, Mr. Tony O. King and his family sold to RYM Business Management Corporation (**RYM**) their 183,276,801 common shares or 70% of the Company through a block sale for ₱280.00 million or approximately ₱1.53 per share. Subsequently, the Company ceased its lending activities.

On November 27, 2017, ISOC Holdings, Inc. (**ISOC**) entered into an agreement with RYM for the purchase of RYM's 175,422,081 common shares in the Company equivalent to 67% interest at ₱2.1662 per share or a total amount of approximately ₱380.0 million. A mandatory tender offer was conducted for the benefit of the minority shareholders and the same was completed on January 3, 2018. Thus, the shares were crossed via PSE on January 4, 2018.

On February 6, 2018, the SEC approved the amendment of the Company's Articles of Incorporation to change its corporate name to Ferronoux Holdings, Inc. (from AG Finance Incorporated) and change its primary purpose to that of a holding company. As a result, the Company likewise changed its stock symbol to "FERRO".

On June 8, 2018, the Board approved the change in the Company's principal address from Unit 2205A East Tower, Philippine Stock Exchange Center, Exchange Road, Ortigas Center Pasig City to 6th Floor, Hanston Building, F. Ortigas Jr. Road, Ortigas Center, Pasig City. On October 5, 2018, the Board also approved the amendments to the Articles of Incorporation and By-Laws of the Company in order to comply with the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19, series of 2016). The foregoing resolutions of the Board of Directors were approved by the shareholders of the Company during the annual meeting of the stockholders held last

December 3, 2018. On July 29, 2019, the SEC approved the foregoing amendments of the Articles of Incorporation and the By-Laws of the Company.

On December 18, 2024, the Board of Directors approved the following:

1. Private Placement of Themis Group Corporation (**Themis**) for issuance of 240,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE,
2. Property-for-Share Swap with Eagle 1 Land Corporation (**Eagle 1**) and issuance of 918,000,000 common shares to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE,
3. Private Placement of Investors by way of subscription to 300,000,000 common shares of the Company to be issued out of the Increase in the Authorized Capital Stock and Listing of said shares with PSE, and
4. Increase of Capital Stock from Five Hundred Fifty Million Pesos (₱550,000,000.00), divided into Five Hundred Fifty Million (550,000,000) common shares with a par value of One Peso (₱1.00) per share, to Two Billion Five Hundred Million Pesos (₱2,500,000,000.00), divided into Two Billion Five Hundred (2,500,000,000) common shares with a par value of One Peso (₱1.00) per share, Amendment to the Seventh Article of the Articles of Incorporation to reflect the increase in capital stock and Issuance of Shares in support of the Increase.

On December 27, 2024, ISOC, which then owned 133,530,241 common shares representing 39.06% of the total outstanding capital stock of the Company, entered into a Deed of Assignment of Shares with Themis for the sale and purchase of 133,530,241 common shares of stock of the Company which represents all of the shares owned by ISOC in the Company, subject to Themis' compliance with the Mandatory Tender Offer. The Tender Offer Period commenced on March 19, 2025 and ended on April 21, 2025, and there were no availments or tendered shares during said Tender Offer Period. On May 15, 2025, the Company was notified that ISOC transferred all its shareholdings in the Company to Themis.

On September 5, 2025, the Board approved to change its principal office address from 6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City to 15th Floor, Jollibee Tower, F. Ortigas Jr. Road and Garnet Road, Ortigas Center, San Antonio, Pasig City.

<u>Status of Operations</u>

The Company used to provide worry-free short-term, unsecured credit facilities to permanent rank and file employees of reputable medium-sized companies in the Philippines. The Company ceased its lending activities in 2015 after RYM acquired 70% of the Company.

On February 6, 2018, the SEC approved the amendment of the Company's Articles of Incorporation to change its corporate name to Ferronoux Holdings, Inc. and to change its primary purpose to that of a holding company.

On 19 March 2025, the shareholders approved the Property-for-Share Swap agreement with Eagle 1 which involve properties adjacent to the Okada Integrated Casino Resort with a total area of 94,144 square meters. The Company and Eagle 1 intend to jointly develop the properties to realize its full potential value.

2. Summary of Significant Accounting Policies

Basis of Preparation

The financial statements have been prepared in accordance with the Philippine Financial Reporting Standards (**PFRS**) issued by the Philippine Financial Reporting Standards Council and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRS, Philippine Accounting Standards (**PAS**) and Philippine Interpretations from International Financial Reporting Interpretations Committee (**IFRIC**).

Measurement Bases

The financial statements are presented in Philippine Peso, which is the Company's functional currency. All values are in absolute amount, unless otherwise stated.

The financial statements of the Company have been prepared on a historical basis. Historical cost is generally based on the fair value of the consideration given in exchange of an asset or fair value of consideration received in exchange for incurring a liability. 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 transaction date.

The Company uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

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

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

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

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair value is included in Note 11, *Financial Risk Management Objectives and Policies*.

New and Amendments to PFRS Accounting Standards in Issue But Not Yet Effective or Adopted

Relevant new and amendments to PFRS Accounting Standards, which are not yet effective as at March 31, 2026, and have not been applied in preparing the financial statements, are summarized below.

Effective January 1, 2027 -

• PFRS 18, Presentation and Disclosure in Financial Statements – This standard replaces PAS 1, Presentation of Financial Statements, and sets out the requirements for the presentation and disclosure of information to help ensure that the financial statements provide relevant information that faithfully represents the entity's assets, liabilities, equity, income, and expenses. The standard introduces new categories and sub-totals in the statements of comprehensive income, disclosures on management-defined performance measures, and new principles for grouping of information, which the entity needs to apply retrospectively. Earlier application is permitted.

Under prevailing circumstances, the adoption of the foregoing new and amendments to PFRS Accounting Standards is not expected to have any material effect on the financial statements of the Company. Additional disclosures will be included in the financial statements, as applicable.

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

"Day 1" Difference. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss. In cases where there is no observable data on inception, the Company deems the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the "Day 1" difference.

Financial Assets
Initial Recognition and Measurement. Financial assets are recognized initially at fair value, which is the fair value of the consideration given. The initial measurement of financial assets, except for those designated at fair value through profit or loss (FVPL), includes transaction cost.

Classification. The Company classifies its financial assets at initial recognition under the following categories: (a) financial assets at amortized cost, (b) financial assets at fair value through other comprehensive income (FVOCI), and (c) financial assets at FVPL. The classification of a financial asset largely depends on the Company's business model and its contractual cash flow characteristics.

As at reporting date, the Company does not have financial assets measured at FVOCI and at FVPL.

Financial Assets at Amortized Cost. Financial assets shall be measured at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

The Company's cash in bank and due from related parties are classified under this category (see Notes 4 and 6).

Impairment. The Company records an allowance for expected credit loss (ECL) based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For financial assets at amortized cost, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. This includes both quantitative and qualitative information and analysis, based on the financial capacity of the counterparty and historical credit loss experience and including forward-looking information.

Reclassification. The Company reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in profit or loss.

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from a difference between the previous amortized cost of the financial asset and fair value is recognized in other comprehensive income (OCI).

Derecognition. A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

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

When the Company has transferred its right to receive cash flows from a financial asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset nor transferred control of the financial asset, the financial asset is recognized to the extent of the

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

Financial Liabilities

Initial Recognition and Measurement. Financial assets are recognized initially at fair value, which is the fair value of the consideration received. The initial measurement of financial liabilities, except for those designated at fair value through profit or loss (FVPL), includes transaction cost.

Classification. The Company classifies its financial liabilities at initial recognition under the following categories: (a) financial liabilities at amortized cost and (b) financial liabilities at FVPL.

As at reporting date, the Company does not have financial liabilities measured at FVPL.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or through the amortization process.

The Company's accrued expenses and other current liabilities is classified under this category (see Note 5).

Derecognition. A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or has expired. 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, and the difference in the respective carrying amounts is recognized in profit or loss.

The fair value of the modified financial liability is determined based on its expected cash flows, discounted using the interest rate at which the Company could raise debt with similar terms and conditions in the market. The difference between the carrying amount of the original liability and fair value of the new liability is recognized in profit or loss.

Classifications of Financial Instrument between Liability and Equity

A financial instrument is classified as liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity;
- Exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company; or
- Satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Company does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

Offsetting of Financial Assets and Liabilities
Financial assets and financial liabilities are offset and the net amount reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts, and there is intention to settle on a net basis or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statements of financial position.

Creditable Withholding Taxes (CWT)
CWT are the amounts withheld from income subject to expanded withholding taxes. CWT can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation.

Value-Added Tax (VAT)
VAT is a tax on consumption levied on the sale, barter, exchange, or lease of goods or properties and services, and on importation of goods in the Philippines. It is an indirect tax, which may be shifted or passed on to the buyer, transferee or lessee of goods, properties or services.

Revenues, expenses and assets are recognized net of the amount of VAT, except:
• Where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
• Receivables and payables that are stated with the amount of tax included.

The net amount of VAT recoverable from the taxation authority is presented as "Other current assets" account in the statements of financial position.

Deferred Output VAT. Deferred output VAT represents the amount of VAT on credit income that is not due to the taxation authority until the corresponding amount of receivable is collected.

Impairment of Nonfinancial Assets
The Company assesses at each reporting date whether there is an indication that nonfinancial assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. These calculations are corroborated by valuation multiples or other available fair value indicators. Impairment losses from continuing operations are recognized in profit or loss.

An assessment is made at each reporting date to determine whether there is any indication that previously recognized impairment loss may no longer exist or may have decreased. If such indication exists, the Company makes an estimate of recoverable amount. Any previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount.

That increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

Capital Stock
Capital stock is measured at par value for all shares issued.

Additional Paid-in Capital (APIC)
APIC represents proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as APIC. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity, net of any tax effects.

Deficit
Deficit represents the cumulative balance of net losses of the Company.

Interest Income
Interest Income. Interest income is recognized in profit or loss as it accrues, taking into account the effective yield on the asset.

Expense Recognition
Expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participant. Expenses are generally recognized in profit or loss as incurred.

Income Taxes
Current Tax. Current tax is the expected tax payable on the taxable income for the year, using the tax rate enacted or substantively enacted at the reporting date, and any adjustment to tax payable in the previous years.

Deferred Tax. Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases. Deferred tax liabilities are recognized for all temporary differences that are expected to increase taxable profit in the future.

Deferred tax assets are recognized for all temporary differences and carry forward benefits of net operating loss carry over (NOLCO) and excess of minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) that are expected to reduce taxable profit in the future. Deferred tax assets are measured at the highest amount that, on the basis of current or estimated future taxable profit, is more likely than not to be recovered.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rate and tax laws that have been enacted or substantively enacted at reporting date.

Current tax and deferred tax are recognized in profit or loss except to the items recognized directly in equity or in OCI.

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

Earnings Per Share (EPS)

Basic EPS is computed by dividing net income attributable to the stockholders by the weighted average number of shares of stock outstanding during the year, with retroactive adjustments for any stock dividends declared and stock split.

Diluted EPS is calculated by adjusting the weighted average number of shares of stock outstanding to assume conversion of potential dilutive ordinary shares of stock.

Where the effect of potential dilutive ordinary shares of stock would be anti-dilutive, basic and diluted EPS are stated at the same amount.

As at March 31, 2026, the Company does not have potential dilutive ordinary shares of stock.

Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to the transactions with any of the Company's other components.

Aside from being a holding company, the Company does not have any other operating segments.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. The key management personnel of the company, post-employment benefits plans of employees, and close members of the family of any individuals owning, directly or indirectly, a significant voting power of the Company that gives them significant influence in the financial and operating policy decisions of the Company are also considered to be related parties. Parties are also considered to be related if they are subject to common control or common significant influence. In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on legal form.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Pursuant to SEC Memorandum Circular No. 10-2019, material related party transactions are related party transactions, either individually, or in aggregate over a 12-month period with the same related party, amounting to 10% or higher of a company's total assets based on its latest audited financial statements.

Provisions
Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are discounted to present values using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Changes in estimates are reflected in profit or loss in the period these arise.

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

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

3. Material Judgments, Accounting Estimates and Assumptions

The preparation of the financial statements in accordance with PFRS Accounting Standards requires the Company to make judgments, accounting estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as they become reasonably determinable.

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

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

Assessing the Ability of the Company to Continue as a Going Concern. As discussed in Note 1 to the financial statements, the Company ceased its lending activities in 2015 and has no other business activities since then. The Company, however, has been engaging in exploratory discussions with potential strategic partners. As part of the Company's business plans and strategic initiatives, the BOD approved in December 2024 a series of capital infusions from new investors, including the ₱0.0 million subscription of Themis to the Company's unissued common shares, for which ₱20.0 million was paid in January 2025. These capital infusions aim to support the planned future operations of the Company, primarily in the real estate sector.

The Company is satisfied that, with the planned capital infusions, it has the available resources to continue the business for the foreseeable future, thereby eliminating material uncertainties that may cast significant doubt on its ability to continue as a going concern. Accordingly, the Company's financial statements have been prepared on a going concern basis.

Accounting Estimates and Assumptions

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

Assessing the ECL on Financial Assets at Amortized Cost. The Company applies the general approach in measuring ECL. For cash in bank, the Company assessed that cash in bank is deposited in a reputable counterparty bank that possess good credit ratings. For due from related parties, the Company considers the financial capacity of the counterparty and historical credit loss experience adjusted for forward-looking factors, as applicable. After taking into consideration the related party's ability to pay depending on the sufficiency of liquid assets and available forward-looking information, the risk of default of the related parties is assessed to be minimal.

No provision for ECL was recognized on financial assets at amortized cost in March 31, 2026 and December 31, 2025. The carrying amounts of the financial assets at amortized cost (cash in bank and due from related parties) as at March 31, 2026 and December 31, 2025 are disclosed in Notes 4 and 6 to the financial statements.

4. **Cash**

Cash in bank amounted to ₱15.3 million and ₱16.6 million as at March 31, 2026 and December 31, 2025, respectively.

Cash in bank is immediately available for use in the current operations.

5. **Accrued Expense and Other Current Liabilities**

This account consists of:

	Note	**March 31, 2026**	December 31, 2025
Nontrade Payables		**₱14,212,501**	₱14,212,501
Deferred output VAT	6	**2,269,261**	2,269,261
Accrued expenses		**770,952**	1,470,032
		₱17,252,714	₱17,951,794

Accrued expenses mainly include unpaid professional fees that are expected to be settled within one year.

6. **Related Party Transactions**

The following table summarizes the transactions with related parties and the outstanding balance arising from these transactions as at March 31, 2026 and December 31, 2025:

		Amount of Transactions		Outstanding balance	
Nature of Relationship	Nature of Transaction	**March 31, 2026**	December 31, 2025	**March 31, 2026**	December 31, 2025
Due from a Related Party					
	Assignment of note receivable	**-**	₱-	**₱132,714,385**	₱132,714,385
	"Day 1" difference	**-**	2,536,334	**-**	-
	Interest	**274,799**	(457,974)	**23,417,594**	23,142,795
				₱156,131,979	₱155,857,180

Assignment of Receivables

In 2020, notes receivable arising from the Company's past lending activities was assigned to ISOC, and was presented as due from a related party in the statements of financial position. At the date of the assignment, the fair value of due from a related party, computed at the present value of future cash flows discounted using effective interest rate of 2.44%, is different from the transaction price. Accordingly, the Company recognized "Day 1" gain on due from a related party of ₱6.1 million.

The outstanding balance of due from related parties as at December 31, 2025 is unsecured and payable in full in 2025, and bears interest at 3.44% per annum payable upon maturity.

On December 27, 2024, due from a related party and the related interests aggregating ₱153.8 million were assigned to Themis, carrying on the same terms as the previous receivable. The assignment is considered as a noncash financial information in the statements of cash flows.

The movements of due from related parties are as follows:

	March 31, 2026	December 31, 2025
Original amount at the date of assignment	**₱132,714,385**	₱132,714,385
"Day 1" gain		
Balance at beginning of period	-	457,974
Accretion	-	(457,974)
Balance at end of period	-	-
Carrying amount	**₱132,714,385**	₱132,714,385

As at March 31, 2026 and December 31, 2025, interest earned on due from a related party net of accretion amounted to ₱0.3 million and ₱1.8 million, respectively. Interest receivable amounted to ₱23.4 million and ₱23.1 million as at March 31, 2026 and December 31, 2025, respectively. Deferred output VAT amounted to ₱2.4 million as at March 31, 2026 and December 31, 2025.

As at March 31, 2026 and December 31, 2025, the Company has not provided any allowance for impairment losses for the amounts owed by a related party. This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates. The Company also considered the available liquid assets of the related party and the anticipated capital infusions.

Terms and Conditions of Due to a Related Party

The outstanding balance of due to a related party as at March 31, 2026 and December 31, 2025 is unsecured, noninterest-bearing, due and demandable, and normally settled in cash.

Key Management Personnel

The reasonable per diems paid to directors amounted to ₱0.06 million and ₱0.24 million as at March 31, 2026 and December 31, 2025, respectively.

7. **Equity**

Details and movements of the Company's capital stock are as follows:

	March 31, 2026		December 31, 2025	
	Number of Shares	**Amount**	Number of Shares	Amount
Authorized – ₱1.00 par value				
Balance at beginning and end of period	**550,000,000**	**₱550,000,000**	550,000,000	₱550,000,000
Issued and Outstanding				
Balance at beginning and end of period	**341,824,002**	**₱341,824,002**	261,824,002	261,824,002
Less: Subscription receivable	**60,000,000**	**60,000,000**		
	281,824,002	**₱281,824,002**	261,824,002	₱261,824,002

On December 12, 2024, the Board approved the subscription of Themis to the Company's 80.0 million common shares, which will be issued out of the remaining unissued capital stock at par value or a total amount of ₱80.0 million, representing 23.4% ownership interest. The related subscription agreements were executed on December 18, 2024.

In January 2025, the Company received a partial payment amounting to ₱20.0 million or 25% of the subscribed capital, and paid the related documentary stamp tax (DST) amounting to ₱0.8 million.

8. **Expenses**

Operating expenses for the three-month periods ending March 31, 2026 and 2025 consists of:

	March 31	
	2026	2025
Professional Fees	**₱250,000**	₱181,800
PSE fees and SEC fees	**250,920**	280,000
Advertising cost	**-**	356,440
Taxes and licenses	**41,546**	30,972
Others	**9,424**	35,955
	₱551,890	₱885,167

9. **Earnings Per Share**

Basic EPS for the three-month periods ending March 31, 2026 and 2025 were computed as follows:

	March 31	
	2026	2025
Net income	**(273,236)**	(79,663)
Weighted average number of common shares	**281,824,002**	281,824,002
	(₱0.000)	(₱0.000)

The Company does not have potential dilutive shares of stock.

10. **Income Taxes**

The Company's provision for current income tax pertains to RCIT in March 31, 2026.

The reconciliation of provision for income tax at statutory income tax rate to the provision for (benefit from) income tax for the three-months periods covering March 31, 2026 and 2025 shown in the statements of comprehensive income follows:

	March 31	
	2026	2025
Income tax expense at statutory tax rate	**(₱273,236)**	(₱79,663)
Add tax effects of:		
• Non-deductible expenses	**-**	-
Income tax expense (benefit) at effective income tax rate	**(₱273,236)**	(₱79,663)

11. **Financial Risk Management Objectives and Policies**

The Company has risk management policies that systematically view the risks that could prevent the Company from achieving its objectives. The Board has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Company's established business objectives.

Financial Risks

The Company's financial instruments consist of cash in bank, due from a related party, and accrued expenses and other current liabilities which arise directly from its operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk. The Board reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation. The Company's exposure to credit risk arises primarily from cash in bank and due from a related party.

The carrying amount of financial assets recognized in the financial statements represents the Company's maximum exposure to credit risk, without taking into account collateral or other credit enhancement.

The summary of exposure to credit risk for the Company's financial assets are as follows:

March 31, 2026

	Neither Past due nor Impaired				
	High Grade	**Standard Grade**	**Past Due but not Impaired**	**Impaired**	**Total**
Cash in bank	**₱15,295,956**	**₱–**	**₱–**	**₱–**	**₱15,295,956**
Due from a related party	**-**	**156,131,979**	**-**	**-**	**156,131,979**
	₱15,295,956	**₱156,131,979**	**₱-**	**₱-**	**₱171,427,935**

December 31, 2025

	Neither Past due nor Impaired				
	High Grade	**Standard Grade**	**Past Due but not Impaired**	**Impaired**	**Total**
Cash in bank	₱16,585,072	₱–	₱–	₱–	₱16,585,072
Due from related parties	–	155,857,180	–	–	155,857,180
	₱16,585,072	₱155,857,180	₱–	₱–	₱172,442,252

The Company manages the credit quality of its financial assets using internal credit ratings such as high grade and standard grade. High grade pertains to a counterparty who is not expected by the Company to default in settling its obligations, thus credit risk exposure is minimal. Standard grade is given to counterparties with average capacity to meet its obligations.

Cash in bank is classified as high grade because it is deposited in a reputable bank, which has a low probability of insolvency. Due from related parties are classified as standard grade since the Company considers the financial capacity of the counterparties and historical credit loss experience adjusted for forward-looking factors, as applicable.

The Company's financial assets, in evaluating credit quality, are also grouped according to ECL stages as follows:

• Stage 1 financial assets are those that are considered current and up to 30 days past due, and based on change in rating, delinquencies and payment history, do not demonstrate significant increase in credit risk. Impairment, if any, is determined and measured using 12-month ECL.

• Stage 2 financial assets are those that, based on change in rating, delinquencies and payment history, demonstrate significant increase in credit risk, and/or are considered more than 30 days past due but does not demonstrate objective evidence of impairment as of reporting date. Impairment, if any, is determined and measured using lifetime ECL.

• Stage 3 financial assets are those that are considered in default or demonstrate objective evidence of impairment as of reporting date. Impairment, if any, is determined and measured using lifetime ECL.

As at March 31, 2026 and December 31, 2025, cash in bank and due from related parties aggregating ₱171.4 million and ₱172.4 million, respectively, are determined to be Stage 1 financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to settle or meet its financial obligations when they fall due. The Company aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The carrying amount of the accrued expenses and other current liabilities as at March 31, 2026 and December 31, 2025 represents the contractual undiscounted cash flows and is payable within the next reporting year.

Capital Management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders by creating products and services commensurate with the level of risk. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or convert related party advances to an equity component item.

There has been no change made in the objectives, policies and processes in March 31, 2026 and 2025.

The Company is not subject to externally-imposed capital requirements.

Fair Value Measurement

Set out below is a comparison by category of carrying amounts and fair values of the Company's financial instruments that are carried in the financial statements:

	March 31, 2026		December 31, 2025	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets				
Cash in bank	**₱15,295,956**	**₱15,295,956**	₱16,585,072	₱16,585,072
Due from a related party	**156,131,979**	**156,131,979**	155,857,180	155,857,180
	₱171,427,935	**₱171,427,935**	₱172,442,252	₱172,442,252
Financial Liabilities				
Accrued expenses and other current liabilities	**₱17,252,714**	**₱17,252,714**	₱17,951,794	₱17,951,794

Cash in Bank and Accrued Expenses and Other Current Liabilities. The carrying amounts of cash in bank and accrued expenses and other current liabilities approximate their fair values due to the short- term and demandable nature of the transactions.

Due from a Related Party. The fair value of the Company's due from a related party in March 31, 2026 and December 31, 2025 was determined based on the discounted cash flow analysis using effective interest rates for similar types of instruments. These financial instruments are classified under Level 2 (Significant observable inputs) of the fair value hierarchy groups in the financial statements.

Aging of Receivables

The aging analyses of financial assets are as follows:

March 31, 2026

	Neither Past due nor Impaired				
	High Grade	**Standard Grade**	**Past Due but not Impaired**	**Impaired**	**Total**
Cash in bank	**₱15,295,956**	**₱–**	**₱–**	**₱–**	**₱15,295,956**
Due from a related party	**-**	**156,131,979**	**-**	**-**	**156,131,979**
	₱15,295,956	**₱156,131,979**	**₱-**	**₱-**	**₱171,427,935**

December 31, 2025

	Neither Past due nor Impaired				
	High Grade	**Standard Grade**	**Past Due but not Impaired**	**Impaired**	**Total**
Cash in bank	₱16,585,072	₱–	₱–	₱–	₱16,585,072
Due from related parties	–	155,857,180	–	–	155,857,180
	₱16,585,072	₱155,857,180	₱–	₱–	₱172,442,252

Appendix 7

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 27 JUNE 2025

Note: Pending stockholders' approval at the 2026 Annual Stockholders' Meeting

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

OF

FERRONOUX HOLDINGS, INC.

Held via Videoconference
27 June 2025 at 2:00 pm

Present: **Directors**	Mr. James G. Lorenzana, *Chairperson* Atty. Abel M. Almario, *President* Atty. Philipe T. Aquino Atty. Rex Peter G. Raz Atty. Fiorello R. Jose Atty. Johannes Benjamin R. Bernabe, *CFO / Treasurer*
Independent Directors	Atty. Mathew-John G. Almogino Atty. Omar C. Taccad
Also present:	Atty. Phil Ivan A. Chan, *Corporate Secretary* Atty. Kathryn Rosalie Faderon-Dionisio, *Independent Director Nominee*
Stockholders Present or Represented	306,653,074 common shares (89.71% of total Outstanding Common Shares) *Please see List of Stockholders Present or Represented attached as Annex A*

I. Call to Order

The host opened the meeting and acknowledged the presence of all directors and key officers of Ferronoux Holdings, Inc. (the **Company**). The host then introduced the Chairman, Mr. James G. Lorenzana.

The Chairman called the meeting of the Company to order and presided over the same. Atty. Phil Ivan A. Chan, the Corporate Secretary, recorded the minutes thereof.

II. Certification of Notice and Quorum

Before proceeding with the meeting, the Chairman requested the Corporate Secretary to certify to the posting and publication of notice and existence of a quorum.

The Corporate Secretary certified that, in compliance with the rules issued by the Securities and Exchange Commission, the notice of the meeting, the Definitive Information Statement, along with the Company's "Guidelines for Remote Participation and Voting *in Absentia*" were uploaded via PSE EDGE and posted on the Company's website beginning 4 June 2025. In addition, the notice of meeting was published on 4 and 5 June 2025, both in print and online formats, in the Business Section of the Business Mirror and Manila Times.

The Corporate Secretary also certified that based on the record of registration, the stockholders participating in this meeting in person, virtually and by proxy, represent 306,653,074 common shares of the Company, representing **89.71%** of the total outstanding capital stock of the Company as of record date, 30 May 2025. He then certified that a quorum was present for the transaction of business by the stockholders.

The Corporate Secretary also informed participants that the meeting will be recorded.

III. Approval of the Minutes of the Annual Stockholders' Meeting held on 28 June 2024 and Special Stockholders' Meeting held on 19 March 2025

The Chairman then proceeded to the next item in the agenda which is the approval of the Minutes of the Annual Stockholders' Meeting held on 28 June 2024 and Special Stockholders' Meeting held on 19 March 2025. A copy of the minutes were posted on the Company's website soon after the adjournment of said Meetings.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
306,653,074	100%	0	Nil	0	Nil

Thereafter, upon motion duly made and seconded, with all of the stockholders present and represented in the meeting in favor of approval, the following resolution was passed and adopted:

> "**RESOLVED**, that the Minutes of the Annual Stockholders' Meeting held on 28 June 2024 and Special Stockholders' Meeting of Ferronoux Holdings, Inc. held on 19 March 2025 are approved."

IV. Approval of the Management's Report and Audited Financial Statements as of and for the year ended 31 December 2024

The next item in the agenda is the approval of the Management's Report and Audited Financial Statements as of and for the year ended 31 December 2024.

The Chairman presented the 2024 Management's Report and Audited Financial Statements. The Chairman first updated on the key corporate activities that transpired following the new organizational structure established in December 2024. This includes capital structure enhancements approved and ratified by the stockholders last 19 March 2025, such as the private placements of Themis Group Corporation totaling 320,000,000 common shares, property-for-share swap with Eagle 1 Land Corporation (**Eagle 1**) involving the issuance of 918,000,000 common shares for properties with a total area of 94,144 square meters that are adjacent to Okada Integrated Casino Resort (the **Properties**), private placements of investors totaling 300,000,000 common shares, and the increase in the Company's authorized capital stock by 1,950,000,000 common shares to support these issuances.

The Chairman also highlighted that the Company, together with Eagle 1, intend to jointly develop the Properties to maximize its commercial value, in line with the Company's vision of strategic land-based development and integration into the tourism and leisure sectors.

After the presentation, the Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total	No. of Shares	% Out of Total	No. of Shares	% Out of Total

	Number of Shares Represented at the Meeting		Number of Shares Represented at the Meeting		Number of Shares Represented at the Meeting
306,653,074	100%	0	Nil	0	Nil

Thereafter, upon motion duly made and seconded, with all of the stockholders present and represented in the meeting in favor of approval, the following resolution was passed and adopted:

> "**RESOLVED**, that the Management's Report and Audited Financial Statements as of and for the year ended 31 December 2024 of Ferronoux Holdings, Inc. held on 19 March 2025 are approved."

V. Approval and Ratification of Acts and Resolutions of the Board of Directors and Board Committees, and the Acts of Management during their Term

The Chairman then proceeded to the next item in the agenda which is the approval and ratification of the Acts and Resolutions of the Board of Directors and Board Committees, and the Acts of Management during from 28 June 2024 up to the present.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
306,653,074	100%	0	Nil	0	Nil

Thereafter, upon motion duly made and seconded, with all of the stockholders present and represented in the meeting in favor of approval, the following resolution was passed and adopted:

> "**RESOLVED**, that the Acts and Resolutions of the Board of Directors and Board Committees and the Acts of Management Ferronoux Holdings, Inc. are hereby approved and ratified."

VI. Election of Directors

The next item in the agenda is election of members of the Board of Directors of the Company for 2025 to 2026.

The President reported that there were nine (9) persons nominated to, and qualified for, the Board. He confirmed that the Corporate Governance Committee determined that the following had all the qualifications and none of the disqualifications to be directors of the Company for 2025 to 2026:

1. James G. Lorenzana
2. Philipe T. Aquino
3. Abel M. Almario
4. Rex Peter G. Raz

5. Fiorello R. Jose
6. Johannes Benjamin R. Bernabe
7. Mathew-John G. Almogino (Independent Director)
8. Omar C. Taccad (Independent Director)
9. Kathryn Rosalie Faderon-Dionisio (Independent Director)

Below is the result of the ballots:

Name	For	Against	Abstain
James G. Lorenzana	306,653,074	0	0
Philipe T. Aquino	306,653,074	0	0
Abel M. Almario	306,653,074	0	0
Rex Peter G. Raz	306,653,074	0	0
Fiorello R. Jose	306,653,074	0	0
Johannes Benjamin R. Bernabe	306,653,074	0	0
Mathew-John G. Almogino	306,653,074	0	0
Omar C. Taccad	306,653,074	0	0
Kathryn Rosalie Faderon-Dionisio	306,653,074	0	0

Considering that there were only nine (9) persons nominated to, and qualified, for the Board, and considering the votes received, the nine (9) individuals who were nominated as members of the Board of Directors of the Corporation for the year 2025 to 2026 were duly declared elected to the Board of Directors.

Thereafter, upon motion duly made and seconded, with all of the stockholders present and represented in the meeting in favor of approval, the following resolution was passed and adopted:

"**RESOLVED**, that the following individuals are hereby declared as duly elected to the Board of Directors of Ferronoux Holdings, Inc.:

1. James G. Lorenzana
2. Philipe T. Aquino
3. Abel M. Almario
4. Rex Peter G. Raz
5. Fiorello R. Jose
6. Johannes Benjamin R. Bernabe
7. Mathew-John G. Almogino (Independent Director)
8. Omar C. Taccad (Independent Director)
9. Kathryn Rosalie Faderon-Dionisio (Independent Director)"

VII. Appointment of External Auditor

The Chairman proceeded with the next item in the agenda which is the appointment of the external auditor for the ensuing year. The current external auditor, Reyes Tacandong & Co., is recommended for re-appointment as external auditor.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		Against		Abstain	
No. of Shares	% Out of Total Number of Shares Represented	No. of Shares	% Out of Total Number of Shares Represented	No. of Shares	% Out of Total Number of Shares Represented

	at the Meeting		at the Meeting		at the Meeting
306,653,074	100%	0	Nil	0	Nil

Thereafter, upon motion duly made and seconded, with all of the stockholders present and represented in the meeting in favor of approval, the following resolutions were passed and adopted:

> "**RESOLVED**, that Reyes Tacandong & Co. is appointed as the external auditor of Ferronoux Holdings, Inc. for fiscal year 2025."

VIII. Amendment of the Third Article of the Corporation's Articles of Incorporation to reflect the Change in its Principal Office Address

The next item in the agenda is the approval of the amendment of the Third Article of the Company's Articles of Incorporation to reflect the change in its principal office address from 6th Floor, Hanston Building, F. Ortigas, Jr. Road, Ortigas Center, Pasig City to 10th Floor, Rockwell Business Center, South Tower Sheridan, Highway Hills, Mandaluyong City.

The Corporate Secretary announced that the votes cast and received were as follows:

In Favor		**Against**		**Abstain**	
No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting	No. of Shares	% Out of Total Number of Shares Represented at the Meeting
306,653,074	100%	0	Nil	0	Nil

Thereafter, upon motion duly made and seconded, with all of the minority stockholders present and represented in the meeting in favor of approval, the following resolution was passed and adopted:

> "**RESOLVED**, that the Third Article of the Articles of Incorporation of Ferronoux Holdings, Inc. (the **Company**) be amended to read as follows:
>
> > '**THIRD**: That the place where the principal office of the corporation is to be established or located is at 10th Floor, Rockwell Business Center, South Tower Sheridan, Highway Hills, Mandaluyong City.'"

IX. Open Forum

The President then proceeded with the Question-and-Answer portion of the meeting. The host explained that the floor will be first open to persons attending in-person. She then added that all shareholders of record were allowed to submit questions via email to < ferronoux2025asm@gmail.com > not later than 17 June 2025. Shareholders were also allowed to send their questions or comments through the chat box of the videoconference platform.

After inquiry, the host noted no questions were submitted.

X. Other Matters

Upon inquiry from the President, the Corporate Secretary informed the Board that there are no other matters to be taken up at this meeting.

XI. Adjournment

Thereafter, there being no other business to discuss, the board meeting was adjourned.

Certified Correct:

[redacted]

PHIL IVAN A. CHAN
Corporate Secretary

Annex A
List of Stockholders Present or Represented
at the Special Stockholders' Meeting[1]

Total number of voting shares outstanding	341,824,002
Total number of shares present or represented by proxy	306,653,074
Attendance percentage	89.71%

Classification	Name of Stockholder
Individual Stockholders	James G. Lorenzana [redacted]
	Philipe T. Aquino [redacted]
	Abel M. Almario
	Rex Peter G. Raz
	Fiorello R. Jose [redacted]
	Johannes Benjamin R. Bernabe
	Mathew-John G. Almogino
	Omar C. Taccad [redacted]
	Kathryn Rosa[redacted]Eaderon-Dionisio
Corporate Shareholders	Themis Group Corporation
Broker/s	Armstrong Securities, Inc.*

**PCD Participants*

[1] In compliance with Memorandum Circular No. 11, Series of 2024 of the Securities and Exchange Commission.