NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF SYNERGY GRID & DEVELOPMENT PHILS., INC.

NOTICE is hereby given that the Annual Meeting of the Stockholders of **SYNERGY GRID & DEVELOPMENT PHILS., INC.** (the "**Corporation**") will be held on **15 October 2026** at **2:00 p.m.,** at the Corporation's principal office through **videoconferencing**, as authorized by resolution of the Board of Directors on 01 September 2026, with the following agenda:

I. Call to Order
II. Proof of Notice of Meeting
III. Certification of Notice and Quorum
IV. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 16 October 2025
V. Ratification of the Corporate Acts of the Board of Directors and Management since 16 October 2025
VI. Election of Directors for 2026-2027
VII. Management Report and Presentation of the Audited Financial Statements of the Corporation for the Year Ended 31 December 2025
VIII. Appointment of R.G. Manabat & Co. (an affiliate of KPMG) as External Auditor for 2026
IX. Other Matters
X. Adjournment

Minutes of the Corporation are accessible through the Corporation's website (www.synergygrid.ph/v2).

Stockholders may participate in the annual meeting *via* remote communication and cast their votes electronically or *in absentia,* or by appointing the Chairman of the Meeting as proxy.

Only stockholders of record as of **25 September 2026** are entitled to vote at this meeting. Stockholders intending to attend the meeting by remote communication should notify the Corporation not later than **01 October 2026 at 2:00 p.m.** by e-mail to the Corporate Secretary at corporatesecretary@synergygrid.ph. Further details and procedure for attendance and participation in the meeting through remote communication are set forth in **Annex "A"**, which shall be made available to the public not later than **24 September 2026**, through the PSE Edge and the Corporation's website.

Duly accomplished ballots, proxies, and copies of valid government IDs shall be submitted through any of the following:

1. By e-mail to the Corporate Secretary at corporatesecretary@synergygrid.ph; and
2. By ordinary mail to the Office of the Corporate Secretary as follows:

CHERYL S. SALDAÑA-DE LEON
SYNERGY GRID & DEVELOPMENT PHILS., INC.
c/o Suite 2801 Discovery Center
25 ADB Avenue, Ortigas Center, Pasig City

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

The deadline for submission of ballots and proxies is on **02 October 2026 at 2:00 p.m.** For corporations, ballots and proxies must be accompanied by the Corporate Secretary's sworn certification stating the corporate officer's authority to vote for and to represent the corporation in the meeting. Ballots and proxies need not be notarized.

Validation of ballots and proxies will be on **08 October 2026 at 5:00 p.m.** at the office of the Corporate Secretary at Suite 2801 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City. For your convenience, samples of the proxy are available at the Corporation's website.

Questions and comments to the Board of Directors and/or Management may be sent in advance of, or during, the meeting by email to the Corporate Secretary at corporatesecretary@synergygrid.ph.

Please refer to **Annex "B"** of the notice in the Definitive Information Statement, which shall be made available to the public not later than **24 September 2026**, through the PSE Edge and the Corporation's website, for a brief discussion of and the rationale for the above agenda items. A visual and audio recording of the proceedings of the annual meeting shall be kept by the Corporation.

For the Board of Directors

Cheryl S. Saldaña - de Leon

CHERYL S. SALDAÑA-DE LEON
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

   [ ] Preliminary Information Statement

   [✓] Definitive Information Statement

2. Name of Registrant as specified in its charter: SYNERGY GRID & DEVELOPMENT PHILS., INC. ("**SGP**" or the "**Corporation**")

3. Province, country or other jurisdiction of incorporation or organization: Republic of the Philippines

4. SEC Identification Number: 41376

5. BIR Tax Identification Code: 000-593-240

6. 16th Floor, Tycoon Center Bldg. Condominium Pearl Drive, Pasig City, Metro Manila
   Address of principal office

   1605
   Postal Code

7. Registrant's telephone number, including area code: (632) 8584-3930

8. Date, time and place of the meeting of security holders: 15 October 2026; 2:00 p.m.; At the Principal Office of the Corporation located at 16th Floor, Tycoon Center Bldg. Condominium Pearl Drive, Pasig City, Metro Manila (through videoconferencing via Zoom).

9. Approximate date on which the Information Statement is first to be sent or given to security holders: 24 September 2026

10. In case of Proxy Solicitation: Not Applicable

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

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding As of 31 August 2026
Common	5,265,866,000

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

    Yes X No

    If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
    Philippine Stock Exchange / common shares

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. **Date, time, and place of the annual meeting of the security holders ("Annual Meeting").**

Date:	**15 October 2026**
Time:	**2:00 p.m.**
Place:	**Principal Office of the Corporation located at 16th Floor, Tycoon Center Bldg. Condominium Pearl Drive, Pasig City, Metro Manila** (through videoconference)

Corporation's Mailing Address:	**16th Floor, Tycoon Center Bldg. Condominium Pearl Drive, Pasig City, Metro Manila**

The Company published its Notice of Annual Meeting of Stockholders in print and on-line in two (2) newspapers of general circulation, namely, The Philippine Star and Manila Bulletin, for two (2) consecutive days on 03 and 04 September 2026. The Affidavits of the publishers are attached as **Annexes "I" and "I-1".**

The date on which the Information Statement is first to be sent or given to stockholders is on **24 September 2026**.

The Company complies with the requirements of Sec. 49 of the Revised Corporation Code of the Philippines (the "**Corporation Code**") for this meeting:

At each regular meeting of stockholders or members, the board of directors or trustees shall endeavor to present to stockholders or members the following:	**Compliance**
a. The minutes of the most recent regular meeting whichshall include, among others: i. A description of the voting and vote tabulation procedures used in the previous meeting; ii. A description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given; iii. The matters discussed and resolutions reached; iv. A record of the voting results for each agenda item; v. A list of the directors or trustees, officers, and stockholders or members who attended the meeting; and vi. Such other items that the Commission may require in the interest of good corporate governance and the protection of minority stockholders.	Please see Annex H of the Information Statement (Minutes of Annual Stockholders Meeting on 16 October 2025)
b. A members' list for non-stock corporations and, for stock corporations, material information on the current stockholders, and their voting rights;	Please see page 6 of the Information Statement.
c. A detailed, descriptive, balanced, and comprehensible assessment of the corporation's performance, which shall include information on any material change in the corporation's business, strategy, and other affairs;	Please see Annex C of the Information Statement (Management Report)

d. A financial report for the preceding year, which shall include financial statements duly signed and certified in accordance with this Code and the rules the Commission may prescribe, a statement on the adequacy of the corporation's internal controls or risk management systems, and a statement of all external audit and non-audit fees;	Please see Annex C of the Information Statement (Management Report)
e. An explanation of the dividend policy and the fact of payment of dividends or the reasons for nonpayment thereof;	Please see minutes dated 10 August 2021 in the website for the resolutions in relation to the dividend policy with prospective application. https://synergygrid.ph/v2/company.php#hide3
f. Director or trustee profiles which shall include, among others, their qualifications and relevant experience, length of service in the corporation, trainings, and continuing education attended, and their board representations in other corporations;	See page 10 of the Information Statement.
g. A director or trustee attendance report, indicating the attendance of each director or trustee at each of the meetings of the board and its committees and in regular orspecial stockholder meetings;	Please see minutes in the website reflecting attendance of the directors. https://synergygrid.ph/v2/company.php#hide3
h. Appraisals and performance reports for the board and the criteria and procedure for assessment;	Please see Manual on Corporate Governance and Committee Charter on Corporate Governance in the website. https://synergygrid.ph/v2/docs/corporate-governance/manual-on-corporate-governance/Manual%20on%20Corporate%20Governance%202017.pdf https://synergygrid.ph/v2/docs/corporate-governance/board-committee-charters/Committee%20Charter%20-%20Corporate%20Governance.pdf
i. A director or trustee compensation report prepared in accordance with this Code and the rules the Commission may prescribe;	Please see page 24 of the Information Statement.
j. Director disclosures on self-dealings and related party transactions; and/or	Please see pages 18 and 22 of the Information Statement.
k. The profiles of directors nominated or seeking election or reelection.	Please see page 10 of the Information Statement.

Item 2. **Dissenters' Right of Appraisal**

Under Section 80 of the Corporation Code, a stockholder has the right to dissent and demand payment of the fair value of his shares in the following cases: (i) amendments to the Articles of Incorporation which have the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (ii) sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets; (iii) merger or consolidation; and (iv) investment of corporate funds for any purpose other than the primary purpose of the corporation.

In order for a stockholder to exercise his or its appraisal right, the stockholder must have voted against the above proposed corporate actions. Within thirty (30) days after the meeting when the vote was taken, the dissenting stockholder shall make a written demand on SGP for the payment of the fair market value of his shares. Failure to do so shall be deemed a waiver of the stockholder's appraisal right. The foregoing procedure is based on the provisions of Title X of the Corporation Code and SGP's 2017 Manual on Corporate Governance ("**Manual**").

The Corporation confirms that there is no item in the agenda of the Annual Meeting of the Stockholders that will trigger the right to exercise the right of appraisal of a dissenting stockholder.

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

None of the following persons have any substantial interest, direct or indirect, in any matter to be acted upon at the Annual Meeting other than their possible election to office and except as described in Item 5 and Item 12 below:

1. Directors or officers of the Corporation at any time since the beginning of the last fiscal year;
2. Nominees for election as directors of the Corporation; and
3. Associate of any of the foregoing persons.

No director of SGP has informed the registrant in writing that he intends to oppose any action to be taken by SGP at the Annual Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. **Voting Securities and Principal Holders Thereof**

(a) The total number of shares issued and outstanding as of 31 August 2026 is 5,265,866,000. All issued and outstanding shares are common shares, with each share entitled to one vote. In respect of the Annual Meeting, all of the issued and outstanding shares have voting rights.

(b) The record date for purposes of determining the stockholders entitled to vote is at 5:00 p.m. on 25 September 2026. Stockholders are entitled to cumulative voting in the election of the members of the board of directors ("**Board**") as provided for in the Corporation Code.

(c) Under Section 23 of the Revised Corporation Code, a stockholder may vote such number of shares for as many persons as there are Directors to be elected or he 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 may distribute them on the same principle among as many candidates as he shall see fit: Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of SGP multiplied by the whole number of Directors to be elected: Provided, however, that no delinquent stock shall be voted.

There are no conditions precedent to the exercise of the stockholders' cumulative voting right.

(d) Security Ownership

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

The names, addresses, citizenship, number of shares held, and percentage of total ownership of persons (including any group) owning more than five (5%) percent of the outstanding voting shares of SGP as of 31 August 2026 are as follows:

Class	*Name and Address of Record Owner and Relationship with Issuer*	*Name of Beneficial Owner*	*Citizenship*	*No. of Shares**	*Percentage of Class*
Common	**Henry T. Sy, Jr.** One Esplanade, Seaside cor. JW Diokno Blvd., SM Mall of Asia Complex, Pasay City, Philippines Stockholder, Director, and Chairman of the Board	Henry T. Sy, Jr.	Filipino	2,050,464,288 (R & B)	38.94%
Common	**Robert G. Coyiuto, Jr.** 201 Epifanio Delos Santos Avenue, Mandaluyong City, Philippines Stockholder	Robert G. Coyiuto, Jr.	Filipino	2,050,268,450 (R & B)	38.94%
Common	**PCD Nominee Corporation (Filipino)** G/F MSE Bldg. Stockholder	PCD participants acting for themselves or for their customers	Filipino	672,532,466 (R & B)	12.77%
Common	**PCD Nominee Corporation(Non-Filipino)** G/F MSE Bldg. Stockholder	PCD participants acting for themselves or for their customers	Non-Filipino	432,567,296	8.21%

* Nature of ownership is indicated as (R) for record owner and (B) for beneficial owners.

The report attached as **Annex "C"** to this SEC Form 20-IS is the management report to the Corporation's stockholders which is required under Rule 20 of the Implementing Rules and Regulations of the SRC ("**IRR of the SRC**"), as amended, to accompany this Securities and Exchange Commission ("**SEC**") Form 20-IS ("**Management Report**").

(d) (ii) Security Ownership of Management, as of 31 August 2026

Title of Class	*Name of Beneficial Owner*	*Amount and Nature of Beneficial Ownership*	*Citizenship*	*Percent of Class*
Common	Henry T. Sy, Jr. Director / Chairman of the Board	2,050,464,288 --Direct	Filipino	38.94%
Common	Paul P. Sagayo, Jr. Director / President	1 --Direct	Filipino	0.00%
Common	Vicente D. Gerochi IV Director	1 --Direct	Filipino	0.00%
Common	Justice Lady P. Soriano Director / Chief Finance Officer / Treasurer / Investor Relations Officer	1 --Direct	Filipino	0.00%
Common	Jose Perpetuo M. Lotilla Lead Independent Director	1 --Direct	Filipino	0.00%
Common	Luis Jose P. Ferrer Independent Director	1 --Direct	Filipino	0.00%
Common	Daniel D. Ibasco Independent Director	1 --Direct	Filipino	0.00%
	TOTAL	2,050,464,294		38.94%

(d) (iii) Voting Trust Holders of 5% or more

As of 31 August 2026, no person holds more than five percent (5%) of SGP's outstanding capital stock under a voting trust.

(d) (iv) Foreign Stockholdings

The foreign stockholders of the Corporation and their corresponding shareholdings as of 31 August 2026 are as follows:

SHAREHOLDERS	NATIONALITY	NO. OF SHARES
BERKLEY M. LUHMANN	AMERICAN	58,200
BIRMINGHAM T. J.	AMERICAN	4,000
F.C. HAGEDORN & CO. INC.	AMERICAN	1,000
FRANK FOSTER	AMERICAN	3,000
GEORGE T. SCHOLEY	AMERICAN	42,900
GUY E. SCHOLEY	AMERICAN	5,000
H.E. BENNETT SECURITIES INC. A/C NO. 2588	CHINESE	1,000
HUI ZHANG	CHINESE	250,200
JAMES O. SCIPLE	AMERICAN	1,000
JOHN KLINGER	AMERICAN	2,000
JOSEPH LILAY	CHINESE	4,000
JUAN D. NASSR	MALAYSIAN	10,000
KENNETH RICHARD AWAD	AMERICAN	4,000
MABEL E. MEARS	AMERICAN	10,000
METROPOLITAN INVESTMENT CORPORATION	AMERICAN	10,000
NIKAEIN SHAGHAYEGH	IRANIAN	2,000,000
OH CHU KIONG	CHINESE	15,000
PCD NOMINEE CORPORATION (NON-FILIPINO)	FOREIGN	432,567,296
PETER MITCHELL	AMERICAN	2,000
QIAOHONG WANG	CHINESE	465,200
QIU BO	CHINESE	53,300
ROGER MANDRIAK	FOREIGN	8,600
RUIMU JIANG	CHINESE	130,500
UNITED ENGINEERS (MALAYSIA) BERHAD	MALAYSIAN	1,472,477
WALTER DUMMERMUTH	SWISS	3,000
WILLIAM E. MITCHELL &/OR MARGARET A. MITCHELL	AMERICAN	5,000
YAM SENG LAM	MALAYSIAN	1
YUBAO WENG	CHINESE	144,600
Total Foreign Shareholdings		**437,273,274**
Total Outstanding Capital Stock		**5,265,866,000**
Percentage of Total Foreign Ownership		**8.30%**

(e) List of Top 20 Stockholders

The list of top 20 stockholders of the Corporation and their corresponding shareholdings as of 31 August 2026 are as follows:

NO.	NAME	NATIONALITY	RANK	HOLDINGS
1	HENRY T. SY, JR.	FILIPINO	2,050,464,288	38.94%
2	ROBERT G. COYIUTO JR.	FILIPINO	2,050,268,450	38.94%
3	PCD NOMINEE CORPORATION (FILIPINO)	FILIPINO	672,532,466	12.77%
4	PCD NOMINEE CORPORATION (NON-FILIPINO)	FOREIGN	432,567,296	8.21%
5	SYNTRIX HOLDINGS, INC.	FILIPINO	29,485,000	0.56%
6	SYSMART CORPORATION	FILIPINO	9,641,200	0.18%
7	TANSMART HOLDINGS, INC.	FILIPINO	9,221,900	0.18%
8	SHAGHAYEGH NIKAEIN	IRANIAN	2,000,000	0.04%
9	CAROUSEL HOLDINGS, INC.	FILIPINO	1,758,300	0.03%
10	SAMANTHA LOUISE A. TAN	FILIPINO	1,483,980	0.03%
11	UNITED ENGINEERS (MALAYSIA) BERHAD	MALAYSIAN	1,472,477	0.03%
12	MALAYCO, INC.	FILIPINO	1,077,520	0.02%
13	DAVID IAN ANG TAN	FILIPINO	1,016,020	0.02%
14	MARMON HOLDINGS, INC.	FILIPINO	467,700	0.01%
15	QIAOHONG WANG	CHINESE	465,200	0.01%
16	HUI ZHANG	CHINESE	250,200	0.00%
17	RAYMUND CHU RAGANAS	FILIPINO	230,000	0.00%
18	RICHARD D. UYAN OR ROBERT D. UYAN OR RODNEY D. UYAN	FILIPINO	150,000	0.00%
19	YUBAO WENG	CHINESE	144,600	0.00%
20	RUIMU JIANG	CHINESE	130,500	0.00%
	TOTAL		**5,264,827,097**	**99.98%**

(f) Change in Control

No change in control of the Corporation occurred since the beginning of its last fiscal year.

(g) Dividends

The discussion on dividend declaration of the Corporation may be found within ***Annex "C."***

Item 5. **Directors and Executive Officers**

(a) Members of the Board shall serve for a term of one (1) year and until their successors shall have been duly elected and qualified. The following are the incumbent Directors and executive officers of SGP:

Name of Director/ Officer	*Position*	*Date of Birth/Age*	*Citizenship*	*Term of Office*	*Date of First Election to the Board/Office*
Henry T. Sy, Jr.	Chairman of the Board	23 December 1953 72	Filipino	15 years	5 November 2010
Vicente D. Gerochi IV	Director	20 November 1967 58	Filipino	15 years	5 November 2010
Paul P. Sagayo, Jr.	President/Director	12 July 1966 60	Filipino	11 years	24 March 2015
Justice Lady P. Soriano	Director Chief Finance Officer, Investor	21 August 1971 55	Filipino	1 year 5 years	16 October 2025 20 August 2021

	Relations Officer, and Treasurer				

Name of Director/ Officer	*Position*	*Date of Birth/Age*	*Citizenship*	*Term of Office*	*Date of First Election to the Board/Office*
Jose Perpetuo M. Lotilla	Independent Director	3 June 1956 70	Filipino	6 years	20 December 2019
Luis Jose P. Ferrer	Independent Director	19 August 1957 69	Filipino	5 years	10 August 2021
Daniel D. Ibasco	Independent Director	27 August 1959 67	Filipino	1 year	16 October 2025
Zurohayda Yoko M. Montierro	Audit, Risk, and Compliance Manager	17 August 1987 39	Filipino	5 years	10 August 2021
Cheryl S. Saldaña – de Leon	Corporate Secretary	20 May 1978 48	Filipino	5 years	10 August 2021
Andreanne Hannah B. Dimaandal	Assistant Corporate Secretary	12 April 1994 32	Filipino	4 years	20 October 2022
Pia Isabel O. Co	Compliance Officer	18 April 1988 38	Filipino	5 years	10 August 2021

Their respective business experiences during the past five years are discussed in Item 5 (b) below.

(b) The directors listed below were nominated and elected during the Corporation's annual stockholders' meeting held on 16 October 2025.

The directors serve for a term of one (1) year until the election and acceptance of their qualified successors.

The list below includes the directorships/officerships held by the Corporation's present directors in other corporations. Most of these directorships/officerships have been held by the Directors for the past five (5) years to the present.

Director, Position in Corporation, Citizenship	**Other Position/Directorship/Business Experience**
Henry T. Sy, Jr. *Director, Chairman of the Board* Filipino	***Henry T. Sy, Jr.,*** 72, Filipino, is the Chairman of the Board of Directors of the Corporation since his first election on 05 November 2010. He is the Vice Chairman of SM Investments Corporation and the National Grid Corporation of the Philippines. He is also the Chairman and President of OneTaipan Holdings, Inc. and Monte Oro Grid Resources Corporation. In addition, Mr. Sy, Jr. is the Chairman and Chief Executive Officer of SM Development Corporation and SM Prime Holdings, Inc. He is mainly responsible for the real estate acquisitions and development activities of theSM Group which include the identification, evaluation, and negotiation for potential sites as well as the input of design ideas. He graduated with a Management degree from De La Salle University.

Director, Position in Corporation, Citizenship	Other Position/Directorship/Business Experience
Vicente D. Gerochi IV *Director* Filipino	***Vicente D. Gerochi, IV***, 58, Filipino, is a member of the Board of Directors of the Corporation since his election on 05 November 2010. He is a Partner at SyCip Salazar Hernandez & Gatmaitan Law Center. He also serves as Director and Corporate Secretary of Becton Dickinson Phils., Inc. Atty. Gerochi is also the Corporate Secretary of OMD Philippines, Inc. and Omnicom Media Group Philippines, Inc. He earned his Juris Doctor degree in the Ateneo de Manila University School of Law and his Master of Laws from Columbia University.
Paul P. Sagayo, Jr. *President, Director* Filipino	***Paul P. Sagayo, Jr.,*** 60, Filipino, is a member of the Board of Directors since his election on 24 March 2015. He now also serves as the President of the Corporation after his election on 10 August 2021. He is also a member of the Board of Directors of the National Grid Corporation of the Philippines, Beneficial life Insurance Co., Inc. (BENLIFE), and FMF Development Corporation. In addition, he is a Director of Calaca High Power Corporation, Pacifica21 Holdings, Inc., and Frame L Development Inc. He is also the incumbent Assistant Corporate Secretary of ETC Realty Corporation and the Secretary of the Board of Trustees of Trinity University of Asia. He graduated with a Bachelor of Arts degree in Political Science from Trinity College of Quezon City and Bachelor of Laws in San Beda College of Law.
Justice Lady P. Soriano *Director, Chief Finance Officer Investor Relations Officer, and Treasurer* Filipino	***Justice Lady P. Soriano***, 55, was elected as Chief Finance Officer and Investor Relations Officer on 20 August 2021 and as Director on 16 October 2025. She was previously a consultant of the Corporation's subsidiary, Calaca High Power Corporation before being elected as officer of the Corporation. She was also a freelance investment banker for Aufait Inc. and Assistant Vice President of the Investment Banking Department of the Development Bank of the Philippines. She used to be the Manager of the Financial Assistance Management Center of Philippine Deposit Insurance Corporation (PDIC). She graduated with a Bachelor of Arts Degree in Economics from Ateneo de Manila University and earned her Masters in Finance from De La Salle University.
Jose Perpetuo M. Lotilla *Independent Director* Filipino	***Jose Perpetuo M. Lotilla***, 70, Filipino, has been an Independent Director of the Corporation since he was elected on 20 December 2019. He is also currently an Independent Director of the Security Bank Corporation, Philippine Commercial Capital Inc., Carabineros Development Inc., and Land Registration Services, Inc. He is currently the Dean of Manuel L. Quezon University School of Law and Senior Counsel at Carag Zaballero Llamado Abiera Law Offices. In addition, he is Special Adviser to the Roman Catholic Diocese of San Jose de Buenavista Antique. He is a retired Senior Partner of Sycip Salazar Feliciano and Hernandez Law Offices where he has been involved in major Philippine investment and securities transactions in various capacities as counsel whether for the underwriter, the securities issuer, the financial advisers, the project owner, the financier, the foreign investor or the contractor. He also served as Undersecretary for Legal Affairs and Undersecretary in charge of Civil Aviation at the Department of Transportation and Communications for 4 years. In addition, he was alternate to the DOTC Secretary as Chairman of the Toll Regulatory Board,

Director, Position in Corporation, Citizenship	Other Position/Directorship/Business Experience
	the Manila International Airport Authority, the Mactan Cebu International Airport Authority, Civil Aviation Authority of the Philippines, Civil Aeronautics Board and Clark International Airport Corporation. He was also an Independent Director of Security Bank Corporation, SB Capital Investment Corporation and Security Finance, Inc. where he was involved in major mergers and acquisitions, banking, finance and securities and capital market transactions in the Philippines. He graduated with a Bachelor of Arts Degree in Economics from Ateneo de Manila University and earned his Bachelor of Laws degree from University of the Philippines College of Law.
Luis Jose P. Ferrer *Independent Director* Filipino	***Luis Jose P. Ferrer***, 69, Filipino, was elected as Independent Director of the Corporation on 10 August 2021. He is a Senior Counsel of Carag Zaballero Llamado & Abiera Law Offices. He is a Senior Lecturer at the University of the Philippines College of Law and a Lecturer of the TaxDepartment of the Philippine Judicial Academy. He is a retired Tax Partner and Head of Tax Services of SGV & Co., where he had extensive experience in taxation with specialization in handling tax controversy and tax advisory. He also served as Revenue Officer of the Bureau of Internal Revenue – National Office, Court Attorney of the Legal and Technical Services of the Court of Tax Appeals, and Legal Manager of the Office of the General Counsel at the National Power Corporation. He was formerly a member of the Tax Committee of the Philippine Chamber of Commerce and Industry. He is currently Chairman of the Board of Trustees of the Philippine Foundation of the Brotherhood of Christian Businessmen and Professionals.He earned his Bachelor of Science degree in Business Administration and Accountancy, as well as his Bachelor of Laws, from the University of the Philippines. He also worked with the Trust Department of the Republic Planters Bank while studying law at the UP College of Law. He also attended the Executive Program on Comparative Tax Policy and Administration of the Harvard Kennedy School in 2014.
Daniel D. Ibasco *Independent Director* Filipino	***Daniel D. Ibasco***, 67, is the founder and currently the President of Fortman Cline Capital Markets, an investment advisory firm focused on providing advisory services to mid-to-large corporate clients and owner-managed businesses. He was elected as Independent Director of the Corporation on 16 October 2025. He was previously head of Asian Capital Markets at Bear Stearns Singapore Pte Limited and Head of Southeast Asian Investment Banking at Bear Stearns Asia Limited in Hongkong. Prior to Bear Stearns, he was a senior investment officer at Hambrecht and Quist. He received his Bachelor of Arts Degree in Economics and Bachelor of Science Degree in Accounting from De La Salle University and took his graduate studies at Harvard University.

Note: The directors of the Corporation are elected at the annual stockholders' meeting to hold office until the next annual meeting and until their respective successors have been elected and qualified.

(c) Election of Members of the Board

There will be an election of the members of the Board during the Annual Meeting. In accordance with SGP's Manual, the Corporate Governance Committee has pre-screened all candidates nominated to become a member of the Board in accordance with the following qualifications and disqualifications set forth in the Manual:

A. Qualifications:

In addition to the qualifications for membership in the Board provided for in the Revised Corporation Code, SRC and other relevant laws, the Board may provide for additional qualifications which include, among others, the following:

(i) College education or equivalent academic degree;

(ii) Practical understanding of the business of the corporation;

(iii) Membership in good standing in relevant industry, business, or professional organizations; and

(iv) Previous business experience.

B. Disqualifications:

(i) Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the SRC; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;

(ii) Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC, *Bangko Sentral ng Pilipinas* ("**BSP**") or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities.

The disqualification shall also apply if such person is currently the subject of an order of the SEC, BSP or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Revised Corporation Code, SRC or any other law administered by the SEC or BSP, or under any rule or regulation issued by the SEC or BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;

(iii) Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;

(iv) Any person who has been adjudged by final judgment or order of the SEC, BSP, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Revised Corporation Code, SRC or any other law administered by the SEC or BSP, or any of its rule, regulation or order;

(v) Any person earlier elected as independent director who becomes an officer, employee or consultant of the same corporation;

(vi) Any person judicially declared as insolvent;

(vii) Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in sub-paragraphs (i) to (v) above; and

(viii) Conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Revised Corporation Code committed within five (5) years prior to the date of his election or appointment.

C. Grounds for Temporary Disqualification:

The Board may provide for the temporary disqualification of a director for any of the following reasons:

(i) Refusal to comply with the disclosure requirements of the SRC and the IRR of the SRC. The disqualification shall be in effect as long as the refusal persists;

(ii) Absence in more than fifty percent (50%) of all regular and special meetings of the Board during his incumbency, or any twelve-month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. The disqualification shall apply for purposes of the succeeding election;

(iii) Dismissal or termination for cause as director of any corporation covered by the Revised Corporation Code. The disqualification shall be in effect until he has cleared himself from any involvement in the cause that gave rise to his dismissal or termination;

(iv) If the beneficial equity ownership of an independent director in the corporation or its subsidiaries and affiliates exceed two percent (2%) of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with; and

(v) If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.

(vi) For any acts that would give rise or potentially give rise to conflict of interest to SGP, or if the director enters into dealings where he stands to acquire or gain financial advantage at the expense of SGP.

A temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

The following are the nominees for Directors of SGP for 2026 to 2027:

1. Henry T. Sy, Jr.
2. Vicente D. Gerochi IV
3. Paul P. Sagayo, Jr.

4. Justice Lady P. Soriano
5. Jose Perpetuo M. Lotilla
6. Luis Jose P. Ferrer
7. Daniel D. Ibasco

Except for Henry T. Sy, Jr., the foregoing nominees were nominated by Henry T. Sy, Jr., who has no relationship with any of the nominees.

Henry T. Sy, Jr. was nominated by Vicente D. Gerochi IV, who has no relationship with Henry T. Sy, Jr.

The nominees for Independent Director of SGP for 2026 to 2027 are Jose Perpetuo M. Lotilla, Luis Jose P. Ferrer, and Daniel D. Ibasco. They were nominated by Henry T. Sy, Jr., who has no relationship with them.

In the election of Independent Directors, the following guidelines set forth in the Manual, Section 38 of the SRC, SEC Memorandum Circular No. 02-02 dated 05 April 2002, SEC Memorandum Circular No. 16-02 dated 28 November 2002, and SEC Memorandum Circular No. 09-09 dated 24 June 2009 must be considered:

A. An "Independent Director" means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director and includes, among others, any person who:

   (i) Is not a director or officer or substantial stockholder of SGP or of its related companies or any of its substantial stockholders (other than as an independent director of any of the foregoing);

   (ii) Does not own more than two percent (2%) of the shares in SGP and/or its related companies or its substantial stockholders;

   (iii) Is not related to any director, officer, or substantial stockholder of SGP, any of its related companies or any of its substantial stockholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother, or sister;

   (iv) Is not acting as a nominee or representative of any director or substantial stockholder of SGP, and/or any of its related companies and/or any of its substantial stockholders;

   (v) Has not been employed in any executive capacity by SGP, any of its related companies and/or by any of its substantial stockholders within the last two (2) years;

   (vi) Is not retained, either personally or through his firm or any similar entity as professional adviser by SGP, any of its related companies or any of its substantial stockholders within the last two (2) years; or

   (vii) Has not engaged and does not engage in any transaction with SGP and/or with any of its related companies and/or with any of its substantial stockholders, whether by himself or with other persons or through a firm of which he is a partner and/or a company of which he is a director or substantial stockholder, other than transactions which are conducted at arm's length and are immaterial.

No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the SRC committed within five (5) years prior to the date of his

election, shall qualify as an Independent Director.

B. When used in relation to SGP:

(i) Related company means another company which is: (a) its holding company, (b) its subsidiary, or (c) a subsidiary of its holding company; and

(ii) Substantial stockholder means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

C. An Independent Director shall have the following qualifications:

(i) He shall have at least one (1) share of stock of SGP;

(ii) He shall be at least a college graduate, or he shall have been engaged or exposed to the business of SGP for at least five (5) years;

(iii) He shall possess integrity/probity; and

(iv) He shall be assiduous.

D. An Independent Director shall likewise be disqualified during his tenure under the following instances or causes:

(i) Any person who has been finally convicted by a competent judicial or administrative body of the following: (a) any crime involving the purchase or sale of securities, e.g., proprietary or non-proprietary membership certificate, commodity futures contract, or interest in a common trust fund, pre-need plan, pension plan or life plan; (b) any crime arising out of the person's conduct as an underwriter, broker, dealer, investment company, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, floor broker; and (c) any crime arising out of his relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;

(ii) Any person who, by reason of any misconduct, after hearing or trial, is permanently or temporarily enjoined by order, judgment or decree of the SEC or any court or other administrative body of competent jurisdiction from: (a) acting as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer; futures commission merchant; commodity trading advisor, or a floor broker; (b) acting as a director or officer of a bank, quasi-bank, trust company, investment house, investment company or an affiliated person of any of them; (c) engaging in or continuing any conduct or practice in connection with any such activity or willfully violating laws governing securities, and banking activities. Such disqualification shall also apply when such person is currently subject to an effective order of the SEC or any court or other administrative body refusing, revoking, or suspending any registration, license or permit issued under the Revised Corporation Code, SRC, or any other law administered by the SEC or BSP, or under any rule or regulation promulgated by the SEC or BSP, or otherwise restrained from engaging in any activity involving securities and banking. Such person is also disqualified when he is currently subject to an effective order of a self-regulatory organization suspending or expelling him from membership or participation or from associating with a member or participant of the organization;

(iii) Any person finally convicted judicially or administratively of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false oath, perjury or other fraudulent act or transgressions;

(iv) Any person finally found by the SEC or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the SRC, the Revised Corporation Code, or any other law administered by the SEC or BSP, or any rule, regulation or order of the SEC or BSP, or who has filed a materially false or misleading application, report or registration statement required by the SEC, or any rule, regulation or order of the SEC;

(v) Any person judicially declared to be insolvent;

(vi) Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations, or misconduct similar to any of the acts, violations or misconduct listed in paragraphs (i) to (v) hereof;

(vii) Any affiliated person who is ineligible, by reason of paragraphs (i) to (v) hereof to serve or act in the capacities listed in those paragraphs;

(viii) Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Revised Corporation Code, committed within five (5) years prior to the date of his election or appointment;

(ix) He becomes an officer or employee of SGP where he is such member of the board of directors/trustees, or becomes any of the persons enumerated in item (i) to (viii) hereof;

(x) His beneficial security ownership exceeds ten percent (10%) of the outstanding capital stock of SGP where he is such director;

(xi) Fails, without any justifiable cause, to attend at least fifty percent (50%) of the total number of Board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family; and

(xii) Such other disqualifications which SGP's Manual provides.

Only the nominees for Independent Directors whose names appear in this Information Statement shall be eligible for election as Independent Director. No further nomination shall be entertained or allowed on the floor during the actual Annual Meeting.

The Chairman of the Annual Meeting shall inform all stockholders in attendance of the mandatory requirement of electing two Independent Directors. He shall ensure that two Independent Directors are elected during the Annual Meeting. Specific slots for Independent Directors shall not be filled by unqualified nominees. In case of failure of election for Independent Directors, the Chairman of the Annual Meeting shall call a separate election during the same meeting to fill up the vacancy.

The conduct of the election of Directors, including the Independent Directors, shall be made in accordance with SGP's Amended By-Laws approved by the SEC on 06 October 2021.

Pursuant to SEC Memorandum Circular No. 05-17 dated 07 March 2017, the Independent Directors shall submit a certification, under oath, that they possess all the qualifications and none of the disqualifications provided for in the SRC and its implementing rules. The certification should also include, among others, disclosure of any pending criminal or administrative investigation or proceedings. Moreover, such certification shall be submitted

together with the Corporation's Information Statement and before the election of the independent director.

The Certificates of Qualification of Atty. Jose Perpetuo M. Lotilla, Atty. Luis Jose P. Ferrer, and Mr. Daniel D. Ibasco are attached as **Annexes "D"**, **"E"**, and **"F"**. The certification that no directors or officers are connected with any government agencies, or its instrumentalities is attached as **Annex "G"**.

(d) Other Significant Employees

The Corporation has no other significant employees expected to make a significant contribution to the business.

(e) Family Relationship

The directors, executive officers, or persons nominated or chosen by the Corporation to become directors or executive officers are not related up to the fourth civil degree either by consanguinity or affinity.

(f) Involvement in Certain Legal Proceedings

There has been no occurrence of any of the following events during the past five (5) years that are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer or control person of the Corporation:

(i) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

(ii) Any conviction by final judgment, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;

(iii) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and

(iv) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

With respect to the Corporations' subsidiary, the National Grid Corporation of the Philippines (NGCP), as of 31 August 2026, has a total of ninety-seven (97) real property tax (RPT), franchise and business tax cases pending before the Local Board of Assessment Appeals (LBAA), Central Board of Assessment Appeals (CBAA), Regional Trial Court (RTC), Municipal Trial Court in Cities (MTCC), the Court of Tax Appeals (CTA) and the Supreme Court, briefly described as follows:

Real Property Tax cases:

a. thirty-seven (37) cases pertain to Petitions filed contesting the Notices of Assessment issued by the Provincial or City Assessors involving properties with an estimated tax due of PhP122.9 million (2% of the total assessed value of properties);

b. ten (10) cases pertain to Petition filed contesting the tax billing issued by the Provincial or City Assessors involving properties with total tax due of PhP 1 billion; and

c. thirty-seven (37) cases with Payment Under Protest contesting the Statements of Account or Billings issued by the Local Treasurers in the total amount of PhP43 million.

Franchise/Business Tax cases:

a. thirteen (13) cases with Payment Under Protest contesting the assessment for Franchise/Business Taxes and Fees issued by Local Treasurers in the total amount of PhP201 million.

Suspension of Pass-on of Franchise Tax:

On 15 August 2023, the Energy Regulatory Commission (ERC) promulgated Resolution No. 10, Series of 2023 (the "2023 ERC Resolution"), entitled "A Resolution Suspending the Inclusion of the National Franchise Tax of the National Grid Corporation of the Philippines (NGCP) in the Total Monthly Transmission Cost Billing of Distribution Utilities" citing Republic v. Manila Electric Company (MERALCO) and Maynilad Water Services, Inc. v. National Water and Resources Board, et al. (Maynilad).

In its Decision dated 11 April 2024 in NGCP's 4th Regulatory Period Revenue Application (ERC Case No. 2022-089RC), the ERC ruled that NGCP's Franchise Tax which is a direct tax imposed upon it by virtue of the NGCP Franchise Law, are direct liabilities of the NGCP and cannot be shifted or passed-on to its customers. NGCP filed its motion for reconsideration which was denied by the ERC in its Order dated 29 October 2025.

Right of Way (ROW) Expropriation Cases:

a. On 06 May 2016, NGCP filed a case against Social Security System (SSS), a government-owned and controlled corporation, for the acquisition of the site for the Pasay 230kV Substation Project. An Omnibus Motion to Withdraw Complaint and Provisional Deposit in the amount of PhP1.46 billion was filed with the Regional Trial Court of Pasay City (RTC Pasay) on 12 March 2020. However, the resolution was deferred since the records of the case were forwarded and still with the Supreme Court. Unfortunately, hearings of the court were suspended due to COVID-19 Pandemic at the start of March 2020.

   On 22 January 2021, NGCP filed with the Supreme Court a Motion to Enforce the Court's Order to remand the records of the case to RTC Pasay. On 18 March 2021, NGCP's Motion to Enforce Court Order was granted by the Supreme Court. Consequently, the records were transmitted to RTC Pasay on 13 July 2021. The Omnibus Motion to Withdraw Complaint and Provisional Deposit was granted by the RTC Pasay after the hearing on 21 July 2021. NGCP filed a Partial Motion for Reconsideration regarding the interest on the provisional deposit which was denied by the said court in its Order dated 05 November 2021.

   NGCP filed a Notice of Appeal on 10 December 2021. The provisional deposit's principal amount of PhP1.46 billion was withdrawn by NGCP on 22 December 2021. On 07 November 2022, NGCP received a Notice to File Brief dated 17 September 2022, from the Court of Appeals, requiring NGCP to file its Appellant's Brief within 45 days from receipt of the said Notice. On 22 December 2022, the Appellant's Brief praying for release of interest on the PhP1.46 billion principal amount of provisional deposit was filed. On 03 October 2024, NGCP received a copy of the Decision of the Court of Appeals dated 13 September 2024 denying the appeal. NGCP filed a Motion for Reconsideration on 18 October 2024, which was denied. Management approved the recommendation to no longer pursue an appeal. An Entry of Judgment was issued by the Court of Appeals in June 2026.

b. As of 31 August 2026, the reported cases filed with the Courts, including Projects Under Construction (PUC) cases turned over to NGCP by the National Transmission Corporation (TRANSCO) is 8,142 cases with the total estimated amount involved of Php15.302 billion (based on provisional deposits).

Reclassification Cases

There are twelve (12) reclassification cases filed by NGCP. However, ERC may also reclassify assets in other cases (i.e., Dispute Resolution, Point-To-Point, Sale of Sub transmission Assets, and Capital Expenditure Applications) when the assets are currently not part of NGCP's Regulatory Asset Base (RAB) but are performing transmission functions and, therefore, should be transferred to NGCP pursuant to R.A. No. 9136.

It must also be noted that the purchase price of reclassified assets is approved by ERC in separate application/s (i.e., CAPEX or Reset Applications where the corresponding fair market price of the reclassified asset are assessed by ERC). In NGCP's 4th RP Application's Final Determination, eight (8) of the reclassification cases were approved.

Permit Fees

There are five (5) cases pending with the Supreme Court (which were consolidated and will be resolved in one decision) involving ERC's imposition of Fees in relation to approved various CAPEX projects. The issue involved is whether or not NGCP is liable to pay all types of fees taking into consideration the provisions of Republic Act (R.A.) No. 9511 which exempts NGCP from paying all other kinds of fees, taxes, and charges in consideration of its payment of the 3% Franchise Tax. The resolution of these cases may not have an impact on NGCP's revenue considering that the ERC considers Permit Fees as part of the capital expense in NGCP's Final Determination. NGCP has paid these permit fees under protest.

NGCP has already obtained favorable decisions from the Court of Appeals where the court declared NGCP exempt from payment of permit fees pursuant to its Franchise. These decisions are now subject of appeal by the ERC with the Supreme Court. There are also motions for reconsideration still pending with ERC where NGCP, upon obtaining approval of CAPEX applications, filed motions relative to the imposition of permit fees.

The ERC, on various dates, issued 28 Resolutions denying NGCP'S Motion for Reconsideration on several CAPEX and FME applications wherein NGCP prayed for the reversal of ERC's decisions imposing permit fees and directing payment of the same. Subsequently, on various dates, NGCP filed 19 Petitions before the Court of Appeals assailing the resolutions issued by the ERC and they were docketed as CA GR SP Nos. 182314 to 182330, 182456 and 182457.

On 08 October 2024, NGCP received the Decision in one of the Petitions, CA G.R. No. 182328. In the Decision, the Court of Appeals, 9th Division granted NGCP's Petition for Review, reversing and setting aside ERC's Decision and Order directing NGCP to pay Permit Fees, and stating that NGCP is not liable to pay permit fees. The Office of the Solicitor General (OSG) filed a Motion for Reconsideration, and NGCP has already filed a Comment on the said Motion.

However, on 11 October 2024, the Court of Appeals 4th Division, in another case, CA GR. No. 182321, issued a decision dismissing the petition since the question raised by NGCP is purely a matter of law, and according to the said Division, should have been brought to the Supreme Court via a Rule 45 Petition instead of under Rule 43 to the Court of Appeals. On 23 April 2025, the Court of Appeals rendered a Resolution denying NGCP's Motion for Reconsideration. NGCP filed a Petition for Review with the Supreme Court challenging the decision of the Court of Appeals.

On 04 December 2024, the Court of Appeals issued a Decision in GR No. 182456 granting NGCP's Petition and declaring NGCP exempt from payment of permit fees.

On 25 February 2025, the CA issued a Decision in GR No. 182324 granting NGCP's Petition and declaring NGCP exempt from payment of permit fees. OSG filed a Motion for Reconsideration and NGCP filed a Comment thereto. The Motion is currently pending Resolution.

On 03 October 2025, the CA issued a Decision in CA-G.R. SP No. 182330 granting NGCP's Petition declaring NGCP exempt from payment of permit fees. OSG filed a Motion for Reconsideration and NGCP filed a Comment thereto.

Likewise, on 03 December 2025, the CA issued a consolidated Decision for CA-G.R. SP No. 182314-182320, 182322-182327, 182329, 182456, and 182457 granting NGCP's Petitions and declaring NGCP exempt from payment of permit fees.

Recently, NGCP filed Petitions for Review docketed as CA-GR SP Nos. 194428,194676, 194916, 195009, 195008, 195073, 195071, 195072, 195175, 195174, 195266, 195267, 195268, 195382, 195381, 195383, d 195700 and 196196 are still pending with the Court of Appeals, and nine (9) more Petitions are anticipated to be filed, raising the same issue on permit fees.

Supervision and Regulation Fees; Metering Authority Fees

Similar to Permit Fees, NGCP is being assessed by the ERC of Supervision and Regulation Fees in the amount of

PhP468.00 million annually and Metering Authority Fees in the amount of PhP15.00 million every three (3) years upon the renewal of NGCP's authority as the metering service provider. The Supervision and Regulation Fee is required to be paid on or before September 30th of each year with a penalty of fifty per centum in case of delinquency; Provided, further, that if the fees or any balance thereof are not paid within sixty days from the said date, the penalty shall be increased one per centum for each month of delinquency thereafter. On the other hand, the metering fee is being assessed by ERC based on the authority granted to NGCP as the WESM metering service provider.

The assessment is based on ERC Resolution No. 21, Series of 2007 entitled "A Resolution Approving the Revised Schedule of ERC Fees and Charges" which provides that supervision and regulatory fees are for annual reimbursement of the expenses incurred by the ERC in the supervision of electric utilities, transmission companies and/or in the regulation or fixing of their rates. Both the supervision and regulatory fee and metering authority assessment fee are computed at one peso for each one hundred pesos or fraction thereof, of the capital stock subscribed or paid.

NGCP is paying both Fees under protest on the ground that NGCP should be exempt from payment of these fees pursuant to Section 9 of R.A. No. 9511, which provides that NGCP's payment of 3% franchise tax shall be in lieu of, and expressly exempted from paying all other kinds of fees, taxes, and charges. The resolution of its protest may not have an impact on NGCP's revenue because the ERC considers the Supervision and Regulation Fees as part of the operating expense.

These legal issues are still pending before the Supreme Court for resolution.

Labor Cases

There are fourteen (14) labor cases pending before the, Court of Appeals, National Labor Relations Commission, and the Department of Labor and Employment filed either by (i) former NGCP employees against NGCP in different areas/regions for illegal dismissal, with prayer for reinstatement, and payment of backwages and damages or for other money claims; or (ii) by employees of service providers with service contracts with NGCP wherein NGCP was impleaded as co-defendant; or (iii) employees of Nominated Partner of NGCP's Contractor. The contingent liabilities arising from the labor cases are difficult to estimate considering that in most of the complaints, the monetary claims are not specified by the complainants.

SIAC Case

On 14 February 2018, NGCP filed with the Singapore International Arbitration Centre ("SIAC") a Notice of Arbitration, docketed as SIAC Case No. ARB044/18/CHB, against Power Sector Assets & Liabilities Management Corporation (PSALM) and National Transmission Corporation (TRANSCO) pursuant to the Arbitration Clause in Section 16 of the Concession Agreement relative to the implementation and interpretation of the parties' Concession Agreement. In the arbitration, NGCP sought, among other things, a declaration that the prepayment made on 15 July 2013 amounting to PhP57.88 billion was valid, and the payment of other monetary claims of approximately PhP4 billion which should have been borne by TRANSCO under the Concession Agreement, but were advanced by NGCP.

On 19 February 2025, the Arbitral Tribunal of the SIAC rendered a Final Award in the case filed by NGCP against the PSALM and TRANSCO. The Arbitral Tribunal declared:

1. NGCP did not breach the nationality restrictions in the Philippine Constitution, the Anti-Dummy Law, and its obligations under the Concession Agreement in relation to permitted indebtedness or insurance;
2. NGCP validly exercised its right to make the prepayment in the amount of PhP57.88 billion that it effectuated on 15 July 2013;
3. NGCP shall pay only approximately PhP372.77 million to TRANSCO out of its claim of around PhP3.9 billion;
4. The agreed difference for the Projects Under Construction in the amount of PhP10.106 billion shall be converted into US Dollars at the rate of 1 USD : 49.62 PhP, which is the rate claimed by NGCP to be the appropriate rate.

5. NGCP is entitled to an indemnification from PSALM and TRANSCO up to the amount of PhP56.5 million for expenses on right of way claims with interest;
6. NGCP shall be compensated by TRANSCO through a corresponding reduction in the Concession Fee for Sub-Transmission Assets (STAs) that were on the Bid Date the subject of an ongoing negotiation, and as such, remain within the transferred assets;
7. NGCP's claim for capital expenditures on STAs was denied as TRANSCO is not obliged to account to NGCP in respect of any portion of the proceeds that may be attributable to NGCP's capital expenditure;
8. NGCP has, during the Concession Period, the exclusive right and responsibility of preparing the Transmission Development Plan (TDP) on an annual basis and is entitled to deal directly, and without intervention (or prior approval) by TRANSCO, with the regulators;
9. NGCP shall be reimbursed by TRANSCO for its Retained Obligations of PhP51.80 million;
10. NGCP has the exclusive right during the Concession Period to use the Transmission Assets which includes the right to use such assets for a Related Business, including for a telecommunications system;
11. Finally, the Tribunal declared that title to any Documented Property Rights acquired by NGCP in the exercise of its power of eminent domain is to be registered in the name of TRANSCO.

Under the UNCITRAL Rules, the Tribunal's award is final and binding on the parties and the parties are obligated to carry out the award without delay. As of report date, NGCP is in the process of execution of the above Arbitral Award.

ASPA

On different dates, NGCP and various Ancillary Service (AS) Providers filed seven (7) Applications for the approval of various AS Procurement Agreements (ASPAs). Five (5) out of 7 already received provisional approvals; while two (2) are still under evaluation of the ERC.

Other Cases

The ERC has already issued NGCP's Final Determination for the 5th Regulatory Period, but there is still one (1) separate CAPEX Application[1] pending with the ERC for approval.

The Company has other possible claims from, or obligations to other parties from past events and whose existence may only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

(g) Certain Relationships and Related Transactions

Related Party Disclosures

Relationship with Related Parties	Year	*Note*	Amount of Transaction (in Millions)	Outstanding Balance (in Millions)	Terms and Conditions	
Companies with the Same BOD						
▪ PGAI	**June 30, 2026**	*a*	**P39.69**	**P1.12**	On demand;	Unsecured
	December 31, 2025	*a*	241.57	51.12	non-interest	
	December 31, 2024	*a*	191.32	2.44	bearing	
▪ SMDC	**June 30, 2026**	*b*	**P -**	**P -**		
	December 31, 2025	*b*	**-**	-		
	December 31, 2024	*b*	3.85	-		
Shareholders	**June 30, 2026**	*c*	**P -**	**P843.27**	On demand;	Unsecured
	December 31, 2025	*c*	-	843.27	non-interest	
	December 31, 2024	*c*	-	843.27	bearing	
Key Management Personnel						
▪ Short-term benefits	**June 30, 2026**	*d*	**P276.56**	**P -**		
	December 31, 2025	*d*	459.46	-		
	December 31, 2024	*d*	424.04	-		

[1] Note: Aside from this separate CAPEX Application, there are various CAPEX Projects included in NGCP's 6th Reset Application (ERC Case No. 2026-070RC)

▪ Post-employment benefits	**June 30, 2026**	*d*	**P 20.79**	**P -**
	December 31, 2025	*d*	38.43	-
	December 31, 2024	*d*	30.82	-
	June 30, 2026			**P844.39**
	December 31, 2025			P894.39
	December 31, 2024			P845.71

a. The Group, through NGCP, has related party transactions with Prudential Guaranty Assurance, Inc. (PGAI) amounting to PhP39.69 million, PhP241.57 million, and PhP191.32 million on 30 June 2026 and 31 December 2025 and 2024, respectively, representing insurance premiums. The outstanding insurance payable to PGAI amounting to PhP1.12 million and PhP51.12 million as of 30 June 2026 and 31 December 2025, respectively, are recorded under the "Trade and other current payables" account in the consolidated statements of financial position. This pertains to motor vehicle insurance, aviation, commercial general liability insurance, PGA protect, motor comprehensive, industrial all risk, engineering electronic equipment insurance and warehouse insurance in nature.

b. The Group, through NGCP, also has existing lease agreement for parking space with SM Development Corporation (SMDC) amounting to nil on 30 June 2026 and 31 December 2025 and PhP3.85 million on 31 December 2024. There was no outstanding balance payable to SMDC amounting as of 30 June 2026 and 31 December 2025, which are recorded under the "Trade and other current payables" account in the consolidated statements of financial position.

c. As at and 30 June 2024 and 2023, Group, through P21, has outstanding payables to its stockholders amounting to PhP843.27 million, which are included under "Other current liabilities" account in the consolidated statements of financial position. These payables were obtained for working capital requirements and part of these payables were used to pay for CHPC's professional fees and other various expenses and liabilities. These payables are non-interest bearing, payable on demand and will be settled in cash. On 23 September 2021, the Parent Company paid its outstanding advances from its two major stockholders amounting to PhP250.05 million which was used by the Group as its source of fund in relation to the share swap transactions.

d. Total remunerations of key management personnel which represent short-term benefits on 30 June 2026, and 31 December 2025 and 2024 amounted to PhP276.56 million, PhP459.46 million and PhP424.04 million respectively. Total key management compensation relating to post-employment benefits on 30 June 2026, and 31 December 2025 and 2024 amounted to PhP20.79 million, PhP38.43 million and PhP30.82 million, respectively.

(h) There is no director of the Corporation who has resigned or declined to stand for re-election since the date of the last annual meeting of stockholders because of a disagreement with the registrant on any matter relating to the registrant's operations, policies, or practices. The Corporation has not received from any director any letter describing a disagreement and requesting that the matter be disclosed.

Item 6. **Compensation of Directors and Executive Officers**

On 10 August 2021, the Board of Directors approved the per diem allowance for attendance at each meeting.

(a) The standard arrangement pursuant to which directors of the Corporation are to be compensated starting 10 August 2021 is as follows:

	Position	Compensation
1	Board of Directors	PhP50,000.00 per BOD meeting
2	Corporate Secretary	PhP30,000.00 per BOD meeting
3	Committee Chairman	PhP40,000.00 per Committee meeting
4	Committee Members	PhP30,000.00 per Committee meeting

(b) There are no other arrangements, including consulting contracts, pursuant to which any director of the Corporation was compensated, or is to be compensated, directly or indirectly, during the Corporation's

last completed fiscal year, and the ensuing year, for any service provided as director.

SUMMARY COMPENSATION TABLE

Year 2018-2026 Annual Compensation

	YEAR	SALARY	BONUS	***OTHERS	
Chairman and the 4 most highly compensated executives	**2026***	**49,934,970.91**	**11,974,972.50**	**19,235,413.30**	81,145,356.71
	2025	**66,483,687.03**	**15,760,489.64**	**34,582,916.81**	116,827,093.48
	2024	**67,713,229.95**	**15,244,320.29**	**48,402,348.17**	131,359,898.41
	2023	**63,000,334.15**	**13,686,835.81**	**38,303,434.92**	114,990,604.88
	2022	**58,376,728.92**	**13,123,989.50**	**36,716,904.76**	108,217,623.18
	2021	**37,441,768.54**	**10,282,443.28**	**42,383,870.09**	90,108,081.91
	2020	**55,892,370.34**	**9,848,225.68**	**3,962,990.59**	69,703,586.61
	2019	**66,889,159.94**	**12,506,010.20**	**3,525,977.77**	82,921,147.91
	2018	**66,668,087.71**	**16,948,995.78**	**20,533,147.41**	104,150,230.90
All other officers and Directors as a group	**2026***	**199,398,065.56**	**58,491,158.46**	**41,667,664.29**	299,556,888.31
	2025	**283,651,833.35**	**77,620,012.48**	**37,646,264.68**	398,918,110.51
	2024	**263,441,666.36**	**73,323,375.55**	**36,855,047.88**	373,620,089.78
	2023	**245,528,765.42**	**65,417,418.35**	**23,003,642.65**	333,949,826.42
	2022	**208,076,971.01**	**57,724,715.59**	**21,966,492.44**	287,768,179.04
	2021	**181,628,098.33**	**47,771,457.07**	**28,685,768.63**	258,085,324.03
	2020	**183,635,238.15**	**46,996,633.51**	**16,815,805.24**	247,447,676.90
	2019	**229,854,776.95**	**45,840,826.41**	**19,162,411.92**	294,858,015.28
	2018	**226,143,837.41**	**58,168,665.15**	**18,168,466.53**	302,480,969.09
TOTAL	**2026***	**249,333,036.47**	**70,466,130.96**	**60,903,077.59**	80,702,245.02
	2025	**350,135,520.38**	**93,380,502.12**	**72,229,181.49**	515,745,203.99
	2024	**331,154,896.31**	**88,567,695.83**	**85,257,396.05**	504,979,988.19
	2023	**308,529,099.57**	**79,104,254.16**	**61,307,077.57**	448,940,431.30
	2022	**266,453,699.93**	**70,848,705.09**	**58,683,397.20**	395,985,802.22
	2021	**219,069,866.87**	**58,053,900.35**	**71,069,638.72**	348,193,405.94
	2020	**239,527,608.49**	**56,844,859.19**	**20,778,795.83**	317,151,263.51
	2019	**296,743,936.89**	**58,346,836.61**	**22,688,389.69**	377,779,163.19
	2018	**292,811,925.12**	**75,117,660.93**	**38,701,613.94**	406,631,199.99
***OTHERS					
Retirement Benefits					
Position allowance					
Leave Commutation					
Anniversary Cash Gift					

** As of 31 August 2026.*

The names of the compensated executive officers as of 2024 are:

1. Chairman of SGP – Henry T. Sy, Jr.
2. Vice-Chairman of SGP – Robert G. Coyiuto, Jr.
3. President of SGP – Paul P. Sagayo, Jr.
4. Chief Finance Officer (CFO) of SGP – Justice Lady P. Soriano
5. Audit and Risk Officer of SGP – Zurohayda Yoko M. Montierro
6. President and CEO/CAO of NGCP (PCEO/CAO) - Anthony L. Almeda
7. Chief Technical Officer of NGCP (CTO) - Engr. Rico C. Vega
8. Chief Finance Officer of NGCP (CFO) - Nancy Nanette G. Bugnosen

There is no action to be taken with regard to the following:

(a) any bonus, profit sharing, or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the Corporation will participate;
(b) any pension or retirement plan in which any person will participate; or
(c) granting or extension to any such person of any options, warrants or rights to purchase any securities, other than warrants or rights issued to security holders as such, on a pro rata basis.

(a) (ii) Employment Contracts and Termination of Employment and Change in Control Arrangements

There are no employment contracts or compensatory plan or arrangements between SGP and any of itsexecutive officers.

(a) (iii) Warrants and Options Outstanding

There are no outstanding warrants or option agreements between SGP and any of directors or executive officers.

Item 7. **Independent Public Accountants**

(a) For the year 2025, SGP's external auditor was R.G. Manabat & Co. The partner in charge was Wilfredo Z. Palad.

The Board, upon recommendation of the Audit Committee, recommends the appointment of R.G. Manabat & Co. as the external auditor of the Corporation for 2026.

R.G. Manabat and Co. will be acting as SGP's external auditor for the thirteen (13^{th}) time. Ms. Myra Liza S. Sto. Tomas shall be appointed as the partner-in-charge.

The members of the Audit Committee are Luis Jose P. Ferrer, Vicente D.Gerochi IV, and Daniel D. Ibasco.

There have been no changes in and disagreements with SGP's external auditors on accounting and financial disclosures.

(b) External Audit Fees

For the calendar year 2025 and 2024, R.G. Manabat & Co. billed SGP the amount of PhP1,535,250 and PhP1,461,834 respectively, for audit and audit-related fees.

(c) Representatives from R.G. Manabat & Co. are expected to be present at the Annual Meeting. They shall have the opportunity to make a statement if they desire to do so. Further, they are expected to be available to respond to appropriate questions that may be raised during the Annual Meeting.

Item 8. **Compensation Plans**

On 10 August 2021, the Board approved the following compensation plan as reasonable per diem forattendance in Board meetings:

	Position	Compensation
1	Board of Directors	PhP50,000.00 per BOD meeting
2	Corporate Secretary	PhP30,000.00 per BOD meeting
3	Committee Chairman	PhP40,000.00 per Committee meeting
4	Committee Members	PhP30,000.00 per Committee meeting

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

At present, SGP's authorized capital stock is PhP5.3 billion divided into 5.3 billion common shares with a par value of PhP1.00 per share.

Item 10. **Modification or Exchange of Securities**

There is no action to be taken at the annual stockholders' meeting with respect to the modification of any class of shares of the Corporation, or the issuance or authorization of one class of shares of the Corporation in exchange for outstanding shares of another class.

Item 11. **Financial and Other Information**

The audited financial statements of SGP for the year ended 31 December 2025 is attached to this Statement as **Annex "1"**. A copy of SGP's Statement of Management's Responsibility for Financial Statements signed by (a) Henry Sy, Jr. as Chairman of the Board; (b) Paul P. Sagayo, Jr. as President and CEO; (c) Justice Lady P. Soriano as Treasurer and CFO is attached as **Annex "1-A"**.

The Corporation's consolidated financial statements as of 31 December 2025 is attached as **Annex "2."**

The interim unaudited financial statements of SGP as of 30 June 2026 is attached as **Annex "3."**

Item 12. **Mergers, Consolidations, Acquisitions and Similar Matters**

Share Swap Transaction

On 28 May 2021, the SEC approved SGP's increase in authorized capital stock. As a result, 4,100,400,000 common shares of SGP were issued at a price of PhP20.00 per share in exchange for 67% the outstanding shares of each of OneTaipan Holdings, Inc. ("**OneTaipan**") and Pacifica21 Holdings, Inc. ("**Pacifica21**"). Specifically, 2,050,200,000 common shares of SGP were swapped with 86,430,000 common shares of OneTaipan legally and beneficially owned by Henry Sy, Jr. On the other hand, 2,050,200,000 common shares of SGP were swapped with 871,000,000 common shares of Pacifica21 legally and beneficially owned by Robert C. Coyiuto, Jr.

Due to the completion of the share swap as described above, SGP became the owner of 67% of the outstanding shares of each of Pacifica21 and OneTaipan.

Further, Pacifica21 owns controlling shares in Calaca High Power Corporation, which in turn owns 30% minus one share in National Grid Corporation of the Philippines ("**NGCP**"). OneTaipan owns controlling shares in Monte Oro Grid Resources Corporation, which holds 30% plus one share in NGCP.

The share swap formally consolidated Mr. Sy's and Mr. Coyiuto's ownership and control of NGCP through a common corporate structure.

Other than the dilution of their respective ownership interests in SGP, the rights of the existing shareholders will not be affected by the share swap referred to above.

Follow-On Offering

On 20 October 2021, the SEC approved SGP's additional increase in authorized capital stock to enable SGP to conduct a follow-on offering **("FOO")** of its shares to achieve the target public float of twenty percent (20%) of NGCP and for other business purposes.

On 10 November 2021 SGDPI, under the symbol "SGP", the Company conducted a follow on offering of 1,053,500,000 shares in the Philippine Stock Exchange with an overallotment option of up to 101,000,000 secondary shares at PhP12.00 per common share.

The Company used the proceeds of the FOO to directly subscribe to non-voting preferred shares issued by NGCP. Proceeds from the issuance of the non-voting preferred shares will be used by NGCP to finance its capital expenditure requirements and related costs and expenses.

Subscription to Non-Voting Preferred Shares in NGCP

On 07 June 2022, the SEC approved NGCP's application for increase in authorized capital stock and creation of non-voting preferred shares. On 12 April 2022, upon signing of the Subscription Contract on the non-voting preferred shares of NGCP, the Company paid 25% of its total subscription of PhP12,238,163,000, amounting to PhP3,059,540,750. On 09 June 2022, the Company fully paid the remaining 75% balance of the total subscription amounting to PhP9,178,622,250.

The subscription to the Non-Voting Preferred Shares in NGCP was approved by the Board of Directors of the Corporation in a Special Meeting held on 04 April 2022.

Item 13. **Acquisition or Disposition of Property**

There is no action to be taken at the annual stockholders' meeting with respect to the acquisition or disposition of any property of the Corporation.

Item 14. **Restatement of Accounts**

There is no action to be taken at the annual stockholders' meeting with respect to the restatement of any asset, capital, or surplus account of the Corporation.

D. OTHER MATTERS

Item 15. **Action with Respect to Reports**

The following matters will be submitted to a vote of security holders on 15 October 2026:

a. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 16 October 2025;

b. Ratification of the Corporate Acts of the Board of Directors and Management since 16 October 2025;

c. Election of Directors for 2026-2027:
    1. Henry T. Sy, Jr.
    2. Vicente D. Gerochi IV
    3. Paul P. Sagayo, Jr.
    4. Justice Lady P. Soriano
    5. Jose Perpetuo M. Lotilla (Independent Director)
    6. Luis Jose P. Ferrer (Independent Director)
    7. Daniel D. Ibasco (Independent Director)

d. Management Report and Presentation of the Audited Financial Statements of the Corporation for the Year Ended 31 December 2025;

e. Appointment of R.G. Manabat & Co. (an affiliate of KPMG) as External Auditor for 2026.

The minutes of the 2025 Annual Stockholders' Meeting is attached in this Information Statement as **Annex "H"**, and will also be made available for download through the Corporation's website.

The minutes of the 2025 Annual Stockholders' Meeting and resolutions of the Board of Directors since the date of the 2025 Annual Stockholders' Meeting will also be available for examination during office hours at the Office of the Corporate Secretary.

Item 16. **Matters Not Required to be Submitted**

There were no matters not required to be submitted.

Item 17. **Amendment of Charter, Bylaws or Other Documents**

The Corporation has no pending application for amendment of its charter, by-laws, or other documents.

Item 18. **Other Proposed Action**

Aside from the election of directors and officers for the year 2026 to 2027, the following are the other matters to be considered during the Annual Meeting:

a. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 16 October 2025;
b. Ratification of the Corporate Acts of the Board of Directors and Management since 16 October 2025;
c. Approval and presentation of the Management Report of the Chairman of the Board;
d. Approval and presentation of the Audited Financial Statements for the year ended 31 December 2025;
e. Appointment of External Auditor for 2026.

The following are the corporate acts to be ratified from 16 October 2025 up to the of the Definitive Information Statement:

a. Approval of the Audited Financial Statements for the year ended 31 December 2025
b. Declaration of Cash Dividends for the First and Second Quarters of 2026
c. Reactivation of the Corporation's Bank of Commerce US Dollar Savings Account (119-21-000009-4)
d. Approval of Quarterly Financial Reports
e. Authority to Apply for a Petron Fleet Card
f. Setting of the Annual Meeting of the Stockholders

Item 19. **Voting Procedures**

(i) Vote required for approval

All matters submitted for approval by the stockholders require the approval of the majority of the stockholders representing at least a majority of the issued and outstanding capital stock entitled to vote and constituting a quorum.

Subject to the stockholders' right to cumulative voting in the election of the Directors and the guidelines on the election of Independent Directors set forth above, candidates receiving the highest number of votes shall be declared elected as members of the Board.

(ii) Method by which votes will be counted

Shareholders will only cast their votes through ballots or proxies submitted on or before 02 October 2026 at 5:00 p.m., in accordance with the Procedure for Attending the Meeting Through Remote Communication set forth in

this Information Statement, and approved by the majority of the shareholders present through remote communication or represented at the meeting as the method of voting for any or all of the proposals or matters submitted to a vote at the meeting. In all proposals or matters for approval except for election of directors, each share of stock entitles its registered owner (who is entitled to vote on such particular matter) to one vote. In case of election of directors, cumulative voting as set out in this Information Statement shall be adopted. Counting of the votes will be done by the Corporate Secretary with the assistance of the independent auditors and the stock transfer agent of the Corporation.

Undertaking

Upon the written request of a stockholder, the Corporation undertakes to furnish such stockholder with a copy of the SEC Form 17-A without any fee. At the discretion of management, a charge may be made for exhibits, which shall be limited to reasonable expenses incurred by the Corporation in furnishing such exhibits.

Stockholders may send their requests to the Office of the Audit and Risk Officer at 16th Floor, Tycoon Center Bldg. Condominium Pearl Drive, Pasig City, Metro Manila.

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on 22 September 2026.



CHERYL S. SALDAÑA-DE LEON
Corporate Secretary

Annex "A"

PROCEDURE FOR ATTENDING THE MEETING THROUGH REMOTE COMMUNICATION

1. Stockholders of record as of **25 September 2026** who intend to attend the meeting through remote communication are requested to notify the Corporation and register by email to corporatesecretary@synergygrid.ph not later than **01 October 2026 at 2:00 p.m.** Stockholders whose shares are lodged with brokers are requested to directly contact their respective brokers for guidance on their participation in the meeting.

2. For validation purposes, the email should contain the following information:
    a. Name;
    b. Address;
    c. Telephone number;
    d. Email address; and
    e. A scanned copy of any valid government-issued identification card ("ID") with photo of the stockholder.

    Only the stockholders who have notified the Corporation of their intention to participate through remote communication as above-described and have been validated to be stockholders of record of the Corporation will be considered in computing stockholder attendance at the meeting, together with the stockholders attending through proxies.

3. Votes of all stockholders can only be cast through ballots or proxies submitted on or before **02 October 2026 at 2:00 p.m.** A sample of the ballot and proxy is attached herein.

    All ballots and proxies should be received by the Corporate Secretary on or before **02 October 2026 at 2:00 p.m.** through the following means:

    a. By e-mail to the Corporate Secretary at corporatesecretary@synergygrid.ph; and
    b. By ordinary mail to the Office of the Corporate Secretary at Suite 2801 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City.

    For an individual, his/her ballot or proxy must be accompanied by a valid government-issued ID with a photo. For a corporation, its proxy must be accompanied by its corporate secretary's certification stating the representative's authority to represent the corporation in the meeting. Validation of ballots and proxies will be on **08 October 2026 at 5:00 p.m.** at the office of the Corporation's Corporate Secretary.

4. Shareholders may send their questions and/or comments prior to or during the meeting to the Corporate Secretary at corporatesecretary@synergygrid.ph. Questions and comments may also be written in the space provided in the sample ballot/proxy form.

6. The proceedings of the meeting will be recorded.

Should you have questions or requests for clarification on the procedure for attending the annual stockholders' meeting through remote communication, please email them to the Corporate Secretary at corporatesecretary@synergygrid.ph.

Annex "B"

EXPLANATION AND RATIONALE OF AGENDA ITEMS
FOR THE ANNUAL MEETING OF STOCKHOLDERS OF
SYNERGY GRID & DEVELOPMENT PHILS., INC. (the "**Corporation**")

1. Call to Order

   Our Chairman will formally open the meeting at 2:00PM.

2. Certification of Notice and Quorum

   The Corporate Secretary will certify that notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

3. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 16 October 2025

   The draft of minutes of the meeting held on 16 October 2025 is available for download at the Corporation website.

4. Ratification of the Corporate Acts of the Board of Directors and Management since 16 October 2025

   All acts and resolutions of the Board of Directors and all the acts of Corporate Officers taken or adopted
   from the date of the last annual stockholders' meeting until the date of this meeting will be submitted
   for ratification. A brief summary of the resolutions and actions is set forth in this Information Statement for this meeting. Copies of the minutes of the meetings of the Board of Directors are available for inspection by any shareholder at the office of the Corporate Secretary during business hours.

5. Election of Directors for 2026-2027

   The Corporate Secretary will present the names of the persons, whose background information are contained in the Information Statement, who have been duly nominated for election as directors of the Corporation in accordance with the By-Laws and Manual on Corporate Governance of the Corporation and applicable laws and regulations. The voting procedure is set forth in the Information Statement for this meeting.

6. Management Report and Presentation of the Audited Financial Statements of the Corporation for the Year Ended 31 December 2025

   The Audited Financial Statements ("AFS") as of 31 December 2025 will be presented to the stockholders for their approval. The AFS will be embodied in the Information Statement to be sent to the stockholders prior to the meeting.

7. Appointment of R.G. Manabat & Co. (an affiliate of KPMG) as External Auditor for 2026

   The Audit Committee of our Board will endorse to the stockholders the re-appointment of R.G. Manabat & Co. (an affiliate of KPMG) as the external auditor for the ensuing year. Representatives of the said firm are expected to be present at the annual meeting and to respond to appropriate questions from the shareholders.

8. Other Matters

The Chairman will open the floor for comments and questions by the stockholders. The stockholders may raise other matters or issues that may be properly taken up at the meeting by sending their questions and/or comments prior to the meeting to the Corporate Secretary at corporatesecretary@synergygrid.ph.

SAMPLE BALLOT/PROXY

☐ **Vote by Ballot:** The undersigned stockholder of **SYNERGY GRID & DEVELOPMENT PHILS., INC.** (the "**Corporation**") casts his/her vote on the agenda items for the Annual Stockholders' Meeting, as expressly indicated with "**X**" in this ballot.

☐ **Vote by Proxy:** The undersigned stockholder of **SYNERGY GRID & DEVELOPMENT PHILS., INC.** (the "**Corporation**") hereby appoints _____ or in his absence, the Chairman of the meeting, *as attorney-in-fact and proxy*, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of the Stockholders of the Corporation on **15 October 2026** and any of the adjournments thereof for the purpose of acting on matters as may properly come before the meeting.

_____
Printed Name and Signature of Stockholder
Date:

The ballot of those who will attend the meeting personally should be submitted to the Corporate Secretary at the time of registration to attend the meeting on or before **01 October 2026 at 2:00 p.m.**

This proxy should be received by the Corporate Secretary on or before **02 October 2026 at 2:00 p.m** the deadline for submission of proxies. For corporate stockholders, please attach to this proxy form the secretary's certificate on the authority of the signatory to appoint the proxy and sign this form.

This ballot/proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction was made, this ballot/proxy will be voted for the approval of the matters stated above and such other matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by management or board of directors.

A stockholder giving this proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

Annex "C"

MANAGEMENT REPORT

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

During the meeting of the board of directors ("**Board**") of Synergy Grid & Development Phils., Inc. (formerly UEM Development Phils., Inc.; "**SGP**" or the "**Corporation**" or the **"Parent Company"** or the **"Company"**) held on October 16, 2025, the Board confirmed and approved the appointment of R.G. Manabat & Co. (an affiliate firm of KPMG) as its External Auditor for the eleventh time. The stockholders during the annual stockholders meeting held on October 16, 2025 approved and ratified the said appointment.

For the year 2025, SGP's external auditor was R.G. Manabat & Co. The partner in charge was Wilfredo Z. Palad. Ms. Myra Liza S. Sto. Tomas shall be appointed as the partner-in-charge for 2026 and is expected to be rotated every seven (7) years.

Ms. Myra Liza S. Sto. Tomas of R.G. Manabat & Co. (an affiliate firm of KPMG) has been the partner-in-charge of the Corporation for 2025 and is expected to be rotated every seven (7) years.

There are no changes in and disagreements with accountants on accounting and financial disclosure during the two most recent fiscal years.

INFORMATION ON INDEPENDENT ACCOUNTANT

(a) Audit and Audit-related fees

For the calendar year 2025, the total amount billed by external auditors for professional fees and other audit related fees is ₱1,535,250.00, which includes out-of-pocket expenses in the amount of ₱200,250.00. In 2024, audit and audit-related fees amounted to ₱1,461,834.00.

(b) Tax Fees – none

(c) All other fees – none

The following are SGP Audit Committee's approval policies and procedures for the external auditor:

- Recommend nominees for external auditors.
- Ensure that the internal and external auditors act independently from each other, and that both auditors are given unrestricted access to all records, properties, and personnel to enable them to perform their respective audit functions.
- Prior to the commencement of the audit, discuss with the external auditor the nature, scope, and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts.
- Review the reports submitted by the external auditor.
- Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the Corporation's overall consultancy expenses. The Audit Committee shall disallow any non-audit work that will conflict with the duties of the external auditor or may pose a threat to his independence.
- Review and evaluation, on an annual basis (at the minimum), of the performance of the external auditors (including lead partner) and recommend to the Board the appointment of the external auditor.

- Review the external auditor's proposed audit scope and approach.

- On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

On May 28, 2021, the SEC approved the increase in the Parent Company's authorized capital stock from ₱50.00 million to ₱5.05 billion. Consequently, the 4.10 billion common shares for the share swap transaction were issued at a price of P20 per share on the same date. The incremental costs directly attributable to the issuance of common shares amounting to ₱206.66 million is recognized as a deduction from additional paid-in capital.

On June 30, 2021 and on August 10, 2021, the Parent Company's BOD and stockholders, respectively, resolved and approved the increase in authorized capital stock from ₱5.05 billion to ₱5.30 billion, with the increase of 250.00 million to be divided into 250.00 million common shares at a par value of ₱1.00 per share.

This increase is for the Company to conduct a follow-on offering of its shares to achieve the target public float of twenty percent (20%) of the outstanding capital stock of the Company and for other business purposes.

The above increase was approved by the SEC on August 25, 2021. Consequently, of the 250.00 million increase in shares of the Company, 25% of which was subscribed and paid by the Company's major shareholders amounting to ₱62.50 million.

On August 10, 2021, the Company's BOD approved and authorized the offer and issuance of 1,053,500,000 common shares at an offer price of up to ₱29 per share, and also grants over-allotment option pursuant to which a stabilizing agent or its affiliate has the right to purchase up to 101,000,000 common shares of the Company's owned by its major shareholders.

Commercial Operations

On August 12 and September 10, 2021, the Company's shareholders have also secured the Certificate Authorizing Registration with the Bureau of Internal Revenue (BIR) in order to transfer in the name of the Company the following shares:

(i) 86,430,000 common shares in OTHI representing 67% of its total capital stock; and (ii) 871,000,000 common shares in P21 representing 67% of its total capital stock.

The details the equity interest of the Parent Company in its subsidiaries after the Share Swap are as follows:

	Percentage of Ownership		Country of Incorporation
	Direct	Indirect	
OneTaipan Holdings, Inc. ("OTHI")	67.0%	-	Philippines
Pacifica21 Holdings, Inc. ("P21")	67.0%	-	Philippines
Monte Oro Grid Resources Corporation ("MOGRC")*	-	67.0%	Philippines
Calaca High Power Corporation ("CHPC")**	-	67.0%	Philippines
National Grid Corporation of the Philippines ("NGCP")***	-	40.2%	Philippines

* Indirectly owned through OTHI
** Indirectly owned through P21
*** Indirectly owned through MOGRC and CHPC

OTHI is 67% directly owned subsidiary of the Parent Company and was incorporated and registered with Philippine SEC on February 23, 2010. OTHI's primary purpose is to acquire by purchase, exchange, assignment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, enjoy and dispose of, all properties of every kind and description and whatever situated and to the extent permitted by law.

MOGRC is a wholly-owned subsidiary of OTHI and was incorporated and registered with Philippine SEC on August 29, 2006. MOGRC's primary purpose is to invest or hold interests in the shares of stocks of companies engaged in or proposing to engage in infrastructure projects, whether as proponent, equity investor or financial or technical advisor and to do all acts and things necessary to carry out the foregoing purpose.

P21 is 67% directly owned by the Parent Company and was incorporated and registered with Philippine SEC on May 12, 2008. P21's purpose is to invest or acquire interest, purchase, own or hold directly or indirectly shares of stock, debentures or securities in other companies including related services and business activities.

CHPC is a wholly-owned subsidiary of P21 and was incorporated and registered with Philippine SEC on December 15, 2006. CHPC's primary purpose is to engage in the general business of operating, managing, maintaining, and rehabilitating energy systems and services from gas, steam and electricity including related services and business activities.

NGCP is 30%-owned each by MOGRC and CHPC and was incorporated in the Philippines and registered with Philippine SEC on February 21, 2008 primarily to operate and maintain a nationwide transmission grid throughout the Philippines; to provide open and non-discriminatory access to the transmission system to all authorized electricity distributors and electricity users; and to carry on all business incidental to the same.

On October 14, 2021, the listing of the Offer Shares was approved by the Philippine Stock Exchange. The Philippine SEC approved the listing of SGP on October 20, 2021.

On November 10, 2021 SGDPI, under the symbol "SGP", the Company publicly listed its 1,053,500,000 shares from its Follow-On Offering (FOO) on the Philippines Stock Exchange with overallotment option of up to 101,000,000 secondary shares at PHP 12.00 per common share.

The Parent Company will use the proceeds of the FOO to directly subscribe to non-voting preferred shares that will be issued by NGCP. Proceeds from the issuance of the non-voting preferred shares will be used by NGCP to finance its capital expenditure requirements and related costs and expenses.

On April 4, 2022, the Parent Company used the proceeds of the FOO to subscribe to 203,630,000 non-voting preferred shares of National Grid Corporation of the Philippines (NGCP) with a par value of P1.00 per share at a subscription price of P60.10/share or a total subscription price of ₱12,238,163,000.

The subscription will give the Parent Company a direct shareholding in NGCP of 9.240% of the latter's outstanding capital stock. The Parent Company will be entitled to dividends as a direct shareholder of NGCP, and this is in addition to the dividends that the Parent Company already indirectly receives from NGCP through the holding entities.

On April 12, 2022, the Parent Company paid ₱3,059,540,750, representing twenty-five percent (25%) of the total subscription price.

On June 7, 2022, the SEC approved the Amendment of Articles of Incorporation and Increase in Authorized Capital Stock of NGCP for the issuance of 203,630,000 Non-Voting Preferred Shares with a par value of ₱1.00 per share. The Company subscribed to the 203,630,000 Non-Voting Preferred Shares of NGCP, using the proceeds from the FOO. Proceeds from the issuance of the non-voting preferred shares will be used by NGCP to finance its capital expenditure requirements and related costs and expenses.

On February 28, 2008, the Group, through NGCP entered into a Concession Agreement with Power Sector Assets and Liabilities Management Corporation (PSALM) and the National Transmission Corporation (TRANSCO) granting the Group as Concessionaire the right to take over and operate the whole of TRANSCO's regulated transmission business was a going concern and be the sole representative of Regulated Entity before the Philippine Energy Regulatory Commission (ERC). The commencement date of the Concession Agreement is on January 15, 2009 and shall expire on the 25th anniversary of the commencement date. The Concession can be extended but not to exceed beyond the 50th anniversary of the commencement date or for longer than the remaining term of the Group's franchise.

The Corporation has 9 employees, a President, a Chief Finance Officer, an Audit, Risk and Compliance Manager, a Finance and Administrative Manager, three (3) Accountants, a Secretary and a Messenger, and has plans to hire employees in the ensuing 12 months.

There are no major risks that the Corporation is involved in other than the credit and liquidity risks as discussed in the Corporation's 2025 audited separate and consolidated financial statements as of December 31, 2025, attached as **Annexes "1"** and ***"2"*** and unaudited financial statements as of June 30, 2026, attached as **Annex "3".**

In addition to the information disclosed above, the Corporation further discloses that:

a. The Corporation does not anticipate any cash flow or liquidity problem within the next 12 months. The Corporation is not in default in any note, loan, lease or other indebtedness or financing arrangement requiring it to make payments.

b. The Corporation does not have or is not aware of any trends, demands commitments, events or uncertainties that will have a material impact on its liquidity.

c. At present, the Corporation has no material commitments for any capital expenditure.

d. There are no significant elements of income or loss that did not arise from its operations. For the past several years, the Corporation has continuously sustained losses due to lack of income stream attributable to its non-operation. The Corporation's proposed corporate re-organization and diversification of its business is intended to improve the Corporation's performance and address its current financial losses.

e. All expenses of the Corporation are current and the Corporation does not expect any direct or contingent financial obligation that is substantial or material.

f. The following is an explanation of material changes in certain items of the Corporation's financial statements:

Six months ended June 30, 2026 compared to year ended December 31, 2025 (Balance Sheet Accounts)

Assets

Total assets as of June 30, 2026 amounted to ₱637.77 billion, wherein 1.41% represents cash and cash equivalents, 7.63% represents other current assets and 90.96% represents noncurrent assets. As of December 31, 2025, total assets amounted to ₱576.28 billion.

Liquidity and Capital Resources

As of June 30, 2026, current assets exceeded by the current liabilities by ₱64.16 billion. The current ratio as of June 30, 2026 increased as compared to December 31, 2025.

	June 30, 2026	**December 31, 2025**
Current Assets	₱ 57,664,460,960	₱ 55,196,689,130
Current Liabilities	121,822,721,704	120,704,817,173
Difference	(64,158,260,744)	(65,508,128,043)
Current Ratio	**0.47 : 1.00**	**0.46:1.00**

Six months ended June 30, 2026 compared to six months ended June 30, 2025 (Income Statement Accounts)

Income

Operation services revenues as of June 30, 2026 totaled ₱73.43 billion, 85.40% higher than ₱39.61 billion as of June 30, 2025. The increase is mainly due to CY 2026 Maximum Allowable Revenue (MAR) amounting to ₱82.15

billion compared with ₱58.10 billion in 2025 and includes the under recoveries of MAR for CY 2023-2025 amounting to ₱31.50 billion as approved by ERC in the 5th final determination.

Interest income as of June 30, 2026 totaled ₱711.66 million, 975.47% higher than ₱66.17 million as of June 30, 2025. The increase is due to the recording of additional interest income.

Operating expenses

As of June 30, 2026, the Operating Expenses totaled ₱15.23 billion, 15.04% higher than ₱13.24 billion as of June 30, 2025, due to higher amortization of intangible assets, provision for impairment losses on receivables, salaries, wages and employee benefits, communication, light and water, and insurance.

Amortization of intangible assets as of June 30, 2026 totaled ₱7.48 billion, 14.33% higher than ₱6.54 billion as of June 30, 2025. The increase is due to the unitization of completed projects, resulting in higher amortization.

Provision for Impairment Losses on Receivables as of June 30, 2026 totaled to ₱640.37 million, 1880.44% higher than ₱32.34 million as of June 30, 2025. The increase is due to additional provision for interest income as part of the 2.6 billion written off.

Salaries, wages, and employees' benefits as of June 30, 2026 totaled ₱3.04 billion, 12.05% higher than ₱2.71 billion as of June 30, 2025. The increase is mainly due to the merit increase effective January 1, 2026.

Communication, light and water as of June 30, 2026 totaled ₱407.39 million, 38.09% higher than ₱295.03 million as of June 30, 2025. The increase is due to higher station use and telephone usage, offset by lower electricity and internet subscription.

Key Performance Indicators

Performance Indicators	Formula	June 30, 2026	December 31, 2025	June 30, 2025
Current Ratio	Current Assets/ Current Liabilities	**0.47 : 1.00** 57,664,460,960 / 121,822,721,704	**0.46 : 1.00** 55,196,689,130 / 120,704,817,173	**0.53 : 1.00** 58,251,361,096 / 109,662,741,226
Debt to Equity Ratio	Total Liabilities / Stockholder's Equity	**1.55 : 1.00** 387,251,765,643 / 250,517,205,835	**1.81 : 1.00** 371,306,332,656 / 204,978,293,745	**1.88 : 1.00** 355,445,759,501 / 188,828,628,740
Asset to Equity Ratio	Total Assets / Stockholder's Equity	**2.55 : 1.00** 637,768,971,478 / 250,517,205,835	**2.81 : 1.00** 576,284,626,401 / 204,978,293,745	**2.88 : 1.00** 544,274,388,241 / 188,828,628,740
Equity to Debt Ratio	Stockholder's Equity / Total Liabilities	**0.65 : 1.00** 250,517,205,835 / 387,251,765,643	**0.55 : 1.00** 204,978,293,745 / 371,306,332,656	**0.53 : 1.00** 188,828,628,740 / 355,445,759,501
Book Value per share	Stockholder's Equity / Total Number of Shares	**27.59 : 1.00** 145,297,434,707 / 5,265,866,000	**23.46 : 1.00** 123,516,958,203 / 5,265,866,000	**22.19 : 1.00** 116,837,775,465 / 5,265,866,000
Income (Loss) per share	Net Income (Loss) / Total number of shares	**4.50 : 1.00** 23,687,524,974 / 5,265,866,000	**8.39 : 1.00** 44,201,705,407 / 5,265,866,000	**1.85 : 1.00** 9,722,439,059 / 5,265,866,000

Interest Rate Coverage Ratio	EBIT / Interest Expense	**10.84 : 1.00** 57,139,550,636 / 5,269,616,745	**5.23 : 1.00** 54,652,903,633 / 10,445,159,368	**5.62 : 1.00** 25,935,293,425 / 4,612,433,070

Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company

The Corporation's subsidiary, National Grid Corporation of the Philippines (NGCP) is a party to cases or claims under protest pending with various administrative bodies or court, including but not limited to the following:

a. NGCP is a defendant in an Arbitration case filed by Kalpataru Power Transmission Limited (KPTL) before the Construction Industry Arbitration Commission (CIAC) where the Arbitral Tribunal awarded damages in favor of KPTL, as follows:

	DAMAGES		
PROJECT	**PHP**	**USD**	**INR**
Abaga-Kirahon	28,749,664	93,041	1,329,869
Kirahon-Maramag	16,658,168	77,369	2,333,347
Ormoc-Babatngon	27,053,362	-	394,743

Moreover, the Arbitral Tribunal also directed NGCP to release the Retention Money previously withheld by NGCP from the payments to KPTL, as follows:

	RETENTION MONEY	
PROJECT	**PHP**	**USD**
Abaga-Kirahon	30,000,000	2,000,000
Kirahon-Maramag	21,929,714	143,563

NGCP filed a Petition for Review with the Court of Appeals assailing the erroneous award and also posted a bond before the CIAC in an amount equal to the award in order to restrain the implementation of the Final Award pending the resolution of NGCP's Petition. In its Decision dated June 29, 2018, the Court of Appeals deleted all the actual damages granted by the Arbitral Tribunal in favor of Kalpataru but ordered NGCP to release the retention money to Kalpataru. The June 29, 2018 Decision of the Court of Appeals is now subject of separate Petitions for review by NGCP and Kalpataru before the Supreme Court which is pending resolution.

b. NCGP also has a case involving customer High Street (SPV-AMC), Inc., (High Street) concerning the manner of calculating the transmission charge of High Street, NGCP filed on March 10, 2022 a Motion (to remand the Case) before the Supreme Court requesting that case be remanded to the Energy Regulatory Commission (ERC) for proper disposition, particularly, on the implementation and computation of the billing due from High Street consistent with the Decision and Resolution of the Court of Appeals, as affirmed by the Supreme Court, declaring the non-coincident peak demand (NCPD) as the correct billing determinant in the computation of transmission charges of High Street, Inc. Consequently, on September 9, 2022, NGCP filed with the Supreme Court a Reiteratory Motion praying that case be remanded to the ERC to implement and compute the billing due from High Street. On November 2, 2022, the 1st Indorsement of the Supreme Court to the Court of Appeals - the case was remanded to CA on June 14, 2021. And on December 12, 2022, NGCP received the CA letter transmitting the records of the case to ERC for proper disposition. Hence, on March 9, 2023, NGCP filed with the ERC its Motion to Set the Case for hearing to finally determine the billings of High Street in relation to the Supreme Court ruling. Said motion is pending action by the ERC. NGCP on June 3, 2026, filed a reiteratory motion (to set case for hearing) for the determination of the billing due from High Street for the relevant period consistent with the consolidated Decision of the Court of Appeals dated June 9, 2016 as affirmed by the Supreme Court in its Resolutions dated August 27, 2020 and March 1, 2021.

c. NGCP is the Plaintiff in the case of NGCP vs Posadas docketed as Civil Case No. 14-2547-M for Quieting of Title with Prayer for the issuance of Writ of Preliminary Injunction and/or TRO filed before the RTC Branch 80 of Morong Rizal. On June 30,2022, NGCP received the hard copy of the Decision dated June 20, 2022, dismissing the quieting of title, partially granting counterclaims of defendants such as ₱500,000.00 temperate damages, ₱100,000.00 exemplary damages, ₱25,000.00 Attorney's fees and setting aside the writ of preliminary injunction case of NGCP. On July 15, 2022, NGCP through external counsel filed a Motion for Reconsideration of the Decision dated June 20, 2022. On August 23, 2022, NGCP received the Order dated August 12, 2022, denying NGCP's Motion for Reconsideration dated July 15, 2022. On August 26, 2022, NGCP filed a Notice of Appeal assailing the Decision dated June 20, 2022. RTC gave due course to the Notice of Appeal and transmitted the records to the CA. NGCP received the Notice to file Appellant's Brief on February 23 2026. NGCP filed Appellant's Brief on April 1, 2026. Awaiting receipt of Appellee's Brief.

d. NGCP is the Plaintiff in the case of NGCP vs Bulcio et al. docketed as Civil Case No. 19-CV-3500 for the issuance of Writ of Preliminary Injunction with TRO filed before the RTC Branch 10 of La Trinidad, Benguet. Defendants prayed for the dismissal of the complaint as well as P50,000.00 for moral damages, ₱500,000.00 for exemplary damages and ₱20,000.00 cost of litigation expenses. On April 27, 2022, NGCP received the Memorandum of defendants. On May 18, 2023, NGCP received the decision dismissing the complaint. On July 14, 2023, NGCP received a resolution denying MR of NGCP. On August 8, 2023, NGCP received an order finding the Notice of Appeal by NGCP filed within the reglementary period and immediately transmitting records of the case to CA. On January 31, 2025, NGCP filed its Appellant's Brief. On April 15, 2025, NGCP filed its Reply-Brief. On 18 August 2025, NGCP received the Court of Appeals Resolution dated August 7,2025 resolving that the case is submitted for decision. On January 21, 2026, NGCP received the Decision dated January 15, 2025 denying the Appeal. On February 9,2026, NGCP submitted its Motion for Reconsideration. On March 15, 2026, NGCP received the Comment on the Motion for Reconsideration filed by Bulcio. On June 11, 2026, NGCP received the Resolution that NGCP's Motion for Reconsideration is submitted for resolution.

e. NGCP is the Plaintiff in the case of NGCP v. Consolidated Mines, Inc. and Benguet Corporation, docketed as Civil Case No. R-QZN-13-04310-CV for Breach of Contract, Collection of Sum of Money with Damages with Prayer for Issuance of Writ of Attachment. On August 3, 2018, the RTC issued a Decision directing CMI and Benguet to pay NGCP the principal amount of ₱8.93 million. NGCP was able to garnish ₱16.13 million from Benguet Corporation. Consolidated Mines Inc. appealed to the Court of Appeals, and, upon denial of its Petition therein, to the Supreme Court. The Supreme Court similarly denied Consolidated Mines Inc.'s appeal, and the case was remanded to the RTC for execution. Consolidated Mines Inc. submitted a Compromise Settlement Proposal to NGCP, which was accepted. The payment of the settlement amount is currently ongoing, while the Writ of Execution of the Judgment is held in abeyance pending full settlement of the compromise amount.

f. NGCP is the Defendant in the case of Melanie Villarao vs NGCP docketed as Civil Case No. II-6665 for Damages based on Quasi-delict before the RTC Branch 08 of Aparri, Cagayan. Plaintiff prayed for incurred medical and other related expenses in the total amount of ₱8.02 million consisting funeral expenses of ₱92,700.00, Loss of earning capacity of ₱6.42 million, ₱1.00 million for moral damages, and ₱500,000 for exemplary damages. On March 12, 2025, NGCP, through its external counsel, received a copy of the Decision in favor of the plaintiff and ordering NGCP to pay total amount of ₱6.58 million as damages. NGCP filed Motion for Reconsideration on March 27, 2025. NGCP is still waiting for RTC Resolution to the Motion for Reconsideration. On April 4, 2025, the RTC denied the Motion for Reconsideration. On April 29, 2025, NGCP, filed its Notice of Appeal with the Court of Appeals. On June 22, 2026, NGCP, through its external counsel, filed its Appellant's Brief.

g. NGCP is the Defendant in the case of Leonardo San Pedro vs NGCP represented by Rodolfo Ilarde Jr. docketed as Civil Case No. 3333 for Removal of Structures and Damages before the MTCC Branch 03 of Tuguegarao City, Cagayan. Plaintiff prayed for the removal of electrical posts and payment of ₱50,000.00 cost of litigation expenses, ₱50,000.00 for Attorney's Fee and ₱50,000.00 for exemplary damages as well as payment of the cost of suit. During trial, the Plaintiff moved for amendment of the Complaint to which the Court granted. In the Amended Complaint dated May 15, 2024, the Plaintiff included another parcel of land on which he claims the structures are erected and amended the prayer

for cost of litigation expenses to ₱100,000.00. Accordingly, NGCP also filed its Amended Answer. On August 21, 2024, the Plaintiff submitted an Offer of Compromise allowing the retention of the structures within his property subject to the payment of just compensation amounting to ₱1,000,000.00. NGCP did not accept the proposal since it was the Plaintiff who requested TransCo in 2005 to relocate the poles in their current location and that such request is covered by a Memorandum of Agreement. Moreover, in the relocation of poles, ROW Grants were executed and duly annotated in the Titles. The presentation for the evidence of the plaintiff was terminated on October 16, 2024. NGCP filed its formal offer of evidence on September 30, 2025. In the Order dated November 6, 2025, considering that NGCP has yet to receive the Judicial Affidavit of the plaintiff on rebuttal, the initial reception of rebuttal evidence was reset to January 22, 2026. The testimony on the plaintiff's rebuttal evidence was terminated on February 26, 2026. Upon motion of plaintiff's counsel, the Court ordered the issuance of a subpoena duces tecum and ad testificandum directed to the authorized representative of the Registry of Deeds, Tuguegarao, requiring him/her to produce in court the muniments of title covering the subject properties and to testify in relation thereto. The next hearing is scheduled on April 20, 2026. On March 3 2026, NGCP received an Order ordering the issuance of a subpoena duces tecum and ad testificandum to the authorized representative of the Registry of Deeds, Tuguegarao. The representative is ordered to bring the muniments of title, together with the supporting documents relating to the transfer of ownership, and to testify in connection thereto. In an Order dated May 28,2026, the court ordered that the plaintiff is deemed to have waived further presentation of rebuttal evidence considering the number of postponements and failure to pay postponement fees.

h. NGCP is the Plaintiff in the case of NGCP vs Sps. Manolo Hernal and Mildred Villaroman-Hernal docketed as Civil Case No. 6740-AF for the issuance of Writ of Preliminary Injunction with TRO filed before the RTC Branch 30, Cabanatuan City. In a Decision dated January 25, 2024, NGCP is ordered to pay just compensation in the total amount of ₱19.61 million. NGCP filed MR which the court denied hence, NGCP filed Notice of Appeal. RTC gave due course to the Notice of Appeal and transmitted the records to the CA. NGCP is still waiting for the CA's action on the appeal. Received on November 13, 2025 the Notice to File Appellant's Brief dated October 23, 2025. On December 23, 2025, NGCP filed the Appellant's Brief before the Court of Appeals. On February 9, 2026, NGCP received the Appellee's Brief. On March 3, 2026, NGCP received the Motion to Dismiss with Motion for leave to file and admit rejoinder. On March 4, 2026, NGCP filed the Comment/Opposition.

i. NGCP is the Defendant in the case of Heirs of Miguel D. Guansing Et. Al. vs TRANSCO and NGCP docketed as Civil Case No. 180-M-2021 for Inverse Condemnation before the RTC Branch 19 of Malolos, Bulacan. Plaintiffs prayed for payment of just compensation for the alleged area occupied by the transmission lines and Attorney's fees of ₱50,000.00 including all litigation expenses and cost of suit. The case is set for Pre-trial on May 20, 2024 per order received on April 5, 2024. Received on June 19, 2024 is the Order resetting the pre-trail on August 19, 2024 and requiring the counsel for NGCP to put into writing the motion she orally raised during the hearing on May 20, 2024 (i.e. dropping of NGCP as defendant). On August 16, 2024, NGCP received an Order denying the Motion to drop NGCP as defendant in the above subject case. Initial presentation of witness for the plaintiff is set on February 10, 2025. On May 27, 2025, TransCo deposited ₱160.93 million as provisional deposit and moved for the issuance of Writ of Possession. On June 9, 2025, the RTC ordered the issuance of Writ of Possession in favor of Transco and/or NGCP. The RTC likewise noted the manifestation of the parties to adopt the report of the commissioners as to the determination of just compensation. The commissioners have yet submitted their reports. On March 5 2026, NGCP received an Order dated February 26, 2026, the court acknowledged the manifestation reporting the death of plaintiff Apolonia B. De Leon and allowed her heirs to substitute her in the case upon submission of the required original or certified true copies of supporting documents. It also held in abeyance the resolution of the Motion to Tender Deposit of Provisional Compensation until the heirs comply with these documentary requirements.

j. NGCP is the Defendant in the case of Angel Tan Chua vs NPC, PSALM, NTC and NGCP docketed as Civil Case No 352-M-2022 for Just Compensation before the RTC Branch 15 of Malolos Bulacan. Plaintiff prayed for just compensation for the alleged affected total area of 37,261 square meters and consequential damages of no less than ₱1.00 billion, ₱500,000.00 for exemplary damages, ₱200,000.00 for attorney's fees and the cost of litigation. The case is set for pre-trial. The commissioners have been nominated by the parties for the purpose of determining just compensation. Commissioner Ernesto

Borja and Gina De Guzman have summitted their reports. However, in an Order dated May 20, 2024, the Court ordered the commissioners to submit further report. Commissioner Gina De Guzman submitted her further report on June 17, 2024. In an Order dated December 27, 2024, the court waived the further report from commissioner Ernesto Borja so as not to delay the resolution of the case. In the same Order, the court ordered the parties to comment on the further report of commissioner Gina De Guzman within thirty (30) days from the receipt of the Order. The comment to the report was submitted to the court on January 20, 2025. On May 28, 2026, NGCP received the Decision dated April 30, 2026 ordering the defendants to pay the plaintiff just compensation amounting to ₱248,700.00 plus interest, Temperate Damages amounting to ₱300,000.00 and Exemplary Damages amounting ₱1,000,000.00. NGCP and NPC filed their Motion for Reconsideration on 10 June 2026 and 11 June 2026, respectively.

k. NGCP is the Defendant in the case of American Technologies, Inc. v. NGCP, docketed as R-MND-24-00551-CV for Specific Performance with Damages before RTC Branch 213 of Mandaluyong. Plaintiff prayed for the return of 99 GPS units that NGCP previously leased, or, in the alternative, the payment of the value of the said GPS units, and the payment of ₱100,000.00 exemplary damages, ₱30,000.00 attorney's fees, ₱5,000.00 additional attorney's fees per appearance of plaintiff's counsel, and the costs of litigation. The case is set for Court-Annexed Mediation and Pre-Trial Conference. NGCP offered to pay for the unreturned GPS, and ATI accepted such settlement offer. NGCP has already paid the amount of ₱370,000.00 to ATI, and the parties have already signed a Compromise Agreement. A Motion to Render Judgment based on Compromise is set to be filed for the dismissal of the case with prejudice. During the hearing set for Pre-Trial, the parties manifested that the Compromise Agreement had been executed, and that all of ATI's remaining monetary claims had been settled. On September 19, 2025, the RTC issued a Decision approving the Compromise Agreement.

l. NGCP is the Defendant in the case of Palisoc et.al. v. TransCo and NGCP docketed as Special Civil Action Case No. 143-R for Inverse Condemnation before the RTC, Branch 53 of Rosales, Pangasinan. Plaintiffs prayed for just compensation in consonance with RA No. 10752 and attorney's fees amounting to ₱60,000.00, appearance fee of ₱15,000.00 for every hearing of this case as well as litigation expenses and cost of suit. NGCP filed Motion for Extension of Time to file Answer on March 6, 2025. NGCP filed it Answer on April 4, 2025. On August 18, 2025, the plaintiffs filed a Motion to Withdraw Complaint to explore other possibilities of settlement of their claim for just compensation. On September 05, 2025, NGCP received the Order dated August 27, 2025 expunging the case from records.

m. NGCP is Defendant in the case of Ester Untalan, et. al. vs. TransCo and NGCP docketed as Civil Case No. 1757-R for Inverse Condemnation before RTC, Branch 53 of Rosales, Pangasinan. Plaintiffs prayed for just compensation in consonance with RA No. 10752 and attorney's fees amounting to ₱80,000.00, appearance fee of ₱25,000.00 for every hearing of this case as well as litigation expenses and cost of suit. NGCP filed its Answer on June 18, 2025. On August 28, 2025, OGC received the Plaintiff's Motion to Withdraw Complaint to explore other possibilities of settlement of their claim for just compensation. On September 05, 2025, NGCP received the Order dated August 27, 2025 expunging the case from records.

n. NGCP is Defendant in the case of Felicidad E. Rapisura vs. Spouses Mario Donato and Jeneleine Alfonso-Donato, NGCP, et. al., docketed as Civil Case No. Sm-1341 for Annulment of Land Title/Tax Declaration/ Deed of Quitclaim and Waiver of Rights/Other Documents, Reconveyance and Damages before 7th Municipal Circuit Trial Court of Asingan-San Manuel, Pangasinan. The Plaintiff impleaded NGCP as an indispensable and necessary party and prayed that NGCP will be ordered to transact business with the plaintiff and pay just compensation for the use and utilization of subject property. On June 25, 2025, NGCP received the Answer of Defendant Spouses Donato with a Crossclaim against NGCP for indemnity for any judgement, damages, or liabilities that may be adjudged against them. NGCP filed its Answer on July 17, 2025. Pre-trial conference was conducted on September 18, 2025. The court set the case for Mandatory conciliation on October 16, 2025; however, the mediation was unsuccessful. The Pre-Trial Conference is rescheduled on March 5, 2026 due to unavailability of the Court Stenographer. On March 5, 2026, Counsel for the Plaintiff manifested that they would like to propose new terms of compromise with Defendant Spouses Donato. To afford the parties additional time to deliberate on the proposal, the hearing is reset to May 14, 2026. On May 14, 2026, the parties manifested that no

compromise had been reached; hence, the Pre-Trial Conference proceeded. The initial presentation of Plaintiff's evidence is set on August 6, 2026.

o. NGCP is the Defendant in the case of Sps. Jeoffrey and Novelie Pascua et al vs NTC and NGCP docketed as Civil Case No. U-11767 for Inverse Condemnation before the RTC, Branch 49 of Urdaneta City, Pangasinan. Plaintiffs prayed for just compensation in the total amount of ₱117.99 million as provisional compensation for alleged areas occupied by the transmission lines and attorney's fees amounting to ₱60,000.00, hearing expenses of ₱25,000.00 as well as litigation expenses and cost of suit. Upon motion of NGCP the case was dismissed with Prejudice during Pre-trial on October 12, 2023. The Plaintiffs filed a Motion for Reconsideration which the Court granted and set the case for pre- trial conference. In an Order dated February 29, 2024, the Court discharged NGCP as defendant in the case in view of the manifestation in open court of the Plaintiffs' counsel that they are amenable to drop NGCP as defendant.

p. NGCP is the Respondent in the case of Phirst Park Homes, Inc. vs NGCP Et Al. docketed as Civil Case No. 57-M-2023 for Indirect Contempt before the RTC Branch 82 of Malolos, Bulacan. Plaintiff prays to impose appropriate fines and imprisonment in accordance with law against respondents. The case was transferred and consolidated to under Civil Case No. 221-M-2022 before the RTC, Br. 12 (121) Meycauayan Bulacan, where the case for expropriation is being heard. In a Resolution dated February 28, 2024, the Supreme Court dismissed the Petition for Prohibition w/ Urgent Prayer of Issuance of a TRO and WPI. Accordingly, the TRO issued by the Court on July 3, 2023 is lifted. The case proceeded to trial. On May 6, 2025, the plaintiff submitted its formal offer of evidence. The case is ongoing trial for presentation of witnesses of the defendant.

q. NGCP is the defendant in the two cases of Dinalupihan Green Residences, Inc. (DGRI) v NGCP docketed as DH-1746-25 and DH-1747-25, both for payment of just compensation. DRGI prayed payment of just compensation amounting to at least ₱5,000.00 per square meter for its 14,270-lot subject of DH-1746-25 and 16,175sqm lot subject of DH-1747-25. NGCP filed its Answer on August 29, 2025. Endorsed to retained counsel on September 4, 2025. On September 8, 2025, DGR filed its Reply with Urgent Motion to Require Defendant NGCP to comply with section 6(a)(1) of RA No. 10752 and immediately pay the provisional value prior to trial. On September 16, 2025, NGCP, through retainer, filed its Comment/Opposition to the Motion. On September 29, 2025, DGRI filed its Reply to NGCP's Comment/Opposition. The Motion and Comment/Opposition is set for hearing on October 8, 2025. Pre-trial is set on December 9, 2025. In an Order dated December 9, 2025, the Pre-trial and the hearing on Motion and Comment/Opposition is reset to March 11, 2026. On April 21, 2026, NGCP received the Orders dated April 13, 2026. The motion to require NGCP to comply with Sec 6(a)(1) of RA 10752 is partially granted. NGCP is ordered to pay the plaintiff provisional deposit for the affected properties. On April 30, 2026, NGCP filed its Motion for Reconsideration. A Judicial Dispute Resolution was set on July 1, 2026 during which the parties failed to reach an amicable settlement. The initial presentation of Plaintiff's evidence is set on July 15, 2026.

r. NGCP is the defendant in the ten (10) Inverse Condemnation Cases filed by Perlita Barauidan vs NGCP, Ailyn Caypuno vs NGCP, Lucila Pagatpatan vs NGCP, Leonardo Torres vs NGCP, Cesar Barauidan vs NGCP, Orlando Pagatpatan vs NGCP, Edelmar Balbin and Dolores Macugay vs NGCP, The Heirs of Agapito Gagarin vs NGCP, The Heirs of Esperidion Eslabra vs NGCP, and Pedro Roque and Gina Roque vs NGCP docket as Special Civil Action Nos. 22-132 to 22-141pending before RTC Branch 22 of Cabagan, Isabela. The Plaintiffs pray for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752, exemplary and consequential damages and recovery of costs of litigation and attorney's fees. On March 2, 2026, NGCP received the Summons and Amended Complaints. On March 31, 2026, NGCP filed its answers. On April 8, 2026, NGCP received the Defendant's Reply. On April 15, 2026, NGCP filed its Rejoinder. On April 28, 2026, NGCP received the Plaintiff's Motion to expunge rejoinder. On April 30, 2026, NGCP filed its Comment/Opposition to the motion to expunge. On May 4, 2026 NGCP received the Plaintiff's Reply to the Comment/Opposition. On May 12, 2026 NGCP filed its Motion to Expunge Plaintiff's Reply. On May 4, 2026, NGCP received the Notice of Pre-Trial Conference set on June 2, 2026 at 1:30PM. On May 26, 2026, NGCP received the plaintiff's Motion to require NGCP to strictly comply with section 6 of RA No.

10752. On May 28, 2026, NGCP filed its Pre-trial Brief. On June 1, 2026, NGCP received the Plaintiff's Pre-Trial Brief and Motion to Reset Pre-trial hearing. On June 2, 2026, NGCP received the Order dated June 2, 2026 resetting the Pre-Trial Conference on August 25, 2026 in view of the Motion to Reset by the Plaintiffs and pending the resolution of the affirmative defenses of NGCP. On June 4, 2026, NGCP filed its Comment/Opposition to the Plaintiff's Motion to comply with Section 6 of RA 10752. On June 29, 2026, NGCP received the plaintiffs' Manifestation with Motion for leave to admit updated verification and certification against forum shopping. On July 8, 2026, NGCP filed its Comment/Opposition to the Manifestation of the plaintiffs.

s. NGCP is the defendant in the case of Heirs of Patrocinio D. Agpoon and Leonora G. Agpoon, Rep. by Florence A. Gapay et al vs. TransCo and NGCP, docketed as Civil Case No. 36-4562 for Inverse Condemnation pending before RTC Branch 36, Santiago City, Isabela. The Plaintiffs pray for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752, and litigation costs. On May 18, 2026, NGCP received the Notice of Pre-trial Conference scheduled on June 22, 2026. On May 15, 2026, NGCP received the Order from the court denying all the affirmative defenses of NGCP. On June 9, 2026, NGCP received the Amended Pre-Trial Brief of the Plaintiff. On June 22, 2026, the pre-trial conference was conducted, during which the Court also ordered a joint inspection on July 9, 2026 to determine the right-of-way of the transmission lines allegedly traversing the Plaintiffs' properties.

t. NGCP is the defendant in the case of Edgardo LL. Padilla vs TransCo and NGCP, docketed as Special Civil Action No.: 24-8621 for Inverse Condemnation, with Interest and Damages before the RTC Branch 5 of Iligan City. Plaintiff prays for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752 and consequential damages in the amount of ₱2,000,000.00 and recovery of costs of litigation and attorney's fees in the amount of ₱200,000.00. On April 29, 2025 Pre-trial was reset to September 2, 2025, counsel for the plaintiff moved that the presentation of plaintiff's evidence be deferred pending resolution of the petition for certiorari filed by the plaintiff before the CA, Cagayan de Oro City. Further, plaintiff's counsel manifested that plaintiff Edgardo Padilla failed to appear as he was not able to catch up the last flight from Manila, counsels of Transco and NGCP did not interposed any objections, the court reset the plaintiff's presentation of evidence to October 21, 2025 at 8:30 in the morning. Defendant's retained counsel filed Comment to the Petition. The Status hearing was held on January 27, 2026. On February 4, 2026, retained counsel Atty Prospero sought OGC Min "advice and guidance on our next course of action," since plaintiff insists the 'provisional deposit' requirement is still applicable in inverse condemnation proceedings. OGC-Min advised filing of the appropriate pleading with the RTC considering NGCP is only a NOMINAL party. Atty. Prospero agreed "that it was only Transco who was directed to make a (provisional) deposit. Atty. Prospero confirms further that upon "an initial discussion with plaintiff Atty. Edgardo Padilla, that he is willing to drop NGCP from the case." Presentation of plaintiff's first witness is set on September 14, 2026 at 8:30 in the morning.

u. NGCP is the defendant in the case of Aissah M. Tomawis and Aga Khan M. Tomawis represented by Acmad M. Tomawis vs TransCo and NGCP, docketed as Civi Case No. 2379-MTCC for Recovery of Ownership and Possession with Damages before the MTCC Branch 1, Ozamis City. Plaintiff prays that defendant to immediately vacate or surrender its possession and use of a portion of Lot No. 4191-A to the plaintiffs, to reimburse the plaintiffs Php50,000.00 for legal consultation expenses and ₱25,000.00 for court fees and other amount litigation expenses, to reimburse plaintiffs ₱150,000.00 for attorney's fees, to pay moral and exemplary damages in the amount of at least ₱50,000.00 and directing for the installation and restoration of plaintiff's to the peaceful possession and enjoyment of Lot No. 4191-A. Endorsed to retained counsel Atty. Edgardo B. Prospero to handle the case. Pre-trial conference on July 23, 2025 at 2:00 o'clock in the afternoon. Mediation is set on January 13, 2026 and pre-trial on January 16, 2026. On February 13, 2026, Mediator Alex Dapitan "was left with no other course but to return back the case to the court for trial. It has been observed that there is no possibility that the said case may be settled as TRANSCO Lawyer failed again to appear in the mediation despite due notice." Pre-trial conference is set on July 22, 2026 at 1:30 in the afternoon.

v. NGCP is the defendant in the case of Paul Salvador LL. Padilla vs TransCo and NGCP, docketed as Special Civil Action No. 24-8622 for Inverse Condemnation, with Interest and Damages before the RTC Branch 5, Iligan City. Plaintiff prays for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752 and consequential damages in the amount of ₱2.00 million and recovery of costs of litigation and attorney's fees in the amount of ₱200,000.00. On September 2, 2025, Pre Trial schedule, counsel for the plaintiff moved that the presentation of plaintiff's evidence be deferred pending resolution of the petition for certiorari filed by the plaintiff before the CA, Cagayan de Oro City. Further, plaintiff's counsel manifested that plaintiff Edgardo Padilla failed to appear as he was not able to catch up the last flight from Manila, counsels of Transco and NGCP did not interposed any objections, the court reset the plaintiff's presentation of evidence to October 21, 2025 at 8:30 in the morning. Plaintiff's filed motion to comply with the provisional deposit, awaits resolution of the motion. On November 7, 2025, NGCP was directed to file a Comment to the "Plaintiff's Motion to Comply with RA 10752 and Make Provisional Deposit." Status hearing on January 27, 2026. Pre-trial conference is set on August 17, 2026 at 8:30 in the morning.

w. NGCP is the defendant in the case of Jessica Morandarte represented by Lea M. Bustalino and Renan Morandarte, docketed as Civil Case No. 255 for Recovery of Possession, Payment of Rental and Damages before the MTC of Polanco, Zamboanga del Norte. Plaintiff prays for a rental from 2012 until final turn-over of the possession of the subject portion of land, moral damages, attorney's fee in the amount of ₱30,000.00, filing fees and other litigation expense, and exemplary damages. Filed Answer on June 13, 2025. For endorsement to retained counsel. Initial hearing on December 9, 2025 at 1:30 in the afternoon was reset on January 29, 2026 for the initial presentation of plaintiff's evidence. Plaintiff has presented her fourth witness, thereafter seeking continuance. The next setting was on April 14, 2026. On July 7, 2026, defendant NGCP presented its first witness in the person of Roger R. Alferez, Regional Right-of -Way (ROW) Senior Associate of NGCP He testified on the authenticity and contents of his Judicial Affidavit that he had executed and was cross examined by Atty. Somorostro, counsel for the plaintiff. The court set the next hearing on July 22, 2026 at 2:00 o' clock in the afternoon. Further, the court issued subpoena ad testificandum to Mr. Cresencio Galve, the Attorney-in-Fact of the twenty-one (21) co-owners who executed a Joint Special Power of Attorney (SPA) in 2011 authorizing Cresencio Galve to sign a Right-of-Way Grant in favor of NGCP to appear in the July 22, 2026 scheduled hearing.

x. NGCP is the defendant in the case of Farnissah Nafissah N.A.T. Mogawan vs National Transmission and National Grid Corporation of the Philippines, docketed as Civil Case No. 25-8647 for Payment of Just Compensation before the Regional Trail Court of Iligan City. Plaintiff's prayed for the payment of just compensation based on the present valuation of the property amounting to ₱92,916,000.00. Subject case was scheduled for pre-trial last December 17, 2025. However, counsel for the plaintiff manifested that they are not ready as they have not yet submitted their pre-trial brief and NGCPs retained counsel Atty. Edgardo Prospero manifested that defendant TRANSCO who is an indispensable party failed to appear and did not even submit a pre-trial brief. Hence, the court reset the pre-trial on February 4, 2026, 8:00 am. Non-appearance of the plaintiff's counsel on the pre-trial schedule, the court reset the hearing on June 3, 2026 at 8:00 o'clock in the morning. On July 8, 2026 hearing, the court noted the manifestation of Atty. Jamil, counsel for the plaintiff that he had file a motion to make deposit representing the BIR zonal value of the portion of the property affected by the Abaga-Tagoloan-Lugait 138 kV Transmission Line Project. The undersigned manifested that plaintiff has not received a copy of the said motion. The court directed TRANSCO and NGCP to file comment to the motion to make provisional deposit filed by the plaintiff with ten (10) days from receipt of the Order. The court set the case for status hearing on August 12, 2026 at 8:00 o'clock in the morning.

y. NGCP is the defendant in the case of Gerardo Nunez Butanas vs National Transmission Corporation (TransCo) and National Grid Corporation of the Philippines, docketed as Civil Case No. 2025-2073 for Inverse Condemnation before the Regional Trial Court Branch 44 of Misamis Oriental. Plaintiff prayed for the just compensation with legal interest, to pay defendant for damages in the amount of ₱500,000.00 with legal interest and to pay for the costs of suit. Endorsed to retained counsel Atty. Norossana A. Sani to handle the case. Plaintiff failed to sufficiently averred the existence of the essential elements of a cause of action, thus in its Order dated May 14, 2026, defendant NGCP's affirmative defense is granted. The instant complaint is dismissed.

z. NGCP is the defendant in the case of Heirs of Spouses Fidel S. Teñoso and Felipa R. Teñoso, represented by Marilyn T. Urbiztondo vs National Grid Corporation of the Philippines, docketed as Civil Case No. 1313 for Recovery of Possession and/or Accion Publiciana and Damages before the Municipal Trial Court in Cities of Tandag City, Surigao del Sur. Plaintiff prayed for to immediately remove the two (2) transmission towers constructed on the subject land and turn-over the possession of the land to the plaintiffs, to pay the plaintiffs the amount of ₱100,000.00 as exemplary damages, ₱100,000.00 for moral damages and attorney's fee of ₱50,000.00. Endorsed to retained counsel Atty. Peter Neil E. Trinidad to handle the case.

aa. NGCP is the defendant in the case of Artemio Ramirez, docket as Civil Case No. R-TAC -15-00462-CV before RTC Br. 34, Tacloban City for Sum of Money, Recovery of Real Property and Damages with Prayer for TRO and Writ of Preliminary Injunction for the property the property that was taken the 230 KV Ormoc-Babatngon 230 KV TL. Plaintiff is seeking for a monthly rentals reckoned from 1995 to 2015, inclusive, which to date has reached the total amount of P6,600,000.00, Moral Damages of P25,000.00, Attorney's Fees – ₱25,000.00, plus ₱2,000.00 per court appearance and reimbursement of incidental expenses of no less than ₱25,000.00. The Case is set for the presentation of the complainant for their rebuttal witness on July 17, 2026.

bb. NGCP is the defendant in the case of Hilario Alferez & Lucia A. Paras, docketed as Civil Case No. SPCA T-168 for Reverse Expropriation, Payment of Just Compensation, Damages and Attorney's Fees before the Regional Trial Court of Toledo City, Cebu. Plaintiff seeking for payment of just Compensation, damages and attorney's fees for the property that was taken for the Calong-calong-Toledoc-Colon TL. The court set the hearing the case (presentation of complainant's witness) on August 10, 2026.

cc. NGCP is the defendant in the case of Leon Cartilla et al , docketed as AV-2455 for Payment of Just Compensation and Damages (Inverse Expropriation) before the Court of Appeals, Cebu City. Plaintiffs seeking for payment of just compensation and Damages for the property that was taken by the Santander-Dumanjug 350 KV under the component project of the MVIP. On May 31 2024, NGCP filed its Answer wherein NGCP raised two major defenses raised in its Special and Affirmative Defenses that the action filed by plaintiffs against NGCP should be dismissed outright for (1) lack of jurisdiction, and (2) Failure to State a Cause of Action because of Payment of just compensation and execution of Contract of Right of Way Grant by the plaintiff's in favor of NGCP. On 20 December 2024, the RTC Br. 93, Argao, Cebu, dismissed the case for Lack of Jurisdiction. The case is on appeal by the plaintiffs. Plaintiff filed is Appellees Brief and NGCP also filed its Appellees Brief before the CA.

dd. NGCP is one of the defendants in the case of Estate of Lourdes De La Rama Osmena, rep. by its Court Appointed Special Administrator, TOMAS OSMENA, docketed as Civil Case No. RTC-24-1859 before RTC Br. 57, San Carlos City, Negros Occidental. Plaintiff filed a complaint for reverse expropriation seeking for payment of just compensation against defendants National Transmission Corp. (TRANSCO), North Negros Electric Coop. (NONECO) and NGCP for the properties allegedly affected by the Cadiz-San Carlos 69 KV TL. Defendant NGCP counters that plaintiff failed to state a cause of action against NGCP because of the following ratiocination: 1) NGCP is not liable for plaintiff's claim for just compensation for the portion of his properties traversed by the Cadiz-San Carlos 69KV TL. The Cadiz-San Carlos 69 KV TL was constructed by the NPC in 1991 and NGCP was not yet created or existing in 1991. 2) Plaintiff's claim is barred by prescription, laches and estoppel. The said power facility has stood undisturbed on the subject properties for almost twenty (20) years until plaintiff sought for payment of just compensation. The court set the Pre-trial on September 1, 2026.

ee. NGCP is one of the defendants in the case Lily C. Matulac, rep. by Dr. Joan Marie Franco-Sueta, as AIF, docketed as Civil Case NO. 2025-1479 before RTC Br. 66, Barotac, Veijo, Iloilo. Plaintiff seeking for payment of just compensation of P11,832,000.00 as indicated in the Appraiser's Report and interest of 12% per annum from June 2007, from the alleged date of taking and 6% thereafter until fully paid and to pay for the damages and attorney's fees, including the cost of suit. The Court set the Pre-trial on July 29, 2026.

ff. NGCP is one of the defendants in the case Rep. of the Phil, rep by the Department of Public Works and Highways, Negros Island Region, docket as Civil Case No. SCA 26-268-S, RTC Br. 73, Sagay City, Negros Occidental for Expropriation. Answer is due for filing on July 15, 2026.

There are several other cases for ejectment, damages, recovery of possession, inverse condemnation and other cases which are civil in nature filed by and against NGCP and pending with the different courts and quasi-judicial bodies nationwide. The total estimated amount of claim against NGCP for these civil cases is ₱578 million.

There are also forty-seven (47) pending cases arising from show cause orders (SCOs) issued by the ERC. These SCOs involve allegations of possible violations of the Philippine Grid Code (PGC), the Ancillary Services Procurement Plan (ASPP), the 2021 DOE AS-CSP Circular, the Rules for Setting Transmission Wheeling Rates (RTWR), Commonwealth Act No. 146, and the Republic Act No. 9136, and various ERC Orders and Decisions involving CAPEX applications.

In one SCO (ERC Case No. 2022-129 to 131 SC), after NGCP has filed its Explanation, the ERC issued a Decision and ruled that NGCP violated the 2021 DOE AS-CSP Circular and meted out a penalty in the amount of ₱5.10 million. NGCP timely filed a Motion for Partial Reconsideration of the Decision and paid the penalty imposed with reservation. Said motion is pending resolution. However, on May 17, 2023, NGCP received Order stating that Commissioner did not receive the NGCP's Motion for Reconsideration of the Decision dated October 27, 2022 and that the said case is being closed and terminated. NGCP filed on the following day, May 18, 2023, the Urgent Motion to Withdraw/Recall the said Order. This case is still pending for Resolution.

NGCP has also timely filed its Explanations on various dates for the other SCOs which are pending resolution.

[ERC CASE NO. 2024-010 MC]

In the February 06, 2024 Order of ERC (ERC Case No. 2024-010MC),ERC commenced its investigation on the January 02, 2024 Panay Sub-Grid Blackout Incident. Hearings were conducted attended by NGCP, the generators located in Panay, and the interim Grid Management Committee. The result of the investigation is still pending with ERC.

[ERC CASE NO. 2023-196 TO 232 SC]

For the SCOs on the alleged delayed implementation of thirty-seven (37) CAPEX projects (ERC Case No. 2023-196 to 232 SC), NGCP timely filed its written Explanations on July 29, 2023, through a Compliance [Submission of Written Justifications in compliance with the Order dated June 14, 2023] dated July 28, 2023.

In 2024, the ERC conducted clarificatory hearings on ten (10) of the 37 SCOs. On 30 August 2024, NGCP received the Decision dated June 25, 2024 on the above-mentioned 10 SCOs (ERC Case No. 2023-197 et al.) where NGCP was declared administratively liable for violation of the Orders and Decision of the Commission in seven out of the ten SCOs. NGCP was ordered to pay the total administrative penalty of ₱3.5 million. NGCP filed the Motion for Partial Reconsideration to the 25 June Decision 2024 on September 16, 2024. In addition, on October 02, 2024 NGCP received an Order where NGCP's Motion for Confidential Treatment of Information is denied.

In the February 6, 2024 Order of the ERC (ERC Case No. 2024-010MC), ERC commenced its investigation on the January 02, 2024 Panay Sub-Grid Blackout Incident. Hearings were conducted attended by NGCP, the Generators located in Panay, and the interim Grid Management Committee. The result of the investigation is still pending with ERC.

On November 26, 2024, NGCP received the ERC's Decision (ERC Case No. 2023-196 to 232SC) dated January 16, 2024 where NGCP was declared administratively liable for violation of the remaining twenty-seven (27) Orders and Decisions of the Commission and was ordered to pay the aggregate administrative penalty ₱12.3 million within fifteen (15) days from receipt of the Decision. NGCP filed a Motion for Reconsideration on December 10, 2024 and a Supplemental Submission on December 16, 2024.

On April 30, 2025, NGCP received the ERC's Order dated March 5, 2025 where the Motion for Reconsideration filed by NGCP was Denied and the Order dated June 25, 2024 is hereby affirmed. On May 30, 2025, NGCP filed

a Petition for Review with the Court of Appeals challenging the above orders. The Petition for Review was dismissed by the Court of Appeals. Said dismissal is subject of NGCP's Motion for Reconsideration currently pending before the CA.

NGCP also has a number of tax cases, briefly described below:

a. In the case of NGCP vs. Ofelia M. Oliva, G.R. No. 213157, August 10, 2016, and Ofelia M. Oliva vs. National Grid Corporation of the Philippines, G.R. No. 213558, August 10, 2016 (Oliva case), the Supreme Court ruled that NGCP is exempt from payment of real property tax on properties used in connection with its franchise. The cases were remanded to the Central Board of Assessment Appeals (CBAA), Case No. V-31, and on April 10, 2019, the CBAA ruled that the maintenance office and warehouse buildings are used in connection with NGCP's franchise. However, the Supreme Court also ruled in the Oliva cases that NGCP cannot ask for refund from the Cebu City Government for the taxes it paid from 2001-2008 in the amount of ₱2.79 million but shall take its relief from NPC/TransCo. NGCP may only ask for reimbursement from the City of Cebu the amount paid in excess of the correct tax that should have been collected if the tax is computed applying the 10% assessed value for the period 2001-2008, and refund of the amount paid for the year 2009. Likewise, in another similar case, NGCP vs Local Board of Assessment Appeals (LBAA) and the City Treasurer of Cebu, CBAA Case No V-35, the CBAA recognized NGCP's exemption from payment of real property tax pursuant to the Supreme Court decision in the Oliva case and ordered the refund of taxes paid for the year 2009 on two office buildings used in the Talamban substation. The refund of the taxes paid in both cases are still under negotiation with the City of Cebu.

b. NGCP obtained another favorable Resolution, dated June 23, 2021, from the Supreme Court in the consolidated cases docketed as G.R. Nos. 218289-90 (NGCP vs. CBAA, LBAA of Cabanatuan City and Ms. Heidi Pangilinan, in her capacity as City Assessor of Cabanatuan and NGCP vs. CBAA, LBAA of Cabanatuan City and Ms. Florida Oca, in her capacity as the City Treasurer of Cabanatuan City). NGCP questioned the assessment issued by the Assessor of Cabanatuan City in the first case; while in the second case, NGCP paid under protest the real property tax in the amount of ₱3.82 million for the period 2009 to 2010. In its Resolution, the Supreme Court reiterated its ruling in the case of NGCP vs. Oliva that NGCP is exempt from payment of real property tax on properties that are used for electric power transmission. As in the Oliva case, the SC ordered to remand the cases to the CBAA to determine the actual use of subject machineries, buildings and lands for the purpose of resolving the merits of NGCP's claim for exemption from paying the real property taxes. The CBAA rendered its decision on January 23, 2023 granting NGCP's exemption from payment of Real Property Taxes effective taxable year 2009 and the City of Cabanatuan was ordered to issue revised tax declarations on the subject properties with annotation tax exempt and to refund the Real Property Taxes for taxable year 2009-2010 in the total amount of P3.82 million. Likewise, the City of Cabanatuan was ordered to cancel subsequent assessments and collection of real property taxes inclusive of penalties on the subject properties. The City of Cabanatuan filed a Motion for Reconsideration of the decision but this was denied by the CBAA. A Petition for Review was then subsequently filed by the City of Cabanatuan and now pending before the CTA. On December 22, 2024 NGCP received a favorable Decision from the CTA dated December 13, 2024 granting NGCP's exemption from real property taxes and the City Government of Cabanatuan City has fifteen days to act upon their receipt of the said decision. As of March 7, 2025, NGCP has not received any Motion for Reconsideration filed by the City Government of Cabanatuan City regarding the said decision. As of June 30, 2025, NGCP has not received any Motion for Reconsideration filed by the City Government of Cabanatuan City regarding the said decision. On January 21, 2025, an Entry of Judgment was rendered by the CTA, making its Decision final and executory. Negotiation is now on-going between the parties for the refund of the amount that was paid under protest.

c. On September 24, 2024, NGCP received a favorable resolution in GR. No. 265730, dated 05 June 2024, issued by the Second Division of the Supreme Court in the case of NGCP vs. the City of Tacloban, in her capacity as Treasurer of Tacloban. This case involves the assessment of contractor's tax, including surcharges and penalties, for the period from 2001 to 2009, initially amounting to Php29,493,740.00. The assessment was subsequently reduced to Php2,022,864, covering only the period from January to December 2009, upon NGCP's filing of a written protest pursuant to Section 195 of the Local

Government Code. As a result, NGCP filed a petition before the Regional Trial Court (RTC) challenging the revised assessment issued by the City Government of Tacloban. The RTC dismissed NGCP's appeal as premature due to its failure to file a written protest against the revised assessment from the City Treasurer. NGCP's subsequent filed petition for review before the Court of Tax Appeals (CTA) which was denied for failure to prove payment of the required 3% franchise tax for 2009. After elevating the case to the CTA En Banc, which also denied the petition without considering the BIR certifications from NGCP, NGCP filed a Petition for Review on Certiorari with the Supreme Court. The Supreme Court found merit in NGCP's case, ruling that it had been denied due process by not being allowed to present evidence of tax payment and that the CTA En Banc erred in disregarding the BIR Certification presented by NGCP. Thus, the Supreme Court reversed the CTA En Banc's decision and remanded the case to the RTC in Tacloban City for further proceedings to determine whether the amounts collected, as mentioned in the BIR certifications submitted by NGCP, were the same franchise taxes referred to in Section 9 of RA 9511 and whether the franchise taxes collected from NGCP in 2009 corresponded to 3% of NGCP's gross receipts for that year.

d. In NGCP vs. the OIC, Provincial Assessor of South Cotabato and the Municipal Assessor of Tupi, South Cotabato, a case involving properties with assessed value of ₱78.89 million was dismissed on appeal by the CTA in its Decision dated February 27, 2018, for failure to pay the tax under protest. This was brought to the Supreme Court by way of Petition for Review, docketed as G.R. No. 241105. A Reply to the Comment of Respondents to NGCP's Petition for Review dated January 3, 2019, was filed by NGCP on September 16, 2020. On August 24, 2023, NGCP received Resolution dated March 27, 2023, requiring parties to file a Manifestation as to the subsequent development that may help the disposition of the case. Hence, on September 8, 2023, NGCP filed a Manifestation informing the Supreme Court of a pending negotiation for settlement by the parties and acknowledged the same on its Notice dated April 2, 2025. On June 4, 2026, NGCP received a Notice from the Supreme Court dated October 6, 2025, denying its Petition for Review and remanding the case to the Local Board of Assessment Appeals (LBAA) for further proceedings, subject to the payment of the assessed real property taxes under protest.

e. Likewise, in G.R. No. 208225 (NGCP vs. CBAA and Butuan City), NGCP filed a Petition for Review dated September 9, 2013, praying for exemption from real property taxes on properties located in Butuan City. Adverse decisions denying NGCP's petition were issued by the LBAA on December 28, 2009, CBAA on September 2, 2010, and CTA on July 8, 2013. Consequently, the case proceeded to the Supreme Court. In a Resolution dated January 15, 2025, the SC First Division required the parties, to inform the Court of any supervening events or subsequent developments necessary for the immediate disposition of the case or for the Court to determine if the case has been rendered moot and academic. In compliance, NGCP filed its manifestation on January 9, 2025, informing the Supreme Court that six (6) out of the fifteen (15) properties involved are already exempt and that NGCP is coordinating with the LGU of Butuan City for the possible exemption of the remaining properties subject of this petition.

f. In CTA EB No. 2795 (NGCP v. Municipality of Bayombong, Nueva Vizcaya, as represented by Ma. Ceselma D. Parong, in her capacity as Municipal Treasurer of Bayombong) for cancellation of Mayor's Permit Fee for calendar years 2020 and 2021 in total amount of ₱4,000.00 and ₱2,000.00, respectively. The CTA En Banc dismissed NGCP's Petition for Review on October 10, 2024, for lack of jurisdiction. NGCP subsequently filed an MR on November 6, 2024. On May 21, 2026, NGCP received a Notice of Resolution directing the Respondent to file its Comment/Opposition, after which the MR shall be deemed submitted for resolution.

g. On 7 January 2026, the CTA First Division issued a favorable decision to NGCP in the case of NGCP v. City Government of Tacloban, as represented by Mayor Alfred S. Romualdez, in his official capacity as City Mayor and Ms. Jennifer S. Guy, in her official capacity as Acting City Treasurer of Tacloban, CTA AC NO. 349, This case involves the assessment of Contractor's/City tax for calendar year 2009 to 2022 in the total amount of ₱34,598,981.94.00. After the dismissal of NGCP's Petition and denial of its Motion for Reconsideration before the RTC, Branch 09, Tacloban City, NGCP filed a Petition for Review before the Court of Tax Appeals on October 10, 2024. In its appeal, NGCP invoked its exemption from payment of local taxes upon payment of 3% franchise tax to the national government pursuant to its franchise granted under Section 9 of R.A. 9511. In its Decision on January 7, 2026, the CTA held that NGCP

sufficiently proved its payment of the 3% franchise tax based on its gross receipts pursuant to R.A. No. 9511, as evidenced by BIR Certifications and BIR Forms presented before the RTC of Tacloban City. In arriving at its decision, the court cited the ruling of the Supreme Court in NGCP v. Cordano, which held that NGCP is exempt from payment of Contractor's Tax upon presentation of proof of payment of 3% franchise tax. In said case, the Supreme Court reversed the CTA En Banc decision rendered in favor of Tacloban City due to violation of due process as NGCP was not given the opportunity to present proof of payment of 3% franchise tax. Further, the CTA cites the case of NGCP v. Oliva and Oliva v. NGCP, where the Supreme Court recognized the tax exemption granted to NGCP under Section 9 of R.A. 9511. Thus, the CTA reversed and set aside the Decision of the RTC, Branch 09, Tacloban City dated June 27, 2024, declared NGCP as exempt from the payment of Contractor's/City Tax, and ordered the cancellation, of the Contractor's/City Tax in the amount of ₱34,598,981.94. On May 21, 2026, respondent Tacloban City filed an MR.

h. In the case of NGCP vs. Fatima Tenorio, et al, the CTA in its Decision dated April 26, 2017 dismissed the Petition filed by NGCP for failure to pay the tax under protest. However, since a similar case involving the same properties is also pending before the LBAA of Ilocos Sur, NGCP subsequently paid the real property tax under protest in the amount of ₱10.17 million. NGCP then filed another Petition before the LBAA on November 5, 2018, contesting the collection and payment of the tax. The cases are still pending before the LBAA.

i. Also, in the case of NGCP vs. LBAA of Batangas City and Guadalupe Judy Tumambing, City Assessor of Batangas City, involving properties with assessed value of P1.40 million, the Supreme Court dismissed the Petition for Review filed by NGCP in a Resolution dated February 28, 2022. NGCP subsequently filed a Motion for Reconsideration of said Resolution on March 15, 2022, praying, among others, that the properties involved be classified as exempt from the payment of RPT in the Assessment Roll. On July 13, 2022, NGCP received a Resolution denying its Motion for Reconsideration. On 20 August 2025, NGCP received a letter from Office of the City Legal Officer of Batangas demanding payment of delinquent RPT for the years 2009 to 2025 in the total amount of ₱28.42 million. Considering the number of properties to be verified (178 properties), OGC requested more time for the South Luzon O&M Team to complete the verification process. The Office of the City Legal Officer of Batangas informed OGC that the demand for payment sent to NGCP is to prompt compliance with the requirement to apply for exemption so that the subject properties may be removed by the City Assessor from the assessment roll. Further, the City Legal Officer of Batangas suggested NGCP to make partial submissions for application. Hence, on October 30, 2025, OGC filed a letter (covering 8 properties verified by South Luzon O&M Team) addressed to the Offices of the Legal Officer, Assessor and Treasurer of Batangas City to request the recognition of NGCP's exemption for payment of RPT. As of this writing, NGCP is yet to receive a response from said offices. With respect to the other properties, the same are still pending verification by South Luzon O&M for application for recognition of NGCP's exemption for payment of RPT.

j. With regards to the pending Petition for Injunction with TRO (NGCP vs. The Province of Cebu, et al.) for Declaratory Relief with Prayer of Cancellation of TDs, with Urgent Application for TRO and/or Preliminary Injunction against the collection of RPT in the amount of ₱192.00 million, filed with the Regional Trial Court Regional Trial Court (RTC) of Cebu, the parties already submitted their respective Memoranda on July 19, 2019, and the case is still pending for resolution.

k. On October 12, 2020, NGCP received a copy of the CTA Decision, dated September 23, 2020, in CTA EB No. 2110 (City Assessor's Office of Valenzuela City vs. NGCP) reversing and setting aside the Decision dated August 22, 2012, of the LBAA and the October 8, 2018 Decision and May 31, 2019 Resolution of the CBAA. The CTA declared the Notice of Assessment dated October 9, 2012, as final, executory and unappealable. On October 23, 2020, NGCP filed its Motion for Reconsideration. Thereafter, NGCP received on October 23, 2020, the Statement of Account issued by the City Treasurer on the 37 machineries/transmission towers subject of the case in the total amount of ₱421.75 million. On October 30, 2020, NGCP wrote a letter and requested the City Treasurer and City Assessor the following: (a) refer to TransCo the notice of delinquency for real property tax covering years 2002 to 2008; (b) classify the 37 machineries/transmission towers, as exempt from payment of real property tax from year 2009 onwards; and (c) issue revised tax declarations on 37 machineries/transmission towers and indicate

thereon that NGCP is the beneficial user of the same and to re-classify said properties from taxable to exempt. On June 28, 2021, NGCP received the CTA Resolution dated June 2, 2021, denying NGCP's Motion for Reconsideration. NGCP filed Petition for Review dated July 13, 2021, which is still pending resolution before the Supreme Court. On October 27, 2023, NGCP filed a Motion to Leave to File Comment to the Respondent's Consolidated Compliance which was granted through a Notice dated January 22, 2024.

l. In CA-G.R.-SP No. 12437-MIN, NGCP vs. Hon. Louela S. Maybituin, in her official capacity as City Treasurer of Iligan City, on August 22, 2025, NGCP received the Notice of Resolution and Certification on August 8, 2025, granting NGCP's MR and directing respondent to file a Comment on the Petition. No Comment has yet been filed by the respondent.

m. In Civil Case No. R-CDO-20-01925-CV, NGCP vs. Municipal Gov't of Opol, Misamis Oriental, on May 12, 2020, NGCP filed a petition praying for the cancellation of business tax assessment amounting to ₱765,273.68 for taxable years 2018, 2019 and 2020. On July 7, 2026, NGCP received a favorable resolution dated June 20, 2026, granting the MR and setting aside the Judgment dated April 14, 2026.

n. In Civil Case No. 417-D, NGCP filed on June 23, 2026 a petition seeking the cancellation of the assessment of the Mayor's Permit Fee and Annual Inspection Fee amounting to ₱846,000.00 before the 13th Municipal Circuit Trial Court (MCTC), Dumanjug, Cebu, entitled NGCP v. Municipal Government of Dumanjug, Cebu, represented by Hon. Efren Guntraco Gica, in his official capacity as Municipal Mayor, and Letecia Cabillon, in her official capacity as Municipal Treasurer. Thereafter, on July 3, 2026, the Court issued an Order directing the Process Server to serve copies of the Petition upon the Respondents.

o. In Civil Case No. R-QZN-26-05775, NGCP vs. City Government of Quezon City, which involves a petition for the cancellation of tax billings and refund of the amount of ₱29.22 million for Tax Bill CY2026, on June 3, 2026, the case was raffled to RTC-QC Branch 85.

p. In Civil Case No. Q-10-68076, NGCP vs. City Government of Quezon City, which involves a petition for the cancellation of tax billings and refund of the amount of ₱18.14 million, the RTC-QC Branch 85 rendered a decision on February 25, 2025, dismissing the petition for lack of merit. NGCP filed a Motion for Reconsideration (MR) on May 13, 2025. The Respondent, City Government of Quezon City, submitted its Comment on March 10, 2025. On June 19, 2025, the RTC issued an Order denying the MR. Hence, NGCP filed an appeal by way of Petition for Review before the Court of Tax Appeals on October 10, 2025. On February 23, 2026, NGCP received the CTA Order noting that the Respondent failed to electronically file its Motion for Extension of Time to File Comment. For failure to strictly comply with the rules on electronic filing, the motion was deemed not filed. Accordingly, the case is now deemed submitted for decision. In addition, on April 4, 2026 NGCP received the compliance of RTC Br. 85 to transmit the entire records of this case to CTA.

q. Under Civil Case No. R-QZN-21-07791, entitled NGCP vs. City Government of Quezon City, the RTC-QC Branch 225 in its Resolution dated September 8, 2022, dismissed due to lack of merit NGCP's Petition questioning the assessment issued by the LGU of Quezon City for the year 2021 and seeking the refund of the amount of P21.98 million which NGCP paid under protest. The RTC subsequently denied NGCP's Motion for Reconsideration (MR). NGCP filed a Petition for Review before the CTA docketed as CTA Case No. AC-273. This was partially granted by the CTA in a decision dated May 29, 2024, and ordered the remand of the case to the RTC-QC Br. 225 for further proceedings, more particularly on the reception of evidence on the payment of 3% franchise tax and determination of the amount to be refunded to NGCP. Respondent Quezon City filed a Motion for Reconsideration (MR) of the Decision. On February 27, 2025, NGCP filed an Urgent Motion to Suspend Proceedings before the RTC which assumed jurisdiction over the remanded case, despite the pendency of the MR filed by Quezon City before the CTA. On May 31, 2025, the RTC granted NGCP's Urgent Motion to Suspend the Proceedings, citing a jurisdictional issue considering that the CTA Decision had not yet become final and executory due to the respondent's pending MR. On May 4, 2026, the CTA issued a Resolution declaring the Decision dated May 29, 2024, as final and executory and ordered its entry in the Book of Entries of

Judgments. On June 5, 2026, the RTC denied the MR (of the Resolution dated February 13,2025) and set the continuation of trial on July 22, 2026.

r. On May 24, 2024, NGCP received a favorable decision in the case of NGCP vs. Quezon City under Civil Case No. R-QZN 22-05086 CV Br. 215. The court ruled that NGCP is exempt from payment of local business tax, city tax, Mayor's Permit Fee, local franchise tax and other regulatory fees and charges pursuant to it legislative franchise (RA 9511) and ordered the cancellation of the assessment for said taxes, fees and charges in the amount of ₱22.27 million for calendar year 2022, declaring the same as null and void. Also, the court ordered the City Treasurer of Quezon City to refund in favor of NGCP the amount of ₱22.27 million. Quezon City filed a Motion for Reconsideration (MR) of the Decision dated December 27, 2023, but the Court denied the said MR. Hence, the City Government of Quezon City filed a Petition for Review on November 12, 2024, before the Court of Tax Appeals, and the CTA ordered NGCP to file a comment within 10 days, or until January 20, 2025. On January 20, 2025, NGCP filed its Comment, praying that the instant Petition for Review filed by Petitioner Quezon City be dismissed for utter lack of merit. On January 28, 2025, the CTA issued a Minute Resolution ordering the parties to submit their respective Memoranda. The City Government of Quezon City filed a Memorandum on April 4, 2025, while NGCP filed its Memorandum on May 2, 2025. On August 4, 2025, NGCP received a Minute Resolution dated 04 May 2025, indicating that this case is now deemed submitted for decision. On May 29, 2026, NGCP received a favorable decision from CTA Special Second Division denying the Petition for Review of Quezon City and ordering the refund in the amount of P22,237,443.78 to NGCP. On June 8, 2026, NGCP filed its Comment/Opposition to the MR of Quezon City and on July 7, 2026, a Minute Resolution issued by the Court that the MR is now deemed submitted for resolution.

s. In Civil Case No. R-QZN-20-05148-CV (NGCP vs Quezon City), RTC-QC Branch 223 for Cancellation of Tax Billings for CY 2020 and Claim for Refund of the amount of ₱19.07 million which was paid under protest, Formal Offer of Evidence was filed on April 8, 2026. On June 4, 2026, NGCP received the Court's Order dated May 19, 2026 submitting the case for decision.

t. On May 12, 2023, NGCP filed Petition before the RTC of Quezon City (NGCP vs. The City Government of Quezon City) under Civil Case No. R-QZN-23-045425-CV Branch 230 relative to the Appeal of Assessment and Claim for Refund of Business Tax for CY 2023 in the amount of ₱26.53 million. On September 4, 2025, RTC rendered a decision in favor of NGCP ordering the refund of the amount paid by NGCP. On October 1, 2025, the Respondent, Quezon City, filed a Motion for Reconsideration (MR). On October 8, 2025, NGCP filed its Comment/Opposition. The matter remains pending resolution of the MR filed by the Respondent.

u. On June 5, 2024, a Petition was also filed before the RTC-QC Br. 226 of Quezon City (NGCP vs. The City Government of Quezon City) under Civil Case No. R-QZN-24-04776 relative to the Appeal of Assessment and Claim for Refund of Business Tax for CY 2024 in the amount of ₱26.50 million. On October 23, 2024, the Respondent QC raised the affirmative defense of estoppel which was denied in the Order of the Court dated May 8, 2025. The case was referred for mediation. However, on October 21, 2025, the parties failed to reach an agreement and consequently terminated the mediation proceedings. The pre-marking of documentary evidence was concluded on July 3, 2026, during which all documentary exhibits were permanently marked. The initial presentation of the Petitioner's evidence was set on August 12, 2026.

v. In Civil Case No. R-QZN-25-05150-CV Br. 224 (NGCP vs. City Government of Quezon City), NGCP filed a petition on June 17, 2025, appealing the assessment for business tax for CY 2025 and claiming refund of the amount of ₱27.83 million which NGCP paid under protest. On June 30, 2025, NGCP received the Order of the Court dated June 19, 2025, issuing and summons to respondent City Government of Quezon City. On August 29. 2025, respondent Quezon City filed an Answer to the Petition with Affirmative Defense of Prescription. On September 12, 2025, NGCP filed Comment (To the respondent's affirmative defense of prescription stated in their Answer dated August 29, 2025). On November 7, 2025, the Respondent's Affirmative Defenses in the Answer to the Petition were denied due to lack of merit. On February 23, 2026, the parties appeared before Court-Annexed Mediation. As no amicable settlement was reached, Judicial Dispute Resolution was cancelled, and trial shall proceed on May 21, 2026. On May 6,2026, NGCP received the Order of the Court denying the Motion (For Issuance of

Subpoena Duces Tecus and Ad Testificandum) which NGCP filed an MR dated May 29, 2026, which subsequently denied in the Resolution dated June 29, 2026. The presentation for the petitioner of second witness, Ms. Marteza is set on July 30, 2026.

w. On June 21, 2023, another Petition was filed before the MTCC Branch 1 - Davao City entitled NGCP vs. City Government of Davao City, as represented by Atty. Lawrence D. Batinding, in his official capacity as City Treasurer of Davao involving an Appeal of Assessment and Claim for Refund of Business Tax and other regulatory fees in the total amount of ₱184,942. On July 3, 2024, the MTCC issued a Decision denying NGCP's petition for failure to establish sufficient and competent evidence that it is exempt from paying business taxes. NGCP filed a Motion for Reconsideration on November 19, 2024 and the same is still pending resolution.

x. With the ruling of the Supreme Court in Oliva cases, Tacloban Case, Cabanatuan City cases and BLGF Memorandum Circulars and letters confirming NGCP's exemption from RPTs, local franchise tax and business taxes, NGCP is continuously and actively asserting its exemption on all properties used in connection with its franchise and is pro-actively negotiating with various LGUs for the recognition of its exemption, and for the refund of all real property taxes paid under protest. Constant communication and coordination meetings and negotiations with the various LGUs are being conducted all year round for this purpose.

As of July 14, 2026, NGCP obtained four thousand six hundred eighty-three (4,683) tax exemptions covering lands, buildings and machineries located in various cities, municipalities, provinces with assessed value in the total amount of ₱12.416 billion.

As of July 14, 2026, NGCP has a total of ninety-seven (97) RPT, franchise and business tax cases pending before the LBAA, RTC, Municipal Trial Court in Cities (MTCC), the CTA, Court of Appeals (CA) and the Supreme Court, broken down as follows:
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1. Thirty-seven (37) cases pertain to Petitions filed contesting the Notices of Assessment issued by the Provincial or City Assessors involving properties with an estimated tax due of ₱122.9 million (2% of the total assessed value of properties).

2. Ten (10) cases pertain to Petition filed contesting the tax billing issued by the Provincial or City Assessors involving properties with total tax due of ₱1 billion.

3. Thirty-seven (37) cases with Payment Under Protest contesting the Statements of Account or Billings issued by the Local Treasurers in the total amount of ₱43 million.\

4. Thirteen (13) cases with Payment Under Protest contesting the assessment for Franchise/Business Taxes and Fees issued by the Provincial or City or Municipal Treasurers in the total amount of ₱201 million.

5. On August 15, 2023, the Energy Regulatory Commission (ERC) promulgated Resolution No. 10, Series of 2023 (the "2023 ERC Resolution"), entitled "A Resolution Suspending the Inclusion of the National Franchise Tax of the National Grid Corporation of the Philippines (NGCP) in the Total Monthly Transmission Cost Billing of Distribution Utilities." Citing Republic v. Manila Electric Company (MERALCO) and Maynilad Water Services, Inc. v. National Water and Resources Board, et al. (Maynilad). In its Decision dated April 11, 2025 in NGCP's 4th Regulatory Period Revenue Application (ERC Case No. 2022-089RC) received by NGCP on July 7, 2025, the ERC ruled that NGCP's Franchise Tax which is a direct tax imposed upon it by virtue of the NGCP Franchise Law, are direct liabilities of the NGCP and cannot be shifted or passed-on to its customers.

6. Pursuant to R.A. No. 9511, NGCP is authorized to exercise the right of eminent domain insofar as it may be reasonably necessary for the construction, expansion, and efficient maintenance of the transmission system and grid. Thus, NGCP may acquire private property as is actually necessary for the realization of the purposes for which its franchise (R. A. 9511) was granted.

One of the relevant expropriation cases filed on May 6, 2016 by NGCP is NGCP v. Social Security System (SSS), a government-owned and -controlled corporation, for the acquisition of the site for the Pasay 230kV Substation Project. An Omnibus Motion to Withdraw Complaint and Provisional Deposit in the amount of ₱1.46 billion was filed with the Regional Trial Court of Pasay City (RTC-Pasay) on March 12, 2020. However, the resolution was deferred since the records of the case were forwarded and still with the Supreme Court. Unfortunately, hearings of the court were suspended due to Covid 19 Pandemic at the start of March 2020.

On January 22, 2021, NGCP filed with the Supreme Court a Motion to Enforce the Court's Order to remand the records of the case to RTC-Pasay. On March 18, 2021, NGCP's Motion to Enforce Court Order was granted by the Supreme Court. Consequently, the records were transmitted to the RTC-Pasay on July 13, 2021. The Omnibus Motion to Withdraw Complaint and Provisional Deposit was granted by the RTC-Pasay after the hearing on July 21, 2021. NGCP filed a Partial Motion for Reconsideration regarding the interest on the provisional deposit which was denied by the said court in its Order dated November 5, 2021.

On December 10, 2021, NGCP filed a Notice of Appeal before the Court of Appeals (CA). The provisional deposit's principal amount of ₱1.46 billion was withdrawn by NGCP on December 22, 2021. On November 7, 2022, NCGP received a Notice to File Brief dated September 17, 2022, from the CA, requiring NGCP to file its Appellant's Brief within forty-five (45) days from receipt of the said Notice. On December 22, 2022, the Appellant's Brief praying for the release of the interest on the P1.46 billion principal amount of provisional deposit was filed. On October 3, 2024, NGCP received a copy of the Decision of the CA dated September 13, 2024 denying the appeal. On October 18, 2024, NGCP filed a Motion for Reconsideration (MR). Subsequently, the Court of Appeals denied the MR based on its Resolution dated October 2, 2025, from which NGCP did not appeal.

As of June 30, 2026, the total number of expropriation cases filed/pending with the Courts, including Projects Under Construction (PUC) cases turned over to the company by the National Transmission Corporation (TRANSCO) is 7,391, with the total estimated amount involved of ₱10.660 billion (based on provisional deposits).

7. There are twenty-two (22) reclassification cases filed before the ERC, twelve (12) of which were filed by NGCP. However, this is a non-exhaustive list of reclassified assets since the ERC may also reclassify assets in other cases (i.e., Dispute Resolution, Point-To-Point, Sale of Sub transmission Assets, and Capital Expenditure Applications) when the assets are currently not part of NGCP's Regulatory Asset Base (RAB) but are performing transmission functions and, therefore, should be transferred to NGCP pursuant to R.A. No. 9136. It must also be noted that although the nature of reclassification cases do not require the approval of ERC for the purchase price, NGCP needs ERC's approval on its RAB to include payments equivalent to the corresponding fair market price of each asset. However, considering that only 8 of the reclassification cases were approved in NGCP's Fourth RP Final Determination and NGCP's Fifth RP Final Determination is yet to be issued, there are still no approved CAPEX for the acquisition of all other assets.

8. There are six (6) cases pending with the Supreme Court (which were consolidated and will be resolved in one decision) involving ERC's imposition of Fees in relation to approved various CAPEX projects. The issue involved is whether or not NGCP is liable to pay all types of fees taking into consideration the provisions of R.A. No. 9511 which exempts NGCP from paying all other kinds of fees, taxes, and charges in consideration of its payment of the 3% Franchise Tax. The resolution of these cases may not have an impact on NGCP's revenue considering that the ERC considers Permit Fees as part of the capital expense in NGCP's Final Determination. NGCP has paid these permit fees under protest. NGCP has already obtained favorable decisions from the Court of Appeals where the court declared NGCP exempt from payment of permit fees pursuant to its Franchise. These decisions are now subject of appeals by the ERC with the Supreme Court. There are also motions for reconsideration still pending with ERC where NGCP, upon obtaining approval of CAPEX applications, filed motions relative to the imposition of permit fees.

9. NGCP is being assessed by the ERC of Supervision and Regulation Fees in the amount of ₱468.00 million annually and Metering Authority Fees in the amount of P15.00 million every three years upon the renewal of NGCP's authority as the metering service provider. The Supervision and Regulation Fee is required to be paid on or before September 30th of each year with a penalty of fifty per centum in case of delinquency; Provided, further, that if the fees or any balance thereof are not paid within sixty (60) days from the said date, the penalty shall be increased one per centum for each month of delinquency thereafter. On the other hand, the metering fee is being assessed by ERC based on the authority granted to NGCP as the WESM metering service provider.

   The assessment is based on ERC Resolution No. 21, Series of 2007 entitled 'A Resolution Approving the Revised Schedule of ERC Fees and Charges' which provides that supervision and regulatory fees are for annual reimbursement of the expenses incurred by the ERC in the supervision of electric utilities, transmission companies and/or in the regulation or fixing of their rates. Both the supervision and regulatory fee and metering authority assessment fee are computed at one peso for each one hundred pesos or fraction thereof, of the capital stock subscribed or paid.

   NGCP is paying both Fees although under protest on the ground that NGCP should be exempt from payment of these fees pursuant to Section 9 of R.A. No. 9511, which provides that NGCP's payment of 3% franchise tax shall be in lieu of, and expressly exempted from paying all other kinds of fees, taxes, and charges. The resolution of its protest may not have an impact on NGCP's revenue because the ERC considers the Supervision and Regulation Fees as part of the operating expense.

10. There are thirteen (13) labor cases pending before the Court of Appeals, National Labor Relations Commission, and the Department of Labor and Employment filed either by (i) former NGCP employees against NGCP in different areas/regions for illegal dismissal, with prayer for reinstatement, and payment of backwages and damages or for other money claims; (ii) by employees of service providers with service contracts with NGCP wherein NGCP was impleaded as co-defendant; or (iii) employees of Nominated Partner of NGCP's Contractor. The contingent liabilities arising from the labor cases are difficult to estimate considering that in most of the complaints, the monetary claims are not specified by the complainants There are sixteen (16) NGCP CAPEX Applications pending with the ERC for approval.

11. On February 14, 2018, NGCP filed with the Singapore International Arbitration Centre ("SIAC") a Notice of Arbitration, docketed as SIAC Case No. ARB044/18/CHB, against Power Sector Assets & Liabilities Management Corporation (PSALM) and National Transmission Corporation (TRANSCO) pursuant to the Arbitration Clause in Section 16 of the Concession Agreement relative to the implementation and interpretation of the parties' Concession Agreement. In the arbitration, NGCP sought, among other things, a declaration that the prepayment made on July 15, 2013 amounting to ₱57.88 billion was valid, and the payment of other monetary claims of approximately ₱4 billion which should have been borne by TRANSCO under the Concession Agreement, but were advanced by NGCP.

    On February 19, 2025, the Arbitral Tribunal of the SIAC rendered a Final Award in the case filed by NGCP against the PSALM and TRANSCO. The Arbitral Tribunal declared:

    a. NGCP did not breach the nationality restrictions in the Philippine Constitution, the Anti-Dummy Law, and its obligations under the Concession Agreement in relation to permitted indebtedness or insurance;
    b. NGCP validly exercised its right to make the prepayment in the amount of ₱57.88 billion that it effectuated on July 15, 2013;
    c. NGCP shall pay only approximately ₱372.77 million to TRANSCO out of its claim of around ₱3.90 billion;
    d. The agreed difference for the Projects Under Construction in the amount of ₱10.11 billion shall be converted into US Dollars at the rate of USD$1: PhP₱49.62;
    e. NGCP is entitled to an indemnification from PSALM and TRANSCO up to the amount of ₱56.50 million for expenses on right of way claims with interest;
    f. NGCP shall be compensated by TRANSCO through a corresponding reduction in the Concession Fee for Sub-Transmission Assets (STAs) that were on the Bid Date the subject of an ongoing negotiation, and as such, remain within the transferred assets;

g. NGCP's claim for capital expenditures on STAs was denied as TRANSCO is not obliged to account to NGCP in respect of any portion of the proceeds that may be attributable to NGCP's capital expenditure;
h. NGCP has, during the Concession Period, the exclusive right and responsibility of preparing the Transmission Development Plan (TDP) on an annual basis and is entitled to deal directly, and without intervention (or prior approval) by TRANSCO, with the regulators;
i. NGCP shall be reimbursed by TRANSCO for its Retained Obligations of ₱51.80 million;
j. NGCP has the exclusive right during the Concession Period to use the Transmission Assets which includes the right to use such assets for a Related Business, including for a telecommunications system;
k. Finally, the Tribunal declared that title to any Documented Property Rights acquired by NGCP in the exercise of its power of eminent domain is to be registered in the name of TRANSCO.

Under the UNCITRAL Rules, the Tribunal's award is final and binding on the parties and the parties are obligated to carry out the award without delay. As of report date, NGCP is in the process of execution of the above Arbitral Award.

While the ERC already issued NGCP's Final Determination for the 4th Regulatory Period, there are a total of two (2) NGCP separate CAPEX Applications that pending with the ERC for approval. Due to urgency of the projects, NGCP is constrained to file separate CAPEX Applications for approval of the ERC. Moreover, the ERC has not yet issued NGCP's Final Determination for the 5th Regulatory Period.

The Group has other possible claims from or obligations to other parties from past events and whose existence may only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Any Known Trends, Events or Uncertainties (Material Impact on Sales)

The ERC, in an Order dated August 21, 2024 issued the 4th RP Draft Final Determination (DFD) which was received on November 8, 2024. Accordingly, NGCP submitted its comments on the aforesaid documents on November 25, 2024. NGCP is now awaiting for the issuance of the Final Determination.

In an ERC Order dated September 27, 2024, NGCP was directed to submit data and information, as well as its responses to the clarificatory questions on its land and land-related capital expenditure (CAPEX) projects covering the period from calendar years 2009 to 2023. NGCP filed before the ERC its Partial Compliance and Full Compliance dated October 28, 2024 and November 7, 2024, respectively.

In an ERC Order dated November 26, 2024, a Clarificatory Hearing was set on December 5 and 6, 2024 and NGCP was directed to submit its Compliance to the Commission's clarificatory questions, including all relevant information and supporting documents. NGCP filed before the ERC its Partial Compliance, Second Partial Compliance, and Full Compliance dated December 17, 2024, December 27, 2024, and January 27, 2025, respectively.

Inspection activities with the ERC and its consultant were scheduled from March 3 to 21, 2025, of the sample land and land related CAPEX of NGCP pursuant to the Terms of Reference on the Consulting Services for the Prudency Review of Land and Land-Related Capital Expenditure (CAPEX) Projects of the National Grid Corporation of the Philippines (NGCP) and the National Transmission Corporation (TransCo) Covering the Period From the Calendar Years (CY) 2009 to 2023.

On March 20, 2025, NGCP received the following draft reports of ERC's Consultants: (1) Determination of Performance Incentive Scheme (PIS) for National Grid Corporation of the Philippines (NGCP) for the Fifth Regulatory Period (5th RP) and Review of NGCP's Proposed PIS for the 5th RP dated 03 January 2025; (2) Validation of the Forecasts Expenditure for the Fifth Regulatory Period of the National Grid Corporation of the Philippines in Setting the Transmission Wheeling Rates dated 06 October 2023; and (3) Determination of the Regulatory WACC for Transmission for the 5th Regulatory Period (2023-2027) and Review of the NGCP WACC Report for the 5th Regulatory Period (5th RP) (commencing 2021 per NGCP) dated 17 March 2024 (Revised June

16, 2024) and March 18, 2024 (Revised June 15, 2024), respectively. NGCP submitted its comments before the ERC on the aforesaid drafts on April 4, 2025. NGCP submitted a Supplemental Comment (To the Final Reports of the Commission's Consultants) dated May 13, 2025.

On April 11, 2025, the ERC posted in its website, www.erc.gov.ph, the Notice of Commission Action during the 1125th Regular Commission Meeting held on March 26, 2025 providing the overview of the Decision related to NGCP's 4th RP Application. The summary of the Commission Action provides, among others, that after due deliberation, the Majority resolved to adopt the following parameters in relation to the determination of the final rate for the 4th RP of NGCP: zero (0) Net Efficiency Adjustment (NEA); Weighted Average Cost of Capital (WACC) of 11.33%; and As Spent Approach. The Notice also provides that the Majority likewise resolved to approve the recommendation to make permanent NGCP's 2015 Maximum Allowable Revenue (MAR) in the amount of PhP43,078.95 Million and grant NGCP's Net Performance Incentive (NPI) reward claim for 2014 in the amount of PhP783.06 Million – both under ERC Case No. 2014-155RC entitled, "In the Matter of the Application for the Maximum Allowable Revenue (MAR) for Calendar Year (CY) 2015 and the Net Performance Incentive for 2014 Under the Rules for Setting the Transmission Wheeling Rates, With Prayer for Provisional Authority – National Grid Corporation of the Philippines, Applicant".

On April 15, 2025, the ERC posted in its website the Notice of Commission Action Application during the 3rd Special Commission Meeting No. 03-2025 held on April 11, 2025 providing the overview of the Decision related to the NGCP 4th RP Application. The summary of the Commission Action provides that after careful deliberation, the Majority resolved to approve the basic Maximum Annual Revenue adjustment (increase) of P0.0629/kWh, and an Under Recovery of P0.0384/kWh with a recovery period of eighty-four (84) month, thus a total rate impact (total increase) amounting to PhP0.1013/kWh. The computed MAR for the lapsed period is equivalent to P335.79 billion.

NGCP filed to ERC a "Very Urgent Motion to Resolve 4th Regulatory Period Reset Application" dated May 23, 2025.

NGCP filed to ERC a "Very Urgent Reiteratory Motion to Issue Final Determination of 4th Regulatory Period Reset Application" dated June 18, 2025.

NGCP filed to ERC a "Very Urgent Third Motion to Issue Final Determination of 4th Regulatory Period Reset Application" dated June 30, 2025.

On July 7, 2025, NGCP received the ERC Decision and Final Determination on NGCP's 4th Regulatory Period Revenue Reset Application. In the said Decision, the ERC approved NGCP's 2016-2022 Annual Revenue Requirement (ARR) in the amount of PhP335,788.65Million. The ERC also directed NGCP to collect, as a separate line item in the power bill of transmission customers, an Under Recovery of ₱28,296.88Million, with an equivalent rate of ₱0.0384/kWh, to be implemented over a period of approximately eighty-four (84) months or until such time that the said amount shall have been fully recovered. NGCP was further directed to accomplish and submit a report based on the prescribed format from the ERC on or before the 30th day of the following month until such time that the amount of under recovery shall have been fully collected.

On July 18, 2025, the ERC, on its website, posted an Explainer entitled "ERC Releases Explainer on Final Determination for NGCP's 4th Regulatory Reset", stating that,

> *XXX*
>
> ***The under-recoveries and the increased MAR will result in an increase in transmission charges effective in the billing month of August****. The Commission set a seven-year recovery period for the P28.29-Billion under-recoveries.* ***The total average increase of P0.1013 per kilowatt-hour (kWh) in transmission charges is the sum of the average increase of P0.0629/kWh in the basic transmission charge resulting from the higher MAR and P0.0384/kWh*** *for the under-recovered portion (to be collected over 84 months). (emphasis supplied)*
>
> *XXX*

As detailed in the Results of the Final Determination for the National Grid Corporation of the Philippines' Rate Reset for Years 2016-2022 included in the said explainer, the approved MAR for 2022 of NGCP is at **P58,100.01 million**. The incremental increase in revenue from the currently implemented interim MAR of ₱51,471.13 million is anticipated to result in an increase in transmission rates by P0.0629/kWh. This, along with the 4th RP-approved "Under Recovery 2016-2022" of ₱0.0384/kWh translates to a total indicative increase of ₱0.1013/kWh.

With the foregoing, ERC has authorized NGCP to bill the **₱58,100.01 million as its MAR for 2025** and **the "Under-recovery 2016-2022" of ₱28,296.88 million** with the fixed rate of **₱0.0384/kWh** to be collected in 84 months or until such time the amount is fully recovered.

Accordingly, **NGCP shall commence the billing of the authorized MAR and the "Under-recovery 2016-2022" to Transmission Customers effective July 2025 billing month (or June 26 to July 25, 2025)**, which will then billed by Distribution Utilities (DUs) to their customers in August 2025.

On July 22, 2025, NGCP filed a Motion for Partial Reconsideration (with Manifestation) on ERC Case No. 2022-089RC which was resolved by the ERC in an Order promulgated on October 29, 2025. In the said Order, the ERC approved the following: (1) provision of ARR and RAB Roll-forward computation, subject to the observance of appropriate confidentiality safeguards; (2) provision of the detailed computation and derivation of the Building Block components for (i) Transferred Assets, (ii) Found Assets, (iii) Optimized Assets, including the corresponding detailed information and breakdowns of: (i) 2016-2022 approved CAPEX, and (ii) 2016 Opening RAB, subject to the observance of appropriate confidentiality safeguards; (3) recognition of the 31 projects with a total amount of P16.10 billion which were not included in the computation of the RAB in the 4th RP FD, but shall only be considered for inclusion as adjustments to the RAB in the next RP reset; (4) recognition of the additional Return of Capital in the amount of ₱1.62 billion, but such correction or adjustment shall be considered in the next RP reset; (5) reconsideration on the unrecouped portion of the 2RP NEA, determined in the 3RP, subject to the results of the ERC's further verification and validation; and (6) re-computation of the 2015 NPI based on the 4RP FD 2016 ARR, the recomputed and validated amount, once confirmed, shall be reflected as part of NGCP's allowable revenue in the next RP reset. In the same Order, the ERC confirmed the following: (1) NGCP's MAR for 2025 amounts to ₱58.10 billion; (2) under recovery of P28.30 billion with the fixed rate of ₱0.0384/kWh to be collected in 84 months or until such time that the amount is fully recovered; (3) commencement of billing the authorized 2025 MAR and under recovery to Transmission Customers effective July 2025 billing month. In an Order, under ERC Case No. 2023-025RC, promulgated on October 8, 2025, the ERC set a Clarificatory Hearing on October 20 and 22, 2025 and directed NGCP to prepare response to the ERC's clarificatory questions. NGCP submitted its Compliance dated October 15, 2025.

In a Notice, under ERC Case No. 2023-025RC, promulgated on November 11, 2025, the ERC posted, for comments of the interested parties, the Final Report of the ERC's Consultant, NCL Power Consulting Corporation (NCL) entitled, "Prudency Review of Land and Land-Related Capital Expenditure (CAPEX) Projects of the National Grid Corporation of the Philippines (NGCP) and the National Transmission Corporation (TransCo) Covering the Period from Calendar Years (CY) 2009 to 2023 dated May 14, 2025". NGCP submitted its comments before the ERC dated November 24, 2025.

In the ERC Decision on ERC Case No. 2023-025RC on NGCP's Application for the Approval of the MAR for the 5th Regulatory Period (5th RP) covering the years 2023 to 2027, which was promulgated on January 30, 2026, the ERC approved NGCP's Annual Revenue Requirement (ARR) covering 2023 to 2027 in the total amount of P374.98 billion or a total Smoothed Maximum Allowable Revenue (SMAR) of P376.42 billion Furthermore, NGCP was directed by the ERC to implement the MAR for RY 2023 in the amount of P63.45 billion starting August 1, 2026 until otherwise directed by the ERC.

On February 20, 2026, NGCP filed an Omnibus Motion seeking clarification on the Commission's Decision and the 5th RP Final Determination.

On April 16, 2026, NGCP received the ERC's Letter with subject "Commencement of the Sixth (6th) Regulatory Period (RP) and Directive for NGCP to file its 6th RP Rate Reset Application" directing NGCP to file its 6th RP Rate Reset Application within thirty (30) days from receipt thereof (on or before May 16, 2026).

On May 14, 2026 NGCP submitted and filed its 6th RP Revenue Reset Application dated 13 May 2026 containing data, reports, and information required under the Amended RTWR for NGCP's application for its proposed setting of Transmission Rates for the 6th RP covering a 5-year Regulatory Period from January 01, 2028 to December 31, 2032.

On May 15, 2026, said Application was docketed as ERC Case No. 2026-070RC. Subsequently, on May 16, 2026, NGCP received the ERC's Order dated May 15, 2026 resolving NGCP's Omnibus Motion dated February 20, 2026 in its 5th RP Revenue Reset Application. One of the most relevant motions granted in the said Omnibus Motion is the reconsideration of the Weighted Average Cost of Capital (WACC) and its setting at 11.92% thereby modifying the NGCP's 5th RP ARR and SMAR for years 2023 to 2027 to ₱378.71 billion and ₱380.45 billion, respectively. Moreover, the ERC directed NGCP to implement the approved MAR for CY 2023 in the amount of ₱63,659Mn effective October 2026 billing month.

As a consequence, on May 28, 2026, NGCP filed before the ERC an Amended Application dated 26 May 2026.

Seasonal Aspects that have Material effect on the Financial Statements

On March 27, 2026, the BOD of the Parent Company approved the declaration of ₱0.3474 cash dividends per share for the 1st quarter of 2026 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of April 15, 2026 on May 4, 2026.

On June 24, 2026, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 2nd quarter of 2026 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of July 8, 2026 on July 24, 2026.

CAUSES OF ANY MATERIAL CHANGES

a. *Six months ended June 30, 2026 with six months ended June 30, 2025*

Income
Operation services revenues as of June 30, 2026 totaled ₱73.43 billion, 85.40% higher than ₱39.61 billion as of June 30, 2025. The increase is mainly due to CY 2026 MAR amounting to ₱82.15 billion compared with ₱58.10 billion in 2025 and includes the under recoveries of MAR for CY 2023-2025 amounting to ₱31.50 billion as approved by ERC in the 5th final determination.

Interest income as of June 30, 2026 totaled ₱711.66 million, 975.47% higher than ₱66.17 million as of June 30, 2025. The increase is due to recording of additional interest income.

Operating expenses
As of June 30, 2026, the Operating Expenses totaled ₱15.23 billion, 15.04% higher than ₱13.24 billion as of June 30, 2025 due to higher Amortization of Intangible Asset, Provision for Impairment Losses on Receivables, Salaries, Wages and Employee Benefits, Communication, Light and Water and Insurance.

Amortization of intangible asset as of June 30, 2026 totaled to ₱7.48 billion, 14.33% higher than ₱6.54 billion as of June 30, 2025. The increase is due to unitization of completed projects resulting to higher amortization.

Provision for Impairment Losses on Receivables as of June 30, 2026 totaled to ₱640.37 million, 1880.44% higher than ₱32.34 million as of June 30, 2025. The increase is due additional provision for the interest income as part of the 2.6Bn written-off.

Salaries, wages, and employees' benefits as of June 30, 2026 totaled ₱3.04 billion, 12.05% higher than ₱2.71 billion as of June 30, 2025. The increase is mainly due to merit increase effective January 1, 2026.

Communication, light and water as of June 30, 2026 totaled ₱407.39 million, 38.09% higher than ₱295.03 million as of June 30, 2025. The increase is due to higher station use and telephone offset by lower electricity and internet subscription.

Intangible Assets-net
Intangible assets as of June 30, 2026 amounted to ₱482.58 billion, 3.76% higher than ₱465.11 billion as of December 31, 2025. The increase is primarily due to the additional expenditures incurred on NGCP priority and other major projects, such as Western 500 KV Backbone-Stage2, Batangas-Mindoro Intercon Backbone Proj, Lapulapu 230KV SS Project, Tuy 500Kv SSP Stage 1(Formerly Calaca-Da, Calbayog- Allen 138KVTLP (Formerly Cal, Grid Protection Relay Replacement Project, Nabas-Caticlan-Boracay TLP, Visayas Ss Upgrading Project2, Pinamucan 500 KV SSP, Taguig EHV Substation Project.

Receivables
Receivables as of June 30, 2026 consist of:

Receivables – net of current portion	₱ 80.36 billion
Receivables – current portion	26.92 billion
Total	**₱ 107.28 billion**

Receivables as of June 30, 2026 amounted to ₱107.28 billion, 69.37% higher than ₱63.34 billion as of December 31, 2025. The increase is mainly due to recording of the CY 2023 – 2025 unbilled MAR under-recoveries, unbilled MAR differential for CY 2026 and higher Ancillary Service Charges.

Other noncurrent assets
Other non-current assets as of June 30, 2026 amounted to ₱1.53 billion, 9.36% lower than ₱1.69 billion as of December 31, 2025. The decrease is mainly due to recoupment of project prepayments.

Cash and cash equivalents
Cash and cash equivalents as of June 30, 2026 amounted to ₱8.99 billion, 21.19% higher than ₱7.42 billion as of December 31, 2025. The increase is mainly due to reserved dividends for Q2 2026 to be paid in July 2026 net of settlement of various obligations.

Other current assets
Prepaid expenses and other current assets as of June 30, 2026 amounted to ₱21.75 billion, 5.73% lower than ₱23.08 billion as of December 31, 2025. The decrease is mainly due to recoupment of Project prepayments, utilization of the input vat offset by higher prepaid expense and other deposit court.

Loans Payable
Loans Payable as of June 30, 2026 consist of:

Loans Payable – net of current portion	₱ 236.49 billion
Current portion of loans payable	36.45 billion
Total	**₱ 272.94 billion**

Loans Payable as of June 30, 2026 amounted to ₱272.94 billion, 9.35% higher than ₱249.60 billion as of December 31, 2025. This is mainly due to newly drawn Term Loans.

Retirement benefits liability
Retirement benefits liability as of June 30, 2026 amounted to ₱3.53 billion, 10.44% higher than ₱3.20 billion as of December 31, 2025. The increase is due to the service cost and interest expense for the period.

Other current and other non-current liabilities
Other Current and noncurrent liabilities as of June 30, 2026 consist of:

Other noncurrent liabilities	₱ 0.20 billion
Other current liabilities	23.92 billion

Total	**₱ 24.12 billion**

Other current and other noncurrent liabilities as of June 30, 2026 amounted to ₱24.12 billion, 0.53% lower than ₱24.25 billion as of December 31, 2025. The decrease is mainly due to lower advances for construction offset by additional retention payable on on-going projects.

Trade and other current payables
Trade and other current payables as of June 30, 2026 amounted to ₱50.63 billion, 4.82% lower than ₱53.20 billion as of December 31, 2025. The decrease is mainly due to lower accrued expense, accounts payable offset by higher ancillary services and GRIR**.**

b. Year ended December 31, 2025 compared to year ended December 31, 2024

Intangible Assets - net
Intangible assets as of December 31, 2025 amounted to ₱465.11 billion, 9.30% higher than ₱425.55 billion as of December 31, 2024. The increase is primarily due to the additional expenditures incurred on NGCP priority and other major projects, such as Western 500 KV Backbone-Stage2, Batangas-Mindoro Intercon Backbone Project, Visayas SS Upgrading Project2, Grid Protection Relay Replacement Project, South Luzon Substation Upgrading Proj. 2, North Luzon SS Upgrading Project 2, Visayas Voltage improvement Project 2, Taguig EHV Substation Project, San Francisco-Tago 138 KVTLP, Mindanao-Visayas Interconnection Project, TUY 500kv SSP Stage 1(Formerly Calaca-DA).

Receivables
Receivables as of December 31, 2025 consist of:

Receivables – net of current portion	₱ 38.64 billion
Receivables – current portion	24.70 billion
Total	**₱ 63.34 billion**

Receivables as of December 31, 2025 amounted to ₱63.34 billion, 86.79% higher than ₱33.91 billion as of December 31, 2024. The increase is mainly due to the recording of the difference between under-recovery for the 4th RP (CY 2016-2022) and the accrued iMAR 2020 for CY2020, 2021 and the 4 months of 2022 and PIS for CY 2015 (Non-Current portion), CY 2023 and 2024 MAR differential amounting to ₱13.26 billion, Net performance incentive amounting to ₱901 million and additional depreciation amounting to ₱1.63 billion.

Other noncurrent assets
Other non-current assets as of December 31, 2025 amounted to ₱1.69 billion, 29.29% lower than ₱2.39 billion as of December 31, 2024. The decrease is mainly due to recoupment of project prepayments and utilization of Input VAT for the period.

Cash and cash equivalents
Cash and cash equivalents as of December 31, 2025 amounted to ₱7.42 billion, 17.24% lower than ₱8.96 billion as of December 31, 2024. The decrease is due to the settlement of liabilities/obligations.

Other current assets
Other current assets as of December 31, 2025, amounted to ₱23.08 billion, 10.53% lower than ₱25.79 billion as of December 31, 2024. The decrease is mainly due to the reclass of Provisional Deposits on Expropriation cases with court issued Writ of Possessions and recoupment of advance payments.

Loans Payable
Loans Payable as of December 31, 2025 consist of:

Loans Payable – net of current portion	₱ 216.45 billion
Current portion of loans payable	33.15 billion
Total	**₱ 249.60 billion**

Loans Payable as of December 31, 2025 amounted to ₱249.60 billion, 13.36% higher than ₱220.18 billion as of December 31, 2024. The increase is due to newly drawn Term Loans.

Retirement benefits liability
Retirement benefits liability as of December 31, 2025 amounted to ₱3.20 billion, 8.41 % higher than ₱2.95 billion as of December 31, 2024. The increase is due to the current service cost and interest expense offset by actuarial gain and out of pocket expenses for the period based on the actuarial valuation by FFMiravite as of December 31, 2025.

Other current and other non-current liabilities
Other Current and noncurrent liabilities as of December 31, 2025 consist of:

Other noncurrent liabilities	₱ 0.22 billion
Other current liabilities	24.03 billion
Total	**₱24.25 billion**

Other current and other noncurrent liabilities as of December 31, 2025 amounted to ₱24.25 billion, 3.16% higher than ₱23.51 billion as of December 31, 2024. The increase is mainly due to reclassification of advances for construction from non-current and additional retention on contracts.

Trade and other current payables
Trade and other current payables as of December 31, 2025 amounted to ₱53.20 billion, 14.29% higher than ₱46.55 billion as of December 31, 2024. The increase is due to higher accrued expense payable, Due to AS providers, interest on loans payable and accounts payable offset by decrease in GRIR due to higher settlement of invoices.

Income
Operation services revenues as of December 31, 2025 totaled to ₱85.21 billion, 60.73% higher than ₱53.01 billion as of December 31, 2024. The increase is mainly due to recording of the CY 2025 MAR amounting to ₱58.1B and includes the difference between under-recovery amounting to CY 2016-2022 and the accrued iMAR 2020 for CY2020, 2021 and the 4 months of 2022 and PIS for CY 2015 amounting to ₱9.78 billion, CY 2023 and 2024 MAR differential amounting to ₱13.26 billion, Net performance incentive amounting to P901 million and additional depreciation amounting to ₱1.63 billion.

Interest income as of December 31, 2025 totaled to ₱166.03 million, 11.70% lower than ₱188.02 million as of December 31, 2024. The decrease is due to lower funds invested for the period.

Operating expenses
For the year ended December 31, 2025, Operating Expenses totaled to ₱28.81 billion, 12.03% higher than ₱25.72 billion as of December 31, 2024 primarily because of higher Amortization of intangible asset, Salaries, wages, and employees' benefits, Insurance, Outside services, Security Services offset by Public Relation and Corporate Social Responsibility, Advertising, and Rent.

Amortization of intangible assets for the year ended December 31, 2025 totaled to ₱13.81 billion, 17.16% higher than ₱11.79 billion as of December 31, 2024. The increase is due to the unitization of completed projects resulting in higher amortization.

Salaries, wages, and employee benefits for the year ended December 31, 2025 totaled to ₱6.13 billion, 6.42% higher than ₱5.76 billion as of December 31, 2024. The increase is mainly due to a merit increase effective March 1, 2025.

Insurance for the year ended December 31, 2025 totaled to ₱1.23 billion, 21.85% higher than ₱1.01 billion as of December 31, 2024. The increase is mainly due to higher premium payment for IAR, IEMOP, Health insurance offset by lower Aviation and Electronic equipment insurance.

Outside Services for the year ended December 31, 2025 totaled to ₱420.13 million, 86.70% higher than ₱225.03 million as of December 31, 2024. The increase is due mainly to higher Other services - Others.

Security Services for the year ended December 31, 2025 totaled ₱733.82 million, 19.59% higher than ₱613.62 million as of December 31, 2024. The increase is due to higher number of security guards.

Public Relation and Corporate Social Responsibility for the year ended December 31, 2025 totaled ₱218 million, 16.46% lower than ₱260.96 million as of December 31, 2024. The decrease is due to lower expenses for corporate social responsibility activities.

Advertising for the year ended December 31, 2025 totaled ₱14.50 million, 57.30% lower than ₱33.96 million as of December 31, 2024. The decrease is mainly due to lower advertisement expenses.

Rent for the year ended December 31, 2025 totaled ₱103.04 million, 9.91% lower than ₱114.37 million as of December 31, 2024. The decrease is mainly due to lower Motor Vehicle rental.

Interest Expense
Interest Expense for the year ended December 31, 2025 amounts to ₱10.45 billion, 30.48% higher than ₱8 billion as of December 31, 2024. The increase was mainly due to the reclassification of IDC from completed projects to Interest expense and higher interest for concession fee.

c. Year ended December 31, 2024 compared to year ended December 31, 2023

Intangible Assets - net
Intangible assets as of December 31, 2024 amounted to ₱425.55 billion, 12.57% higher than ₱378.01 billion as of December 31, 2023. The increase is primarily due to the additional expenditures incurred on NGCP priority and other major projects, such as South Luzon Substation Upgrading Project 2, Visayas SS Upgrading Project 2, North Luzon SS Upgrading Project 2, Western 500 KV Backbone-Stage 2, Zamboanga Peninsula Voltage Imp. Project Lapulapu 230KV SS Project, Panay-Guimaras138KV Interconnection, Mindanao Substation Upgrading Project 2, Mindanao-Visayas Interconnection Project, Laguindingan 230 KV Substation Project.

Receivables
Receivables as of December 31, 2024 consist of:

Receivables – net of current portion	₱	19.85	billion
Receivables – current portion		14.06	billion
Total	**₱**	**33.91**	**billion**

Receivables as of December 31, 2024 amounted to ₱33.91 billion, 12.93% higher than ₱30.03 billion as of December 31, 2023. The increase is mainly due to higher Ancillary services and Fit-all charges that is offset by lower Output VAT receivable.

Other noncurrent assets
Other non-current assets as of December 31, 2024 amounted to ₱2.39 billion, 21.42% lower than ₱3.04 billion as of December 31, 2023. The decrease is mainly due to recoupment of project prepayments and utilization of Input VAT for the period.

Cash and cash equivalents
Cash and cash equivalents as of December 31, 2024 amounted to ₱8.96 billion, 9.59% lower than ₱9.91 billion as of December 31, 2023. The decrease is due to settlement of liabilities/obligations.

Other current assets
Other current assets as of December 31, 2024, amounted to ₱25.79 billion, 13.23% lower than ₱29.72 billion as of December 31, 2023. The decrease is mainly due to recoupment of project prepayments and a decrease in Input VAT offset by higher Prepaid expense and Other deposit court.

Loans Payable
Loans Payable as of December 31, 2024 consist of:

Loans Payable – net of current portion	₱ 196.90 billion
Current portion of loans payable	23.29 billion
Total	**₱ 220.19 billion**

Loans Payable as of December 31, 2024 amounted to ₱220.19 billion, 13.78% higher than ₱193.51 billion as of December 31, 2023. The increase is due to newly drawn Term Loans.

Retirement benefits liability
Retirement benefits liability as of December 31, 2024 amounted to ₱P2.95 billion, 12.80 % higher than ₱2.62 billion as of December 31, 2023. The increase is due to the current service cost, interest expense and actuarial loss for the period based on the actuarial valuation by FFMiravite as of December 31, 2024.

Other current and other non-current liabilities
Other Current and noncurrent liabilities as of December 31, 2024 consist of:

Other noncurrent liabilities	₱ 1.71 billion
Other current liabilities	21.80 billion
Total	**₱23.51 billion**

Other current and other noncurrent liabilities as of December 31, 2024 amounted to ₱23.51 billion, 18.84% higher than ₱19.78 billion as of December 31, 2023. The increase is mainly due to additional retention payable on on-going/completed projects.

Trade and other current payables
Trade and other current payables as of December 31, 2024 amounted to ₱46.55 billion, 16.22% higher than ₱40.05 billion as of December 31, 2023. The increase is mainly due to higher Ancillary services and fit-all charges, output VAT payable, and offset by settlement of accounts payable and interest on Concession fee payable.

Income
Operation services revenues as of December 31, 2024 totaled to ₱53.01 billion, 0.03% higher than ₱53.00 billion as of December 31, 2023.

Interest income as of December 31, 2024 totaled to ₱188.02 million, 58.15% higher than ₱118.89 million as of December 31, 2023. The increase is due to higher funds invested and higher interest rates for the period.

Operating expenses
For the year ended December 31, 2024, Operating Expenses totaled to ₱25.72 billion, 8.87% higher than ₱23.62 billion as of December 31, 2023 primarily because of higher amortization of intangible assets, salaries, wages and employee benefits, taxes and licenses, security and janitorial offset by lower repairs and maintenance, miscellaneous expenses and supplies and tools.

Amortization of intangible assets for the year ended December 31, 2024 totaled to ₱11.79 billion, 14.68% higher than ₱10.28 billion as of December 31, 2023. The increase is due to the unitization of completed projects resulting in higher amortization.

Salaries, wages, and employee benefits for the year ended December 31, 2024 totaled to ₱5.76 billion, 5.94% higher than ₱5.44 billion as of December 31, 2023. The increase is mainly due to a merit increase effective March 1, 2024.

Taxes and licenses for the year ended December 31, 2024 totaled ₱195.02 million, 185.61% higher than ₱68.28 million as of December 31, 2023. The increase is mainly due to payment of 2024 Annual SAPA FEE CNP3P1 Cebu-Magdugo and SAPA of Talavera-Sn Isidro 230kVSC.

Security and janitorial fees for the year ended December 31, 2024 totaled ₱613.62 million, 12.56% higher than ₱545.13 million as of December 31, 2023. The increase is due to an increase in the number of security guards and lower cost allocation offset by reclass of janitorial expenses to other accounts such as ICS, ITOSS and Fleet operations.

Repairs and maintenance for the year ended December 31, 2024 totaled to ₱2.53 billion, 3.74% lower than ₱2.63 billion as of December 31, 2023. The decrease is due to lower maintenance of TL, substation equipment and underground/ submarine lines offset by higher fleet operation services, maintenance of relaying equipment and building.

Miscellaneous expense for the year ended December 31, 2024 totaled to ₱11.05 million, 78.93% lower than ₱52.45million as of December 31, 2023. The decrease is due to lower regulatory reset expenses.

Supplies and tools for the year ended December 31, 2024 totaled to ₱176.18 million, 10.71% lower than ₱197.30 million as of December 31, 2023. The decrease is due to lower office supplies and uniform expense during the period.

Interest Expense
Interest Expense for the year ended December 31, 2024 amounts to ₱8.01 billion, 38.97% higher than ₱5.76 billion as of December 31, 2023. The increase was mainly due to reclassification of IDC from completed projects to Interest expense.

Key Performance Indicators

Performance Indicators	Formula	Year 2025	Year 2024	Year 2023
Current Ratio	Current Assets / Current Liabilities	0.46 : 1 55,196,689,130 / 120,704,817,173	0.48 : 1 48,817,134,627 / 100,970,143,968	0.58 : 1 49,845,374,548 / 86,436,253,275
Debt to Equity Ratio	Total Liabilities / Stockholders Equity	1.81 : 1 371,306,332,656 / 204,978,293,745	2.04 : 1 343,615,372,503 / 168,720,812,777	2.00 : 1 310,720,229,166 / 155,455,267,330
Asset to Equity Ratio	Total Asset / Stockholders Equity	2.81 : 1 576,284,626,401 / 204,978,293,745	3.04 : 1 512,336,185,280/ 168,720,812,777	3.00 : 1 466,175,496,492 / 155,455,267,330
Equity to Debt Ratio	Stockholders Equity / Total Liabilities	0.55 : 1 204,978,293,745 / 371,306,332,656	0.49 : 1 168,720,812,777/ 343,615,372,503	0.50 : 1 155,455,267,330 / 310,720,229,166

Book Value per share	Stockholders Equity / Total Number of Shares	23.46 : 1 123,516,958,203 / 5,265,866,000	20.32 : 1 107,006,552,886/ 5,265,866,000	19.18 : 1 101,000,600,399 / 5,265,866,000
Income (Loss) per share	Net Income (Loss) / Total Number of Shares	8.39: 1 44,201,705,407 / 5,265,866,000	1.50: 1 7,884,429,113 / 5,265,866,000	2.02 : 1 10,645,372,151 / 5,265,866,000
Interest Rate Coverage Ratio	EBIT / Interest Expense	5.23 : 1 54,652,903,633 / 10,445,159,368	3.17 : 1 25,361,436,097 / 8,005,129,465	5.06 : 1 29,135,745,559 / 5,760,365,950

Expenses

The Group incurred recurring normal expenses such as stock listing fees, stock transfer agent fee, lawyer's retainer fees, audit fees, business permits, filing fees and other miscellaneous expenses. Operating expenses for the year ended December 31, 2025 amounting to ₱28.81 billion is 12.03% higher than the ₱25.72 billion recorded for the year 2024, primarily because of higher Amortization of intangible asset, Salaries, wages, and employees' benefits, Insurance, Outside services, Security Services offset by Public Relation and Corporate Social Responsibility, Advertising, and Rent.

Interest and Other Income

The Group earns interest income from its cash deposits with the bank and short-term money placements. The Group earned ₱166.03 million for the year 2025.

Assets

Total assets as of December 31, 2025 amounted to ₱576.28 billion where 90.42% is noncurrent and 9.58% is current.

Liquidity and Capital Resources

The Company's principal requirements for the liquidity are mainly for the payment of operating expenses. As of December 31, 2025, the Company's current liabilities exceeded the current assets by ₱65.51 billion. The current ratio decreased as compared with previous year because of the payment of normal operating expenses of the Company. At present, the Company is using these funds for its operations.

	2025	**2024**
Current Assets	₱55,196,689,130	₱48,817,134,627
Current Liabilities	120,704,817,173	100,970,143,968
Difference	(65,508,128,043)	(52,153,009,341)
Current Ratio	0.46:1.00	0.48:1.00

BUSINESS AND GENERAL INFORMATION

On February 22, 1994, the SEC approved the Corporation's change of corporate name to UEM Development Phils., Inc., and the change of its primary purpose from engaging in mining activities to general construction and other allied businesses. The amendment of its primary purpose was due to the potential opportunity in the construction industry brought about by the entry of a new foreign investor.

On October 10, 1997, the SEC approved the Amendment to the Seventh Article of the Corporation's Articles of Incorporation increasing the par value of its authorized capital stock from ₱.01 to ₱1.00, decreasing the

Corporation's shares of stock from 500,000,000 shares to 50,000,000 shares, and stating that the stockholders shall have no pre-emptive rights.

On November 5 and 9, and 22, 2010, the Board considered and approved the amendment of the Articles of Incorporation and By-Laws of the Corporation for the purpose of, among others, changing the Corporation's corporate name to Synergy Grid & Development Phils., Inc., changing its primary purpose to enable it to engage in the business of investing in, purchasing or acquiring, and selling or disposing of the shares of stock, bonds, evidences of indebtedness and other securities issued or created by corporations and other entities engaged in power, energy, utilities, infrastructure and other allied businesses; and for the above purposes, to acquire, lease, hold, occupy, use, mortgage real and personal properties, to obtain financing from local and international funding sources or otherwise raise capital and funds by issuing or creating equity and debt securities, and to do or engage in any and all other businesses and activities incidental to or connected with, or in furtherance and/or the implementation of any and all of the foregoing and increasing the Corporation's authorized capital stock to 215,000,000 million. The amendments to the Articles of Incorporation and By-Laws of the Corporation were approved by the stockholders on December 21, 2010. The SEC approved the Amended Articles of Incorporation on March 28, 2011.

On August 29, 2014, and to comply with SEC Memorandum Circular No. 6, series of 2014 which requires corporations to specify their complete and specific address, the Board considered and approved the amendment of the Articles of Incorporation and By-Laws of the Corporation to change its principal address to 1607, 16th floor, Tycoon Center Bldg. Condominium, Pearl Drive, Pasig City. The amendment to the Articles of Incorporation and By-Laws of the Corporation were approved by the stockholders on October 23, 2014. The SEC approved the Amended Articles of Incorporation on February 18, 2015.

On January 1, 2015, the Corporation entered into a Shared Services Agreement with MOGRC and CHPC for a period of three years. The Corporation renders monthly management consulting and financial advisory services and, in consideration of the services rendered, the Corporation receives a monthly management fee of P300,000.00 from each entity. The Shared Services Agreement is effective until December 31, 2021.

On August 25, 2015, the Board considered and approved the amendment of the By-Laws of the Corporation to change the date of the annual meeting of the stockholders from the third Monday of May, to the third Thursday of October of each calendar year. On October 22, 2015, the stockholders of the Corporation approved the Board's recommendation to amend the Corporation's By-Laws. On January 15, 2018, the SEC approved the Corporation's Amended By-Laws.

On February 23, 2016, the Board approved the cancellation of the increase in authorized capital stock which was previously approved by the SEC. The Corporation filed an application with the SEC to approve such cancellation. On October 12, 2016, the SEC approved the application for the cancellation of the certificate of approval of increase in authorized capital stock and the certificate of filing of amended articles of incorporation issued by the SEC on March 28, 2011.

On February 26, 2018, the Shared Services Agreement was further amended extending the period up to December 31, 2021. This was superseded by a Revised Shared Services Agreement entered into by the Corporation on January 1, 2019, increasing the monthly management fee to P500,000 with a period of three years commencing January 1, 2019, unless otherwise cancelled or extended by mutual agreement of the related parties and the Corporation.

In 2019, the Board and the stockholders resolved and approved the increase in authorized capital stock of the Corporation and the share swap transaction.

On November 14, 2019, the Board resolved and approved the increase in the authorized capital stock of SGP from ₱50 million to ₱5.050 billion, with the increase of P5.0 billion to be divided into 5.0 billion common shares at a par value of ₱1.00 per share.

On the same date, in connection with the above resolution, the Board resolved and approved that, upon approval by the SEC of SGP's increase in authorized capital stock, 4,100,400,000 common shares of SGP, which

will be created and issued out of such increase in authorized capital stock, will be issued at a price of ₱20.00 per share in exchange for 67% the outstanding shares of each of OTHI and P21.

The Board also approved the execution of any and all agreements and documents as may be necessary in connection with the said share swap, and designated the officers and other persons authorized to sign for and on behalf of the Corporation.

During the annual meeting held of December 20, 2019, the stockholders approved the share swap transaction and SGP's increase in authorized capital stock.

On March 26, 2020, the proposed share swap transaction was approved by the Philippine Competition Commission (PCC) on the grounds that: (1) the transaction will not result in any substantial change in the control, operations, and management of NGCP; and (2) the transaction will not likely result in any significant change in the structure of the market for the provision of electricity transmission services. The PCC likewise noted that the corresponding transaction does not meet the size of transaction threshold.

On May 28, 2021, the SEC approved SGP's increase in authorized capital stock. As a result, 4,100,400,000 common shares of SGP was issued at a price of ₱20.00 per share in exchange for 67% the outstanding shares of each of OTHI and P21. Specifically, 2,050,200,000 common shares of SGP was swapped with 86,430,000 common shares of OTHI legally and beneficially owned by Henry Sy, Jr. On the other hand 2,050,200,000 common shares of SGP was swapped with 871,000,000 common shares of P21 legally and beneficially owned by Roberto C. Coyiuto, Jr.

Due to the completion of the share swap as described above, SGP became legally and/or beneficial owner of 67% of the outstanding shares of each of P21 and OTHI.

Further, P21 owns controlling shares in CHPC, which in turn owns 30% minus one share in NGCP. OTHI owns controlling shares in MOGRC, which holds 30% plus one share in NGCP.

The share swap formally consolidated Mr. Sy's and Mr. Coyiuto's ownership and control of NGCP through a common corporate structure.

Other than the dilution of their respective ownership interests in SGP, the rights of the existing shareholders will not be affected by the share swap referred to above.

On October 14, 2021, the listing of the Offer Shares was approved by the Philippine Stock Exchange. The Philippine SEC approved the listing of SGP on October 20, 2021.

On November 10, 2021 SGDPI, under the symbol "SGP", the Company publicly listed its 1,053,500,000 shares from its Follow-On Offering (FOO) on the Philippines Stock Exchange with overallotment option of up to 101,000,000 secondary shares at ₱12.00 per common share.

The Company will use the proceeds of the FOO to directly subscribe to non-voting preferred shares that will be issued by NGCP. Proceeds from the issuance of the non-voting preferred shares will be used by NGCP to finance its capital expenditure requirements and related costs and expenses.

On April 12, 2022, upon signing of the Subscription Contract on the non-voting preferred shares of NGCP, the Company paid 25% of its total subscription of P12,238,163,000, amounting to ₱3,059,540,750. On June 7, 2022, the SEC approved NGCP's application for increase in authorized capital stock and creation of non-voting preferred shares. On June 9, 2022, the Company fully paid the remaining 75% balance of the total subscription amounting to ₱9,178,622,250.

On February 28, 2008, the Group, through NGCP entered into a Concession Agreement with Power Sector Assets and Liabilities Management Corporation (PSALM) and the National Transmission Corporation (TRANSCO) granting the Group as Concessionaire the right to take over and operate the whole of TRANSCO's regulated transmission business was a going concern and be the sole representative of Regulated Entity before the Philippine Energy Regulatory Commission (ERC). The commencement date of the Concession Agreement is on

January 15, 2009 and shall expire on the 25th anniversary of the commencement date. The Concession can be extended but not to exceed beyond the 50th anniversary of the commencement date or for longer than the remaining term of the Group's franchise.

DIRECTORS AND EXECUTIVE OFFICERS

The list of SGP's directors and executive directors and their directorships and officerships in other corporations are discussed in Part I, Item 5(b) of the Preliminary Information Statement.

MARKET FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

(1) Market Information

The principal market where SGP's common equity is traded is at the Philippine Stock Exchange ("**PSE**").

		Stock Prices	
		High	Low
2023	1st Quarter	P10.08	P10.66
	2nd Quarter	P9.10	P9.03
	3rd Quarter	P8.56	P8.22
	4th Quarter	P6.59	P6.39
2024	1st Quarter	P7.74	P7.43
	2nd Quarter	P9.88	P9.55
	3rd Quarter	P9.38	P9.20
	4th Quarter	P9.85	P9.30
2025	1st Quarter	P11.80	P11.68
	2nd Quarter	P10.94	P10.86
	3rd Quarter	P16.32	P14.98
	4th Quarter	P17.00	P16.50
2026	1st Quarter	P22.25	P21.60
	2nd Quarter	P31.20	P29.50
	August 28, 2026	P27.45	P25.70

(2) Holders

SGP has 161 shareholders. The top 20 shareholders of SGP as of August 31, 2026 are as follows:

TOP 20 STOCKHOLDERS AS OF AUGUST 31, 2026

No.	SHAREHOLDERS	NATIONALITY	RANK	HOLDINGS
1	HENRY T. SY, JR.	FILIPINO	2,050,464,288	38.94%
2	ROBERT G. COYIUTO JR.	FILIPINO	2,050,268,450	38.94%
3	PCD NOMINEE CORPORATION (FILIPINO)	FILIPINO	672,532,466	12.77%
4	PCD NOMINEE CORPORATION (NON-FILIPINO)	FOREIGN	432,567,296	8.21%
5	SYNTRIX HOLDINGS, INC.	FILIPINO	29,485,000	0.56%
6	SYSMART CORPORATION	FILIPINO	9,641,200	0.18%
7	TANSMART HOLDINGS, INC.	FILIPINO	9,221,900	0.18%
8	SHAGHAYEGH NIKAEIN	IRANIAN	2,000,000	0.04%

9	CAROUSEL HOLDINGS, INC.	FILIPINO	1,758,300	0.03%
10	SAMANTHA LOUISE A. TAN	FILIPINO	1,483,980	0.03%
11	UNITED ENGINEERS (MALAYSIA) BERHAD	MALAYSIAN	1,472,477	0.03%
12	MALAYCO, INC.	FILIPINO	1,077,520	0.02%
13	DAVID IAN ANG TAN	FILIPINO	1,016,020	0.02%
14	MARMON HOLDINGS, INC.	FILIPINO	467,700	0.01%
15	QIAOHONG WANG	CHINESE	465,200	0.01%
16	HUI ZHANG	CHINESE	250,200	0.00%
17	RAYMUND CHU RAGANAS	FILIPINO	230,000	0.00%
18	RICHARD D. UYAN OR ROBERT D. UYAN OR RODNEY D. UYAN	FILIPINO	150,000	0.00%
19	YUBAO WENG	CHINESE	144,600	0.00%
20	RUIMU JIANG	CHINESE	130,500	0.00%
	TOTAL		**5,264,827,097**	**99.98%**

The foreign stockholders of SGP and their corresponding shareholdings as of August 31, 2026 are as follows:

SHAREHOLDERS	NATIONALITY	NO. OF SHARES
BERKLEY M. LUHMANN	AMERICAN	58,200
BIRMINGHAM T. J.	AMERICAN	4,000
F.C. HAGEDORN & CO. INC.	AMERICAN	1,000
FRANK FOSTER	AMERICAN	3,000
GEORGE T. SCHOLEY	AMERICAN	42,900
GUY E. SCHOLEY	AMERICAN	5,000
H.E. BENNETT SECURITIES INC. A/C NO. 2588	CHINESE	1,000
HUI ZHANG	CHINESE	250,200
JAMES O. SCIPLE	AMERICAN	1,000
JOHN KLINGER	AMERICAN	2,000
JOSEPH LILAY	CHINESE	4,000
JUAN D. NASSR	MALAYSIAN	10,000
KENNETH RICHARD AWAD	AMERICAN	4,000
MABEL E. MEARS	AMERICAN	10,000
METROPOLITAN INVESTMENT CORPORATION	AMERICAN	10,000
NIKAEIN SHAGHAYEGH	IRANIAN	2,000,000
OH CHU KIONG	CHINESE	15,000
PCD NOMINEE CORPORATION (NON-FILIPINO)	FOREIGN	432,567,296
PETER MITCHELL	AMERICAN	2,000
QIAOHONG WANG	CHINESE	465,200
QIU BO	CHINESE	53,300
ROGER MANDRIAK	FOREIGN	8,600
RUIMU JIANG	CHINESE	130,500
UNITED ENGINEERS (MALAYSIA) BERHAD	MALAYSIAN	1,472,477
WALTER DUMMERMUTH	SWISS	3,000
WILLIAM E. MITCHELL &/OR MARGARET A. MITCHELL	AMERICAN	5,000

YAM SENG LAM	MALAYSIAN	1
YUBAO WENG	CHINESE	144,600
Total Foreign Shareholdings		**437,273,274**
Total Outstanding Capital Stock		**5,265,866,000**
Percentage of Total Foreign Ownership		**8.30%**

(3) Dividends

There is no restriction that limits the ability of the Corporation to pay dividends on common equity other than the unavailability of unrestricted retained earnings.

The Corporation started to declare and pay dividends to its stockholders on 3rd quarter of 2021.

Summary of dividends declared and paid:

	2025		2024		2023		2022		2021	
	Rate	**Amount**	**Rate**	**Amount**	**Rate**	**Amount**	**Rate**	**Amount**	**Rate**	**Amount**
1st Quarter	-	-	P0.3474	P1,829,361,848	P0.1737	P914,680,923	P0.22	P1,158,490,520	-	-
2nd Quarter	P0.3474	P1,829,361,848	-	-	P0.1737	P914,680,923	P0.26	P1,369,125,160	-	-
3rd Quarter	-	-	-	-	-	-	P0.26	P1,369,125,160	P0.475	P2,000,873,850
4th Quarter	P0.3474	P1,829,361,848	-	-	-	-	P0.26	P1,369,125,160	P0.20	P1,053,173,200

On March 27, 2026, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 1st quarter of 2026 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of April 15, 2026 on May 4, 2026.

On June 24, 2026, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 2nd quarter of 2026 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of July 8, 2026 on July 24, 2026.

(4) Recent Sales of Unregistered Securities

The share swap described in the Management's Discussion and Analysis of Financial Condition and Results of Operations is exempt under Section 10.1 (k) of the Securities Regulation Code which states that the sale of securities by an issuer to fewer than 20 persons in the Philippines during any 12-month period is an exempt transaction. Apart from the said share swap, there were no other recent sales of unregistered securities of the Corporation within the past three years.

CORPORATE GOVERNANCE

On June 21, 2010, SGP submitted its Manual of Corporate Governance to the SEC and PSE in compliance with SEC Memorandum Circular No. 6 Series of 2009.

On September 28, 2012, the Audit Committee of the Corporation approved the Audit Committee Charter. The Audit Committee conducts an annual self-assessment required under SEC Memorandum Circular No. 4 Series of 2012 and the Audit Committee Charter.

On May 13, 2017, the Corporation filed its Revised Manual on Corporate Governance ("**Manual**") with the SEC. The Corporation's Manual of Corporate Governance is compliant with the Revised Code of Corporate Governance and will continue to adopt best practices in Corporate Governance as may be prescribed by the Commission.

The Corporation has in place a performance evaluation system for corporate governance. The Compliance Officer regularly monitors and evaluates the Board's compliance with the Manual. The Board regularly reviews the Manual to ensure that the same remains relevant, is responsive to the needs of the organization, and is compliant with regulatory requirements. The Corporation substantially complies with its Manual on Corporate

Governance and did not materially deviate from its provisions. No sanctions have been imposed on any director, officer, or employee on account of non-compliance with the Corporation's Manual on Corporate Governance.

Further to SEC Memorandum Circular No. 15, Series of 2017, the Corporation's Integrated Annual Corporate Governance Report was submitted on May 30, 2018.

FINANCIAL STATEMENTS

The consolidated audited balance sheets or statements of financial position, in comparative format, as of the end of each of the two most recent completed fiscal years and the Statement of Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity, in comparative format for the most recent completed fiscal years may be found in **Annexes "1"** and **"2**."

The interim audited balance sheet or statement of financial position as of the end of the most recent quarter, with comparative figures as of the end of the preceding fiscal year and the interim audited of Statement of Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity for the most recent quarter with comparative figures for period ending of the same quarter of the preceding year maybe found in **Annex "3"**.

THE CORPORATION UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH PERSON, ON THE WRITTEN REQUEST OF ANY PERSON, COPY OF SGP'S ANNUAL REPORT ON SEC FORM 17-A.

Written request for a copy of the Annual Report on SEC Form 17-A should be addressed to:

CHERYL S. SALDAÑA-DE LEON
Corporate Secretary
SYNERGY GRID & DEVELOPMENT PHILS., INC.
c/o Suite 2801 Discovery Center
25 ADB Avenue, Ortigas Center, Pasig City

At the discretion of management, a charge may be made for exhibits, which shall be limited to reasonable expenses incurred by the Corporation in furnishing such exhibits.

SIGNATURE

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

Synergy Grid & Development Phils., Inc.
Issuer

By:



JUSTICE LADY P. SORIANO

Chief Finance Officer / Treasurer/
Investor Relations Officer / Director
For the Board of Directors

Annex "D"

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JOSE PERPETUO M. LOTILLA**, of legal age, Filipino, and with address at 82 Katipunan Road Extension, Loyola Grand Villas, Marikina City, after being duly sworn in accordance with law, state that:

1. I am an independent director of **SYNERGY GRID & DEVELOPMENT PHILS., INC.** (the Corporation).

2. I am affiliated with the following companies or organizations (including government entities):

Company/ Organization	Position/ Relationship	Period of Service
Manuel L. Quezon University School of Law	Dean	July 2023 to Present
Carag Zaballero Llamado Abiera Law	Senior Counsel	2025 to Present
Philippine Bar Association	President Trustee	September 2019 to September 2020 (1 Year) September 2019 to Present
Eagle Cement Corporation	Independent Director	December 2016 to February 2017 (3 months)
Security Bank	Director Independent Director	2000 to 2011 (11 years) April 2021 to Present
SB Capital	Director	2003 to 2011 (8 years)
Department of Transportation and Communications	Undersecretary for Legal Affairs – Chief Legal Counsel	October 2011 to October 2015 (4 years)
Sycip Salazar Hernandez and Gatmaitan Law Offices	Senior Partner	January 1981 to December 2011 (31 years)

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

4. To the best of my knowledge, I am not related to any of the directors, officers or substantial shareholders of the Corporation and its subsidiaries as defined under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the 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 Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances.

7. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

8. I am executing this Certification of Independent Director to attest to the truth of the foregoing and for all legal intents and purposes, hereby waiving my right to receive a duplicate original electronic copy of this Certificate, as allowed under Rule VI Section 7 of the 2004 Rules on Notarial Practice, as amended by A.M. No. 02-8-13-SC, and thereby waiving any objections to the completeness of the reproduction of this Certification of Independent Director.

(Signature page follows)

IN WITNESS WHEREOF, I have affixed my signature this 07 SEP 2026 in Pasig City.

JOSE PERPETUO M. LOTILLA
Affiant

SUBSCRIBED AND SWORN to before me this 07 SEP 2026 in Pasig City, affiant having exhibited to me his competent evidence of identity in the form of his Philippine Passport with No. P7054808B valid until 27 June 2031, with the said affiant waiving the right to receive a duplicate original electronic copy of this Certification of Independent Director in effect waiving any objections to the completeness of the reproduction of this Certification of Independent Director.

Doc. No. 171;
Page No. 36;
Book No. VI;
Series of 2026.



NOSLEN ANGINEB E. MENDOZA
Notary Public for the City of Pasig and Municipality of Pateros
Commission until 31 December 2026
2801 Discovery Center, 25 ADB Ave., Ortigas Center, Pasig City
APPT. No. 263 (2025-2026) – Roll No. 86542
PTR No. 4019515; 01-23-2026; Pasig City
IBP No. 589485; 01-06-2026; Quezon Province
MCLE Compliance No. VIII-0029063; 04-16-2025

Annex "E"

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **LUIS JOSE P. FERRER,** of legal age, Filipino, and with address at 1 Wood St., Capitol Hills Golf Subdivision, Matandang Balara, Quezon City, after being duly sworn in accordance with law, state that:

1. I am an independent director of **SYNERGY GRID & DEVELOPMENT PHILS., INC.** (the Corporation).

2. I am affiliated with the following companies or organizations (including government entities):

Company/ Organization	Position/ Relationship	Period of Service
University of the Philippines – Diliman, College of Law	Senior Lecturer	July 2018 to Present[1]
Philippine Judicial Academy	Professorial Lecturer	August 2021 to Present
Carag Zaballero Llamado & Abiera Law Offices	Senior Counsel	September 2019 to Present
SGV & Co.	Tax Partner and Head of Tax Services	July 1998 to June 2019 (21 years)
National Power Corporation	Legal Manager, Office of the General Counsel	January 1994 to June 1998 (4 years)
Court of Tax Appeals	Court Attorney, Legal and Technical Services	January 1992 to December 1993 (2 years)
Bureau of Internal Revenue – National Office	Revenue Officer	October 1988 to December 1991 (4 years)
Republic Planters Bank/Maybank	Assistant Manager, Trust Department	January 1980 to December 1987 (7 years)
Philippine Women's University	Faculty Member (Part Time – Evening Class)	June 1982 to April 1983 (1 year)
Integrated Bar of the Philippines	Member	August 1989 to Present
Philippines Institute of Certified Public Accountants	Chairman, Legislation and Taxation Committee	July 2021 to June 2022 (1 year) July 2011 to June 2013 (2 years)
Philippine Chamber of Commerce and Industry	Member, Tax Committee	January 2016 to 2020 (4 years)
The Philippine Foundation of the Brotherhood of Christian Businessmen and Professionals	Chairman, Board of Trustees Member, Board of Trustees	January 2024 to Present January 2021 to December 2023 (3 years)

[1] On leave, 1st Semester, Academic Year 2026-2027

	Member	1990 to Present
UP Law Alumni Association	Member	April 1988 to Present

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

4. To the best of my knowledge, I am not related to any of the directors, officers or substantial shareholders of the Corporation and its subsidiaries as defined under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the 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 Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances.

7. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

8. I am executing this Certification of Independent Director to attest to the truth of the foregoing and for all legal intents and purposes, hereby waiving my right to receive a duplicate original electronic copy of this Certificate, as allowed under Rule VI Section 7 of the 2004 Rules on Notarial Practice, as amended by A.M. No. 02-8-13-SC, and thereby waiving any objections to the completeness of the reproduction of this Certification of Independent Director.

(Signature page follows)

IN WITNESS WHEREOF, I have affixed my signature this 07 SEP 2026 in Pasig City.

LUIS JOSE P. FERRER
Affiant

SUBSCRIBED AND SWORN to before me this 07 SEP 2026 in Pasig City, affiant having exhibited to me his competent evidence of identity in the form of his Philippine Passport with No. P9089088B valid until 24 February 2032, with the said affiant waiving the right to receive a duplicate original electronic copy of this Certification of Independent Director in effect waiving any objections to the completeness of the reproduction of this Certification of Independent Director.

Doc. No. 170;
Page No. 35;
Book No. VI;
Series of 2026.

BUWIS SA RENTAS INTERNAS DSK2025 2082453 30 PISO DOKUMENTARYO 30 PISO

NOSLEN ANGINEB E. MENDOZA
Notary Public for the City of Pasig and Municipality of Pateros
Commission until 31 December 2026
2801 Discovery Center, 25 ADB Ave., Ortigas Center, Pasig City
APPT. No. 263 (2025-2026) – Roll No. 86542
PTR No. 4019515; 01-23-2026; Pasig City
IBP No. 589485; 01-06-2026; Quezon Province
MCLE Compliance No. VIII-0029063; 04-16-2025

Annex "F"

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **DANIEL D. IBASCO**, of legal age, Filipino, and with address at 321 Santiago St., Ayala Alabang Village, Muntinlupa City, after being duly sworn in accordance with law, state that:

1. I am an independent director of **SYNERGY GRID & DEVELOPMENT PHILS., INC.** (the Corporation).

2. I am affiliated with the following companies or organizations (including government entities):

Company/ Organization	Position/ Relationship	Period of Service
Fortman Cline Capital Markets Ltd. (Hongkong and Manila)	President and CEO	July 2007-Present
Bear Stearns Singapore Pte Limited	Head of Asian Capital Markets	2002-2006
Hambrecht and Quist Asia Pacific Limited	Senior Investment Officer	2001-2002
Bear Stearns Asia Limited	Head of Southeast Asian Investment Banking	1997-2001
Bank of Boston, United States and Asia Pacific	Managing Director	1982-1996

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

4. To the best of my knowledge, I am not related to any of the directors, officers or substantial shareholders of the Corporation and its subsidiaries as defined under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the 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 Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances.

7. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

8. I am executing this Certification of Independent Director to attest to the truth of the foregoing and for all legal intents and purposes, hereby waiving my right to receive a duplicate original electronic copy of this Certificate, as allowed under Rule VI Section 7 of the 2004 Rules on Notarial Practice, as amended by A.M. No. 02-8-13-SC, and thereby waiving any objections to the completeness of the reproduction of this Certification of Independent Director.

(Signature page follows.)

IN WITNESS WHEREOF, I have affixed my signature this 07 SEP 2026 in Pasig City.

DANIEL D. IBASCO
Affiant

SUBSCRIBED AND SWORN to before me this 07 SEP 2026 in Pasig City, affiant having exhibited to me his competent evidence of identity in the form of his Philippine Passport with No. P3120986B valid until 07 September 2029 with the said affiant waiving the right to receive a duplicate original electronic copy of this Certification of Independent Director in effect waiving any objections to the completeness of the reproduction of this Certification of Independent Director.

Doc. No. 168;
Page No. 35;
Book No. VI;
Series of 2026.



NOSLEN ANGINEB E. MENDOZA
Notary Public for the City of Pasig and Municipality of Pateros
Commission until 31 December 2026
2801 Discovery Center, 25 ADB Ave., Ortigas Center, Pasig City
APPT. No. 263 (2025-2026) – Roll No. 86542
PTR No. 4019515; 01-23-2026; Pasig City
IBP No. 589485; 01-06-2026; Quezon Province
MCLE Compliance No. VIII-0029063; 04-16-2025

Annex "G"

Hi REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

CERTIFICATE

I, **CHERYL S. SALDAÑA-DE LEON**, of legal age, Filipino, and with office address at Suite 2801 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City, do hereby certify, based on corporate records and information provided by the Corporation, that:

1. I am the duly elected and incumbent Corporate Secretary of **SYNERGY GRID & DEVELOPMENT PHILS., INC.** (Corporation), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 16th Floor, Tycoon Center Bldg. Condominium, Pearl Drive, Ortigas Center, Pasig City.

2. To the best of my knowledge, none of the Corporation's directors or officers are connected with any government agencies or instrumentalities of the Philippines.

3. This Certificate is being executed in connection with the Corporation's Information Statement that will be submitted to the Securities and Exchange Commission (SEC).

4. I am executing this Certificate to attest to the truth of the foregoing and for all legal intents and purposes, hereby waiving my right to receive a duplicate original electronic copy of this Certificate, as allowed under Rule VI Section 7 of the 2004 Rules on Notarial Practice, as amended by A.M. No. 02-8-13-SC, and thereby waiving any objections to the completeness of the reproduction of this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my signature this 07 SEP 2026 in Pasig City.

Cheryl S. Saldaña-de Leon
CHERYL S. SALDAÑA-DE LEON
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 07 SEP 2026 in Pasig City, affiant who is personally known to me and likewise exhibiting to me her Community Tax Certificate No. 28277356 issued on 17 January 2026 in Pasig City and competent evidence of her identity in the form of her Taxpayer's Identification Card with No. 202-946-957, with the said affiant waiving the right to receive a duplicate original electronic copy of this Certificate in effect waiving any objections to the completeness of the reproduction of this Certificate.

Doc. No. 146;
Page No. 33;
Book No. VI;
Series of 2026.

BUWIS RENTAS INTERNAS DSK2025 2082451 30 PISO DOKUMENTARYO 30 PISO

NOSLEN ANGINEB E. MENDOZA
Notary Public for the City of Pasig and Municipality of Pateros
Commission until 31 December 2026
2801 Discovery Center, 25 ADB Ave., Ortigas Center, Pasig City
APPT. No. 263 (2025-2026) – Roll No. 86542
PTR No. 4019515; 01-23-2026; Pasig City
IBP No. 589485; 01-06-2026; Quezon Province
MCLE Compliance No. VIII-0029063; 04-16-2025

Annex "H"

MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS
OF

SYNERGY GRID & DEVELOPMENT PHILS., INC.
(the "Corporation")

Held at the office of the Corporation and via Remote Communication
On 16 October 2025, at 2:00 P.M.

RECORD OF ATTENDANCE

Total number of shares present in person or represented by proxy	4,184,375,178 common shares
Total number of shares issued, outstanding, and entitled to vote	4,184,375,178 common shares
Percentage of the total issued and outstanding shares present in person/represented by proxies	79.46%

1. CALL TO ORDER

The Chairman, Mr. Henry T. Sy, Jr., called the meeting to order, and presided over the same. The Corporate Secretary, Atty. Cheryl S. Saldaña-de Leon, recorded the minutes of the proceedings.

The Board of Directors approved a resolution dated 06 August 2025 authorizing the holding of the meeting by remote communication pursuant to Section 57 of the Revised Corporation Code, and the Securities and Exchange Commission (SEC) Memorandum Circular No. 06, Series of 2020. The Corporate Secretary advised the stockholders that, in compliance with the requirements of the SEC for meetings held through remote communication, the meeting is being recorded, which recording shall form part of the records of the Corporation.

DRAFT

2. PROOF OF NOTICE OF MEETING

The Chairman requested the Corporate Secretary to certify that the notices for the meeting have been sent to the stockholders. The Corporate Secretary certified that the notices for the annual meeting of the stockholders of the Corporation, together with the agenda were published in the business section of two newspapers of general circulation (i.e. Philippine Star and Manila Bulletin), in print and online format, on 04 September 2025 and 05 September 2025. Copies of the Information Statement, Management Report, and Audited Financial Statements are available and can likewise be accessed through the Corporation's website and the PSE Edge website.

3. CERTIFICATION OF NOTICE AND QUORUM

The Chairman announced that the first order of business is the certification by the Corporate Secretary of the sending of the notice of the meeting to the stockholders and the determination of a quorum. The Corporate Secretary certified that out of 5,265,866,000 issued and outstanding common shares, stockholders owning a total of 4,184,375,178 common shares, representing 79.46% of the total issued and outstanding capital stock of the Corporation are present through remote communication or by proxy. Therefore, there is a quorum for the transaction of business.

4. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS HELD ON 17 OCTOBER 2024

Upon motion duly made and seconded, the stockholders passed and approved the following resolution:

> "RESOLVED, that the minutes of the Annual Meeting of the Stockholders of the Corporation held on 17 October 2024 be approved."

5. RATIFICATION OF THE CORPORATE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT SINCE THE LAST ANNUAL STOCKHOLDERS' MEETING

The Chairman presented to the stockholders a summary of all acts of the Board of Directors and Management, embodied in resolutions issued up to the date of this meeting:

1. Approval of the Audited Financial Statements for the year ended 31 December 2024
2. Approval of Quarterly Financial Reports
3. Acceptance of Resignation of Atty. Francis Saturnino C. Juan
4. Setting of the Annual Meeting of the Stockholders and Approval of Agenda
5. Declaration of Cash Dividends
    a. 04 September 2025 – PhP0.3474 dividend per share for the second quarter of 2024 amounting to PhP1,829,361,848.00.

Upon motion duly made and seconded, the stockholders passed and approved the following resolution:

> "RESOLVED, that the Corporation hereby affirms, approves, and ratifies the acts of the Corporation's officers and Board of Directors as embodied in the resolutions that have been issued in accordance with the procedures provided in the Corporation's By-Laws."

DRAFT

6. ELECTION OF DIRECTORS

The Corporate Secretary explained that under the SIXTH Article of the Amended Articles of Incorporation, there are seven (7) seats in the Board of Directors. Under the Corporation's By-Laws and Manual of Corporate Governance, the Board shall have at least three (3) independent directors, or such number as to constitute at least one-third of the members of the Board, whichever is higher. Considering the seven (7) seats in the Board and the commencement of commercial operations, the Corporation shall have at least three (3) independent directors.

Under Rule 38.8 of the Implementing Rules and Regulations of the Securities Regulation Code (SRC) and the Manual on Corporate Governance of the Corporation, nominations of independent directors shall be conducted by the Corporate Governance Committee prior to this meeting. In a meeting held prior to the Annual Stockholders' Meeting on 09 September 2025, the Corporate Secretary received the following nominations from the Corporate Governance Committee for the members of the Board of Directors:

1. Henry T. Sy, Jr.
2. Paul P. Sagayo, Jr.
3. Vicente D. Gerochi IV
4. Justice Lady P. Soriano

The Corporate Governance Committee likewise recommended the following names to be nominated as independent directors:

1. Jose Perpetuo M. Lotilla
2. Luis Jose P. Ferrer
3. Daniel D. Ibasco

Upon nominations duly made and seconded, the following were elected as directors of the Corporation, to serve as such for 2025-2026 and until their successors are duly elected:

Director	Mr. Henry T. Sy, Jr.
Director	Atty. Paul P. Sagayo Jr.
Director	Atty. Vicente D. Gerochi IV
Director	Ms. Justice Lady P. Soriano
Independent Director	Atty. Jose Perpetuo M. Lotilla
Independent Director	Atty. Luis Jose P. Ferrer
Independent Director	Mr. Daniel D. Ibasco

Upon motion duly made and seconded, the stockholders passed and approved the following resolution:

> "RESOLVED, that the election of the following directors for the year 2025-2026 be confirmed and these directors will serve as such until their successors shall have been duly appointed and qualified:

Director	Mr. Henry T. Sy, Jr.
Director	Atty. Paul P. Sagayo Jr.
Director	Atty. Vicente D. Gerochi IV
Director	Ms. Justice Lady P. Soriano
Independent Director	Atty. Jose Perpetuo M. Lotilla
Independent Director	Atty. Luis Jose P. Ferrer
Independent Director	Mr. Daniel D. Ibasco."

7. MANAGEMENT REPORT AND PRESENTATION OF THE AUDITED FINANCIAL STATEMENTS OF THE CORPORATION FOR THE YEAR ENDED 31 DECEMBER 2024

DRAFT

The management report and audited financial statements for the year ended 31 December 2024 were presented by the Treasurer, Chief Finance Officer, and Investor Relations Officer, Ms. Justice Lady P. Soriano (CFO). After a brief discussion and upon motion duly made and seconded, the stockholders passed and approved the following resolution:

> "RESOLVED, that the Corporation's audited financial statements for the year ended 31 December 2024, as presented by the Corporation's Treasurer, Chief Finance Officer, and Investor Relations Officer be, as it is hereby, approved."

The Corporate Secretary then proceeded to read the questions submitted in advance by the stockholders. In response to the inquiry on the impact of the recent Energy Regulatory Commission (ERC) decision on the fourth (4th) regulatory period of National Grid Corporation of the Philippines (NGCP) on the Corporation's financials, the CFO explained that there is an under-recovery of PhP28 Billion of NGCP approved by the ERC in the recently concluded 4th regulatory period reset. The under-recovery is reflected in the June 2025 financials for the Corporation as an adjustment to revenue of around PhP9.7 Billion, which is the difference between the under-recovery and the accrued revenue from 2020 to 2022.

In response to the question on updates on the investment of Maharlika Investment Corporation (MIC) in the Corporation, the President, Atty. Paul P. Sagayo, Jr., explained that negotiations on the proposed investment of MIC are still ongoing. The Corporation and MIC are negotiating the detailed terms of the transaction, completing the necessary regulatory and corporate approvals, and conducting extensive due diligence in light of the scale and strategic nature of the investment. The President emphasized the Corporation remains committed to prudent and transparent process, and will provide further updates once closing arrangements are finalized.

8. APPOINTMENT OF R.G. MANABAT & CO. (AN AFFILIATE OF KPMG) AS EXTERNAL AUDITOR FOR TAXABLE YEAR 2025

Upon the recommendation of the Audit and Risk Committee and upon motion duly made and seconded, the stockholders passed and approved the following resolution:

> "RESOLVED, that the Corporation be authorized to appoint R.G. Manabat & Co.as its external auditor for taxable year 2025 and it shall serve as such until its replacement is appointed and qualified."

9. ADJOURNMENT

There being no other matters to discuss and upon motion duly made and seconded, the meeting was adjourned.

Certified Correct:

CHERYL S. SALDAÑA-DE LEON
Corporate Secretary

Attested:

HENRY T. SY, JR.
Chairman

DRAFT

Approved:

PAUL P. SAGAYO, JR.
Director/President

VICENTE D. GEROCHI IV
Director

JUSTICE LADY P. SORIANO
Director

JOSE PERPETUO M. LOTILLA
Lead Independent Director

LUIS JOSE P. FERRER
Independent Director

DANIEL D. IBASCO
Independent Director

Annex "I"

AFFIDAVIT OF PUBLICATION

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

I, **ODILIA A.O. RUFINO**, of legal age, Filipino, with office address at Manila Bulletin Building, Muralla corner Recoletos Streets, Intramuros, Manila 1002, after being duly sworn to in accordance with law, do hereby depose and say that:

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF SYNERGY GRID & DEVELOPMENT PHILS., INC.

NOTICE is hereby given that the Annual Meeting of the Stockholders of **SYNERGY GRID & DEVELOPMENT PHILS.,INC.** (the "**Corporation**") will be held on **15 October 2026 at 2:00 p.m.**, at the Corporation's principal office through **videoconferencing**, as authorized by resolution of the Board of Directors on 01 September 2026, with the following agenda:

I. Call to Order
II. Proof of Notice of Meeting
III. Certification of Notice and Quorum
IV. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on 16 October 2025
V. Ratification of the Corporate Acts of the Board of Directors and Management since 16 October 2025
VI. Election of Directors for 2026-2027
VII. Management Report and Presentation of the Audited Financial Statements of the Corporation for the Year Ended 31 December 2025
VIII. Appointment of R.G. Manabat & Co. (an affiliate of KPMG) as External Auditor for 2026
IX. Other Matters
X. Adjournment

Minutes of the Corporation are accessible through the Corporation's website (www.synergygrid.ph/ir2).

Stockholders may participate in the annual meeting via remote communication and cast their votes electronically or in absentia, or by appointing the Chairman of the Meeting as proxy.

Only stockholders of record as of **25 September 2026** are entitled to vote at this meeting. Stockholders intending to attend the meeting by remote communication should notify the Corporation not later than **01 October 2026 at 2:00 p.m.** by e-mail to the Corporate Secretary at corporatesecretary@synergygrid.ph. Further details and procedure for attendance and participation in the meeting through remote communication are set forth in **Annex "A"**, which shall be made available to the public not later than **24 September 2026**, through the PSE Edge and the Corporation's website.

Duly accomplished ballots, proxies, and copies of valid government IDs shall be submitted through any of the following:

1. By e-mail to the Corporate Secretary at corporatesecretary@synergygrid.ph; and
2. By ordinary mail to the Office of the Corporate Secretary as follows:

CHERYL S. SALDAÑA-DE LEON
SYNERGY GRID & DEVELOPMENT PHILS., INC.
c/o Suite 2801 Discovery Center
25 ADB Avenue, Ortigas Center, Pasig City

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

The deadline for submission of ballots and proxies is on **02 October 2026 at 2:00 p.m.** For corporations, ballots and proxies must be accompanied by the Corporate Secretary's sworn certification stating the corporate officer's authority to vote for and to represent the corporation in the meeting. Ballots and proxies need not be notarized.

Validation of ballots and proxies will be on **08 October 2026 at 5:00 p.m.** at the office of the Corporate Secretary at Suite 2801 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City. For your convenience, samples of the proxy are available at the Corporation's website.

Questions and comments to the Board of Directors and/or Management may be sent in advance of, or during, the meeting by email to the Corporate Secretary at corporatesecretary@synergygrid.ph.

Please refer to **Annex "B"** of the notice in the Definitive Information Statement, which shall be made available to the public not later than **24 September 2026**, through the PSE Edge and the Corporation's website, for a brief discussion of and the rationale for the above agenda items. A visual and audio recording of the proceedings of the annual meeting shall be kept by the Corporation.

For the Board of Directors

CHERYL S. SALDAÑA-DE LEON
Corporate Secretary

1. I am the Head of Operations for the Advertising Department of **MANILA BULLETIN** (the "Newspaper"), a newspaper of general and national circulation published by the Manila Bulletin Publishing Corporation;

2. An advertisement regarding **NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF SYNERGY GRID & DEVELOPMENT PHILS., INC. (the "Corporation") will be held on 15 October 2026 at 2:00 p.m., at the Corporation's principal office through videoconferencing, as authorized by resolution of the Board of Directors on 01 September 2026. (See Advertisement for complete details)**, a printed copy of which is hereby attached, was published in the said Newspaper both in print and online formats on **September 03 and 04, 2026.**

ODILIA A.O. RUFINO
Affiant

SUBSCRIBED AND SWORN TO before me this SEP 04 2026 in the above jurisdiction, with Affiant exhibiting to me LTO DRIVER'S LICENSE NO. N04-04-004675, which bears Affiant's photograph and signature and is valid until September 22, 2033, as competent proof of identity.

LAWRENCE WILFRED E. GUERRERO
Notary Public for Manila, Phils
Comm. No. 2025-107 until Dec. 31, 2026
PTR 037023; 1-5-26; Mla.
IBP 569116; 12-22-25
Roll # 80332 / 5-19-2022
Brgy. 878 Zone 96, Sta. Ana, Manila
MCLE Compliance VIII-0011109

Doc. No. 388;
Page No. 78;
Book No. XVI;
Series of 2026.

Annex "I-1"

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) s.s.

AFFIDAVIT OF PUBLICATION

I, **MARIQUITA O. ADRIANO**, of legal age, single, Filipino and with office address at c/o PhilSTAR Daily, Inc., Amvel Business Park, Dr. A. Santos Ave., Brgy. San Dionisio, Parañaque City after being duly sworn to in accordance with law depose.

That I am the **ADVERTISING MANAGER** of **The PhilSTAR Daily, Inc.** a domestic corporation duly organized and existing under by virtue of Philippine laws with office and business Amvel Business Park, Dr. A. Santos Ave., Brgy. San Dionisio, Parañaque City.

That the said corporation publishes **The Philippine STAR**, a daily broadsheet newspaper published in English and of general circulation.

That the order of **SYNERGY GRID & DEVELOPMENT PHILS., INC.**

Captioned as follows: **2026 NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF SYNERGY GRID & DEVELOPMENT PHILS., INC.**

(Please see attached printed text)had been published in The Philippine STAR in its issue/s of: **September 3 and 4, 2026 issued in print; September 3 and 4, 2026 uploaded on bworldonline.com**

FURTHER AFFIANT SAYETH NAUGHT.
Manila, Philippines

MARIQUITA O. ADRIANO
Affiant

SUBSCRIBED AND SWORN to before me this **4th** day of **September** 2026 affiant exhibited to me her Driver's License ID No. N25-09-013541 and which expires on 2028/02/22.

ATTY. GARY A. SANCIO
Notary Public
Until December 31, 2026
Adm. Matter NP-103 (2025-2026)
Roll No.44261
IBP -No. 1082447 (Lifetime)/06-30-17/ Q.C.
PTR No.8390688/01-05-26/Q.C.
MCLE Compliance No. VIII-0023572/03-04-25
Unit 203, STG Bldg. 190 P. Tuazon Blvd.
Araneta City, Quezon City, 1109

Doc. No. 478
Page No. 97
Book No. XII
Series of 2026

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

The following document has been received:

Receiving: ICTD ERMD
Receipt Date and Time: April 15, 2026 11:37:45 AM

Company Information

SEC Registration No.: 0000041376
Company Name: SYNERGY GRID & DEVELOPMENT PHILS., INC.
Industry Classification: F45203
Company Type: Stock Corporation

Document Information

Document ID: OST104152026811221606
Document Type: Financial Statement
Document Code: FS
Period Covered: December 31, 2025
Submission Type: Parent
Remarks: None

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

Gmail SYNERGY GRID <synergy072015@gmail.com>

Your BIR AFS eSubmission uploads were received

Isang mensahe

eafs@bir.gov.ph <eafs@bir.gov.ph> Abril 15, 2026 nang 10:26 AM
Para kay: SYNEGRY072015@yahoo.com
Cc: SYNERGY072015@gmail.com

Hi SYNERGY GRID & DEVELOPMENT PHILS., INC.,

Valid files

- EAFS000593240ITRTY122025.pdf
- EAFS000593240AFSTY122025.pdf
- EAFS000593240TCRTY122025-01.pdf
- EAFS000593240RPTTY122025.pdf

Invalid file

- <None>

Transaction Code: **AFS-0-3QYPW1XX0MWT3V4VZNMQ33R3T0ALEL8F5C**
Submission Date/Time: **Apr 15, 2026 10:26 AM**
Company TIN: **000-593-240**

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.

This is a system-generated e-mail. Please do not reply.

COVER SHEET

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C	S	1	9	7	0	4	1	3	7	6

COMPANY NAME

SYNERGY GRID & DEVELOPMENT PHILS., INC.

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

Unit 1602, 16th Floor, Tycoon Center Bldg. Condominium Pearl Drive, Pasig City Metro Manila

Form Type	Department requiring the report	Secondary License Type, If Applicable
AAFS		

COMPANY INFORMATION

Company's email Address	Company's Telephone Number/s	Mobile Number
synergy072015@yahoo.com	8584-3930	

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
		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
Justice Lady P. Soriano	tish.soriano@gmail.com	8584-3930	

CONTACT PERSON's ADDRESS

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

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

SYNERGY GRID & DEVELOPMENT PHILS., INC.

SEPARATE FINANCIAL STATEMENTS
December 31, 2025 and 2024

With Independent Auditors' Report

R.G. Manabat & Co.
The KPMG Center, 6/F
6787 Ayala Avenue, Makati City
Philippines 1209
Telephone +63 (2) 8885 7000
Fax +63 (2) 8894 1985
Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

REPORT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
Synergy Grid & Development Phils., Inc.
Unit 1602, 16th Floor
Tycoon Center Bldg. Condominium
Pearl Drive Pasig City, Metro Manila

Report on the Audit of the Financial Statements

Opinions

We have audited the separate financial statements of Synergy Grid & Development Phils., Inc. (the "Company"), which comprise the separate statements of financial position as at December 31, 2025 and 2024, and the separate statements of income, separate statements of comprehensive income, separate statements of changes in equity and separate statements of cash flows for the years then ended, and notes, comprising material accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *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 the financial statements of public interest entities, together with the ethical requirements that are relevant to our audit of the separate 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.

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until September 20, 2026
SEC Accreditation No. 0003-SEC, Group A, valid for the audit of annual financial statements for the year ended December 31, 2024 and until the audit of annual financial statements for the year ended December 31, 2025, pursuant to SEC Notice dated April 4, 2025
BSP Selected EAs of BSFIs-Group A, valid for five (5) years covering the audit of 2025 to 2029 financial statements under BSP Letter No. FSD VI-2025-02-0054g-FSD6L-External

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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 PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the 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.

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

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

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

Report on the Supplementary Information Required Under Revenue Regulations No. 15-2010 of the Bureau of Internal Revenue

Our audits were conducted for the purpose of forming an opinion on the basic separate financial statements taken as a whole. The supplementary information in Note 15 to the separate financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic separate financial statements. Such information is the responsibility of management. The information has been subjected to the auditing procedures applied in our audit of the basic separate financial statements. In our opinion, the information is fairly stated in all material respects, in relation to the basic separate financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditors' report is Myra Liza S. Sto. Tomas.

R.G. MANABAT & CO.



MYRA LIZA S. STO. TOMAS
Partner
CPA License No. 0118513
SEC Accreditation No. 118513-SEC, Group A, valid for five (5) years
covering the audit of 2023 to 2027 financial statements
Tax Identification No. 249-271-374
BIR Accreditation No. 08-001987-055-2023
Issued March 10, 2023; valid until March 10, 2026*
PTR No. MKT 10764415
Issued January 5, 2026 at Makati City

**BIR application processed*

April 13, 2026
Makati City, Metro Manila

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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Internet www.home.kpmg/ph
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REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY FINANCIAL STATEMENTS FOR FILING
WITH THE BUREAU OF INTERNAL REVENUE

The Board of Directors and Stockholders
Synergy Grid & Development Phils., Inc.
Unit 1602, 16th Floor
Tycoon Center Bldg. Condominium
Pearl Drive Pasig City, Metro Manila

We have audited the accompanying separate financial statements of Synergy Grid & Development Phils., Inc. (or the "Company"), as at and for the year ended December 31, 2025, on which we have rendered our report dated April 13, 2026.

In compliance with Revenue Regulations V-20, we are stating that no partner of our Firm is related by consanguinity or affinity to the president, manager or any officer of the Company.

R.G. MANABAT & CO.



MYRA LIZA S. STO. TOMAS
Partner
CPA License No. 0118513
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Makati City, Metro Manila

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BSP Selected EAs of BSFIs-Group A, valid for five (5) years covering the audit of 2025 to 2029 financial statements under BSP Letter No. FSD VI-2025-02-0054g-FSD6L-External

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Synergy Grid & Development Phils., Inc.
1601-1602 Tycoon Centre
Pearl Drive Ortigas Center
San Antonio, Pasig City, Philippines

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR ANNUAL INCOME TAX RETURN

The Management of **Synergy Grid & Development Phils., Inc.** (the "Company") is responsible for all information and representations contained in the Annual Income Tax Return for the year ended December 31, 2025. Management is likewise responsible for all information and representations contained in the audited separate financial statements accompanying the Annual Income Tax Return covering the same reporting period. Furthermore, the Management is responsible for all information and representations contained in all the other tax returns filed for the reporting period, including, but not limited, to the value added tax and/or percentage tax returns, withholding tax returns, documentary stamp tax returns, and any and all other tax returns.

In this regard, the management affirms that the attached audited separate financial statements for the year ended December 31, 2025 and the accompanying Annual Income Tax Return are, to the best of our knowledge and belief, in accordance with the books and records of the Company, complete and correct with an appropriate consideration to materiality. Management likewise affirms that:

(a) the Annual Income Tax Return has been prepared in good faith in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;

(b) any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to PFRS Accounting Standards and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the Company's books and records in accordance with the requirements of Revenue Regulations No. 8-2007 and other relevant issuances;

(c) based on the Company's accounting records, it has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.

HENRY SY, JR.
Chairman of the Board

PAUL SAGAYO, JR.
President & CEO

JUSTICE LADY SORIANO
Treasurer & CFO

Signed this 27th day of March 2026

Doc. No. 240;
Page No. 47;
Book No. II;
Series of 2026.

REPUBLIC OF THE PHILIPPINES)
PASIG CITY)S.S.

ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in Pasig City, this 27 March 2026, personally appeared:

Name	Competent Evidence of Identity
HENRY SY, JR.	Philippine Passport No. P4410521B issued on 16 January 2020/Manila TIN: 106-215-722
PAUL SAGAYO, JR.	Philippine Passport No. P7432752A issued on 04 June 2018/Manila TIN: 200-383-080
JUSTICE LADY SORIANO	Philippine Passport No. P0381601B issued on 24 January 2019/Manila TIN: 147-694-879

known to me to be the same persons who executed the foregoing Statement of Management's Responsibility for Annual Income Tax Return of Synergy Grid & Development Phils., Inc., consisting of two (2) pages including this page on which this Acknowledgment is written, duly signed by the parties, and they acknowledged to me that the same is their free and voluntary act and deed, and that they are waiving their right to receive a duplicate original electronic copy of this Statement of Management's Responsibility for Annual Income Tax Return, as allowed under Rule VI Section 7 of the 2004 Rules on Notarial Practice, as amended by A.M. No. 02-8-13-SC, thereby waiving any objections to the completeness of the reproduction of this Statement of Management's Responsibility for Annual Income Tax Return.

WITNESS MY HAND AND SEAL, at the place and date above written.

Doc. No. 210;
Page No. 43;
Book No. II;
Series of 2026.

SIEGFRED G. PEREZ
Notary Public for the City of Pasig and Municipality of Pateros
Commission until 31 December 2026
2801 Discovery Center 25 ADB Ave., Ortigas Center Pasig City
APPT. No. 227 (2025-2026) - Roll No. 68956
PTR No. 3044625; 01-16-2026; Pasig City
IBP No. 500139; 01-06-2026; Quezon City
MCLE Compliance No. VIII-0009210; 06-0[illegible]-2024

Synergy Grid & Development Phils., Inc.
1601-1602 Tycoon Centre
Pearl Drive Ortigas Center
San Antonio, Pasig City, Philippines

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR SEPARATE FINANCIAL STATEMENTS

The Management of **Synergy Grid & Development Phils., Inc.** (the "Company") is responsible for the preparation and fair presentation of the separate 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 the separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate 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 for overseeing the Company's financial reporting process.

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

R. G. Manabat & 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.

HENRY SY, JR.
Chairman of the Board

PAUL SAGAYO, JR.
President & CEO

JUSTICE LADY SORIANO
Treasurer & CFO

Signed this 27th day of March 2026

Doc. No. 209;
Page No. 43;
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Series of 2026.

REPUBLIC OF THE PHILIPPINES)
PASIG CITY)S.S.

ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in Pasig City, this 27 March 2026, personally appeared:

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JUSTICE LADY SORIANO	Philippine Passport No. P0381601B issued on 24 January 2019/Manila TIN: 147-694-879

known to me to be the same persons who executed the foregoing Statement of Management's Responsibility for Separate Financial Statements of Synergy Grid & Development Phils., Inc., consisting of two (2) pages including this page on which this Acknowledgment is written, duly signed by the parties, and they acknowledged to me that the same is their free and voluntary act and deed, and that they are waiving their right to receive a duplicate original electronic copy of this Statement of Management's Responsibility for Separate Financial Statements, as allowed under Rule VI Section 7 of the 2004 Rules on Notarial Practice, as amended by A.M. No. 02-8-13-SC, thereby waiving any objections to the completeness of the reproduction of this Statement of Management's Responsibility for Separate Financial Statements.

WITNESS MY HAND AND SEAL, at the place and date above written.

Doc. No. 109;
Page No. 43;
Book No. II;
Series of 2026.

SIEGFRED G. PEREZ
Notary Public for the City of Pasig and Municipality of Pateros
Commission until 31 December 2026
2801 Discovery Center 25 ADB Ave., Ortigas Center Pasig City
APPT. No. 227 (2025-2026) - Roll No. 66830
PTR No. 3044625; 01-16-2026; Pasig City
IBP No. 500139; 01-06-2023; Quezon City
MCLE Compliance No. VIII-0009210; 06-0[illegible]-2024

SYNERGY GRID & DEVELOPMENT PHILS., INC.
SEPARATE STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	**2025**	2024
ASSET			
Current Asset			
Cash and cash equivalents	*4, 13*	**P370,391,384**	P247,783,144
Prepayments and other current assets	*5*	**36,036,635**	30,032,221
Total Current Assets		**406,428,019**	277,815,365
Noncurrent Asset			
Property and equipment - net	*6*	**399,109**	655,699
Investment in subsidiaries	*7*	**94,246,163,000**	94,246,163,000
Total Noncurrent Assets		**94,246,562,109**	94,246,818,699
		P94,652,990,128	P94,524,634,064
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses and other current liabilities	*8, 13*	**P195,745,270**	P5,482,904
Dividends payable	*10, 13*	**32,583,622**	7,875,333
Total Current Liabilities		**228,328,892**	13,358,237
Noncurrent Liability			
Deferred tax liability	*12*	**1,752**	5,405
Total Liabilities		**228,330,644**	13,363,642
Equity			
Capital stock	*10*	**5,265,866,000**	5,265,866,000
Additional paid-in capital	*10*	**88,928,018,694**	88,928,018,694
Retained earnings	*10*	**230,774,790**	317,385,728
Total Equity		**94,424,659,484**	94,511,270,422
		P94,652,990,128	P94,524,634,064

See Notes to the Separate Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC.
SEPARATE STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Years Ended December 31	
	Note	**2025**	2024
INCOME			
Dividend income	*7, 9*	**P3,584,341,600**	P1,782,120,800
Management income	*9*	**48,000,000**	48,000,000
Interest income	*4, 11*	**25,472,629**	25,308,574
		3,657,814,229	1,855,429,374
OPERATING EXPENSES			
Salaries and other employee benefits	*9*	**37,330,576**	55,440,720
Director's fee		**30,960,000**	35,402,261
Professional fees		**4,092,329**	3,299,910
Filing fees		**3,511,950**	2,012,825
Rent	*5*	**1,600,333**	1,563,718
Taxes and licenses		**389,690**	389,690
Depreciation	*6*	**361,929**	609,867
Transportation		**294,293**	367,198
Communications, light and water		**275,645**	255,917
Advertising fees		**178,996**	178,946
Repairs and maintenance		**131,585**	85,381
Office supplies		**108,399**	116,551
Bank charges		**1,238**	2,558
Miscellaneous		**420,211**	354,403
		79,657,174	100,079,945
INCOME FROM OPERATIONS		**3,578,157,055**	1,755,349,429
FOREIGN EXCHANGE GAIN - Net		**7,007**	21,621
INCOME BEFORE INCOME TAX AND FINAL TAX		**3,578,164,062**	1,755,371,050
TAXES	*12*	**6,051,304**	6,027,114
NET INCOME/TOTAL COMPREHENSIVE INCOME		**P3,572,112,758**	P1,749,343,936

See Notes to the Separate Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC.
SEPARATE STATEMENTS OF CHANGES IN EQUITY

				Years Ended December 31	
	Note	**Capital Stock** (Note 10)	**Additional Paid-in Capital** (Note 10)	**Retained Earnings**	**Total Equity**
Balance at January 1, 2025		**P5,265,866,000**	**P88,928,018,694**	**P317,385,728**	**P94,511,270,422**
Net income/total comprehensive income for the year		**-**	**-**	**3,572,112,758**	**3,572,112,758**
Transactions with Owners of the Company					
Cash dividends declared	*10*	**-**	**-**	**(3,658,723,696)**	**(3,658,723,696)**
		-	**-**	**(3,658,723,696)**	**(3,658,723,696)**
Balance at December 31, 2025		**P5,265,866,000**	**P88,928,018,694**	**P230,774,790**	**P94,424,659,484**
Balance at January 1, 2024		P5,265,866,000	P88,928,018,694	P397,403,640	P94,591,288,334
Net income/total comprehensive income for the year		-	-	1,749,343,936	1,749,343,936
Transactions with Owners of the Company					
Cash dividends declared	*10*	-	-	(1,829,361,848)	(1,829,361,848)
		-	-	(1,829,361,848)	(1,829,361,848)
Balance at December 31, 2024		P5,265,866,000	P88,928,018,694	P317,385,728	P94,511,270,422

See Notes to the Separate Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC.
SEPARATE STATEMENTS OF CASH FLOWS

		Years Ended December 31	
	Note	**2025**	2024
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax		**P3,578,164,062**	P1,755,371,050
Adjustments for:			
Depreciation	*6*	**361,929**	609,867
Dividend income	*7, 9*	**(3,584,341,600)**	(1,782,120,800)
Interest income	*4, 11*	**(25,472,629)**	(25,308,574)
Unrealized foreign exchange gain - net		**(7,007)**	(21,621)
Operating loss before working capital changes		**(31,295,245)**	(51,470,078)
Decrease (increase) in:			
Due from related parties		**-**	5,100,000
Prepayments and other current assets		**(6,006,298)**	(5,865,490)
Increase (decrease) in accrued expenses and other current liabilities		**(1,139,634)**	1,603,758
Cash absorbed by operations		**(38,441,177)**	(50,631,810)
Interest received		**25,474,513**	25,306,690
Income taxes paid		**(6,054,957)**	(6,021,709)
Net cash used in operating activities		**(19,021,621)**	(31,346,829)
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash dividends received	*7*	**3,584,341,600**	1,782,120,800
Additions to property and equipment	*6*	**(105,339)**	-
Net cash generated by used in investing activities		**3,584,236,261**	1,782,120,800
CASH FLOW FROM FINANCING ACTIVITIES			
Payment of cash dividends	*10*	**(3,251,948,375)**	(1,635,749,853)
Payment of final tax on dividends paid	*10*	**(190,665,032)**	(191,690,216)
Net cash used in financing activities		**(3,442,613,407)**	(1,827,440,069)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**122,601,233**	(76,666,098)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		**7,007**	21,621
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**247,783,144**	324,427,621
CASH AND CASH EQUIVALENTS AT END OF YEAR	*4, 13*	**P370,391,384**	P247,783,144

See Notes to the Separate Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC.
NOTES TO THE SEPARATE FINANCIAL STATEMENTS

1. Reporting Entity

Synergy Grid & Development Phils., Inc. (the "Company" or "SGDPI") was originally a mining corporation and registered with the Philippine Securities and Exchange Commission (SEC) on June 1, 1970 under the name Mankayan Minerals Development Company, Inc.

On February 22, 1994, the SEC approved the Company's change of corporate name to UEM Development Phils., Inc. and the change in its primary purpose from engaging in mining activities to general construction and other allied businesses. The amendment of its primary purpose was due to the potential opportunity in the construction industry brought about by the entry of a new foreign investor.

On October 10, 1997, the SEC approved the Amendment to the Seventh Article of the Company's Articles of Incorporation increasing the par value of its authorized capital stock from P0.01 to P1.00, decreasing the Company's shares of stock from 500,000,000 shares to 50,000,000 shares, and stating that the stockholders shall have no pre-emptive rights.

On December 14, 2010, the Board of Directors (BOD) considered and approved the Amendment of the Articles of Incorporation and By-Laws of the Company for the purpose of, among others, changing the Company's corporate name to Synergy Grid & Development Phils., Inc., changing its primary purpose to enable it to engage in the business of investing in, purchasing or acquiring, and selling or disposing of the shares of stock, bonds, evidences of indebtedness and other securities issued or created by corporations and other entities engaged in power, energy, utilities, infrastructure and other allied businesses; and for the above purposes, to acquire, lease, hold, occupy, use, mortgage real and personal properties, to obtain financing from local and international funding sources or otherwise raise capital and funds by issuing or creating equity and debt securities, and to do or engage in any and all other businesses and activities incidental to or connected with, or in furtherance and/or the implementation of any and all of the foregoing. The amendments to the Articles of Incorporation and By-Laws of the Company were approved by the stockholders on December 21, 2010.

On November 14, 2019, the BOD of the Company, and on December 20, 2019, the Stockholders of the Company, approved the amendment of the Articles of Incorporation of the Corporation pursuant to an increase in authorized capital stock from P50.00 million divided into 50.00 million common shares at par value of P1.00 per share to P5.05 billion divided into 5.05 billion common shares at par value of P1.00 per share.

This amendment and increase in capital stock were pursued in connection with the issuance of 4.10 billion shares of the Company in exchange for shares of stock in OneTaipan Holdings, Inc. ("OTHI") and Pacifica21 Holdings, Inc. ("P21") (the "Share Swap Transaction").

On December 20, 2019, the Company and the stockholders of OTHI and P21 entered into a Share Purchase Agreement, pursuant to which, the two major shareholder of the Company will acquire additional 4.10 billion shares of the Company at a price of P20 per share for a total purchase price of P82.00 billion. As consideration for its acquisition, the two major shareholders will exchange their respective ownership in OTHI and P21. Accordingly, the 2.10 billion shares with a P1.00 par value of the Company to be swapped with 86.40 million shares of OTHI with a par value of P100 per share while the 2.00 billion shares of Company to be swapped with 871.00 million common shares of P21 with a par value of P1.00 per share.

As a result of the Share Swap Transaction, the Company will legally and/or beneficially owns 67% of the outstanding shares of each of OTHI and P21. OTHI owns controlling shares in Monte Oro Grid Resources Corporation ("MOGRC"), which holds 30% plus one share in National Grid Corporation of the Philippines ("NGCP"). P21 owns controlling shares in Calaca High Power Corporation (CHPC), which in turn owns 30% minus one share in NGCP. The Share Swap Transaction was undertaken to formally consolidate the two major shareholder's ownership and control of NGCP through a common corporate structure. Accordingly, the effective ownership of the Company in NGCP will be 40.20%, with control of 60% voting rights through its subsidiaries MOGRC and CHPC.

On March 26, 2020, the proposed share-swap transaction was approved by the Philippine Competition Commission on the grounds that it will not likely result in substantial lessening of competition in the Philippine market.

On May 28, 2021, the SEC approved the increase in the Company's authorized capital stock from P50.00 million to P5.05 billion. Consequently, the 4.10 billion common shares for the share swap transaction were issued at a price of P20 per share on the same date. The incremental costs directly attributable to the issuance of common shares amounting to P206.66 million is recognized as a deduction from additional paid-in capital.

On June 30, 2021 and on August 10, 2021, the Company's BOD and stockholders, respectively, resolved and approved the increase in authorized capital stock from P5.05 billion to P5.30 billion, with the increase of 250.00 million to be divided into 250.00 million common shares at a par value of P1.00 per share.

This increase is for the Company to conduct a follow-on offering of its shares to achieve the target public float of twenty percent (20%) of the outstanding capital stock of the Company and for other business purposes.

The above increase was approved by the SEC on August 25, 2021. Consequently, of the 250.00 million increase in shares of the Company, 25% of which was subscribed and paid by the Company's major shareholders amounting to P62.50 million.

On August 10, 2021, the Company's BOD approved and authorized the offer and issuance of 1,053,500,000 common shares at an offer price of up to P29 per share, and also grants over-allotment option pursuant to which a stabilizing agent or its affiliate has the right to purchase up to 101 million common shares of the Company's owned by its major shareholders.

On August 12 and September 10, 2021, the Company's shareholders have also secured the Certificate Authorizing Registration with the Bureau of Internal Revenue (BIR) in order to transfer in the name of the Company the following shares:

(i) 86,430,000 common shares in OTHI representing 67% of its total capital stock; and
(ii) 871,000,000 common shares in P21 representing 67% of its total capital stock.

The details of the equity interest of the Company in its subsidiaries after the Share Swap are as follows:

	Percentage of Ownership		Country of Incorporation
	Direct	**Indirect**	
OneTaipan Holdings, Inc. ("OTHI")	**67.0%**	**-**	Philippines
Pacifica21 Holdings, Inc. ("P21")	**67.0%**	**-**	Philippines
Monte Oro Grid Resources Corporation ("MOGRC")*	**-**	**67.0%**	Philippines
Calaca High Power Corporation ("CHPC")**	**-**	**67.0%**	Philippines
National Grid Corporation of the Philippines ("NGCP")***	**-**	**40.2%**	Philippines

** Indirectly owned through OTHI*
*** Indirectly owned through P21*
**** Indirectly owned through MOGRC and CHPC*

OTHI is 67% directly owned subsidiary of the Company and was incorporated and registered with Philippine SEC on February 23, 2010. OTHI's primary purpose is to acquire by purchase, exchange, assignment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, enjoy and dispose of, all properties of every kind and description and whatever situated and to the extent permitted by law.

MOGRC is a wholly-owned subsidiary of OTHI and was incorporated and registered with Philippine SEC on August 29, 2006. MOGRC's primary purpose is to invest or hold interests in the shares of stocks of companies engaged in or proposing to engage in infrastructure projects, whether as proponent, equity investor or financial or technical advisor and to do all acts and things necessary to carry out the foregoing purpose.

P21 is 67% directly owned by the Company and was incorporated and registered with Philippine SEC on May 12, 2008. P21's purpose is to invest or acquire interest, purchase, own or hold directly or indirectly shares of stock, debentures or securities in other companies including related services and business activities.

CHPC is a wholly-owned subsidiary of P21 and was incorporated and registered with Philippine SEC on December 15, 2006. CHPC's primary purpose is to engage in the general business of operating, managing, maintaining, and rehabilitating energy systems and services from gas, steam and electricity including related services and business activities.

NGCP's common shares is 30%-owned each by MOGRC and CHPC. NGCP was incorporated in the Philippines and registered with Philippine SEC on February 21, 2008 primarily to operate and maintain a nationwide transmission grid throughout the Philippines; to provide open and non-discriminatory access to the transmission system to all authorized electricity distributors and electricity users; and to carry on all business incidental to the same.

On October 14, 2021, the listing of the Offer Shares was approved by the Philippine Stock Exchange. The Philippine SEC approved the listing of SGP on October 20, 2021.

On November 10, 2021 SGDPI, under the symbol “SGP”, the Company publicly listed its 1,053,500,000 shares from its Follow-On Offering (FOO) on the Philippine Stock Exchange with overallotment option of up to 101,000,000 secondary shares at PHP 12.00 per common share.

On April 4, 2022, the Company used the proceeds of the FOO to subscribe to 203,630,000 non-voting preferred shares of National Grid Corporation of the Philippines (NGCP) with a par value of One Peso (PHP 1.00) per share at a subscription price of PHP 60.10/share or a total subscription price of P12,238,163,000.

The subscription will give the Company a direct shareholding in NGCP of 9.240% of the latter’s outstanding capital stock. The Company will be entitled to dividends as a direct shareholder of NGCP, and this is in addition to the dividends that the Company already indirectly receives from NGCP through the holding entities.

On April 12, 2022, the Company paid P3,059,540,750, representing twenty-five percent (25%) of the total subscription price. On June 9, 2022, the Company paid the balance of the total subscription price in the amount of P9,178,622,250.

The Company indirectly controls 60% of the outstanding voting capital stock of NGCP, the Company’s sole operating asset with an effective equity interest of 40.20%.

The Company’s shares of stock are listed on the Philippine Stock Exchange (PSE) under the stock symbol “SGP”.

The Company’s registered office address is Unit 1602, 16th Floor, Tycoon Center Bldg. Condominium, Pearl Drive, Pasig City, Metro Manila.

2. Basis of Preparation

Statement of Compliance

The separate financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. PFRS Accounting Standards are based on International Financial Reporting Standards issued by the International Accounting Standards Board (IASB). PFRS Accounting Standards which are issued by the Philippine Financial Reporting Standards Council, consist of PFRS Accounting Standards, Philippine Accounting Standards (PAS), and Philippine Interpretations.

The Company also prepares and issues consolidated financial statements for the same period as the separate financial statements prepared and presented in compliance with PFRS Accounting Standards. Said consolidated financial statements may be obtained from the SEC.

The separate financial statements were authorized for issue by the BOD on March 27, 2026.

Basis of Measurement

The separate financial statements of the Company have been prepared on a historical cost basis of accounting.

Functional and Presentation Currency

The separate financial statements are presented in Philippine peso, which is the Company's functional currency. All financial information presented in Philippine peso has been rounded off to the nearest peso, unless otherwise indicated.

Use of Judgments and Estimates

The preparation of the financial statements in conformity with PFRS Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. The estimates and assumptions used in the separate financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the separate financial statements. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Judgments are made by management on the development, selection and disclosure of the Company's critical accounting policies and estimates and the application of these policies and estimates.

In particular, below is the information about significant areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the separate financial statements:

Estimating Realizability of Deferred Tax Assets

The Company reviews its deferred tax assets at each reporting date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. The Company's assessment on the recognition of deferred tax assets on deductible temporary difference and carryforward benefits of Minimum Corporate Income Tax (MCIT) and Net Operating Loss Carry Over (NOLCO) is based on the projected taxable income within the prescription period.

The Company has not recognized the deferred tax assets amounting to P278,823,931 and P281,686,714 as at December 31, 2025 and 2024, respectively, since management does not expect to have sufficient taxable profit that will be available against which the Company can utilize the benefit therefrom (Note 12).

Determining whether the Company has Control over its Investee Company

The Company uses judgment in determining control over its investee. The Company controls the entity when it is exposed, or has rights, to variable returns from its involvement with the investee; has the ability to affect those returns through its power over the investee and there is a link between power and returns. The principle of control sets out the following three elements of control:

- power over the relevant activities of the investee;
- exposure, or rights, to variable returns from involvement with the investee; and
- the ability to use power over the investee to affect the amount of the investor's returns.

The Company assessed that it has control over its investee company, OTHI, P21, and NGCP. Accordingly, the Company treats OTHI, P21, and NGCP as subsidiaries (Note 7).

3. Summary of Material Accounting Policies

The accounting policies set out below have been applied consistently to all years presented in these separate financial statements.

Adoption of Amendments to Standards
The FSRSC approved the adoption of a number of new and amendments to standards effective for annual reporting periods beginning January 1, 2025 as part of the PFRS Accounting Standards.

None of these are expected to have an effect to the separate financial statements.

New and Amended Standards Not Yet Adopted
A number of new and amended standards are effective for annual periods beginning after January 1, 2025 and have not been applied in preparing the separate financial statements. Unless otherwise indicated, none of these are expected to have a significant effect on the separate financial statements.

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to PFRS 9 *Financial Instruments* and PFRS 7 *Financial Instruments: Disclosures*). The amendments relate to the date of recognition and derecognition, classification of financial assets, contractually linked instruments and non-recourse features, and disclosures on investments in equity instruments.

  Date of Recognition and Derecognition. The amendments clarified that:

  - a financial asset or financial liability is recognized on the date on which the entity becomes party to the contractual provisions of the instrument unless the regular way exemption applies;

  - a financial asset is derecognized on the date on which the contractual rights to cash flows expire or the asset is transferred; and

  - a financial liability is derecognized on the settlement date, which is the date on which the liability is extinguished because the obligation specified in the contract is discharged or cancelled or expires or the liability otherwise qualifies for derecognition.

  However, the amendments provide an exception for the derecognition of financial liabilities where an entity may choose to derecognize a financial liability that is settled using an electronic payment system before the settlement date if, and only if, the entity has initiated the payment instruction that resulted in:

  - the entity having no practical ability to withdraw, stop or cancel the payment instruction;

  - the entity having no practical ability to access the cash to be used for settlement as a result of the payment instruction; and

  - the settlement risk associated with the electronic payment system is insignificant.

  Entities may choose to apply the exception on a system-by-system basis.

Classification of Financial Assets. The amendments related to classification of financial assets introduces an additional test to assess whether the solely payments of principal and interest (SPPI) criterion is met for financial assets with contingent features that are not related directly to a change in basic lending risks or costs.

The amendments clarified that when a contingent feature gives rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs, the financial asset has contractual cash flows that are SPPI if, and only if, in all contractually possible scenarios, the contractual cash flows would not be significantly different from the contractual cash flows on a financial instrument with identical contractual terms, but without such a contingent feature.

Additional disclosures are required for all financial assets and financial liabilities that have certain contingent features that are not related directly to a change in basic lending risks or costs and are not measured at fair value through profit or loss.

Contractually Linked Instruments and Non-recourse Features. The amendments clarify the key characteristics of contractually linked instruments (CLIs) and how they differ from financial assets with non-recourse features. The amendments also include factors that a company needs to consider when assessing the cash flows underlying a financial asset with non-recourse features (the 'look through' test). For example, it clarifies that a financial asset has non-recourse features if an entity's ultimate right to receive cash flows is contractually limited to the cash flows generated by specified assets; that CLIs have non-recourse features, but not all financial assets with non-recourse features are CLIs; and that the underlying pool of instruments of CLIs may include financial assets outside the scope of PFRS 9.

Disclosures on Investments in Equity Instruments. The amendments require additional disclosures for investments in equity instruments that are measured at fair value with gains or losses presented in other comprehensive income (FVOCI). The entity discloses for each class of investment the fair value gain or loss presented in other comprehensive income during the period, showing separately the fair value gain or loss related to investments derecognized during the reporting period and the fair value gain or loss related to investments held at the end of the reporting period. It also discloses any transfers of the cumulative gain or loss within equity during the reporting period related to investments derecognized during that reporting period.

The amendments apply for reporting periods beginning on or after January 1, 2026. Earlier application is permitted. Entities may choose to early-adopt the amendments for the recognition and derecognition of financial assets and financial liabilities separately from the other amendments.

- PFRS 18 *Presentation and Disclosure in Financial Statements* will replace PAS 1 *Presentation of Financial Statements* and aims to provide greater consistency in presentation of the income and cash flow statements, and more disaggregated information.

  - *A More Structured Income Statement.* PFRS 18 promotes a more structured income statement. It introduces a newly defined 'operating profit or loss' and 'profit or loss before financing and income tax' subtotals, and a requirement for all income and expenses to be classified into three new distinct categories - operating, investing, and financing - based on a company's main business activities. PFRS 18 also requires companies to analyze their operating expenses directly on the face of the income statement - either by nature, by function or on a mixed basis. Companies need to choose the presentation method that provides the 'most useful structured summary' of those expenses. New disclosures apply if any operating expenses are presented by function.

  - *Management-defined Performance Measures.* PFRS 18 provides a definition for management-defined performance measures (MPMs) and introduces specific disclosure requirements. MPMs are subtotals of income and expenses that are used in public communications outside the financial statements, communicate management's view of an aspect of the financial performance of the entity as a whole and are not a required subtotal or a common income and expense subtotal listed in PFRS 18. For each MPM presented, companies will need to explain in a single note to the financial statements why the measure provides useful information and how it is calculated, and to reconcile it to an amount determined under PFRS Accounting Standards.

  - *Greater Disaggregation of Information.* PFRS 18 provides enhanced guidance on how companies group information in the financial statements, including newly defined roles of the primary financial statements and the notes, principles of aggregation and disaggregation based on shared and non-shared characteristics, and specific guidance for labelling and describing items in a way that faithfully represents an item's characteristics.

  PFRS 18 also now require goodwill to be presented as a line item in the separate statement of financial position.

  Consequential amendments to PAS 7 require the use of the operating profit or loss subtotal as the starting point when presenting operating cash flows under the indirect method and eliminate the options for classifying interest and dividend cash flows.

  PFRS 18 also amends PAS 33 *Earnings per Share* to permit companies to disclose additional amounts per share using as numerator a required income and expenses total or subtotal, a common subtotal listed in PFRS 18 or an MPM disclosed by the entity.

  PFRS 18 applies for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. It applies retrospectively in accordance with PAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*. Specific reconciliations are required to be disclosed. Eligible entities including venture capital organizations, mutual funds and some insurers will be allowed to change their election for measuring investments in associates and joint ventures from equity method to fair value through profit or loss.

Financial Instruments

Non-derivative Financial Instruments. Non-derivative financial instruments consist of cash and cash equivalents, accrued expenses and other current liabilities (excluding government payables) and dividends payable.

Recognition and Initial Measurement. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at Fair Value through Profit or Loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial Assets

Classification and Subsequent Measurement. On initial recognition, the Company classifies its financial assets in the following measurement categories: amortized cost; fair value through other comprehensive income (FVOCI) - debt investment; FVOCI - equity investment; or FVTPL.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

The Company has no financial assets classified as measured at: FVOCI - debt investment or FVOCI - equity investment.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and

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

The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Included in this category are the Company's cash and cash equivalents, interest receivable and security deposit (Notes 4, 5 and 13).

Cash includes cash on hand and in banks which are stated at amortized cost. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from dates of acquisition and are subject to an insignificant risk of changes in value.

On initial recognition, an entity may choose to designate a financial asset that would otherwise qualify for amortized cost or FVOCI classification as at FVTPL. This optional designation is permitted only if it eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring financial assets or financial liabilities, or recognizing gains or losses on them, on different bases.

Business Model Assessment. The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

a. the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;

b. how the performance of the portfolio is evaluated and reported to the Company's management;

c. the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

d. how managers of the business are compensated - e.g., whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

e. the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Solely Payments of Principal and Interest Assessment. Principal is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;

- terms that may adjust the contractual coupon rate, including variable-rate features;

- prepayment and extension features; and

- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

Investments in Subsidiaries

A subsidiary is an entity controlled by the Company. The Company controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns over its power to the entity. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Investments in subsidiaries are stated at cost less impairment in value, if any, in the separate statements of financial position. Dividends are recognized from a subsidiary in profit or loss when its right to receive the dividend is established. When the Company loses control over a subsidiary, any interest retained in the former subsidiary is measured at fair value.

Financial Liabilities

Classification, Subsequent Measurement and Gains and Losses. Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Included under other financial liabilities are accrued expenses and other current liabilities (excluding government payables) and dividends payable (Notes 8, 9, 10 and 13).

Derecognition of Financial Assets and Liabilities

Financial Assets. 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 contractual rights to receive cash flows from the financial asset have expired;

- the Company has transferred its contractual rights to receive cash flows of the financial asset (the “original asset”) or retained the contractual rights to receive the cash flow from a financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients (the “eventual recipients”), in an arrangement and: (a) the Company has no obligation to pay amounts to the eventual recipients unless it collects equivalent amounts from the original asset; (b) the entity is prohibited by the terms of the transfer contract from selling or pledging the original asset other than as security to the eventual recipients for the obligation to pay them cash flows; and (c) the entity has no obligation to remit any cash flows it collects on behalf of the eventual recipients without material delay; or

- the Company has transferred substantially all the risks and rewards of the ownership of the financial asset or has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset, but has transferred control of the financial asset.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged, 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. The difference in the respective carrying amounts is recognized in profit or loss.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the separate statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an 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, where the related assets and liabilities are presented at gross in the separate statements of financial position.

Determination of Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or, in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or most advantageous market must be accessible to the Company.

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

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

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

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

- Level 3: inputs for the asset or liability that are not based on observable market data.

For assets and liabilities that are recognized in the separate financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing the categorization at the end of each reporting period.

For purposes of the fair value disclosure, 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.

Capital Stock

Common Shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Additional Paid-in Capital

The amount of contribution in excess of par value is accounted for as "Additional paid-in capital." Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefit.

Revenue Recognition

Revenue from Contracts with Customers

The Company recognizes management income from its related parties. Management income, which is derived from management consulting and financial advisory services, is recognized over time at a monthly fixed rate as the services are provided and are due on demand.

Interest Income

Interest income from cash in banks and cash equivalents are recognized on a time proportion basis, taking into account the principal outstanding and the effective rate over the period of maturity. It is subject to final withholding tax and is presented at gross amount and the tax paid or withheld is included in income tax expense.

Expense Recognition

Expenses are recognized when decrease in future economic benefits related to a decrease in an asset or an increase of a liability has arisen that can be measured reliably. Expenses are recognized when they are incurred.

Taxes

Income tax on the profit or loss for the year is composed of current and deferred income tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period.

Deferred Tax

Deferred tax assets and liabilities are recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes and the carryforward tax benefits of the NOLCO and the excess of MCIT over the Regular Corporate Income Tax (RCIT). The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, carryforward benefits of NOLCO and MCIT, using tax rates enacted or substantively enacted by the end of the reporting period.

Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;

- temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and

- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized for carryforward tax benefits of unused NOLCO, unused tax credits from excess MCIT and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans of the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred tax assets to be recognized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

In determining the amount of current and deferred tax, the Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company believes that its accrual for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax availabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Value Added Tax (VAT). 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.

Related Party Transactions and Relationship

Related party relationship exists when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, between and/or among entities which are under control with reporting enterprise and its Key Management Personnel (KMP), directors, or the entity, or any member of the group of which it is part, that provides key management personnel services to the reporting entity.

Provisions

Provisions are recognized when the Company has: (a) a present obligation (legal or constructive) as a result of past event; (b) it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and those risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where some or all of the expenditures required to settle a provision are expected to be reimbursed by another party, the reimbursement shall be recognized when, and only when, it is virtually certain that reimbursement will be received if the entity settles the obligation. The reimbursement shall be treated as a separate asset. The amount recognized for the reimbursement shall not exceed the amount of the provision. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingencies

Contingent liabilities are not recognized in the separate financial statements but are disclosed in the notes to the separate financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the separate financial statements but are disclosed in the notes to the separate 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 separate financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the separate financial statements when material.

4. Cash and Cash Equivalents

This account at December 31 consists of:

	Note	**2025**	2024
Cash on hand		**P50,000**	P50,000
Cash in banks		**81,711,624**	25,910,909
Short-term placements		**288,629,760**	221,822,235
	13	**P370,391,384**	P247,783,144

Cash in banks earn annual interest at the respective bank's deposit rates. Short-term placements represent money market placements made for varying periods up to three (3) months which can be withdrawn at any time depending on the immediate cash requirements of the Company and earn interest rates at the respective short- term investment rates.

Interest income from cash in banks and short-term placements amounted to P24,766,023 and P24,540,432 in 2025 and 2024, respectively (Note 11).

5. Prepayments and Other Current Assets

This account at December 31 consists of the following:

	Note	**2025**	2024
Creditable withholding tax		**P35,482,858**	P29,243,290
Prepaid rent		**304,208**	297,838
Security deposit	*13*	**248,760**	248,760
Advances to employees		**-**	229,640
Interest receivable	*13*	**-**	1,884
Others		**809**	10,809
		P36,036,635	P30,032,221

The Company entered into various lease agreements for its office and parking spaces for a period of one year or less, renewal of which are subject to mutual agreement of the parties. Prepaid rent and security deposit related to these leases amounted to P304,208 and P248,760 as of December 31, 2025, and P297,838 and P248,760 as of December 31, 2024, respectively. Security deposit related to office space is refundable upon expiration of the contract. Rent expense relating to these leases amounted to P1,600,333 and P1,563,718 in 2025 and 2024, respectively were recorded as part of "Rent" in the separate statements of comprehensive income.

Advances to employees include salary loan made by employees which are recoverable through salary deduction. The payment term is normally within one year.

6. Property and Equipment - net

The movements and balances of this account are as follows:

	Furniture and Fixtures	Office Equipment	Computer Equipment	Computer Software	Office Improvement	Total
Cost						
January 1, 2024	P460,261	P625,139	P207,518	P474,956	P1,561,677	P3,329,551
Additions	5,857	14,184	-	-	-	20,041
December 31, 2024	466,118	639,323	207,518	474,956	1,561,677	3,349,592
Additions	-	105,339	-	-	-	105,339
December 31, 2025	**466,118**	**744,662**	**207,518**	**474,956**	**1,561,677**	**3,454,931**
Accumulated Depreciation						
January 1, 2024	328,204	439,984	207,518	474,956	633,364	2,084,026
Depreciation	119,920	177,611	-	-	312,336	609,867
December 31, 2024	448,124	617,595	207,518	474,956	945,700	2,693,893
Depreciation	17,668	31,926	-	-	312,335	361,929
December 31, 2025	**465,792**	**649,521**	**207,518**	**474,956**	**1,258,035**	**3,055,822**
Net Carrying Amount						
December 31, 2024	P17,994	P21,728	P -	P -	P615,977	P655,699
December 31, 2025	**P326**	**P95,141**	**P -**	**P -**	**P303,642**	**P399,109**

Management believes that there are no indications that property and equipment are impaired or their carrying value may not be recoverable as at December 31, 2025.

As of December 31, 2025 and December 31, 2024, the Company's fully depreciated assets that are still being used in operations amount to P1,767,875 and P1,459,198, respectively.

7. Investment in Subsidiaries

The carrying amount of investment in subsidiaries are as follows:

	Percentage of Ownership			
	Direct	**Indirect**	**Amount**	**Country of Incorporation**
OneTaipan Holdings, Inc.	67.00	-	P41,004,000,000	Philippines
Pacifica21 Holdings, Inc.	67.00	-	41,004,000,000	Philippines
Monte Oro Grid Resources Corporation	-	67.00	-	Philippines
Calaca High Power Corporation	-	67.00	-	Philippines
National Grid Corporation of the Philippines	9.24	40.20	12,238,163,000	Philippines
			P94,246,163,000	

As discussed in Note 1, OTHI was incorporated and registered with the SEC on February 23, 2010. Its primary purpose is to acquire by purchase, exchange, assignment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, enjoy and dispose of, all properties of every kind and description and wherever situated and to the extent permitted by law. The registered office of OTHI is at One Esplanade, Seaside cor. J.W. Diokno Blvd., SM Mall of Asia Complex, Pasay City.

MOGRC is a wholly-owned subsidiary of OTHI and was incorporated and registered with Philippine SEC on August 29, 2006. The Company indirectly owned 67% of MORGC through its investment in OTHI.

Following is the financial information of OTHI as at and for the years ended December 31, 2025 and 2024:

	2025	2024
Current assets	**P21,662,663**	P17,388,957
Noncurrent asset	**28,464,000,000**	28,464,000,000
Current liability	**(762,576)**	(746,800)
Noncurrent liability	**(2,815)**	(8,699)
Net assets	**P28,484,897,272**	P28,480,633,458
Income	**P2,148,786,857**	P1,069,735,373
Expenses	**(21,299,492)**	(12,711,586)
Foreign exchange gain - net	**11,261**	34,797
Income tax benefit/(expense)	**5,188**	(8,699)
Net income/total comprehensive income	**P2,127,503,814**	P1,057,049,885

As discussed in Note 1, P21 was incorporated and registered with the SEC on May 12, 2008. Its purpose is to invest or acquire interest, purchase, own or hold directly or indirectly shares of stock, debentures or securities in other companies including related services and business activities. The registered office of Pacifica 21 is at 201 EDSA, Mandaluyong City.

CHPC is a wholly-owned subsidiary of P21 and was incorporated and registered with Philippine SEC on December 15, 2006. The Company indirectly owned 67% of CHPC through its investment in P21.

Following is the financial information of P21 as at and for the years ended December 31, 2025 and 2024:

	2025	2024
Current assets	**P20,353,618**	P14,583,052
Noncurrent asset	**3,150,750,000**	3,150,750,000
Current liability	**(844,037,667)**	(844,021,643)
Noncurrent liability	**(3,818)**	(11,806)
Net assets	**P2,327,062,133**	P2,321,299,603
Income	**P2,148,538,679**	P1,069,432,975
Expenses	**(19,558,467)**	(12,433,059)
Foreign exchange gain - net	**15,274**	47,225
Income tax benefit/(expense)	**7,044**	(11,806)
Net income/total comprehensive income	**P2,129,002,530**	P1,057,035,335

NGCP's common shares is 30%-owned each by MOGRC and CHPC. NGCP was incorporated in the Philippines and registered with Philippine SEC on February 21, 2008. Its purpose is to operate and maintain a nationwide transmission grid throughout the Philippines, to provide open and non-discriminatory access to the transmission system to all authorized electricity distributors and electricity users, and to carry on all business incidental to the same. The Company indirectly owned 40.20% of NGCP through its investments in MOGRC and CHPC.

Upon signing of the Subscription Contract on the non-voting preferred shares of NGCP, the Company paid 25% of its total subscription of P12,238,163,000, amounting to P3,059,540,750 on April 12, 2022, and paid the remaining 75% balance of the total subscription amounting to P9,178,622,250 on June 9, 2022. The subscription will give the Company a direct shareholding in NGCP of 9.240% of the latter's outstanding capital stock.

Following is the financial information of NGCP as at and for the years ended December 31, 2025 and 2024:

	2025	2024
Current assets	**P54,693,824,723**	P48,469,579,546
Noncurrent asset	**510,615,830,432**	453,046,557,268
Current liability	**(119,630,067,808)**	(100,110,430,340)
Noncurrent liability	**(250,601,506,984)**	(242,645,202,268)
Net assets	**P195,078,080,363**	P158,760,504,206
Income	**P85,211,880,237**	P53,014,087,918
Expenses	**(28,677,662,669)**	(25,612,243,229)
Other charges - net	**(12,236,799,068)**	(9,967,160,082)
Other comprehensive loss	**20,157,657**	(107,472,161)
Net income/total comprehensive income	**P44,317,576,157**	P17,327,212,446

Dividend income received from the Company's subsidiaries amounted to P3.58 billion and P1.78 billion, in 2025 and 2024, respectively (Note 9).

8. Accrued Expenses and Other Current Liabilities

This account at December 31 consists of:

	Note	**2025**	2024
Accrued expenses	*13*	**P1,737,894**	P1,573,699
Government payables		**194,007,376**	3,909,205
		P195,745,270	P5,482,904

Accrued expenses consist mainly of professional fees.

Government payables include withholding taxes payable to various government agencies.

9. Related Party Transactions

The Company's balances and transactions with related parties as at December 31 are as follows:

Relationship with Related Parties	*Note*	Year	Amounts of Transactions	Dividends Payable	Terms and Conditions
Subsidiaries					
▪ **Dividend Income**					
OneTaipan Holdings, Inc.	*7*	**2025**	**P1,422,570,800**	**P -**	
		2024	P709,610,400	-	
Pacifica21 Holdings, Inc.	*7*	**2025**	**1,422,570,800**	**-**	
		2024	702,910,400	-	
National Grid Corporation of the Phils	*7*	**2025**	**739,200,000**	**-**	
.		2024	369,600,000	-	
▪ **Management Fee**					
Monte Oro Grid Resources Corporation	*a*	**2025**	**12,000,000**	**-**	
		2024	12,000,000	-	Payable quarterly at the end of each quarter; no impairment
Calaca High Power Corporation	*a*	**2025**	**12,000,000**	**-**	
		2024	12,000,000	-	Payable quarterly at the end of each quarter; no impairment
OneTaipan Holdings, Inc.	*a*	**2025**	**12,000,000**	**-**	
		2024	12,000,000	-	Payable quarterly at the end of each quarter
Pacifica21 Holdings, Inc.	*a*	**2025**	**12,000,000**	**-**	
		2024	12,000,000	-	Payable quarterly at the end of each quarter
Shareholders					
▪ **Dividends**	*10*	**2025**	**3,658,723,696**	**32,583,622**	
		2024	1,829,361,848	7,875,333	
Short-term Employee Benefits	*b*	**2025**	**37,330,576**	**-**	
		2024	55,440,720	-	
	13	**2025**		**P32,583,622**	
	13	2024		P7,875,333	

a. On January 1, 2019, the Company entered into a Shared Services Agreement with MOGRC and CHPC. The Company shall render monthly management consulting and financial advisory services to MOGRC and CHPC for a period of three (3) years commencing January 1, 2019, unless otherwise cancelled or extended by mutual agreement of both parties. In consideration of the services rendered, the Company shall receive a monthly fee of P500,000 from each entity.

   On January 22, 2020, the Shared Services Agreement was amended to include the one-time share of MOGRC and CHPC in the professional fees incurred by the Company in relation to the ongoing processing of share swap transactions amounting to a total of P16,506,190.

On March 15, 2022, the Shared Services Agreement was replaced with a new Shared Services Agreement with MOGRC, CHPC, OTHI and P21, wherein the Company shall render monthly management, consulting and financial advisory services for a period of five (5) years commencing January 1, 2022, unless otherwise cancelled or extended by mutual agreement of the Company and any of the parties. In consideration of the services rendered, the Company shall receive a monthly fee of P1,000,000 from each entity.

b. Short-term employee benefits are included under "Salaries and other employee benefits" account in the separate statements of profit or loss and other comprehensive income.

Related party transactions are normally settled in cash.

10. Equity

Paid-up Capital

Paid-up capital at December 31 consists of:

	Years Ended December 31			
	2025		2024	
	Shares	**Amount**	Shares	Amount
Authorized - P1 par value per share	**5,300,000,000**	**P5,300,000,000**	5,300,000,000	P5,300,000,000
Issued, fully paid and outstanding balance at end of year	**5,265,866,000**	**P5,265,866,000**	5,265,866,000	P5,265,866,000
Additional Paid-in Capital		**88,928,018,694**		88,928,018,694
Total paid-up capital		**P94,193,884,694**		P94,193,884,694

As at December 31, 2025 and 2024, the Company's stock price is P16.56 and P9.80 respectively.

On January 27, 2025, the Company was authorized to transact with Maharlika Investment Corporation (MIC) for the subscription of shares representing approximately 20% equity interest in the Corporation. MIC shall subscribe to convertible preferred shares to be created and issued out of the increase in the authorized capital stock of the Company. As of date, no further developments yet regarding this transaction.

Retained Earnings

Cash Dividends
On August 10, 2021, the BOD of the Company approved the adoption of the policy to declare dividends equivalent to up to 100% of the prior year's net income after tax based on the Company's audited separate financial statements as of such year, upon declaration of the BOD and subject to the availability of unrestricted retained earnings and settlement of operational expenses and other relevant taxes, cost and expense required to pay the ordinary course of business and subject to any financing covenants, if applicable.

On September 27, 2021, the Board of Directors of the Company approved the declaration of P0.2375 dividend per share for each of the second and third quarter of 2021 totaling to P0.475 dividend per share amounting to P2.00 billion. These cash dividends were paid to shareholders of record as at October 11, 2021 on October 18, 2021. Out of the cash dividends declared for the 2nd and 3rd quarter, P1.40 million is still outstanding as of December 31, 2025.

On November 19, 2021, the BOD of the Company approved the declaration of P0.20 cash dividends per share for the fourth quarter of 2021 totaling to P1.05 billion. These cash dividends were paid to shareholders of record as of December 14, 2021 on January 10, 2022. Out of the cash dividends declared for the 4th quarter P595 thousand is still outstanding as of December 31, 2025.

On March 23, 2022, the BOD of the Company approved the declaration of P0.22 cash dividends per share for the first quarter of 2022 totaling to P1.16 billion. These cash dividends were paid to shareholders of record as of April 6, 2022 on April 26, 2022. Out of the cash dividends declared for the 1st quarter P639 thousand is still outstanding as of December 31, 2025.

On June 22, 2022, the BOD of the Company approved the declaration of P0.26 cash dividends per share for the second quarter of 2022 totaling to P1.37 billion. These cash dividends were paid to shareholders of record as of July 6, 2022 on July 22, 2022. Out of the cash dividends declared for the 2nd quarter P757 thousand is still outstanding as of December 31, 2025.

On September 21, 2022, the BOD of the Company approved the declaration of P0.26 cash dividends per share for the third quarter of 2022 totaling to P1.37 billion. These cash dividends were paid to shareholders of record as of October 5, 2022 on October 19, 2022. Out of the cash dividends declared for the 3rd quarter P759 thousand is still outstanding as of December 31, 2025.

On December 7, 2022, the BOD of the Company approved the declaration of P0.26 cash dividends per share for the fourth quarter of 2022 totaling to P1.37 billion. These cash dividends were paid to shareholders of record as of December 22, 2022 on January 13, 2023. Out of the cash dividends declared for the 4th quarter P756 thousand is still outstanding as of December 31, 2025.

On March 8, 2023, the BOD of the Company approved the declaration of P0.1737 cash dividends per share for the 1st quarter of 2023 totaling to P914.68 million. These cash dividends were paid to shareholders of record as of March 23, 2023 on April 13, 2023. Out of the cash dividends declared for the 1st quarter P506 thousand is still outstanding as of December 31, 2025.

On June 21, 2023, the BOD of the Company approved the declaration of P0.1737 cash dividends per share for the second quarter of 2023 totaling to P914.68 million. These cash dividends were paid to shareholders of record as of July 6, 2023 on July 21, 2023. Out of the cash dividends declared for the 2nd quarter P509 thousand is still outstanding as of December 31, 2025.

On April 8, 2024, the BOD of the Company approved the declaration of P0.3474 cash dividends per share for the 1st quarter of 2024 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of April 26, 2024 on May 10, 2024. Out of the cash dividends declared for the 1st quarter P1.96 million is still outstanding as of December 31, 2025.

On September 4, 2025, the BOD of the Company approved the declaration of P0.3474 cash dividends per share for the 2nd quarter of 2025 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of September 18, 2025 on September 25, 2025. Out of the cash dividends declared for the 1st quarter P2.61 million is still outstanding as of December 31, 2025.

On November 27, 2025, the BOD of the Company approved the declaration of P0.3474 cash dividends per share for the 4th quarter of 2025 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of December 12, 2025 on December 19, 2025. Out of the cash dividends declared for the 1st quarter P22.1 million is still outstanding as of December 31, 2025.

The reconciliation of movements of accounts to cash flows arising from financing activities are as follows:

2025

	Dividends Payable
Balance at the beginning of year	**P7,875,333**
Non-cash Movement	
Dividends declared	**3,658,723,696**
Changes from Financing Cash Flows	
Dividends paid	**(3,251,948,375)**
Final tax paid	**(382,067,032)**
Balance at the end of year	**P32,583,622**

2024

	Dividends Payable
Balance at the beginning of year	P5,953,554
Non-cash Movement	
Dividends declared	1,829,361,848
Changes from Financing Cash Flows	
Dividends paid	(1,635,749,853)
Final tax paid	(191,690,216)
Balance at the end of year	P7,875,333

11. Interest Income

Interest income consists of income from:

	Note	**2025**	2024
Cash in banks	*4*	**P44,934**	P35,410
Short-term placements	*4*	**24,721,089**	24,505,022
UITF investment		**706,606**	768,142
		P25,472,629	P25,308,574

In 2025 and 2024, the Company earned interest income from investments in Unit Investment Trust Fund (UITF). UITF represents funds entrusted to a financial institution for the purpose of maximizing the yield on investible funds. As at December 31, 2025 and 2024, the Company has no outstanding UITF investment.

12. Income Tax

The components of taxes are as follows:

	2025	2024
Current tax	**P960,432**	P960,000
Deferred tax expense (benefit)	**(3,653)**	5,405
Final tax on interest income	**5,094,525**	5,061,709
	P6,051,304	P6,027,114

Current income tax expense of the Company in 2025 and 2024 represents MCIT amounting to P960,432 and P960,000, respectively, which was computed based on the tax rate of 2%.

The reconciliation of the taxes computed at the statutory income tax rate to the taxes as shown in profit or loss follows:

	2025	2024
Income before income tax	**P3,578,164,062**	P1,755,371,050
Tax on income at statutory tax rate	**P894,541,016**	P438,842,763
Tax effects of:		
Dividend income	**(896,085,400)**	(445,530,200)
Expired NOLCO	**8,706,504**	-
Interest income subjected to final tax	**(6,368,157)**	(6,327,144)
Final tax on interest income	**5,094,525**	5,061,709
Movement in unrecognized deferred tax	**162,816**	13,979,986
	P6,051,304	P6,027,114

The Company did not recognize the deferred tax assets in respect of the following items since management does not expect the Company to have sufficient taxable profit that will be available against which the Company can utilize the benefit there from:

	2025	2024
NOLCO	**P276,182,815**	P277,952,119
MCIT	**2,641,116**	2,160,896
Accrued expenses	**-**	1,573,699
	P278,823,931	P281,686,714

As at December 31, 2025 and 2024, the movement in the Company's deferred tax liability is as follows:

	2025	2024
Beginning balance	**P5,405**	P -
Deferred tax on unrealized foreign exchange gain	**1,752**	5,405
Reversal of deferred tax liability	**(5,405)**	-
	P1,752	P5,405

The Company has NOLCO that can be claimed as deduction from future taxable income as follows:

Year Incurred	Expiry	Amount	Expired	Balance **2025**	Balance 2024
2021	2026*	P153,583,793	P -	**P153,583,793**	P153,583,793
2022	2025	34,826,017	(34,826,017)	**-**	34,826,017
2023	2026	36,316,375	-	**36,316,375**	36,316,375
2024	2027	53,225,934	-	**53,225,934**	53,225,934
2025	2028	33,056,713	-	**33,056,713**	-
		P311,008,832	(P34,826,017)	**P276,182,815**	P277,952,119

**Per Section 4 of Revenue Regulations No. 25-2020 of Bureau of Internal Revenue provides that businesses or enterprises which incurred net operating loss for taxable years 2020 and 2021 shall be allowed to carry over the same as a deduction from gross income for the next five (5) consecutive taxable years, immediately following the year of such loss, unless otherwise disqualified.*

The Company has carryforward benefit of MCIT which can be claimed as tax credits against future income tax liabilities. Details of MCIT are as follows:

Year Incurred	Expiry Date	Beginning Balance	Additions	Expired	**Ending Balance**
2022	December 31, 2025	P480,212	P -	(P480,212)	**P -**
2023	December 31, 2026	720,684	-	-	**720,684**
2024	December 31, 2027	960,000	-	-	**960,000**
2025	December 31, 2028	-	960,432	-	**960,432**
		P2,160,896	P960,432	(P480,212)	**P2,641,116**

13. Financial Risks and Capital Management Objectives and Policies

The Company's separate financial instruments comprise of cash and cash equivalents, interest receivable, security deposit, accrued expenses and other current liabilities (excluding government payables) and dividends payable.

The Company has exposure to credit risk and liquidity risk primarily from its use of financial instruments.

This note presents information about the Company's exposure to each of the foregoing risks, the Company's objectives, policies and processes for measuring and managing these risks, and the Company's management of capital.

The Company's aim is to achieve an appropriate balance between risk and return and minimize potential adverse effects on the Company's financial performance. The BOD provides written principles for overall risk management.

The BOD constituted the Company's Audit Committee which has oversight responsibility over Company's corporate governance process relating to the: (a) quality and integrity of the Company's separate financial statements and financial reporting process and the Company's system of internal accounting and financial controls; (b) annual independent audit of the Company's separate financial statements; (c) compliance by the Company with legal and regulatory requirements, including the Company disclosures control and procedures; and (d) evaluation of management's process to access and manage the Company's enterprise risk issues.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from cash.

The maximum credit risk exposure of the Company is as follows:

	Note	**2025**	2024
Cash and cash equivalents*	*4*	**P370,341,384**	P247,733,144
Interest receivable	*5*	**-**	1,884
Security deposit	*5*	**248,760**	248,760
		P370,590,144	P247,983,788

**Excluding cash on hand amounting to P50,000.*

The credit qualities of financial assets are determined as follows:

- High grade financial assets are those assessed as having minimal credit risk, otherwise, they are of standard quality.

  As at December 31, 2025 and 2024, the credit quality of the Company's cash and cash equivalents and interest receivable are high grade given that the credit risk for cash and cash equivalents and interest receivable is considered negligible since the counterparties are reputable entities with high quality external credit rating.

- Standard grade pertains financial assets with satisfactory financial capability and credit standing based but with some elements of risks where certain measure of control is necessary in order to mitigate risk of default. The credit risk of security deposit is considered standard grade based on historical experience of collectability from the counterparties.

Impairment on cash and cash equivalents, interest receivable and security deposit has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that cash and cash equivalents, interest receivable and security deposit have low credit risk based on the external credit ratings of the counterparties and any ECL is expected to be immaterial.

Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its payment obligations associated with its financial liabilities when they fall due and to replace funds when they are withdrawn. The consequence may be the failure to meet obligations to repay creditors and fulfill commitments.

To manage liquidity risk, the Company maintains sufficient liquid assets to meet its maturing obligations and to meet current operating requirements.

The table below summarizes the maturity profile of the Company's financial assets and financial liabilities based on contractual undiscounted payments used for liquidity management as at December 31, 2025 and 2024.

		2025			
	Note	**Carrying Amount**	**Contractual Cash Flows**	**Within 1 Year**	**More than 1 Year**
Financial Asset					
Cash and cash equivalents	*4*	**P370,391,384**	**P370,391,384**	**P370,391,384**	**P -**
Security deposit	*5*	**248,760**	**248,760**	**248,760**	**-**
Financial Liabilities					
Accrued expenses and other current liabilities*	*8*	**1,737,894**	**1,737,894**	**1,737,894**	**-**
Dividends payable	*9, 10*	**32,583,622**	**32,583,622**	**32,583,622**	**-**

**Excluding government payables amounting to P194,007,376.*

	Note	2024 Carrying Amount	Contractual Cash Flows	Within 1 Year	More than 1 Year
Financial Asset					
Cash and cash equivalents	*4*	P247,783,144	P247,783,144	P247,783,144	P -
Interest receivable	*5*	1,884	1,884	1,884	-
Security deposit	*5*	248,760	248,760	248,760	-
Financial Liabilities					
Accrued expenses and other current liabilities*	*8*	1,573,699	1,573,699	1,573,699	-
Dividends payable	*9, 10*	7,875,333	7,875,333	7,875,333	-

**Excluding government payables amounting to P3,909,205.*

Fair Value of Financial Assets and Liabilities

The carrying amounts of the Company's financial assets and financial liabilities at reporting dates approximate their fair values considering that these have short-term maturities.

Capital Management

The Company defines capital as capital stock, additional paid-in capital and retained earnings as shown in the separate statements of financial position.

Management's objectives in managing capital are to safeguard the Company's ability to continue as a going concern so that it can continue to provide returns to its shareholders and to maintain an optimal capital structure to reduce the cost of capital.

There were no changes in the Company's approach to capital management during the year.

The Company's current ratio, calculated as total current asset over total current liabilities, and debt-to-equity ratio, calculated as total liabilities over equity, as at December 31, 2025 and 2024 are as follows:

Current Ratio

	2025	2024
Current asset	**P406,428,019**	P277,815,365
Current liabilities	**228,328,892**	13,358,237
	1.78:1.00	20.80:1.00

Debt-to-Equity Ratio

	2025	2024
Total liabilities	**P228,330,644**	P13,363,642
Total equity	**94,424,659,484**	94,511,270,422
	0.00:1.00	0.00:1.00

14. Events after Reporting Period

Dividends
On March 23, 2026, the Company received dividends from its non-voting preferred shares in NGCP amounting to P369.60 million and a total of 1.44 billion from OTHI and P21 common shares on March 26. 2026. On March 27, 2026, the BOD of the Company approved the declaration of P0.3474 cash dividends per share for the 1st quarter of 2026 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of April 15, 2026 on May 4, 2026.

Middle East War
In February 2026, geopolitical tensions escalated into an armed conflict between the United States and Iran, resulting in significant disruptions in global energy markets and economic conditions.

The conflict has led to constrained global fuel supply triggering increased volatility in global oil prices, critical supply chain disruptions, transportation and inflationary pressures, particularly affecting oil-importing countries such as the Philippines. These developments have contributed to higher fuel and electricity costs, foreign exchange fluctuations, broader economic uncertainty and posing risks to its energy security.

In response, the Philippine government declared a state national energy emergency under Executive Order 110 to address potential disruption in fuel supply and stabilize the energy sector.

As of the reporting date, Management has not identified any possible impact arising from the geopolitical conflict.

15. Supplementary Information Required Under Revenue Regulations No. 15-2010 of the Bureau of Internal Revenue (BIR)

In addition to the disclosures mandated under PFRS Accounting Standards, and such other standards and/or conventions as may be adopted, companies are required by the BIR to provide in the notes to the separate financial statements, certain supplementary information for the taxable year. The amounts relating to such information may not necessarily be the same with those amounts disclosed in the separate financial statements which were prepared in accordance with PFRS Accounting Standards. The following are the tax information/disclosures required for the taxable year ended December 31, 2025:

A. VAT

1. Output VAT	**P5,760,000**
Account title used:	
Basis of the Output VAT:	
Vatable sales	**P48,000,000**
Exempt sales	**-**
Zero rated sales	**-**
	P48,000,000

2.	Input VAT	
	Beginning of the year	**P -**
	Goods other than for resale or manufacture	**57,982**
	Capital goods not subject to amortization	**12,641**
	Services lodged under other accounts	**1,133,914**
	VAT payment for the year	**(1,204,537)**
	Balances at the end of the year	**P -**

B. Withholding Taxes

Final withholding taxes	**P382,067,033**
Expanded withholding taxes	**3,246,405**
Fringe benefit taxes	**978,277**
Tax on compensation and benefits	**8,220,084**
	P394,511,799

C. All Other Taxes (Local and National)

Other taxes paid during the year recognized under "Taxes and Licenses" account in Operating Expenses	
Business tax	**P388,676**
Others	**1,014**
	P389,690

D. Tax Cases

As at December 31, 2025, the Company has no pending tax court cases nor has received tax assessment notices from the BIR.

Synergy Grid & Development Phils., Inc.
1601-1602 Tycoon Centre
Pearl Drive Ortigas Center
San Antonio, Pasig City, Philippines

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR ANNUAL INCOME TAX RETURN

The Management of **Synergy Grid & Development Phils., Inc.** (the "Company") is responsible for all information and representations contained in the Annual Income Tax Return for the year ended December 31, 2025. Management is likewise responsible for all information and representations contained in the audited separate financial statements accompanying the Annual Income Tax Return covering the same reporting period. Furthermore, the Management is responsible for all information and representations contained in all the other tax returns filed for the reporting period, including, but not limited, to the value added tax and/or percentage tax returns, withholding tax returns, documentary stamp tax returns, and any and all other tax returns.

In this regard, the management affirms that the attached audited separate financial statements for the year ended December 31, 2025 and the accompanying Annual Income Tax Return are, to the best of our knowledge and belief, in accordance with the books and records of the Company, complete and correct with an appropriate consideration to materiality. Management likewise affirms that:

(a) the Annual Income Tax Return has been prepared in good faith in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;

(b) any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to PFRS Accounting Standards and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the Company's books and records in accordance with the requirements of Revenue Regulations No. 8-2007 and other relevant issuances;

(c) based on the Company's accounting records, it has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.

HENRY SY, JR.
Chairman of the Board

PAUL SAGAYO, JR.
President & CEO

JUSTICE LADY SORIANO
Treasurer & CFO

Signed this 27th day of March 2026

Doc. No. 240;
Page No. 47;
Book No. II;
Series of 2026.

REPUBLIC OF THE PHILIPPINES)
PASIG CITY)S.S.

ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in Pasig City, this 27 March 2026, personally appeared:

Name	Competent Evidence of Identity
HENRY SY, JR.	Philippine Passport No. P4410521B issued on 16 January 2020/Manila TIN: 106-215-722
PAUL SAGAYO, JR.	Philippine Passport No. P7432752A issued on 04 June 2018/Manila TIN: 200-383-080
JUSTICE LADY SORIANO	Philippine Passport No. P0381601B issued on 24 January 2019/Manila TIN: 147-694-879

known to me to be the same persons who executed the foregoing Statement of Management's Responsibility for Annual Income Tax Return of Synergy Grid & Development Phils., Inc., consisting of two (2) pages including this page on which this Acknowledgment is written, duly signed by the parties, and they acknowledged to me that the same is their free and voluntary act and deed, and that they are waiving their right to receive a duplicate original electronic copy of this Statement of Management's Responsibility for Annual Income Tax Return, as allowed under Rule VI Section 7 of the 2004 Rules on Notarial Practice, as amended by A.M. No. 02-8-13-SC, thereby waiving any objections to the completeness of the reproduction of this Statement of Management's Responsibility for Annual Income Tax Return.

WITNESS MY HAND AND SEAL, at the place and date above written.

Doc. No. 210;
Page No. 43;
Book No. II;
Series of 2026.

SIEGFRED G. PEREZ
Notary Public for the City of Pasig and Municipality of Pateros
Commission until 31 December 2026
2801 Discovery Center 25 ADB Ave., Ortigas Center Pasig City
APPT. No. 227 (2025-2026) - Roll No. 68956
PTR No. 3044625; 01-16-2026; Pasig City
IBP No. 500139; 01-06-2026; Quezon City
MCLE Compliance No. VIII-0009210; 06-0[illegible]-2024

Synergy Grid & Development Phils., Inc.
1601-1602 Tycoon Centre
Pearl Drive Ortigas Center
San Antonio, Pasig City, Philippines

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR SEPARATE FINANCIAL STATEMENTS

The Management of **Synergy Grid & Development Phils., Inc.** (the "Company") is responsible for the preparation and fair presentation of the separate 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 the separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate 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 for overseeing the Company's financial reporting process.

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

R. G. Manabat & 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.

HENRY SY, JR.
Chairman of the Board

PAUL SAGAYO, JR.
President & CEO

JUSTICE LADY SORIANO
Treasurer & CFO

Signed this 27th day of March 2026

Doc. No. 209;
Page No. 43;
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REPUBLIC OF THE PHILIPPINES)
PASIG CITY)S.S.

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JUSTICE LADY SORIANO	Philippine Passport No. P0381601B issued on 24 January 2019/Manila TIN: 147-694-879

known to me to be the same persons who executed the foregoing Statement of Management's Responsibility for Separate Financial Statements of Synergy Grid & Development Phils., Inc., consisting of two (2) pages including this page on which this Acknowledgment is written, duly signed by the parties, and they acknowledged to me that the same is their free and voluntary act and deed, and that they are waiving their right to receive a duplicate original electronic copy of this Statement of Management's Responsibility for Separate Financial Statements, as allowed under Rule VI Section 7 of the 2004 Rules on Notarial Practice, as amended by A.M. No. 02-8-13-SC, thereby waiving any objections to the completeness of the reproduction of this Statement of Management's Responsibility for Separate Financial Statements.

WITNESS MY HAND AND SEAL, at the place and date above written.

Doc. No. 109;
Page No. 43;
Book No. II;
Series of 2026.

SIEGFRED G. PEREZ
Notary Public for the City of Pasig and Municipality of Pateros
Commission until 31 December 2026
2801 Discovery Center 25 ADB Ave., Ortigas Center Pasig City
APPT. No. 227 (2025-2026) - Roll No. 66830
PTR No. 3044625; 01-16-2026; Pasig City
IBP No. 500139; 01-06-2023; Quezon City
MCLE Compliance No. VIII-0009210; 06-0[illegible]-2024

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

The following document has been received:

Receiving: ICTD ERMD
Receipt Date and Time: April 15, 2026 11:38:52 AM

Company Information

SEC Registration No.: 0000041376
Company Name: SYNERGY GRID & DEVELOPMENT PHILS., INC.
Industry Classification: F45203
Company Type: Stock Corporation

Document Information

Document ID: OST104152026811221628
Document Type: Financial Statement
Document Code: FS
Period Covered: December 31, 2025
Submission Type: Consolidated
Remarks: None

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

C O V E R S H E E T

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C	S	1	9	7	0	4	1	3	7	6

COMPANY NAME

SYNERGY GRID & DEVELOPMENT PHILS., INC AND SUBSIDIARIES

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

Unit 1602, 16th Floor, Tycoon Center Bldg. Condominium Pearl Drive, Pasig City Metro Manila

Form Type	Department requiring the report	Secondary License Type, If Applicable
AAFS		

COMPANY INFORMATION

Company's email Address	Company's Telephone Number/s	Mobile Number
synergy072015@yahoo.com	8584-39-30	

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
		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
Justice Lady P. Soriano	tish.soriano@gmail.com	8584-3930	

CONTACT PERSON's ADDRESS

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

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

SYNERGY GRID & DEVELOPMENT PHILS., INC AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2025, 2024 and 2023

With Independent Auditors' Report

R.G. Manabat & Co.
The KPMG Center, 6/F
6787 Ayala Avenue, Makati City
Philippines 1209
Telephone +63 (2) 8885 7000
Fax +63 (2) 8894 1985
Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

REPORT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
Synergy Grid & Development Phils., Inc.
Unit 1602, 16th Floor
Tycoon Center Bldg. Condominium
Pearl Drive, Pasig City, Metro Manila

Opinion

We have audited the financial statements of Synergy Grid & Development Phils., Inc. and Subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2025, and notes, comprising material accounting policies and other explanatory information.

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

Basis for Opinion

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

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until September 20, 2026
SEC Accreditation No. 0003-SEC, Group A, valid for the audit of annual financial statements for the year ended December 31, 2024 and until the audit of annual financial statements for the year ended December 31, 2025, pursuant to SEC Notice dated April 4, 2025
BSP Selected EAs of BSFIs-Group A, valid for five (5) years covering the audit of 2025 to 2029 financial statements under BSP Letter No. FSD VI-2025-02-0054g-FSD6L-External

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Key Audit Matters

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

Accounting for Intangible Asset
Refer to Note 8, Intangible Asset - net, to the consolidated financial statements.

The Risk
The Group has Intangible asset amounting to P465.11 billion as at December 31, 2025 which mainly consists of assets related to the transmission projects pursuant to the Concession Agreement entered into by the Group with PSALM and TRANSCO. The accounting for intangible asset involves significant management judgement particularly in the determination of the completeness and appropriateness of the costs recognized related to approved capital expenditures, assessment of work completion and allocation of related costs that need to be capitalized in accordance with IFRIC 12, *Service Concession Arrangements.*

Moreover, due to the materiality of intangible asset in the consolidated financial statements, it is deemed as one of our key audit matters.

Our response
We performed the following procedures, among others, on the Accounting for Intangible Asset:

- We assessed the operating effectiveness of key controls in respect to the appropriateness of completeness of the costs recognized related to approved capital expenditures;
- We assessed whether the Group's capitalization of intangible asset is in accordance with IFRIC 12 by obtaining and reviewing sample construction contracts;
- We performed cut-off testing to check whether transactions were recorded in the appropriate accounting period by checking the transactions subsequent to year end within the relevant period and verifying contracts, work status and other relevant documentation on a sample basis.
- We have also evaluated the appropriateness and adequacy of the presentation and the relevant disclosures in the consolidated financial statements.

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Valuation of Goodwill
Refer to Note 9, Goodwill, to the consolidated financial statements.

The risk
The Group has goodwill amounting to P10.47 billion arising from several business acquisitions. The annual impairment testing in accordance with Philippine Accounting Standard 36, *Impairment of Assets,* is complex by nature and involves significant management judgment and assumptions on future market and/or economic conditions. The assumptions include cash flow projections, growth rates and discount rates.

Our response
We performed the following procedures, among others, on the Valuation of Goodwill:

- We tested the integrity of the Group's discounted cash flow model. This involved using our valuation specialists assessing and challenging the methodology and key assumptions used by the Group in preparing the discounted cash flows;

- We compared the Group's assumptions to historical results and externally derived data such as projected economic growth, competition, cost inflation and discount rates, as well as performing break-even analysis on the assumptions;

- We also evaluated the adequacy of the disclosures in respect to the sensitivity of the outcome of the impairment assessment to changes in key assumptions used in the valuation of goodwill.

Other Information

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

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

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

When we read the other information mentioned above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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

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

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that 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.

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

R.G. Manabat & Co.

KPMG

The engagement partner on the audit resulting in this independent auditors' report is Myra Liza S. Sto. Tomas.

R.G. MANABAT & CO.



MYRA LIZA S. STO. TOMAS
Partner
CPA License No. 0118513
SEC Accreditation No. 118513-SEC, Group A, valid for five (5) years covering the audit of 2023 to 2027 financial statements
Tax Identification No. 249-271-374
BIR Accreditation No. 08-001987-055-2023
Issued March 10, 2023; valid until March 10, 2026*
PTR No. MKT 10764415
Issued January 5, 2026 at Makati City

**BIR application processed*

April 13, 2026
Makati City, Metro Manila

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Synergy Grid & Development Phils., Inc.
1601-1602 Tycoon Centre
Pearl Drive Ortigas Center
San Antonio, Pasig City, Philippines

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The Management of **Synergy Grid & Development Phils., Inc. & Subsidiaries** (the "Group") is responsible for the preparation and fair presentation of the consolidated 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 consolidated financial statements that are free form material misstatement, whether due to fraud or error.

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

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

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

R. G. Manabat & Co., the independent auditor appointed by the Stockholders, has audited the financial statements of the Group 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.

HENRY SY, JR.
Chairman of the Board

PAUL SAGAYO, JR.
President & CEO

JUSTICE LADY SORIANO
Treasurer & CFO

Signed this 27th day of March 2026

Doc. No. 208;
Page No. 43;
Book No. II;
Series of 2026.

REPUBLIC OF THE PHILIPPINES)
PASIG CITY)S.S.

ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in Pasig City, this 27 March 2026, personally appeared:

Name	Competent Evidence of Identity
HENRY SY, JR.	Philippine Passport No. P4410521B issued on 16 January 2020/Manila TIN: 106-215-722
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JUSTICE LADY SORIANO	Philippine Passport No. P0381601B issued on 24 January 2019/Manila TIN: 147-694-879

known to me to be the same persons who executed the foregoing Statement of Management's Responsibility for Consolidated Financial Statements of Synergy Grid & Development Phils., Inc., consisting of two (2) pages including this page on which this Acknowledgment is written, duly signed by the parties, and they acknowledged to me that the same is their free and voluntary act and deed, and that they are waiving their right to receive a duplicate original electronic copy of this Statement of Management's Responsibility for Consolidated Financial Statements, as allowed under Rule VI Section 7 of the 2004 Rules on Notarial Practice, as amended by A.M. No. 02-8-13-SC, thereby waiving any objections to the completeness of the reproduction of this Statement of Management's Responsibility for Consolidated Financial Statements.

WITNESS MY HAND AND SEAL, at the place and date above written.

Doc. No. 208;
Page No. 43;
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Series of 2026.

SIEGFRED G. PEREZ
Notary Public for the City of Pasig and Municipality of Pateros
Commission until 31 December 2026
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APPT. No. 227 (2025-2026) - Roll No. 66956
PTR No. 3044625; 01-16-2025; Pasig City
IBP No. 500139; 01-06-2025; Quezon City
MCLE Compliance No. VIII-0005210; 03-[illegible]-2024

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	**2025**	2024
ASSETS			
Noncurrent Assets			
Intangible asset - net	*5, 8, 27*	**P465,113,763,069**	P425,545,128,032
Goodwill	*9*	**10,471,611,069**	10,471,611,069
Property and equipment - net	*10*	**5,174,288,923**	5,269,531,199
Receivables - net of current portion	*12, 24*	**38,637,430,006**	19,847,089,431
Other noncurrent assets	*13*	**1,690,844,204**	2,385,690,922
Total Noncurrent Assets		**521,087,937,271**	463,519,050,653
Current Assets			
Cash and cash equivalents	*11, 24*	**7,417,039,664**	8,962,528,586
Receivables - net	*12, 24*	**24,703,866,807**	14,062,169,695
Prepaid expenses and other current assets	*13*	**23,075,782,659**	25,792,436,346
Total Current Assets		**55,196,689,130**	48,817,134,627
		P576,284,626,401	P512,336,185,280
LIABILITIES AND EQUITY			
Noncurrent Liabilities			
Loans payable - net of current portion	*14, 24*	**P216,454,291,068**	P196,897,291,275
Retirement benefits liability	*23*	**3,200,469,072**	2,952,295,049
Customers' and other deposits	*24*	**495,786,405**	529,046,209
Concession fee payable - net of current portion	*4, 5, 24*	**30,231,913,065**	40,555,005,331
Other noncurrent liabilities	*16, 24*	**219,055,873**	1,711,590,671
Total Noncurrent Liabilities		**250,601,515,483**	242,645,228,535
Current Liabilities			
Trade and other current payables	*15, 22, 24, 25*	**53,200,139,795**	46,549,353,046
Current portion of concession fee payable	*4, 5, 24*	**10,323,092,266**	9,339,940,622
Current portion of loans payable	*14, 24*	**33,150,269,782**	23,285,478,167
Other current liabilities	*16, 24*	**24,031,315,330**	21,795,372,133
Total Current Liabilities		**120,704,817,173**	100,970,143,968
Total Liabilities		**371,306,332,656**	343,615,372,503
Equity			
Capital stock	*17*	**5,265,866,000**	5,265,866,000
Additional paid-in capital	*17*	**88,928,018,694**	88,928,018,694
Remeasurements on defined benefit liability	*23*	**(201,049,440)**	(210,261,489)
Equity adjustments from common control transactions	*6*	**(73,359,171,000)**	(73,359,171,000)
Retained earnings	*17*	**102,883,293,949**	86,382,100,681
Equity Attributable to Equity Holders of the Parent Company		**123,516,958,203**	107,006,552,886
Non-controlling Interests	*6, 7*	**81,461,335,542**	61,714,259,891
Total Equity		**204,978,293,745**	168,720,812,777
		P576,284,626,401	P512,336,185,280

See Notes to the Consolidated Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

		Years Ended December 31		
	Note	**2025**	2024	2023
REVENUES				
Transmission services		**P58,100,010,000**	P51,471,173,513	P51,471,140,608
Regulatory true-up for under recoveries		**25,573,536,668**	-	-
Connection and residual sub-transmission services		**1,538,333,569**	1,542,914,405	1,528,640,099
	20	**85,211,880,237**	53,014,087,918	52,999,780,707
EXPENSES				
Amortization of intangible asset	*8*	**13,809,112,689**	11,786,867,981	10,278,219,986
Salaries, wages and employee benefits	*23*	**6,133,191,624**	5,762,943,736	5,439,712,298
Repairs and maintenance		**2,552,608,484**	2,527,505,300	2,625,578,279
Insurance		**1,233,393,890**	1,012,202,538	982,473,548
Depreciation	*3, 10*	**875,849,594**	825,828,778	790,527,075
Security and janitorial		**733,819,931**	613,618,614	545,126,932
Communication, light and water		**605,957,907**	596,419,269	557,278,889
Supervision and regulatory fees	*25*	**590,815,380**	590,815,380	590,815,380
Transportation and travel		**457,146,697**	420,461,619	408,192,185
Outside services		**420,129,388**	225,032,886	163,019,179
Fuel and oil		**231,242,504**	213,651,343	220,091,207
Public relation and corporate social responsibility		**218,005,800**	260,963,984	249,139,128
Taxes and licenses		**217,287,866**	195,017,652	68,280,992
Supplies and tools		**205,481,838**	176,181,866	197,303,539
Operational meal and consumables	*27*	**132,824,081**	134,491,825	127,809,509
Rent	*3, 22*	**103,041,231**	114,373,096	108,602,088
Provision for impairment losses on receivables	*12*	**64,670,000**	64,670,000	64,670,000
Meetings and conferences		**57,537,451**	65,471,299	43,733,652
Professional fees		**56,893,151**	40,340,510	41,329,368
Director's fee		**30,960,000**	35,402,261	35,040,000
Advertising		**14,500,331**	33,957,686	26,829,753
Charitable contributions		**8,856,754**	8,161,721	4,675,485
Filing fees		**3,511,950**	2,012,825	2,030,055
Miscellaneous		**53,700,744**	11,051,391	52,451,539
		28,810,539,285	25,717,443,560	23,622,930,066
INCOME FROM OPERATIONS		**56,401,340,952**	27,296,644,358	29,376,850,641
OTHER CHARGES - Net				
Interest income	*11*	**166,026,063**	188,019,373	118,889,542
Foreign exchange loss - net	*24*	**(74,075,912)**	(506,738,843)	116,865,867
Interest expense	*3, 5, 14*	**(10,445,159,368)**	(8,005,129,465)	(5,760,365,950)
Bank and finance charges	*14*	**(341,286,641)**	(261,961,278)	(245,751,861)
Miscellaneous loss	*26*	**(1,499,100,829)**	(1,354,527,513)	(231,108,630)
		(12,193,596,687)	(9,940,337,726)	(6,001,471,032)
CONSTRUCTION REVENUE AND COSTS				
Construction revenue	*1*	**53,377,747,726**	59,320,930,924	56,863,637,830
Construction costs	*1*	**(53,377,747,726)**	(59,320,930,924)	(56,863,637,830)
		-	-	-

Forward

		Years Ended December 31		
	Note	**2025**	2024	2023
NET INCOME BEFORE TAX		**P44,207,744,265**	P17,356,306,632	P23,375,379,609
INCOME TAX EXPENSE	*26*	**6,038,858**	6,047,976	7,249,642
NET INCOME		**P44,201,705,407**	P17,350,258,656	P23,368,129,967
Attributable to				
Equity holders of the Parent Company		**P20,159,916,964**	P7,884,429,113	P10,645,372,151
Non-controlling interests		**24,041,788,443**	9,465,829,543	12,722,757,816
		P44,201,705,407	P17,350,258,656	P23,368,129,967
BASIC AND DILUTED EARNINGS PER SHARE	*18*	**P3.83**	P1.50	P2.02

See Notes to the Consolidated Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

		Years Ended December 31		
	Note	**2025**	2024	2023
NET INCOME		**P44,201,705,407**	P17,350,258,656	P23,368,129,967
OTHER COMPREHENSIVE INCOME (LOSS)				
Item that will never be reclassified to profit or loss				
Remeasurement gain (losses) on defined benefit liability	*23*	**20,157,657**	(107,472,161)	(319,070,697)
TOTAL COMPREHENSIVE INCOME		**P44,221,863,064**	P17,242,786,495	P23,049,059,270
Attributable to				
Equity holders of the Parent Company		**P20,169,129,013**	P7,835,314,335	P10,499,556,842
Non-controlling interests		**24,052,734,051**	9,407,472,160	12,549,502,428
		P44,221,863,064	P17,242,786,495	P23,049,059,270

See Notes to the Consolidated Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Years Ended December 31

	Note	Capital Stock (Note 17)	Additional Paid-in Capital	Equity Adjustments From Common Control Transactions	Remeasurement Gains (Losses) on Defined Benefit Liability	Retained Earnings	Total	Non-controlling Interests	Total Equity
As at January 1, 2025		**P5,265,866,000**	**P88,928,018,694**	**(P73,359,171,000)**	**(P210,261,489)**	**P86,382,100,681**	**P107,006,552,886**	**P61,714,259,891**	**P168,720,812,777**
Total Comprehensive Income									
Net income for the year		**-**	**-**	**-**	**-**	**20,159,916,964**	**20,159,916,964**	**24,041,788,443**	**44,201,705,407**
Other comprehensive income:									
Remeasurement gain on defined benefit liability	*23*	**-**	**-**	**-**	**9,212,049**	**-**	**9,212,049**	**10,945,608**	**20,157,657**
Total Comprehensive Income for the Year		**-**	**-**	**-**	**9,212,049**	**20,159,916,964**	**20,169,129,013**	**24,052,734,051**	**44,221,863,064**
Transactions with Owners of the Group									
Dividends	*17*	**-**	**-**	**-**	**-**	**(3,658,723,696)**	**(3,658,723,696)**	**(4,305,658,400)**	**(7,964,382,096)**
Balance at December 31, 2025		**P5,265,866,000**	**P88,928,018,694**	**(P73,359,171,000)**	**(P201,049,440)**	**P102,883,293,949**	**P123,516,958,203**	**P81,461,335,542**	**P204,978,293,745**

See Notes to the Consolidated Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Years Ended December 31

	Note	Capital Stock (Note 17)	Additional Paid-in Capital	Equity Adjustments From Common Control Transactions	Remeasurement Gains (Losses) on Defined Benefit Liability	Retained Earnings	Total	Non-controlling Interests	Total Equity
As at January 1, 2024		P5,265,866,000	P88,928,018,694	(P73,359,171,000)	(P161,146,711)	P80,327,033,416	P101,000,600,399	P54,454,666,931	P155,455,267,330
Total Comprehensive Income									
Net income for the year		-	-	-	-	7,884,429,113	7,884,429,113	9,465,829,543	17,350,258,656
Other comprehensive loss:									
Remeasurement loss on defined benefit liability	*23*	-	-	-	(49,114,778)	-	(49,114,778)	(58,357,383)	(107,472,161)
Total Comprehensive Income for the Year		-	-	-	(49,114,778)	7,884,429,113	7,835,314,335	9,407,472,160	17,242,786,495
Transactions with Owners of the Group									
Dividends	*17*	-	-	-	-	(1,829,361,848)	(1,829,361,848)	(2,147,879,200)	(3,977,241,048)
Balance at December 31, 2024		P5,265,866,000	P88,928,018,694	(P73,359,171,000)	(P210,261,489)	P86,382,100,681	P107,006,552,886	P61,714,259,891	P168,720,812,777

See Notes to the Consolidated Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Years Ended December 31

	Note	Capital Stock (Note 17)	Additional Paid-in Capital	Equity Adjustments From Common Control Transactions	Remeasurement Gains (Losses) on Defined Benefit Liability	Retained Earnings	Total	Non-controlling Interests	Total Equity
As at January 1, 2023		P5,265,866,000	P88,928,018,694	(P73,359,171,000)	(P15,331,402)	P71,511,023,112	P92,330,405,404	P44,069,543,703	P136,399,949,107
Total Comprehensive Income									
Net income for the year		-	-	-	-	10,645,372,151	10,645,372,151	12,722,757,816	23,368,129,967
Other comprehensive loss:									
Remeasurement loss on defined benefit liability	*23*	-	-	-	(145,815,309)	-	(145,815,309)	(173,255,388)	(319,070,697)
Total Comprehensive Income for the Year		-	-	-	(145,815,309)	10,645,372,151	10,499,556,842	12,549,502,428	23,049,059,270
Transactions with Owners of the Group									
Dividends	*17*	-	-	-	-	(1,829,361,847)	(1,829,361,847)	(2,164,379,200)	(3,993,741,047)
Balance at December 31, 2023		P5,265,866,000	P88,928,018,694	(P73,359,171,000)	(P161,146,711)	P80,327,033,416	P101,000,600,399	P54,454,666,931	P155,455,267,330

See Notes to the Consolidated Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	Years Ended December 31 2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income before tax		**P44,207,744,265**	P17,356,306,632	P23,375,379,609
Adjustments for:				
Amortization of intangible asset	*8*	**13,809,112,689**	11,786,867,981	10,278,219,986
Interest expense	*5, 14*	**10,445,159,368**	8,005,129,465	5,760,365,950
Depreciation	*10*	**875,849,594**	825,828,778	790,527,075
Retirement benefits cost	*23*	**369,014,083**	338,584,281	300,202,372
Provision for impairment losses on receivables	*12*	**64,670,000**	64,670,000	64,670,000
Interest income	*11*	**(166,026,063)**	(188,019,373)	(118,889,542)
Unrealized foreign exchange loss	*24*	**94,456,435**	136,066,309	44,189,165
Impairment loss on input vat		**48,006,429**	-	-
Operating income before working capital changes		**69,747,986,800**	38,325,434,073	40,494,664,615
Decrease (increase) in:				
Receivables	*12, 20*	**(29,497,822,922)**	(3,664,967,735)	388,565,815
Prepaid expenses and other current assets	*13*	**2,634,195,416**	141,173,834	(444,076,263)
Increase (decrease) in:				
Trade and other current payables	*15*	**5,088,507,320**	5,484,397,867	207,362,764
Other current liabilities	*16*	**2,580,731,750**	3,573,679,901	3,444,136,413
Customers' and other deposits	*24*	**(33,259,804)**	87,984,504	18,363,054
Other noncurrent liabilities	*16*	**(1,372,396,092)**	(17,502,786)	(113,785,756)
Net cash generated from operations		**49,147,942,468**	43,930,199,658	43,995,230,642
Interest paid	*5, 14*	**(8,925,272,630)**	(7,306,459,446)	(5,080,609,113)
Interest received		**166,911,658**	188,437,693	115,518,458
Contribution to retirement fund		**(160,754,463)**	(123,472,612)	(131,794,997)
Income tax paid		**(6,054,957)**	(6,024,442)	(7,304,787)
Net cash provided by operating activities		**40,222,772,076**	36,682,680,851	38,891,040,203
CASH FLOWS FROM INVESTING ACTIVITIES				
Investment in capital expenditures	*8, 13, 27*	**(52,713,030,516)**	(54,879,145,831)	(53,944,952,828)
Additions to property and equipment	*10*	**(780,607,318)**	(1,102,488,143)	(718,568,745)
Net cash used in investing activit		**(53,493,637,834)**	(55,981,633,974)	(54,663,521,573)

Forward

		Years Ended December 31		
	Note	**2025**	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds of loans payable	*14*	**P53,500,000,000**	P51,500,000,000	P49,400,000,000
Payment of cash dividends	*17*	**(8,075,890,075)**	(3,647,701,004)	(5,364,295,961)
Payment of loans payable and debt issue costs	*14*	**(24,078,208,592)**	(24,825,360,295)	(22,983,370,877)
Payment of concession fee	*5*	**(9,339,940,622)**	(4,424,182,400)	-
Settlement of obligation under lease liabilities	*22*	**(283,352,548)**	(255,720,096)	(215,942,915)
Net cash provided by financing activities		**11,722,608,163**	18,347,036,205	20,836,390,247
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**(1,548,257,595)**	(951,916,918)	5,063,908,877
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		**2,768,673**	1,529,406	(921,856)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	*11*	**8,962,528,586**	9,912,916,098	4,849,929,077
CASH AND CASH EQUIVALENTS AT END OF YEAR	*11*	**P7,417,039,664**	P8,962,528,586	P9,912,916,098

See Notes to the Consolidated Financial Statements.

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Reporting Entity

Synergy Grid & Development Phils., Inc. (SGDPI or the "Parent Company") was originally a mining corporation and registered with the Philippine Securities and Exchange Commission (SEC) on June 1, 1970 under the name Mankayan Minerals Development Company, Inc.

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries, namely OneTaipan Holdings, Inc. ("OTHI"), Pacifica21 Holdings, Inc. ("P21"), Monte Oro Grid Resources Corporation ("MOGRC"), Calaca High Power Corporation ("CHPC") and National Grid Corporation of the Philippines ("NGCP"), (collectively referred to as the "Group"). The Parent Company's shares of stock are listed on the Philippine Stock Exchange (PSE) under the stock symbol "SGP."

On February 22, 1994, the SEC approved the Parent Company's change of corporate name to UEM Development Phils., Inc. and the change in its primary purpose from engaging in mining activities to general construction and other allied businesses. The amendment of its primary purpose was due to the potential opportunity in the construction industry brought about by the entry of a new foreign investor.

On October 10, 1997, the SEC approved the Amendment to the Seventh Article of the Parent Company's Articles of Incorporation increasing the par value of its authorized capital stock from P0.01 to P1.00, decreasing the Parent Company's shares of stock from 500.00 million shares to 50.00 million shares, and stating that the stockholders shall have no pre-emptive rights.

On December 14, 2010, the Board of Directors (BOD) considered and approved the Amendment of the Articles of Incorporation and By-Laws of the Parent Company for the purpose of, among others, changing the Parent Company's corporate name to Synergy Grid & Development Phils., Inc., changing its primary purpose to enable it to engage in the business of investing in, purchasing or acquiring, and selling or disposing of the shares of stock, bonds, evidences of indebtedness and other securities issued or created by corporations and other entities engaged in power, energy, utilities, infrastructure and other allied businesses; and for the above purposes, to acquire, lease, hold, occupy, use, mortgage real and personal properties, to obtain financing from local and international funding sources or otherwise raise capital and funds by issuing or creating equity and debt securities, and to do or engage in any and all other businesses and activities incidental to or connected with, or in furtherance and/or the implementation of any and all of the foregoing. The amendments to the Articles of Incorporation and By-Laws of the Parent Company were approved by the stockholders on December 21, 2010.

On November 14, 2019, the BOD of the Parent Company, and on December 20, 2019, the Stockholders of the Parent Company, approved the amendment of the Articles of Incorporation of the Corporation pursuant to an increase in authorized capital stock from P50.00 million divided into 50.00 million common shares at par value of P1.00 per share to P5.05 billion divided into 5.05 billion common shares at par value of P1.00 per share.

This amendment and increase in capital stock were pursued in connection with the issuance of 4.10 billion shares of the Parent Company in exchange for shares of stock in OTHI and P21 (the "Share Swap Transaction").

On December 20, 2019, the Parent Company and the stockholders of OTHI and P21 entered into a Share Purchase Agreement, pursuant to which, the two major shareholder of the Parent Company acquired additional 4.10 billion shares of the Parent Company at a price of P20 per share for a total purchase price of P82.00 billion. As consideration for its acquisition, the two major shareholders exchanged their respective ownership in OTHI and P21. Accordingly, the 2.10 billion shares with a P1.00 par value of the Parent Company were swapped with 86.40 million shares of OTHI with a par value of P100 per share, while the 2.00 billion shares of Parent Company were swapped with 871.00 million common shares of P21 with a par value of P1.00 per share.

As a result of the Share Swap Transaction, the Parent Company will legally and/or beneficially owns 67% of the outstanding shares of each of OTHI and P21. OTHI owns controlling shares in MOGRC, which holds 30% plus one share in National Grid Corporation of the Philippines ("NGCP"). P21 owns controlling shares in CHPC, which in turn owns 30% minus one share in NGCP. The Share Swap Transaction was undertaken to formally consolidate the two major shareholder's ownership and control of NGCP through a common corporate structure. Accordingly, the effective ownership of the Parent Company in NGCP would be 40.20%, with control of 60% voting rights through its subsidiaries MOGRC and CHPC.

On March 26, 2020, the proposed share-swap transaction was approved by the Philippine Competition Commission on the grounds that it will not likely result in substantial lessening of competition in the Philippine market.

On May 28, 2021, the SEC approved the increase in the Parent Company's authorized capital stock from P50.00 million to P5.05 billion. Consequently, the 4.10 billion common shares for the share swap transaction were issued at a price of P20 per share on the same date. The incremental costs directly attributable to the issuance of common shares amounting to P206.66 million is recognized as a deduction from additional paid-in capital.

On June 30, 2021 and on August 10, 2021, the Parent Company's BOD and stockholders resolved and approved, respectively the increase in authorized capital stock from P5.05 billion to P5.30 billion, with the increase of 250.00 million to be divided into 250.00 million common shares at a par value of P1.00 per share.

This increase is for the Parent Company to conduct a follow-on offering of its shares to achieve the target public float of twenty percent (20%) of the outstanding capital stock of the Parent Company and for other business purposes.

The above increase was approved by the SEC on August 25, 2021. Consequently, of the 250.00 million increase in shares of the Parent Company, 25% of which was subscribed and paid by the Parent Company's major shareholders amounting to P62.50 million.

On August 10, 2021, the Parent Company's BOD approved and authorized the offer and issuance of 1.05 billion common shares at an offer price of up to P29 per share, and also grants over-allotment option pursuant to which a stabilizing agent or its affiliate has the right to purchase up to 101 million common shares of the Parent Company's shares owned by its major shareholders.

On August 12 and September 10, 2021, the Parent Company's shareholders have also secured the Certificate Authorizing Registration with the Bureau of Internal Revenue (BIR) in order to transfer in the name of the Parent Company the following shares:

(i) 86,430,000 common shares in OTHI representing 67% of its total capital stock; and
(ii) 871,000,000 common shares in P21 representing 67% of its total capital stock.

The details the equity interest of the Parent Company in its subsidiaries after the Share Swap are as follows:

	Percentage of Ownership		Country of Incorporation
	Direct	**Indirect**	
OneTaipan Holdings, Inc. ("OTHI")	**67.0%**	**-**	Philippines
Pacifica21 Holdings, Inc. ("P21")	**67.0%**	**-**	Philippines
Monte Oro Grid Resources Corporation ("MOGRC")*	**-**	**67.0%**	Philippines
Calaca High Power Corporation ("CHPC")**	**-**	**67.0%**	Philippines
National Grid Corporation of the Philippines ("NGCP")***	**-**	**40.2%**	Philippines

** Indirectly owned through OTHI*
*** Indirectly owned through P21*
**** Indirectly owned through MOGRC and CHPC*

OTHI is 67% directly owned subsidiary of the Parent Company and was incorporated and registered with Philippine SEC on February 23, 2010. OTHI's primary purpose is to acquire by purchase, exchange, assignment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, enjoy and dispose of, all properties of every kind and description and whatever situated and to the extent permitted by law.

MOGRC is a wholly-owned subsidiary of OTHI and was incorporated and registered with Philippine SEC on August 29, 2006. MOGRC's primary purpose is to invest or hold interests in the shares of stocks of companies engaged in or proposing to engage in infrastructure projects, whether as proponent, equity investor or financial or technical advisor and to do all acts and things necessary to carry out the foregoing purpose.

P21 is 67% directly owned by the Parent Company and was incorporated and registered with Philippine SEC on May 12, 2008. P21's purpose is to invest or acquire interest, purchase, own or hold directly or indirectly shares of stock, debentures or securities in other companies including related services and business activities.

CHPC is a wholly-owned subsidiary of P21 and was incorporated and registered with Philippine SEC on December 15, 2006. CHPC's primary purpose is to engage in the general business of operating, managing, maintaining, and rehabilitating energy systems and services from gas, steam and electricity including related services and business activities.

NGCP's common shares is 30%-owned each by MOGRC and CHPC and was incorporated in the Philippines and registered with Philippine SEC on February 21, 2008 primarily to operate and maintain a nationwide transmission grid throughout the Philippines; to provide open and non-discriminatory access to the transmission system to all authorized electricity distributors and electricity users; and to carry on all business incidental to the same.

On October 14, 2021, the listing of the Offer Shares was approved by the Philippine Stock Exchange. The Philippine SEC approved the listing of SGP on October 20, 2021.

On November 10, 2021, SGDPI, under the symbol "SGP", publicly listed its 1,053,500,000 shares from its Follow-On Offering (FOO) on the Philippine Stock Exchange with overallotment option of up to 101 million secondary shares at P12.00 per common share.

The Parent Company will use the proceeds of the FOO to directly subscribe to non-voting preferred shares that will be issued by NGCP. Proceeds from the issuance of the non-voting preferred shares will be used by NGCP to finance its capital expenditure requirements and related costs and expenses.

On April 4, 2022, the Parent Company used the proceeds of the FOO to subscribe to 203.63 million non-voting preferred shares of National Grid Corporation of the Philippines (NGCP) with a par value of one peso (P1.00) per share at a subscription price of P60.10/share or a total subscription price of P12,238,163,000.

The subscription will give the Parent Company a direct shareholding in NGCP of 9.240% of the latter's outstanding capital stock. The Parent Company will be entitled to dividends as a direct shareholder of NGCP, and this is in addition to the dividends that the Parent Company already indirectly receives from NGCP through the holding entities.

On 12 April 2022, the Parent Company paid P3,059,540,750 in cash, representing twenty-five percent (25%) of the total subscription price.

On June 9, 2022, the Parent Company paid the balance of the total subscription price in the amount P9,178,622,250.

On February 28, 2008, the Group, through NGCP entered into a Concession Agreement with Power Sector Assets and Liabilities Management Corporation (PSALM) and the National Transmission Corporation (TRANSCO) granting the Group as Concessionaire the right to take over and operate the whole of TRANSCO's regulated transmission business as a going concern and be the sole representative of Regulated Entity before the Philippine Energy Regulatory Commission (ERC). The commencement date of the Concession Agreement is on January 15, 2009 and shall expire on the 25th anniversary of the commencement date. The Concession can be extended but not to exceed beyond the 50th anniversary of the commencement date or for longer than the remaining term of the Group's franchise (see Note 4).

SGP indirectly controls 60% of the outstanding common shares of NGCP, SGP's sole operating asset with an effective equity interest of 40.20%.

Significant Contracts and Agreements

Construction Management Agreement (CMA)

From the commencement date, TRANSCO appointed the Concessionaire to act as its Construction Manager (CM) to implement, manage and administer the construction and completion of each Project Under Construction (PUC) as an independent contractor for and on its behalf, in accordance with the requirements of the Concession Agreement and as further set forth below:

a) The CM shall have principal day-to-day on-site management, oversight and administrative responsibilities over all projects under construction and all contractors' construction activities in relation thereto.

b) The CM shall be the primary point of contact for communications with all Contractors' Construction of such fact.
c) The CM shall perform its responsibilities in accordance with the standards required under the CMA.

Nothing in the CMA shall release the CM from complying with its functions and obligations including the completion of all the PUCs at its own cost and expense, provided however, that if the sole and exclusive reason for the non-completion of a PUC is due to TRANSCO's failure to make available the committed funding under the Funding Agreements, then the CM shall be released from completing such PUC. Any such release shall be limited to the obligation that the CM would have had, had TRANSCO not failed to make such funding available and shall be subjected to the Concessionaire being in full compliance with the Transaction Documents.

External Consultant Agreements
In 2025 and 2024, the Group, through NGCP, executed various external consultancy agreements in relation to the conduct of its business and in compliance with regulatory requirements, several of which are as follows:

- Legal services;
- Advisory and consulting services for regulatory filings;
- Implementation consultancy services; and
- Other consultancy services as needed.

Expenses incurred pertaining to these agreements are included in "Outside services" and "Professional fees" in profit or loss in the consolidated statements of income.

Construction Contracts
The Group, through NGCP, agreed to manage the construction and completion of all PUC that have not been commissioned and placed in service on behalf of TRANSCO in accordance with the CMA. Upon the acceptance by the Group of the completion of PUC in accordance with the provisions of the applicable PUC contracts, each PUC completed and accepted by the Group shall immediately form part of the Transmission Grid.

New Construction Contracts.

As of December 31, 2025, the Group, through NGCP, entered into new significant construction contracts amounting to P38.81 billion, among the major contracts are as follows:

- Batangas - Mindoro 500kv Interconnection and Backbone Project Stage 1 (Submarine Cable Portion)
- Panitan 138kv Substation Under Visayas Substation Upgrading Project 2
- Augmentation Works of Western Luzon 500kv Backbone Project (Stage 2), Schedule I - 84 Tower Sites (Castillejos S/S To Cb-220)
- Eastern Mindanao Voltage Improvement Project (Schedule I - Butuan S/S, Schedule Ii - Nabunturan S/S, Schedule Iii - Maco S/S, Schedule Iv - Apokon S/S, Schedule V - Mati Les)
- Mindanao Substation Upgrading and Expansion Projects, Schedule I - Tagoloan 138kv/69kv Substation Under Msu2p
- Augmentation Works of Western Luzon 500kv Backbone Project (Stage 2), Schedule I - 63 Tower Sites (Castillejos S/S To Cb-220)
- Mindanao Substation Upgrading and Expansion Projects, Schedule Ii - Bunawan 230kv/138kv Substation Under MSU2P
- Subic 230kv Substation (NGCP) Under Luzon Connection Requirements for Power Plants Project 1 - Rebidding

- Remaining Works for the Tuguegarao-Lal-Lo (Magapit) 230kv Tl Project (T/L Portion) (Rebidding)
- Tower Site Improvement for Western Luzon 500kv Backbone Project (Stage 1)
- Mindanao Substation Expansion 3 Project, Sp24.Mse3p.Mt-0618: Schedule Iv - Lala 230kv Substation
- Stringing of 138kv Barotac Viejo - Dingle Line 3 Under Barotac Viejo-Unidos 230kv Transmission Line Project
- Replacement Of Borrowed Materials for High Voltage Equipment (Hve), Parts and Accessories for Various Substation Projects - Rebidding
- Supply and Delivery of Combined Instrument Transformers, Current Transformers, Voltage Transformers
- Raising Of Conductor Sags for the Mexico - Hermosa 230kv Transmission Line (Erection/Construction) Under Bataan 230kv Grid Reinforcement Project (Re-Bidding)
- Supply and Delivery of Combined Instrument Transformers, Current Transformers, Voltage (230,138,115,69,13.8kv) Transformers Pr10067407 (32prs)
- Real-Time Monitoring and Control Equipment for Distribution Utilities and Monitoring Equipment for Generators Project (Mindanao)
- Augmentation on Civil Works Portion of the 138kv Gis Building at Boracay Substation Under Nabas-Caticlan-Boracay 138kv Transmission Line Project (Substation Portion)
- Stringing Of 138kv Barotac Viejo - Dingle Line 3 Under Barotac Viejo - Unidos 230kv Transmission Line Project (Supply of Power Conductors)
- Connection Point of Mangima Hydro Power Corp's 12 Mangima Hydro Electric Power Plant Project at NGCP Manolo fortich 69kV Substation
- Variation Order (Change Order No. 1) for The Cebu - Bohol Interconnection Project, Submarine Cable Portion
- Parcellary Survey Services for Sanchez Mira-Lallo 230kV TLP
- Design, Manufacture, Supply, Delivery, Installation, Testing, and Commissioning of Protection Relays for Auto Recloser Project
- Supply and Delivery of 2HP Submersible Water Pumps for Varoius Sites.
- Supply and Delivery of Ratio and Winding Resistance Testers for Mt
- Supply and Delivery of Three-Phase Electricity Meter Field Test System (Re-Bidding)
- Supply and Delivery of Stacir Cable for The Reconductoring of Baung-Sanfabian 138kV Line (offshore Portion)
- Supply and Delivey of Stacir Cable for The Reconductoring of Ormoc-Lemon 69kV Line (offshore Portion)
- Construction of Two-Storey, Six (6) Classroom School Building in Tagbilaran, Bohol
- Supply of Labor and Services for The Reconductoring of Babatngon-Apitong 69kV Line
- Raising of Conductor Sags for The Mexico - Hermosa 230kV Transmission Line (Supply and Delivery of Steel Pole) Under Bataan 230kV Grid Reinforcement Project (Local Delivery for foreign Supply)
- Uprating of Camiling Capacitor Bank Station From 3x5mvar to 3x7.5mvar
- Procurement of Metering Steel Structure for 500kV Combined Instrument Transformer for Metering Compliance Projects
- Supply and Delivery of Circuit Breaker Analyzer for Maintenance and Testing Division
- Supply and Delivey of Stacir Cable for The Reconductoring of Labrador - Lingayen 69kV Line (offshore Portion)
- Supply and Delivery of Stacir Cable for The Reconductoring of Babatngon-Apitong 69kV Line (offshore Portion)
- It Network Rehabilitation & Restructuring Program for Visayas

For 2025, the Capital Expenditures approved and confirmed by the Group, through NGCP's Board amounted to P42.21 billion.

As of December 31, 2024, the Group, through NGCP, entered into new significant construction contracts amounting to P18.75 billion, among the major contracts are as follows:

- Calbayog - Allen Transmission Line Project (Substation Portion)
- Calbayog - Allen Transmission Line Project (TL Portion), Schedule II - Calbayog - Victoria 138kv Transmission Line (CA 87-163) And Victoria - Allen 69kv Transmission Line
- Calbayog - Allen Transmission Line Project (TL Portion), Schedule I: Calbayog - Victoria 138kV Transmission Line (CA 01-87) and Rerouting of Paranas - Calbayog & Calbayog - Catarman 69kV Line at Calbayog Substation
- Site Development Works, Foundation Works and Construction of Buildings for San Simon Substation Project
- Tuguegarao - Enrile 69kV Transmission Line Project, Luzon Primary Equipment Substation Upgrading Project (Tuguegarao and San Rafael S/S), and Wan Chiong and Linde 69kV Feeders (Under San Simon 230kV Substation Project)
- Dasmariñas 500kV Substation 5th Bank Transformer
- Replacement of Borrowed Materials and Additional Supply of Various Transmission Line Materials for Luzon Projects
- Supply, Delivery, Installation, Testing, Configuration, and Commissioning of Optical Transport Network (OTN)- Visayas/Mindanao
- Relocation of Mexico Calumpit 69kV Transmission Line Project (MC-209 to MC-233) Affected By DOTR-NSCR Project
- Luzon Voltage Improvement Project 4, Schedule III - Malvar (Tanauan) and Tigaon (Lagonoy) 69kV Switching Stations
- Supply, Delivery, Installation, Testing, Configuration, and Commissioning of Optical Transport Network (OTN)-Luzon
- 2024 Fleet Operations Services
- 2024 NGCP Group Health Maintenance Plan - Dependents
- Security Services for Packages 7, 8, 9, 20 and 21 (2024-2025)
- Replacement of Damaged/Affected Steel Towers (Tower Nos. 47 To 50) Along Cadacan River Of Naga - Sta. Magdalena 350kV HVDC Line
- Dauin 69kV Load End Station Under Visayas Mobile Capacitor Bank Project
- Roxas 69kV Load End Station Under Visayas Voltage Improvement Project 2
- Luzon Primary Equipment Substation Upgrading Project (Pantabangan S/S)
- 2024 Fleet Operations Services
- Tigbauan 69kV Load End Station Under Visayas Mobile Capacitor Bank Project
- Optical Groundwire (OPGW) Retrofitting Project, 5 Segments
- IFM South Luzon And Visayas (Contract Extension)
- Luzon Primary Equipment Substation Upgrading Project (Calamba Substation Portion)
- Sorsogon - Samar Submarine Fiber Optic Cable Repair
- Supply Service Agreement: Supply And Delivery of Various Metering Requirement (Combined Instrument Transformer, Current Transformer, Voltage Transformer)

For 2024, the Capital Expenditures approved and confirmed by the Group, through NGCP's Board amounted to P49.54 billion.

Projects under Construction (PUC). PUC refer to the 42 transmission projects listed in Schedule 2 and defined under Section 4.02 of the Concession Agreement.

From its commencement, the Group, through NGCP has various existing Construction Project Agreements with different contractors for the construction, rehabilitation, upgrade, and infrastructure of transmission assets to provide transmission services with an average term of more than one year. In accordance with the agreements, the Contractor agreed to furnish all labor, materials, equipment, and other incidentals necessary to complete the procurement, manufacturing, supply, construction, erection, testing, and commissioning of the transmission assets. In consideration of such services, the Group agreed to pay the contractors a fee under mutually agreed upon terms and conditions specified in the agreement.

In compliance with the mandate under the Concession Agreement, the Group engages the services of third-party contractors for its construction and upgrade services. Construction costs comprise of all expenses related to the construction contracts which are equal to construction revenues because it is already the fair value of the intangible asset recognized.

The Group recognizes construction costs and revenues in compliance with Accounting Standards specifically, Philippine Interpretation, International Financial Reporting Interpretations Committee (IFRIC) 12, *Service Concession Arrangements*, but do not receive any cash inflow nor does the Group receive any revenue from these activities. The annual revenue the Group receives from Transmission Wheeling Rates for the provision of Transmission Services is determined in accordance with the Rules in Setting Transmission Wheeling Rates (RTWR) as approved by the Regulator.

Republic Act No. 9511
Republic Act No. 9511 (RA 9511), which took effect on December 20, 2008, granted the Group, through NGCP a fifty (50) year franchise from effectivity date to operate, manage and maintain, and in connection therewith, to engage in the business of conveying or transmitting electricity through high voltage back-bone system of interconnected transmission lines, substations and related facilities, system operations, and other activities that are necessary to support the safe and reliable operation of a transmission system and to construct, install, finance, manage, improve, expand, operate, maintain, rehabilitate, repair and refurbish the present nationwide transmission system of the Republic of the Philippines.

Pursuant to Section 9 of RA 9511, in consideration of the franchise and rights granted, the Group pays a franchise tax equivalent to three percent (3%) of all gross receipts derived from its operation under the franchise, in lieu of income tax and any and all taxes, duties, fees and charges of any kind, nature or description levied, established or collected on its franchise, rights, privileges, receipts, revenues and profits, and on properties used in connection with its franchise except for real property tax on real estate, buildings and personal property, exclusive of the franchise (see Note 26).

Pursuant to Section 8 of RA 9511, NGCP is required to list, subject to the requirements of the SEC and the PSE, and make a public offering of the shares representing at least twenty *per centum* (20%) of its outstanding capital stock or a higher percentage that may hereafter be provided by law within ten (10) years from the commencement of its operations. Provided, that the listing in the PSE of any company which directly or indirectly owns or controls at least thirty per centum (30%) of the outstanding shares of stock of NGCP shall be considered full compliance of this listing requirement. In case compliance with this requirement is not reached, the ERC may, upon application of NGCP, and after notice and hearing, allow such reasonable extension of the period within which NGCP should list its shares of stock, if the market condition is not suitable for such listing. NGCP has complied with this requirement on November 12, 2021, as confirmed by ERC in its order dated May 26, 2022 under ERC Case No. 2018 - 014MC. The Parent Company who is listed in the PSE, indirectly owns NGCP after the completion of the Share Swap transaction and the Follow On Offering in 2021.

The Parent Company's registered office address is Unit 1602, 16th Floor, Tycoon Center Bldg. Condominium, Pearl Drive, Pasig City, Metro Manila.

2. Basis of Preparation

Statement of Compliance

These consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. PFRS Accounting Standards are based on International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). PFRS Accounting Standards consist of PFRS Accounting Standards, Philippine Accounting Standards (PAS), and Philippine Interpretations issued by the Financial and Sustainability Reporting Standards Council (FSRSC).

The accompanying consolidated financial statements were authorized for issue by the Board of Directors (BOD) on March 27, 2026.

Basis of Measurement

The consolidated financial statements have been prepared on the historical cost basis of accounting, and retirement benefits liability, which has been measured at fair value of plan assets less the present value of the defined benefit obligation.

Functional and Presentation Currency

These consolidated financial statements are presented in Philippine peso, which is the Group's functional currency. All financial information has been rounded off to the nearest peso, except when otherwise indicated.

Basis of Consolidation

The consolidated financial statements include the financial statements of Parent Company and its subsidiaries.

A subsidiary is an entity controlled by the Group. Control exists when an investor is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

When the Group has less than majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including the contractual arrangement with other vote holders of the investee, rights arising from other contractual arrangements and the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using uniform accounting policies for like transactions and other events under similar circumstances. Intergroup balances and transactions, including intergroup realized profits and losses, are eliminated in preparing both the consolidated financial statements.

Non-controlling interests represent the portion of profit or loss and net assets not attributable to the Parent Company and are presented in the consolidated statements of income and within equity in the consolidated statements of financial position, separately from the equity attributable to equity holders of the Parent Company.

Non-controlling interests include the interests not held by the Parent Company in its subsidiary as follows: OTHI, P21 and NGCP.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group losses control over a Subsidiary, the Group: (i) derecognizes the assets (including goodwill) and liabilities of the Subsidiary, the carrying amount of any non-controlling interests and the cumulative transaction differences recorded in equity; (ii) recognizes the fair value of the consideration received, the fair value of any investment retained and any surplus or deficit in the consolidated statements of comprehensive income; and (iii) reclassify the Parent Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

Use of Judgments and Estimates

The preparation of the consolidated financial statements in conformity with PFRS Accounting Standards requires management to make judgments, estimate and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Judgments are made by management on the development, selection and disclosure of the Group's critical accounting policies and estimates and the application of these policies and estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized on the period on which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the consolidated financial statements is as follows:

Determining the Fair Value of Financial Instruments
The Group's financial assets and financial liabilities measured at fair value, require the use of accounting estimates and judgment. The significant components of fair value measurement were determined using verifiable objective evidence (i.e., foreign exchange rates, interest rates). Any changes in fair value of these financial assets and liabilities would affect the consolidated statements of income and consolidated statements of changes in equity.

The fair values of the Group's financial instruments are presented in Note 24 to the consolidated financial statements.

Service Concession Arrangements as Operator
Based on management's judgment, the provisions of Philippine Interpretation IFRIC 12, *Service Concession Arrangements* apply to the Group. The consideration receivable under the concession agreement is accounted for as a financial asset or an intangible asset according to its substance, considering the terms of the arrangement as a whole. A financial asset is recognized to the extent that the Group receives an unconditional right to receive cash irrespective of the use of the infrastructure. An intangible asset is recognized to the extent that the Group receives a right (license) to charge users of the transmission system.

Concession Rights
The Group's service concession agreement was accounted for under the intangible asset model where it recognized an intangible asset arising from its agreement to pay the Concession Fee and as consideration for construction services it provides. The intangible asset represents the right (license) the Group received to charge users of the transmission system in accordance with the rates approved by the ERC, the Regulator, pursuant to Republic Act No. 9136. The Group does not receive an unconditional right to receive cash from or at the direction of the grantor where the grantor contractually guarantees to pay the Group specified or determinable amounts or any shortfall between amounts received from users of the transmission system and specified or determinable amounts (see Notes 4, 5 and 8).

Determining the Transaction Price - Regulated Transmission Services
A complex regulatory rate-setting process is in place intended for the recovery of costs and reasonable margin, where amounts are subject to review and adjustment or correction for various factors, being done annually and at the end of each 5-year regulatory period where revenue can be adjusted for over- or under-recoveries. The Group assessed that in the absence of other ERC issuance or directive that states otherwise (i.e. that revenue has been modified), similar to the practice adopted by the industry, the amounts chargeable to customers based on the currently effective Maximum Allowed Revenue (MAR) remains to best represent the transaction price for its transmission services in a reporting period, considering the substantive nature of the ERC's approvals under the present rules and regulations as well as the degree of uncertainty in terms of timing and amounts (see Notes 4, 20 and 27).

In determining the transaction price, an entity is required to adjust the promised amount of consideration for the effects of the time value of money if that contract contains a significant financing component. The Group has assessed that the revenue accrued for unbilled MAR and under-recoveries and PIS to be collected in succeeding years do not have a significant financing component because the timing difference arises for non-finance reasons and a substantial portion of the consideration is variable, and the amount or timing of the consideration is outside the customer's or entity's control. The timing of payments is not specified in revenue contracts to intend any significant benefit of financing from both the Group and its customers, and the determination of iMAR and recovery scheme of incremental revenue is decided purely by the ERC and is beyond the control of the Group or its customers.

Estimating Accrued Transmission Revenue
Revenue is billed covering the period which starts from the 26th day of the current month to the 25th day of the following month while recognition is based on calendar month. The recognition of unbilled revenues as at month-end cut-off date requires the use of estimates based on the number of days of the customers' unbilled consumption.

The carrying amount of the Group's accrued power receivables as at December 31, 2025 and 2024 amounted to P45.45 billion and P19.24 billion, respectively. (see Note 12).

Estimating Allowance for Impairment Losses on Receivables
The Group has elected to measure loss allowances for receivables at an amount equal to lifetime expected credit loss (ECL).

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

As at December 31, 2025 and 2024, the analysis of allowance for impairment losses on receivables is presented in Note 12.

Estimating Useful Lives of Property and Equipment
The Group estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed periodically 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.

In addition, estimation of the useful lives of property and equipment is based on the collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by the changes in these factors and circumstances.

A reduction in the estimated useful lives of property and equipment would increase the recorded depreciation and amortization expenses and decrease noncurrent assets.

The carrying amount of the Group's property and equipment as at December 31, 2025 and 2024 amounted to P5.17 billion and P5.27 billion, respectively (see Note 10).

Estimating Net Realizable Value of Materials, Spare Parts and Supplies
The Group carries spare parts and supplies at net realizable value when such value is lower than cost due to damage, physical deterioration and obsolescence. The estimated net realizable value is reviewed regularly.

No write-down was recognized in profit or loss in 2025 and 2024. As at December 31, 2025 and 2024, accumulated amount of write-down of spare parts and supplies amounted to P346.27 million (see Note 13).

Estimating Useful Life of Intangible Asset
The Group estimates the useful life of intangible asset arising from service concession based on the period over which the asset is expected to be available for use during the concession period. The Group has not included any renewal period on the basis of uncertainty, as at reporting date, of the probability of securing renewal contract at the end of the original contract term.

The Group also estimates the useful life of its computer software and license based on the period over which assets are expected to be available for use. The estimated useful life of computer software and license is updated if expectations differ from previous estimates due to technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, the estimation of the useful life of computer software and license is based on collective assessment of internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

The carrying amount of the Group's intangible asset as at December 31, 2025 and 2024 amounted to P465.11 billion and P425.55 billion, respectively (see Note 8).

Estimating the Residual Value of Intangible Assets
The estimated residual value of the intangible assets at the end of concession contract was determined based on the quotient of the actual costs of transmission assets commissioned by the Group during the concession period and the ERC approved estimated asset lives multiplied by the difference of the asset life and the remaining life of concession. Under this scenario, the residual value of intangible assets refers to the portion of investment in the additional completed transmission assets that could not be recovered thru regulatory reset filing as at the end of the concession period and shall be excluded from the value of intangible assets to be amortized over the remaining concession period and will be charged against the Recovery Payment at the end of the period.

As at December 31, 2025 and 2024, the estimated residual value of intangible assets from completed projects at the end of the concession period amounted to P146.49 billion and P133.93 billion, respectively.

Impairment of Goodwill
The Group determines whether goodwill is impaired at least annually. This requires the estimation of value in use of the cash-generating units to which the goodwill is allocated. Estimating value in use requires management to make an estimate of the expected future cash flows and to choose a suitable discount rate to calculate the present value of those cash flows.

No impairment loss was recognized on goodwill for December 31, 2025 and 2024. The carrying amount of goodwill amounted to P10.47 billion as at December 31, 2025 and 2024 (see Note 9).

Reliable Measure of the Recovery Payment
The calculation of the Recovery Payment is complex and will involve the use of variables that will only be determined in the future, including among others the use of an input based on the value of the Group's RAB at termination date which is partly dependent on future capital expenditures and recoveries. Based on management's judgment, considering further that the Recovery Payment will only be determinable at termination date by a mutually appointed independent appraiser, estimation of the residual value in the current period involves a significantly high level of estimation uncertainty such that the amount is not yet reliably measurable at this point.

Estimating Retirement Benefits
The determination of the Group's obligation and cost for retirement benefits is dependent on the selection of certain assumptions used in calculating such amounts including discount rates and salary increase rates.

Remeasurements of retirement benefits liability are recognized in other comprehensive income and comprise of actuarial gains and losses on the retirement benefit obligation excluding amounts included in the net interest of the retirement benefits liability.

Retirement benefits cost recognized in profit or loss in 2025 and 2024 amounted to P369.01 million and P338.58 million, respectively. Retirement benefits liability as at December 31, 2025 and 2024 amounted to P3.20 billion and P2.95 billion, respectively (see Note 23).

Impairment of Nonfinancial Assets
In accordance with the Group's policy on impairment of nonfinancial assets, the Group performs an impairment test when certain impairment indicators are present. In determining the present value of future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that can materially affect the consolidated financial statements.

Management believes that there is no indication of impairment loss in the carrying value of the Group's property and equipment and intangible asset as at December 31, 2025 and 2024.

Contingencies
The Group is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims shall be developed in consultation with the legal counsels handling these matters and based on analysis of potential results. It is possible, however, that future financial position and performance could be affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings (see Note 25).

3. Material Accounting Policies

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements, except for the changes in accounting policies as explained below.

Adoption of Amendments to Standards and Interpretations

The Group has adopted the following new standards and amendments to standards and interpretations starting January 1, 2025 and accordingly, changed its accounting policies. Except as otherwise indicated, the adoption did not have any significant impact on Group's financial statements. These are as follows:

- PAS 21, *The Effects of Changes in Foreign Exchange Rates - Lack of Exchangeability (Amendments)* clarify that a currency is exchangeable into another currency when a company is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations.

  When a currency is not exchangeable, a company needs to estimate a spot rate. The objective in estimating the spot rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments do not specify how to estimate the spot exchange rate to meet the objective and an entity can use an observable exchange rate without adjustment or another estimation technique.

  The amendments require new disclosures to help users assess the impact of using an estimated exchange rate on the financial statements, including the nature and financial impacts of the currency not being exchangeable, the spot exchange rate used, the estimation process, and risks to the company because the currency is not exchangeable.

Standards Issued But Not Yet Adopted

A number of amendments to standards are effective for annual periods beginning after January 1, 2025 and have not been applied in preparing these consolidated financial statements. Unless otherwise stated, none of these are expected to have a significant impact on the Group's financial statements.

Effective January 1, 2027

- PFRS 17, *Insurance Contracts* replace the interim standard, PFRS 4, *Insurance Contracts*. Reflecting the view that an insurance contract combines features of both a financial instrument and a service contract, and considering the fact that many insurance contracts generate cash flows with substantial variability over a long period, PFRS 17 introduces a new approach that:

  (a) combines current measurement of the future cash flows with the recognition of profit over the period services are provided under the contract;
  (b) presents insurance service results (including presentation of insurance revenue) separately from insurance finance income or expenses; and
  (c) requires an entity to make an accounting policy choice portfolio-by-portfolio of whether to recognize all insurance finance income or expenses for the reporting period in profit or loss or to recognize some of that income or expenses in other comprehensive income.

Under PFRS 17, groups of insurance contracts are measured based on fulfilment cash flows, which represent the risk-adjusted present value of the entity's rights and obligations to the policy holders, and a contractual service margin, which represents the unearned profit the entity will recognize as it provides services over the coverage period. Subsequent to initial recognition, the liability of a group of insurance contracts represents the liability for remaining coverage and the liability for incurred claims, with the fulfilment cash flows remeasured at each reporting date to reflect current estimates.

Simplifications or modifications to the general measurement model apply to groups of insurance contracts measured using the 'premium allocation approach', investment contracts with discretionary participation features, and reinsurance contracts held.

PFRS 17 brings greater comparability and transparency about the profitability of new and in-force business and gives users of financial statements more insight into an insurer's financial health. Separate presentation of underwriting and financial results will give added transparency about the sources of profits and quality of earnings.

Full retrospective application is required, unless it is impracticable, in which case the entity chooses to apply the modified retrospective approach or the fair value approach. However, if the entity cannot obtain reasonable and supportable information necessary to apply the modified retrospective approach, then it applies the fair value approach. There is also a transition option allowing presentation of comparative information about financial assets using a classification overlay approach on a basis that is more consistent with how PFRS 9 will be applied in future reporting periods. Early application is permitted for entities that apply PFRS 9 *Financial Instruments* on or before the date of initial application of PFRS 17.

Effective January 1, 2026

- PFRS 9, *Financial Instruments* and PFRS 7, *Financial Instruments: Disclosures Amendments to the Classification and Measurement of Financial Instruments (Amendments)* relate to the date of recognition and derecognition, classification of financial assets, contractually linked instruments and non-recourse features, and disclosures on investments in equity instruments.

  Date of Recognition and Derecognition. The amendments clarified that:

  - a financial asset or financial liability is recognized on the date on which the entity becomes a party to the contractual provisions of the instrument unless the regular way exemption applies;
  - a financial asset is derecognized on the date on which the contractual rights to cash flows expire or the asset is transferred; and
  - a financial liability is derecognized on the settlement date, which is the date on which the liability is extinguished because the obligation specified in the contract is discharged or cancelled or expires or the liability otherwise qualifies for derecognition.

However, the amendments provide an exception for the derecognition of financial liabilities where an entity may choose to derecognize a financial liability that is settled using an electronic payment system before the settlement date if, and only if, the entity has initiated the payment instruction that resulted in:

- the entity having no practical ability to withdraw, stop or cancel the payment instruction;
- the entity having no practical ability to access the cash to be used for settlement as a result of the payment instruction; and
- the settlement risk associated with the electronic payment system is insignificant.

Entities may choose to apply the exception on a system-by-system basis.

Classification of Financial Assets. The amendments related to classification of financial assets introduces an additional test to assess whether the solely payments of principal and interest (SPPI) criterion is met for financial assets with contingent features that are not related directly to a change in basic lending risks or costs.

The amendments clarified that when a contingent feature gives rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs, the financial asset has contractual cash flows that are SPPI if, and only if, in all contractually possible scenarios, the contractual cash flows would not be significantly different from the contractual cash flows on a financial instrument with identical contractual terms, but without such a contingent feature.

Additional disclosures are required for all financial assets and financial liabilities that have certain contingent features that are not related directly to a change in basic lending risks or costs and are not measured at fair value through profit or loss.

Contractually Linked Instruments and Non-recourse Features. The amendments clarify the key characteristics of contractually linked instruments (CLIs) and how they differ from financial assets with non-recourse features. The amendments also include factors that a Group needs to consider when assessing the cash flows underlying a financial asset with non-recourse features (the ‘look through’ test). For example, it clarifies that a financial asset has non-recourse features if an entity's ultimate right to receive cash flows is contractually limited to the cash flows generated by specified assets; that CLIs have non-recourse features, but not all financial assets with non-recourse features are CLIs; and that the underlying pool of instruments of CLIs may include financial assets outside the scope of IFRS 9.

Disclosures on Investments in Equity Instruments. The amendments require additional disclosures for investments in equity instruments that are measured at fair value with gains or losses presented in other comprehensive income (FVOCI). The entity discloses for each class of investment the fair value gain or loss presented in other comprehensive income during the period, showing separately the fair value gain or loss related to investments derecognized during the reporting period and the fair value gain or loss related to investments held at the end of the reporting period. It also discloses any transfers of the cumulative gain or loss within equity during the reporting period related to investments derecognized during that reporting period.

Earlier application is permitted. Entities may choose to early-adopt the amendments for the recognition and derecognition of financial assets and financial liabilities separately from the other amendments.

Effective January 1, 2027

- PFRS 18, *Presentation and Disclosure in Financial Statements* will replace PAS 1, *Presentation of Financial Statements* and aims to provide greater consistency in presentation of the income and cash flow statements, and more disaggregated information.

  - *A more Structured Income Statement.* PFRS 18 promotes a more structured income statement. It introduces a newly defined 'operating profit or loss' and 'profit or loss before financing and income tax' subtotals, and a requirement for all income and expenses to be classified into three new distinct categories operating, investing, and financing - based on a Group's main business activities. PFRS 18 also requires companies to analyze their operating expenses directly on the face of the income statement - either by nature, by function or on a mixed basis. Companies need to choose the presentation method that provides the 'most useful structured summary' of those expenses. New disclosures apply if any operating expenses are presented by function.

  - *Management-defined Performance Measures.* PFRS 18 provides a definition for management-defined performance measures (MPMs) and introduces specific disclosure requirements. MPMs are subtotals of income and expenses that are used in public communications outside the consolidated financial statements, communicate management's view of an aspect of the financial performance of the entity as a whole and are not a required subtotal or a common income and expense subtotal listed in PFRS 18. For each MPM presented, companies will need to explain in a single note to the consolidated financial statements why the measure provides useful information and how it is calculated, and to reconcile it to an amount determined under PFRS Accounting Standards.

  - *Greater Disaggregation of Information.* PFRS 18 provides enhanced guidance on how companies group information in the financial statements, including newly defined roles of the primary financial statements and the notes, principles of aggregation and disaggregation based on shared and non-shared characteristics, and specific guidance for labelling and describing items in a way that faithfully represents an item's characteristics.

  PFRS 18 also now require goodwill to be presented as a line item in the statement of financial position.

  Consequential amendments to PAS 7 *Statement of Cash Flows* requires the use of the operating profit or loss subtotal as the starting point when presenting operating cash flows under the indirect method and eliminate the options for classifying interest and dividend cash flows.

  PFRS 18 also amends PAS 33 *Earnings per Share* to permit companies to disclose additional amounts per share using as numerator a required income and expenses total or subtotal, a common subtotal listed in PFRS 18 or an MPM disclosed by the entity.

PFRS 18 applies for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. It applies retrospectively in accordance with PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*. Specific reconciliations are required to be disclosed. Eligible entities including venture capital organizations, mutual funds and some insurers will be allowed to change their election for measuring investments in associates and joint ventures from equity method to fair value through profit or loss. The Group is still in the process of assessing the impact of the new standard.

Service Concession Arrangements

Public-to-private service concession arrangements where: (a) the grantor controls or regulates what services the Group must provide with the infrastructure, to whom it must provide them, and at what price; and (b) the grantor controls through ownership, beneficial entitlement or otherwise any significant residual interest in the infrastructure at the end of the term of the arrangement are accounted for under the provisions of Philippine Interpretation IFRIC 12. Infrastructures used in a public-to-private service concession arrangement for its entire useful life (whole-of-life assets) are within the scope of Philippine Interpretation IFRIC 12 if the conditions in (a) are met.

Philippine Interpretation IFRIC 12 applies to both: (a) infrastructure that the Group constructs or acquires from a third party for the purpose of the service arrangement; and (b) existing infrastructure to which the grantor gives the Group access for the purpose of the service arrangement.

Infrastructures within the scope of Philippine Interpretation IFRIC 12 are not recognized as property and equipment of the Group. Under the terms of contractual arrangements within the scope of Philippine Interpretation IFRIC 12, the Group acts as a service provider. The Group constructs and upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time.

The Group recognizes a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. The Group recognizes an intangible asset to the extent that it receives a right (a license) to charge users of the public service.

When the Group has contractual obligations it must fulfill as a condition of its license: (a) to maintain the infrastructure to a specified level of serviceability or (b) to restore the infrastructure to a specified condition before it is handed over to the grantor at the end of the service arrangement, it recognizes and measures these contractual obligations in accordance with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, i.e., at the best estimate of the expenditure that would be required to settle the present obligation at the reporting date. Repairs and maintenance and other expenses that are routinary in nature are expensed and recognized in the profit or loss as incurred.

In accordance with PAS 23, *Borrowing Costs*, borrowing costs attributable to the arrangement are recognized as an expense in the period in which they are incurred unless the Group has a contractual right to receive an intangible asset (a right to charge users of the public service). In this case, borrowing costs attributable to the arrangement are capitalized during the construction phase of the arrangement.

Intangible Asset

Service Concession Arrangement

The Group recognizes an intangible asset arising from the service concession arrangement through Concession Right when it acquired the right to charge for usage of the concession infrastructure. An intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement is measured at fair value upon initial recognition. Subsequent to initial recognition, the intangible asset is measured at cost, which includes capitalized borrowing costs, less accumulated amortization and accumulated impairment losses, if any.

Concession Rights. Concession rights are purchased and recognized at cost at the date of acquisition and consists of:

a. Concession fees pursuant to Article 6 of the Concession Agreement, broken down into commencement fee and deferred payments, add/deduct adjustments pertaining to IWC, PUC and RSTA; and

b. The intangible asset resulting from the cost of infrastructures constructed and under construction, including related borrowing costs. These are not recognized as property and equipment of the Group but as intangible asset.

Subsequent performance of construction and upgrade services results to the increase in the rights/license to charge users of the public service and the corresponding future revenue received by the Group, representing an enhancement of the intangible asset. Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

Intangible asset is assessed for impairment whenever there is an indication that the intangible asset may be impaired. Amortization is calculated over the cost of the intangible asset less any determined residual value. Amortization is recognized in profit or loss on a straight-line basis over the remaining life of the concession period. The estimated useful life of the intangible asset is determined to be the period over which the Group can charge for usage of the concession infrastructure but not more than the concession period which is twenty-five (25) years. The amortization method, useful life and residual value are reviewed at each reporting date and adjusted, if appropriate. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in profit or loss in the expense category consistent with the function of the intangible asset.

Business Combinations under Common Control

The Group accounts for business combinations involving entities that are ultimately controlled by the same ultimate parent before and after the business combination and the control is not transitory, using pooling of interests method.

The assets and liabilities of the combining entities are reflected in the consolidated statements of financial position at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination. The only adjustments are those to align accounting policies between combining entities.

No new goodwill is recognized as a result of the business combination. The only goodwill that is recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid or transferred and the equity acquired is recognized in equity.

The consolidated statements of income reflect the results of the combining entities for the full year, irrespective of when the combination took place.

Comparatives are presented as if the entities had been combined for the period that the entities were under common control (see Note 6).

Non-controlling Interests

The acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognized as a result of such transactions. Any difference between the purchase price and the net assets of the acquired entity is recognized in equity. The adjustments to non-controlling interests are based on a proportionate amount of the identifiable net assets of the subsidiary (see Note 7).

Financial Instruments

Recognition and Initial Measurement

A financial instrument is recognized if the Group becomes a party to the contractual provisions of the instrument. Regular way purchases or sales of financial assets are accounted for at settlement date, i.e., the date that an asset is delivered to or by the Group.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as a liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

A financial asset (unless it is a trade receivable without a significant component that is initially measured at the transaction price) or financial liability is initially measured at fair value plus, transaction costs that are directly attributable to its acquisition.

Classification and Measurement of Financial Assets

On initial recognition, a financial asset is classified and measured at: amortized cost; FVOCI - debt investment; FVOCI - equity investment; or FVTPL. The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

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

The Group’s cash and cash equivalents and receivables are included in this category.

Business Model Assessment. The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed, and information is provided to the management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Group's management;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- how managers of the business are compensated - e.g., whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future salary activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group’s continuing recognition of the assets.

Assessment Whether Contractual Cash Flows are Solely Payments of Principal and Interest. For the purposes of this assessment, "principal" is defined as the fair value of the financial asset on initial recognition. "Interest" is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basis lending risks and costs (e.g., liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of the contractual cash flows such that it would not meet these conditions. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;

- terms that may adjust the contractual coupon rate, including variable rate features;

- prepayment and extension features; and

- terms that limit the Group's claim to cash flows from specified assets (e.g., non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amounts plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

The Group determines that the business model for financial assets at amortized cost is held to collect contractual cash flows and meets the solely principal and interest criterion as of December 31, 2025 and 2024.

Financial Assets at Amortized Cost. These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Debt Investments at FVOCI. These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity Investments at FVOCI. These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

The equity securities represent investments that the Group intends to hold for the long term for strategic purposes.

Classification and Subsequent Measurement of Financial Liabilities
Financial liabilities that are classified as measured at amortized cost are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Derecognition of Financial Assets and Liabilities

Financial Assets. 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 contractual rights to receive cash flows from the financial asset have expired;

- the Group has transferred its contractual rights to receive cash flows of the financial asset (the "original asset") or retained the contractual rights to receive the cash flow from a financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients (the "eventual recipients"), in an arrangement and: (a) the Company has no obligation to pay amounts to the eventual recipients unless it collects equivalent amounts from the original asset; (b) the entity is prohibited by the terms of the transfer contract from selling or pledging the original asset other than as security to the eventual recipients for the obligation to pay them cash flows; and (c) the entity has no obligation to remit any cash flows it collects on behalf of the eventual recipients without material delay; or

- the Company has transferred substantially all the risks and rewards of the ownership of the financial asset or has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset, but has transferred control of the financial asset

Financial Liabilities. 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.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an 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 consolidated statements of financial position.

Debt Issuance Costs

Debt issuance costs are directly attributable transaction costs considered as discount of the related debts upon initial measurement and are subsequently amortized over the expected life of the instrument under the effective interest method.

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the respective asset. A qualifying asset is an item of asset that necessarily takes a substantial period of time to get ready for its intended use. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred, and ceases when the assets are substantially ready for their intended use.

Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and impairment losses, if any.

Initially, an item of property and equipment is measured at cost, which comprises its purchase price and any directly attributable costs of bringing the asset to the location and condition for its intended use. Subsequent costs that can be measured reliably are added to the carrying amount of the asset when it is probable that future economic benefits associated with the asset will flow to the Group. The costs of day-to-day servicing of an asset are recognized as an expense in the period in which it is incurred.

Depreciation is computed on a straight-line basis over the estimated useful lives.

The estimated useful lives of these assets are as follows:

	Number of Years
Structures and improvements	30
Transportation equipment	10
Machinery and equipment	10
Office furniture and fixtures	5 - 10

The useful lives and depreciation and amortization method are reviewed at each reporting date to ensure that they are consistent with the expected pattern of economic benefits from those assets.

When an asset is disposed of or is permanently withdrawn from use and no future economic benefits are expected from its disposal, the cost and the accumulated depreciation, amortization and impairment losses, if any, are removed from the accounts and any resulting gain or loss arising from the retirement or disposal is recognized in profit or loss.

Prepaid Expenses and Other Current Assets
Advance Payment to Suppliers and Contractors. Advance payment to suppliers and contractors is reclassified to proper asset account and deducted from the contractor's billings as specified in the provisions of the contract.

Spare parts and supplies inventories are valued at the lower of cost or net realizable value. Net realizable value is the current replacement cost.

Cost is determined by using the moving weighted average method. If the cost of inventories exceeds its net realizable value, provisions are made currently for the difference between the cost and the net realizable value.

Prepaid expenses are expenses paid in advance and recorded as asset before they are utilized.

Impairment of Assets
Financial Instruments and Contract Assets
The Group recognizes loss allowances for ECLs on financial assets measured at amortized cost and contract assets.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured as 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and

- other debt securities and bank balances for which credit risk (i.e., the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

The Group has elected to measure loss allowances for power, other receivables and contract assets at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or
- the financial asset is also more than 90 days past due.

The Group considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of ‘investment grade’.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset. ECLs reflect reasonable and supportable information that is available without undue cost or effort about past events, current conditions and forecasts of future economic conditions.

Credit-impaired Financial Assets. At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired include observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganization;
- the disappearance of an active market for that financial asset because of financial difficulties; or
- the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Presentation of impairment loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Impairment losses related to power, other receivables and contract assets are presented separately in the statements of profit or loss and OCI.

Nonfinancial Assets
The carrying amounts of nonfinancial assets such as intangible assets, property and equipment and other noncurrent assets are reviewed at each reporting date to determine whether there is any indication of impairment. Goodwill is tested for impairment annually either individually or at the cash-generating unit level. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction less the cost of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. 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 the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit).

Reversal of provision for impairment losses previously recognized is recorded when the decrease can be objectively related to an event occurring after the write-down. Such reversal is recorded as income. However, the increased carrying amount is only recognized to the extent that it does not exceed what carrying value would have been had the impairment not been recognized.

All impairment losses are recognized in profit or loss.

Equity
Capital Stock. Capital stock represents the nominal value of shares that have been issued. Incremental cost directly attributable to the issue of stock, if any, are recognized as a deduction from equity, net of any tax effects.

Additional Paid-in Capital. Additional paid-in capital represents the excess of consideration received over the par value of capital stock.

Remeasurements of Defined Benefits Liability. Remeasurements of defined benefits liability comprise actuarial gains and losses which are recognized immediately in other comprehensive income.

Equity Adjustments from Common Control Transactions. Equity adjustments from common control transactions represents the difference between the purchase price and the net assets of the acquired entity.

Retained Earnings. Retained earnings represent the cumulative balance of net income or loss, dividend distributions, effect of changes in accounting policy and other capital adjustments.

Revenue and Expense Recognition
Revenue from Transmission Services
Transmission services pertains to service charges for the use of the transmission facilities under the Concession Agreement where power delivery, system operation and metering services are provided by the Group.

The Group's performance obligations in transmission services include the supply of power delivery service, system operation and metering service. These three services are considered as a bundle and are accounted for as one performance obligation.

Revenue from transmission services is recognized when control has been transferred to the customer and the Group has an enforceable right to payment. This is recognized over time as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. Revenue from transmission services is recognized upon supply of power to the customer's connection points.

Revenue is measured as the transaction price referred from the approved Maximum Allowed Revenue (MAR) by ERC. During the reset process, the ERC makes a determination of the annual revenue requirements of the transmission business as well as the price control arrangements that will apply during the regulatory period.

Revenue from Connection and Residual Sub-transmission Services
Connection charges are charges to recover the reasonable costs associated with connecting the transmission customers' facilities to the transmission providers' facilities. These are payable by generation customers on new connection assets and payable by load customers on existing and new connection assets. Residual sub-transmission charges are charges to recover the reasonable costs associated with sub-transmission assets that are not otherwise recovered through the connection charge. These charges are payable by load customers or generation customers.

The connection services and residual sub-transmission services are considered each as different performance obligations of the Group which are both satisfied over time, the same with transmission services.

Revenue from connection and residual sub-transmission services are recognized when control has been transferred to the customer and the Group has an enforceable right to payment. Revenue from connection and residual sub-transmission services are recognized upon supply of power to the customer's connection points.

The revenue is measured as the transaction price referred from the approved rates by ERC in its decision dated July 6, 2011 under ERC case no. 2008-066RC and 2009-153 RC.

The Billing period starts from the 26th day of the current month to the 25th day of the following month. Within five (5) days after the Billing Period, the Group shall issue billing invoice/billing statement or "Power Bill" to each customer, detailing all charges and credits for that previous Billing Period.

Basic charges are direct revenues of the Group. The components of the "Billing Statement" to the customer are as follows:

1. Power delivery service charge
2. Connection charge
3. Residual sub-transmission charge
4. Metering service charge
5. System operator charge
6. Adjustments such as Interruption Billing Adjustment, Curtailment Billing Adjustment and Temporary Transmission Service Discount, if applicable.

The Group has assessed its revenue arrangement against specific criteria in order to determine if it is acting as principal or agent and concluded that it is not a principal with respect to the Ancillary Service Charges (ASC), Universal Charges (UC) and Feed-in-tariff (FIT-ALL) Charges.

The Group was authorized to engage in ancillary service business through Section 1 of RA 9511 and through Ancillary Service Procurement Plan (ASPP). These are services that are essential to the management of power system security, that facilitate orderly trading in electricity and ensure that electricity supplies are of an acceptable quality. With reference to Section 43 of R.A No. 9136, NGCP is allowed to charge user fees for ancillary services to all electric power industry participants or self- generating entities connected to the grid. Further, as per Ancillary Services - Cost Recovery Mechanism (AS-CRM), charges should be completely passed-on from the user or beneficiary of the service to the service provider.

FIT-ALL and UC are charges that is to be imposed on all On-Grid electricity consumers who are supplied with electricity through the transmission network. The FIT-All is essential to the implementation of the FIT System as established under Section 7 of R.A No. 9513, otherwise known as the Renewable Energy Act of 2008 (RE Law). UC is imposed on electricity consumers for purposes such as missionary electrification, payment of stranded debts and also for environmental charges mandated under Section 34 of the RA 9136. Issued guidelines of both FIT-ALL and UC specifically states that the collection shall not form part of the revenues of NGCP as the collecting agent. Any resulting loss due to failure to collect shall not be borne by the collecting agent.

Any billing/revenue adjustments which are caused by the following:

- change in government policies, rules and regulations;

- incorrect computation, incorrect metering of data, and the like shall be made through issuance of a debit/credit memo in accordance with the Open Access Transmission Services Rules. A debit/ credit memo shall be booked in the period in which the related adjustment is noted.

Since the Group bills transmission customers from the 26th of the previous month to 25th of the current month, at each reporting date, the Group shall record revenue for the remaining days of the reporting month. The Group shall accrue revenue in proportion to what should be recorded as revenue for this period and in accordance with the estimation procedure determined by management, from time to time.

The Group may engage in related business such as Rental of facilities and equipment and Co-location, antenna attachments, use of building lots and space, use of access roads, attachment of telephone cables, and tapping to AC/DC power sources.

Interest income is recognized when earned.

Revenue from Construction and Upgrade Services (Construction Revenues and Costs)

Under Philippine Interpretation IFRIC 12, revenue related to construction or upgrade services under a service concession agreement is recognized over time, consistent with the Group's accounting policy on recognizing revenue on construction contracts. Operation or service revenue is recognized in the period in which the services are provided by the Group. If the service concession arrangement contains more than one performance obligation, then the consideration received is allocated with reference to the relative stand-alone selling prices of the services rendered. No margin has been recognized since the estimated selling price approximates the construction costs. The estimated selling price is classified as a contract asset under Intangible assets during the construction or upgrade period in accordance with PFRS 15.

Cost and Expense Recognition

Expenses are recognized when incurred.

Construction costs comprise of all expenses related to the construction contracts.

Concession Fee Payable

Concession fee payable is recognized at the commencement date as the present value of the concession fee converted to Philippine peso at a fixed exchange rate equal to P42.75 for every US dollar under IFRIC 12. Upon recognition of intangible assets, transferable asset and initial working capital, the Group also recognized the corresponding concession fee payable. Payments to concession fee payable are classified into 25% commencement fee and 75% semi-annual deferred payment subject to interest pursuant to Schedule 5 of concession agreement.

Concession fee payable that are expected to be settled for no more than twelve (12) months after the reporting period are classified as current portion of concession fee payable. Otherwise, these are classified as noncurrent liabilities. Maturities of concession fee payable are shown in Note 24.

Employee Benefits

Short-term Employee Benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Retirement Benefits Cost. The Group's net defined benefit obligation in respect of its retirement plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The discount rate is the yield at the reporting date of long-term government bonds that have maturity dates approximating the terms of the Group's plan. The calculation is performed by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

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

Related Party 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 significant influence. Related parties may be individuals or corporate entities.

Basic and Diluted Earnings Per Share (EPS)
Basic EPS is computed by dividing the net income for the period attributable to equity holders of the Parent Company, net of dividends on preferred shares, by the weighted average number of issued and outstanding common shares during the period, with retroactive adjustment for any stock dividends declared.

Diluted EPS is computed in the same manner, adjusted for the effect of all potential dilutive debt or equity instruments.

Provisions
Provisions are recognized only when the Group has a present legal or constructive obligation 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 on the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at pre-tax rate that reflects current market assessments of the time value of money and where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingencies
Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed in the notes to the consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes to the consolidated 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 Group's financial position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. Concession Agreement

Electric Power Industry Reform Act of 2001 (EPIRA)
On June 8, 2001, Republic Act No. 9136, otherwise known as the "Electric Power Industry Reform Act of 2001" (EPIRA) was passed into law. EPIRA provided for an orderly and transparent privatization of the assets and liabilities of the National Power Corporation (NPC) and created TRANSCO to assume the electrical transmission function of NPC. TRANSCO is wholly-owned by PSALM, a government-owned and controlled corporation. EPIRA also provides for the privatization of TRANSCO by directing PSALM to award in an open competitive bidding, the transmission facilities, including grid interconnections and ancillary services to a qualified party either through an outright sale or a concession agreement.

Concession Agreement
By virtue of its authority under EPIRA, and its Implementing Rules and Regulations, PSALM had carried out an open competitive bidding process in accordance with the Bidding Procedures dated August 1, 2007, as amended, to award a Concession for the Transmission Assets of TRANSCO.

As the bid dated December 12, 2007 (Bid Date) submitted by the consortium of MOGRC, SGIDL and CHPC (the Investors) resulted to being the highest among all the bids submitted and evaluated according to the Bidding Procedures, PSALM agreed to award the Concession to the Group, through NGCP, (Concessionaire), being the special purpose entity established by the Investors.

On February 28, 2008, the Group, through NGCP, entered into a Concession Agreement with PSALM and TRANSCO granting the Group, as Concessionaire the right to take over and operate the whole of TRANSCO's regulated transmission business as a going concern and be the sole representative of TRANSCO before the ERC. The Concession Agreement is for a 25-year period starting on January 15, 2009 (Commencement Date) and ending on January 15, 2034 (Full Term Expiration Date), which can be extended provided the concession period shall not be extended beyond the 50th anniversary of the Commencement Date (the "Term") or for longer than the remaining term of the Group, through NGCP's franchise.

The Concession Agreement provides for the following, among others:

a) From Commencement Date and subject to the terms of the Agreement, the Concessionaire shall take over and operate the whole of TRANSCO's regulated transmission business as a going concern and be the sole representative of the regulated entity to the ERC.

b) The ERC shall regulate the Concessionaire in carrying on the Concession Agreement in accordance with applicable law, including EPIRA or any successor legislation.

c) The Concessionaire, its employees, contractors and agents, shall have exclusive use of the Transmission Assets, Documented Property Rights and Intellectual Property Rights for the purpose of carrying out the Concession Agreement.

d) The Concessionaire shall during the concession period assume all of the responsibilities as if it's an owner of the Transmission Assets, other than excluded assets, Documented Property Rights and Intellectual Property Rights including the obligation to license fees, taxes, renewal fees and other charges payable that fall due for payment during the concession period.

e) So long as no Concessionaire default is continuing, TRANSCO shall make available to the Concessionaire the amounts of budgeted external funding under the Funding Agreements which have not been drawn as at Commencement Date as specified in the schedule of Projects Under Construction (PUC) towards the cost of completing PUC in accordance with the Construction Management Agreement (CMA) (see Note 8).

f) The Concessionaire will carry out the Concession Agreement as an independent contractor for its own account.

g) All contracts to be entered into by the Concessionaire relating to the operation of the Concession Agreement during its term and which: (a) are for a term of 12 months or more; and, (b) involving the payment of money or the receipt of money by the Concessionaire in excess of US$1.0 million shall only be entered into by the Concessionaire if it includes an expressed provision of assignability, at TRANSCO's option, to TRANSCO or its nominee upon the expiration of the Concession Period or earlier termination of the Agreement.

h) As security for prompt and complete performance of its obligations under the Agreement, the Concessionaire shall deliver to PSALM on Commencement Date a Performance Security in the form of Irrevocable Standby Letter of Credit. Each Performance Security, equal to 2% of the Concession Fee, shall be for a term of not less than twelve months. The Concessionaire shall deliver a replacement Performance Security by the Replacement Deadline (the date that is not less than five business days prior to the expiration date of the then effective Performance Security). Failure to deliver a replacement Performance Security by Replacement Deadline represents a Replacement Failure Draw Event.

i) Subject to the provisions related to the Replacement Failure Draw Event, PSALM and TRANSCO shall be entitled to draw on and forfeit the entire amount of the Performance Security upon the occurrence of a Performance Security Drawing Event. Performance Security Drawing Event shall mean any one or combination of: (i) a Concessionaire Default, (ii) a Replacement Failure Draw Event, or (iii) any violation by the Concessionaire of any of the terms and conditions of the Agreement (including non-payment of Concession fee or any portion thereof) or any of the other Transaction Documents.

j) From the Commencement Date, the Concessionaire shall be entitled to exercise all of TRANSCO's rights and shall discharge all of TRANSCO's liabilities (except for excluded liabilities) under all existing contracts relating to the operation of its regulated transmission business, including contracts for related businesses and any rights under any security deposits, letters of credit and other forms of credit support provided by TRANSCO's counterparties to such contracts (the Transferred Contracts).

k) On the Commencement Date, TRANSCO shall transfer title to the Transferable Assets to the Concessionaire by executing a Deed of Transfer. TRANSCO and the Concessionaire shall execute additional deeds of transfer in respect of any subsequently discovered TRANSCO-owned tangible moving property, the title of which has not been transferred to the Concessionaire, under the Deed of Transfer.

l) From Commencement Date, the Concessionaire shall manage the construction and completion of all PUC that have not been commissioned and placed in service on behalf of TRANSCO in accordance with the CMA (see Note 8).

m) On the Commencement Date, and except for Excluded Receivables, the Concessionaire shall acquire all of TRANSCO's cash, receivables and the benefit of prepayments made by TRANSCO and shall assume the liability to pay and discharge all of TRANSCO's current liabilities except for Excluded Liabilities. TRANSCO's estimated working capital position and the Concession Fee shall be adjusted to account for any difference between TRANSCO's actual working capital position on the Commencement Date and such estimate.

n) TRANSCO shall retain title to: (i) all of the Transmission Assets, Intellectual Property Rights, (ii) all assets comprising PUC or New Projects, and (iii) all easements, rights of way or other real estate interests, including Documented Property Rights acquired by the Concessionaire.

o) From the Commencement Date, the Concessionaire agrees to design, develop, finance, construct and complete all New Projects that are necessary for the fulfillment of the Concessionaire's responsibilities as the Grid Owner and System Operator at its own cost and expense after taking account of the Transmission Development Plan (see Note 8).

p) TRANSCO shall be liable to obligations in relation to loans existing prior to the Commencement Date contracted by NPC relating to the Transmission Assets, except those assumed by the Concessionaire under the Loan Covenants Agreement.

q) TRANSCO shall temporarily assign to the Concessionaire its workforce to ensure a smooth transition in the operation of the Transmission Grid by the Concessionaire under the "Interim Assignment Agreement."

r) In consideration for the grant of the Concession Agreement, the Concessionaire shall pay PSALM US$3.95 billion. The Concessionaire shall pay 25% (or at the Concessionaire's option, a higher percentage) of the Concession Fee to PSALM in US dollar on the Commencement Date (Commencement Fee). The balance of the Concession Fee shall be converted to Philippine peso at a fixed exchange rate equal to P42.75 for every US dollar and paid to PSALM with interest in accordance with the Schedule of Deferred Payments. The Concession Fee is subject to adjustments in accordance with Schedule 6 to the Agreement, Adjustments to Concession Fee (see Notes 5, 8 and 14).

s) The concession period shall terminate on the termination date and the Concessionaire's business shall thereupon be taken over by PSALM or its nominee as a going concern in accordance with the Agreement.

t) In consideration for the Concessionaire's construction, installation, financing, management, improvement, operation, etc. of the Transmission Assets in the Philippines, TRANSCO shall pay the Concessionaire the Recovery Payment as determined by independent appraisers.

The Recovery Payment shall be paid, together with interest at the applicable rate from the termination date until transfer closing date. The applicable rate shall be: (a) In case of a termination by reason of a government default, a rate reflecting a fair and reasonable weighted average cost of capital as at the termination date, (b) In case of a termination by reason of a concessionaire default, a rate reflecting a fair and reasonable risk-free rate as at the termination date, (c) In the event of termination of the Agreement by reason of a no fault event, a rate reflecting a fair and reasonable cost of debt as at the termination date determined, and (d) In the event of expiration of the Concession Period, a rate reflecting a fair and reasonable cost of debt as at the expiration date determined.

PSALM shall remit the Recovery Payment, together with interest from the termination date until the transfer closing date at the applicable rate, by wire transfer to an account designated by the Concessionaire unless within that period PSALM notifies the Concessionaire in writing that it has elected to pay the Recovery Payment over seven (7) years.

The Recovery Payment will only be determinable at termination date by a mutually appointed independent appraiser.

Standby Letter of Credit
In compliance with the terms and conditions of the Concession Agreement, the Group obtained an Irrevocable Standby Letter of Credit (SBLC) with Philippine National Bank amounting to US$79.00 million in favor of PSALM which is effective September 19, 2025 until September 19, 2026.

Transferred Contracts
Included in the transferred contracts from TRANSCO are existing contracts before the bidding date and subsequent contracts entered into by TRANSCO after the bidding date such as, loan agreements amounting to P5.00 million and above, insurance contracts, software licenses of information technology and intellectual properties, radio station licenses, projects under construction, sub-transmission assets sale, procurement contracts, transmission service agreements, undelivered purchase orders, requirements for award, spatial data infrastructure projects and other agreements with transmission customers.

5. Concession Fee

As discussed in Note 4 to the consolidated financial statements, the Group shall pay PSALM US$3.95 billion (P172.99 billion) as Concession Fee. Such fee is recognized as part of “Intangible asset” account in the consolidated statements of financial position as at December 31, 2025 and 2024 (see Note 8).

The Group paid PSALM the Commencement Fee amounting to US$987.50 million (P46.34 billion), representing 25% of the Concession Fee, in January 2009 through funds received by NGCP from its Investors.

The balance of the Concession Fee of US$2.962 billion was converted to peso liability at a fixed exchange rate of P42.75 for every US dollar at initial recognition, payable in forty (40) semi-annual installments (Deferred Payments). Interest is payable on the aggregate outstanding amount of the Deferred Payments in arrears on each semi-annual payment date (see Note 15).

Subsequently, the Concession Fee shall be adjusted as follows:

a. The Concession Fee shall be adjusted for the difference between the audited Initial Working Capital (IWC) and the estimated IWC as at Commencement Date. The Concession Fee shall be: (i) increased if the audited IWC at Commencement Date is greater than the amount of estimated IWC; or (ii) decreased if the audited IWC at Commencement Date is less than the amount of estimated IWC (see Note 4).

b. The Concession Fee shall be reduced by an amount equal to: (i) any reduction in the regulatory asset value resulting from the disposal of sub-transmission assets; and (ii) any difference between the aggregate regulatory asset value of transmission connection projects and sub-transmission projects included in the PUC approved by the ERC on their completion and the aggregate value of such projects if the aggregate ERC-approved value is lower than their aggregate estimated value.

c. A recalculation of the amount of funding from sources other than the Funding Agreements and source of TRANSCO's actual expenditure on PUC before the Commencement Date and the estimated cost of capital expenditure to complete each PUC after the Commencement Date. If the remaining capital expenditure required to complete all PUC to be funded from sources other than Funding Agreements is higher than the expenditure to be funded from such sources after the Commencement Date, the Concession Fee shall be reduced by the difference between those two amounts. On the other hand, if the remaining capital expenditure required to complete all PUC to be funded from sources other than Funding Agreements is lower than the expenditure to be funded from such sources after the Commencement Date, the Concession Fee shall be increased by the difference between those two amounts (see Note 4).

Whenever it becomes necessary for the Concession Fee to be adjusted, the Concessionaire shall furnish PSALM with its preliminary calculations of the necessary adjustments within thirty days, together with a detailed explanation of its calculation.

Adjustments to Concession Fee

As at December 31, 2010, the audits of the PUC and IWC have been fully completed and agreed to by the parties. The estimated reduction in the regulatory asset value resulting from the disposals of the sub-transmission assets had also been determined and deemed insignificant as at December 31, 2010 while the difference between the aggregate regulatory asset value of transmission connection projects and sub-transmission projects included in the PUC approved by the ERC on their completion and the aggregate value of such projects set out in Schedule 2 to the Concession Agreement will be determined upon completion of the projects. Accordingly, the Group recognized the resulting net determinable adjustment to the Concession Fee amounting to P8.85 billion as at December 31, 2010. Subsequently, the Group determined and adjusted the computed escrow fund utilization amounting to P3.01 billion as at December 31, 2011 (see Note 8) as confirmed by TRANSCO in a letter dated August 15, 2011. On June 14, 2013, NGCP and PSALM had agreed the dollar portion of the PUC amount of P240.05 million resulting to additional adjustments to Concession Fee.

In accordance with Section 4.02 of the Concession Agreement, the Concession Fee shall be subject to adjustment based on Schedule 6 (Adjustments to Concession Fee) in light of the audit to be conducted pursuant to Subsection 4.02 (f) (Projects Under Construction). PSALM, TRANSCO and NGCP appointed Sinclair, Knight, Merz (SKM) as the independent appraiser to conduct the audit of PUC for purposes of determining the adjustment to concession fee. SKM made its independent determination of the estimated cost to complete each PUC and the final report was submitted on July 15, 2009, and was duly accepted and approved by PSALM, TRANSCO and NGCP. NGCP maintains that the proposed adjustment to concession fee be based on the SKM audit. However, there was differing interpretation proposed by PSALM which is currently being resolved.

On July 15, 2013, the Concession Fee was adjusted for P1.57 billion representing overpayment from January 15, 2009 to January 15, 2013, which was netted-out from its scheduled Concession Fee payment to PSALM. Further, PSALM refunded NGCP the amounts of US$29.26 million representing overpayment on the 25% upfront concession fee payment.

The Concession Fee Adjustment further includes P1.77 billion adjustment to the 75% semi-annual deferred payment amortization for the 10-year period January 15, 2014 to January 15, 2024. As of December 31, 2025, the total Concession Fee Payable amounts to P40.55 billion broken down into Non-Current and Current portions amounting to P30.23 billion and P10.32 billion, respectively. The Current portion is due for payment on January 15, 2026 and July 15, 2026.

On December 31, 2016, the Concession Fee was adjusted for P557.34 million representing interest receivable and accounts receivable - others which were turned-over by TRANSCO and subsequently determined to be uncollectible.

The Group has reserved its right to further adjustment of the Concession Fee and full refund of any and all overpayments of Concession Fees following the finalization of Adjustments to Concession Fee.

The Adjustments to the Concession Fee are computed based on the formula as set out in Schedule 6 of the Concession Agreement ("Schedule 6, Adjustments to Concession Fee"). The Commencement Fee is increased or decreased by the difference between the Concession Fees prior to the adjustments and the Concession Fee after the adjustments in accordance with Schedule 6, and such difference is multiplied by the ratio of the Commencement Fee to the Concession Fee expressed as a percentage ("M"). In addition, Deferred Payment is increased or decreased by the difference between the Concession Fees prior to the adjustments and the Concession Fee after the adjustments in accordance with Schedule 6, and such difference is multiplied by the percentage difference of 100% - M.

Concession Fee Payable

This account consists of the balance of the Concession Fee amounting to US$2.962 billion converted to peso liability at a fixed exchange rate of P42.75 for every US dollar at initial recognition and is payable in 40 semi-annual installments (Deferred Payments).

Interest rate applicable to the Deferred Payments has been fixed until the last semi-annual payment date of the Second Regulatory Period (January 2006 to December 2010) to equal to the Philippine Dealing System (PDS) Treasury Fixing or PDST-F or PDST-F 10 year benchmark rate as published by the Philippine Dealing and Exchange (PDEx) Corporation on the Market page of the PDEx System (the 10 Year PDST-F Rate) at approximately 11:16 am on a date designated by PSALM falling approximately one month before the Bid Date plus 230 basis points (2.3%). After the end of the Second Regulatory Period, the interest rate shall be adjusted for the next Regulatory Period and every Regulatory Period, thereafter, and such adjusted interest rate shall be applicable for each Deferred Payment falling due during the relevant Regulatory Period. The adjusted interest rate shall be equal to the 10 Year PDST-F Rate at approximately 11:16 am two business days before the semi-annual payment date on which an adjustment is to take effect plus 230 basis points (2.3%).

For the Fourth Regulatory Period, PSALM Board of Directors approved, on June 16, 2015, through PSALM Board Resolution No. 2015-0616-08 to substitute the interest benchmark rate under the Concession Agreement (CA) from 10-Year PDST-F to 10-Year PDST-R1. This adjusted interest rate was applied for each Deferred Payment falling due during the relevant Regulatory Period. Thus, for the Fourth Regulatory Period starting January 1, 2016 to December 31, 2020, interest rate applied was 6.5391%.

With the retirement of the PDST reference rates effective October 29, 2018, PSALM in its letter dated August 14, 209, hereby confirms that the 10-year PHP BVAL interest benchmark rate for Philippine Government issued debt securities plus 2.30% margin shall be the interest rate for the next Regulatory Period of the Deferred Payments under the concession agreement.

Interest expense on deferred payments in 2025 and 2024 recognized in profit or loss amounted to P3.81 billion and P2.78 billion, respectively (see Note 14).

On January 15 and July 15, 2025, payment to concession fee was made amounting to P4.55 billion and P4.79 billion, respectively.

On July 15, 2024, payment to concession fee was made amounting to P4.42 billion.

6. Business Combination under Common Control

As discussed in Note 1, on May 28, 2021, SGDPI entered into a share swap transaction in exchange for the shares of stocks of OTHI and P21. The business combination involving OTHI and P21 including NGCP (collectively referred to as the “acquired subsidiaries”) and SGDPI is considered to be a business combination of entities under common control as two major shareholders, through contractual agreement and with majority representation in the Board of Directors, jointly controls SGDPI and the acquired subsidiaries before and after the acquisition.

The Share Swap Transaction which is considered to be a business combination of entities under common control was accounted for retrospectively using the pooling of interests method with the consolidated financial statements being restated as if the entities had always been combined for the periods that the entities were under common control.

The Group recognized the assets acquired and liabilities assumed at their carrying amounts. The difference between the consideration paid or transferred and the net assets acquired is recognized under “Equity adjustments from common control transactions” account in the consolidated statements of changes in equity.

7. Non-controlling Interests

The details of the Group's material non-controlling interests as a result of the consolidation of OTHI, P21 and NGCP are as follows:

	December 31, 2025			December 31, 2024		
	Consolidated OTHI	**Consolidated P21**	**NGCP**	Consolidated OTHI	Consolidated P21	NGCP
Percentage of Non-controlling Interests	**33%**	**33%**	**40%**	33%	33%	40%
Carrying amount of non-controlling interests	**(P14,389,089,608)**	**(P18,079,505,575)**	**P113,929,930,725**	(P13,682,809,782)	(P17,372,737,198)	P92,769,806,871
Net income attributable to non-controlling interests	**(P5,610,626)**	**(P6,099,177)**	**P24,053,498,246**	(P588,424)	(P615,775)	P9,467,033,742
Other comprehensive income attributable to non-controlling interests	**P -**	**P -**	**(P10,945,608)**	P -	P -	P58,357,383
Dividends paid to non-controlling interests	**P700,669,200**	**P700,669,200**	**P2,904,320,000**	P349,509,600	P346,209,600	P1,452,160,000

The following are the financial information of OTHI, P21 and NGCP:

	December 31, 2025			December 31, 2024		
	Consolidated OTHI	**Consolidated P21**	**NGCP**	Consolidated OTHI	Consolidated P21	NGCP
Current assets	**P50,237,215**	**P46,199,170**	**P54,693,824,723**	P36,082,659	P33,657,053	P48,469,579,546
Noncurrent assets	**62,587,403,152**	**52,337,400,708**	**510,615,830,432**	52,698,983,473	42,448,851,072	453,046,557,268
Current liabilities	**1,572,419**	**844,848,054**	**119,630,067,808**	1,540,039	844,815,352	100,110,430,340
Noncurrent liabilities	**2,815**	**3,932**	**250,601,506,984**	8,699	12,163	242,645,202,268
Net assets	**P62,636,065,133**	**P51,538,747,892**	**P195,078,080,363**	P52,733,517,394	P41,637,680,610	P158,760,504,206
Revenues/Income	**P12,070,314,491**	**P12,070,001,649**	**P85,211,880,237**	P4,748,045,526	P4,747,681,043	P53,014,087,918
Net income	**P12,020,299,212**	**P12,018,818,755**	**P44,297,418,500**	P4,721,332,822	P4,721,249,941	P17,434,684,607
Other comprehensive income (loss)	**5,488,527**	**5,488,527**	**20,157,657**	(29,262,520)	(29,262,520)	(107,472,161)
Total comprehensive income	**P12,025,787,739**	**P12,024,307,282**	**P44,317,576,157**	P4,692,070,302	P4,691,987,421	P17,327,212,446
Cash flows provided by (used in) operating activities	**(P20,642,332)**	**(P21,034,426)**	**P40,283,470,453**	(P31,717,941)	(P31,909,744)	P36,777,655,365
Cash flows provided by (used in) investing activities	**2,178,240,000**	**2,178,240,000**	**(53,493,532,495)**	1,089,120,000	1,089,120,000	(55,981,633,974)
Cash flows provided by (used in) financing activities	**(2,123,240,000)**	**(2,123,240,000)**	**11,470,879,972**	(1,059,120,000)	(1,049,120,000)	18,322,355,475
Effect of exchange rate changes on cash and cash equivalents	**11,261**	**15,730**	**2,734,675**	34,797	48,652	1,424,335
Net increase (decrease) in cash and cash equivalents	**P34,368,929**	**P33,981,304**	**(P1,736,447,395)**	(P1,683,144)	P8,138,908	(P880,198,799)

8. **Intangible Asset** - net

This account consists of:

	Note	**2025**	2024
Cost:			
Concession fee	*2, 5*	**P160,296,289,265**	P160,296,289,265
Cost of completed projects	*2*	**252,341,409,021**	191,634,567,825
Computer software	*2*	**487,983,237**	487,983,237
		413,125,681,523	352,418,840,327
Less accumulated amortization		**142,284,755,131**	128,475,642,442
		270,840,926,392	223,943,197,885
Contract assets		**194,272,836,677**	201,601,930,147
		P465,113,763,069	P425,545,128,032

Concession Fee
This represents the right to operate the entire regulated transmission business of TRANSCO during the concession period. The Concession Fee is subsequently adjusted by the Adjustments to Concession Fee disclosed in Note 5 pursuant to Schedule 6 of the Concession Agreement.

Amortization expense recognized in profit or loss amounted to P6.38 billion in 2025 and 2024, and is presented as part of "Amortization of intangible asset" in the statements of comprehensive income.

Costs of Completed Projects
This pertains to the intangible asset resulting from completed transmission projects from Commencement Date to report date which will be transferred to TRANSCO at the end of the concession period in accordance with the Concession Agreement.

Amortization expense recognized in profit or loss amounted to P7.42 billion and P5.39 billion in 2025 and 2024, respectively, and is presented as part of "Amortization of intangible asset" in the statements of comprehensive income.

Contract Assets
This pertains to the intangible asset related to costs of assets under construction resulting from the construction of transmission assets as part of the Concession Agreement and will be transferred to TRANSCO at the end of the concession period.

Computer Software and License
This pertains to the costs incurred for the Enterprise Resource Planning (ERP) Project, Enterprise Document Management System (EDMS), Integrated Human Resource Application (IHRA), Integrated Meter Data Validation System (IMDVS), Medical Information System (MEDYSIS) and Visitor's Management System (VMS) amounting to P487.98 million as at December 31, 2025 and 2024.

Amortization expense recognized in profit or loss amounted to P6.71 million and P20.58 million in 2025 and 2024, respectively, and is presented as part of "Amortization of intangible asset" in the statements of comprehensive income.

The movements and balances of the accounts are as follows:

	Per Concession Right					
	Concession Fee	Completed Projects/Others	Contract Assets	Total	Computer Software	Total
Cost						
January 1, 2024	P160,296,289,265	P141,257,236,694	P192,658,330,354	P494,211,856,313	P487,983,237	P494,699,839,550
Additions/adjustments	-	50,377,331,131	8,943,599,793	59,320,930,924	-	59,320,930,924
December 31, 2024	160,296,289,265	191,634,567,825	201,601,930,147	553,532,787,237	487,983,237	554,020,770,474
Additions/adjustments	-	60,706,841,196	(7,329,093,470)	53,377,747,726	-	53,377,747,726
December 31, 2025	**160,296,289,265**	**252,341,409,021**	**194,272,836,677**	**606,910,534,963**	**487,983,237**	**607,398,518,200**
Accumulated Amortization						
January 1, 2024	96,539,546,316	19,688,531,665	-	116,228,077,981	460,696,480	116,688,774,461
Additions/adjustments	6,375,674,295	5,390,615,350	-	11,766,289,645	20,578,336	11,786,867,981
December 31, 2024	102,915,220,611	25,079,147,015	-	127,994,367,626	481,274,816	128,475,642,442
Additions/adjustments	6,375,674,295	7,426,729,973	-	13,802,404,268	6,708,421	13,809,112,689
December 31, 2025	**109,290,894,906**	**32,505,876,988**	**-**	**141,796,771,894**	**487,983,237**	**142,284,755,131**
Net Carrying Amount						
December 31, 2024	P57,381,068,654	P166,555,420,810	P201,601,930,147	P425,538,419,611	P6,708,421	P425,545,128,032
December 31, 2025	**P51,005,394,359**	**P219,835,532,033**	**P194,272,836,677**	**P465,113,763,069**	**P -**	**P465,113,763,069**

9. Goodwill

Goodwill amounting to P10.47 billion as at December 31, 2025 and 2024 arise from the acquisition of OTHI of 100% equity interest in MOGRC and acquisition of MOGRC and CHPC of 30% interest each in NGCP.

The recoverable amount of goodwill has been determined based on valuation using cash flow projections (value in use) covering a five-year period based on long range plans approved by management. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and were based on historical data from both external and internal sources. Cash flows beyond the five-year period are extrapolated using a constant growth rate determined to arrive at its terminal value. The average growth rate used is 8.5% and 17.7% in 2025 and 2024, respectively, are based on Group's expectations of market developments and past historical performance. The discount rate applied to after tax cash flow projections is 11.98% in 2025 and 2024. The discount rate also imputes the risk of the cash-generating units compared to the respective risk of the overall market and equity risk premium. The recoverable amount of goodwill has been categorized as Level 3 in the fair value hierarchy based on the inputs used in the valuation technique (see Note 3).

No impairment loss was recognized for goodwill for the year ended December 31, 2025 and 2024.

Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause their carrying amounts to exceed their recoverable amounts.

The calculations of value in use are most sensitive to discount rate. The risk-adjusted weighted average cost of capital is used as the discount rate, which reflects management's estimate of the risk specific to each unit. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals.

10. Property and Equipment - net

The movements of this account are as follows:

	Structures and Improvements	Transportation Equipment	Machinery and Equipment	Office Furniture and Fixtures	Total
Cost					
January 1, 2024	P557,225,152	P3,867,070,592	P5,702,259,407	P4,567,164,166	P14,693,719,317
Additions during the year	337,172	742,764,474	204,526,917	154,859,580	1,102,488,143
December 31, 2024	557,562,324	4,609,835,066	5,906,786,324	4,722,023,746	15,796,207,460
Additions during the year	234,042,930	106,968,267	318,959,761	120,636,360	780,607,318
December 31, 2025	**791,605,254**	**4,716,803,333**	**6,225,746,085**	**4,842,660,106**	**16,576,814,778**
Accumulated Depreciation					
January 1, 2024	302,218,673	2,528,070,506	3,611,087,880	3,259,470,424	9,700,847,483
Depreciation during the year	123,092,272	272,991,343	250,174,627	179,570,536	825,828,778
December 31, 2024	425,310,945	2,801,061,849	3,861,262,507	3,439,040,960	10,526,676,261
Depreciation during the year	129,800,916	337,391,935	263,688,520	144,968,223	875,849,594
December 31, 2025	**555,111,861**	**3,138,453,784**	**4,124,951,027**	**3,584,009,183**	**11,402,525,855**
Net Carrying Amount					
December 31, 2024	P132,251,379	P1,808,773,217	P2,045,523,817	P1,282,982,786	P5,269,531,199
December 31, 2025	**P236,493,393**	**P1,578,349,549**	**P2,100,795,058**	**P1,258,650,923**	**P5,174,288,923**

	Structures and Improvements	Transportation Equipment	Machinery and Equipment	Office Furniture and Fixtures	Total
Cost					
January 1, 2023	P532,975,792	P3,539,289,849	P5,569,013,339	P4,333,871,592	P13,975,150,572
Additions during the year	24,249,360	327,780,743	133,246,068	233,292,574	718,568,745
December 31, 2023	557,225,152	3,867,070,592	5,702,259,407	4,567,164,166	14,693,719,317
Additions during the year	337,172	742,764,474	204,526,917	154,859,580	1,102,488,143
December 31, 2024	557,562,324	4,609,835,066	5,906,786,324	4,722,023,746	15,796,207,460
Accumulated Depreciation					
January 1, 2023	189,912,121	2,293,013,397	3,384,767,234	3,042,627,656	8,910,320,408
Depreciation during the year	112,306,552	235,057,109	226,320,646	216,842,768	790,527,075
December 31, 2023	302,218,673	2,528,070,506	3,611,087,880	3,259,470,424	9,700,847,483
Depreciation during the year	123,092,272	272,991,343	250,174,627	179,570,536	825,828,778
December 31, 2024	425,310,945	2,801,061,849	3,861,262,507	3,439,040,960	10,526,676,261
Net Carrying Amount					
December 31, 2023	P255,006,479	P1,339,000,086	P2,091,171,527	P1,307,693,742	P4,992,871,834
December 31, 2024	P132,251,379	P1,808,773,217	P2,045,523,817	P1,282,982,786	P5,269,531,199

Depreciation expense recognized in statements of comprehensive income amounted to P875.85 million and P825.83 million in 2025 and 2024, respectively.

11. Cash and Cash Equivalents

This account consists of:

	Note	**2025**	2024
Cash on hand		**P25,180,853**	P28,115,283
Cash in banks		**4,093,245,651**	4,702,607,668
Short-term placements		**3,298,613,160**	4,231,805,635
	24	**P7,417,039,664**	P8,962,528,586

Cash in banks generally earn interest at rates based on daily bank deposit rates. Short-term placements have average tenors of three (3) months or less and earn interests ranging from 1.00% - 6.05% in 2025 and 2024, respectively. Interest income earned amounted to P166.03 million and P188.02 million in 2025 and 2024, respectively.

12. Receivables

This account consists of:

A. Current Receivables

	Note	**2025**	2024
Power receivables	*24*	**P5,394,987,968**	P4,468,438,966
Due from customers	*24*	**9,179,531,286**	7,124,141,542
Accrued power receivables	*20, 24*	**7,882,487,792**	735,612,165
Output VAT receivable		**1,964,948,465**	1,489,299,276
Due from officers and employees and other receivables	*24*	**226,776,493**	229,503,291
Restructured power receivables	*24*	**52,512,497**	11,666,554
Interest receivable	*24*	**2,622,306**	3,507,901
		P24,703,866,807	P14,062,169,695

B. Noncurrent Receivables

	Note	**2025**	2024
Restructured power receivables		**P138,196,142**	P1,496,372,425
Accrued power receivables	*20*	**37,569,726,624**	18,507,913,333
Power receivables		**1,246,491,182**	126,594,475
Due from customers		**694,668,981**	439,437,957
Other noncurrent account receivable		**1,189,155,736**	1,412,909,900
	24	**40,838,238,665**	21,983,228,090
Less allowance for impairment losses		**(2,200,808,659)**	(2,136,138,659)
		P38,637,430,006	P19,847,089,431

Details of movements of allowance for impairment losses are as follows:

	2025	2024
Balance at beginning of year	**P2,136,138,659**	P2,071,468,659
Provision for impairment losses on receivables during the year	**64,670,000**	64,670,000
Balance at end of year	**P2,200,808,659**	P2,136,138,659

Current and Non-current receivables consist of amounts due from power customers relating to transmission and sub-transmission services, ancillary services, the claim from Department of Public Works and Highways (DPWH) for the damaged Amlan-Samboan submarine cable, Value Added Tax and other Receivables.

Non-current receivables pertain mainly to the claim from Department of Public Works and Highways (DPWH) for the damaged Amlan-Samboan submarine cable to be collected beyond one (1) year, the Under Recovery from ERC approved 4th Regulatory Period (RP) Final Determination to be implemented over a period of eighty-four (84) months or until such time that the approved amount have been fully recovered, Under Recovery for CY2023 and 2024, unrecovered depreciation and 2015 PIS.

As of December 31, 2025, the unbilled current and non-current power receivables amounting to P7.88 billion and P37.57 billion, respectively, includes the P26.20 billion Under Recovery from ERC approved 4th RP Final Determination, P2.73 billion unbilled receivables for January to June 2025, P13.26 billion unbilled MAR Differential for CY2023 and 2024, P1.62 billion unrecovered depreciation and P0.90 billion 2015 Performance Incentive Scheme (PIS).

As of December 31, 2024, total unbilled non-current power receivables amounted to P17.62 billion, of which P7.38 billion pertains to incremental iMAR of 2020 approved by ERC in an order dated March 23, 2022, P7.68 billion for iMAR of 2021, P2.56 billion for the four (4) months of 2022 and P883.06 million pertains to PIS.

Due from customers pertains to receivables for ancillary service charges (ASC), FIT-ALL and universal charges billed to the customers on behalf of the ancillary service providers, TRANSCO and PSALM. These charges will ultimately be remitted to ancillary providers, TRANSCO and PSALM. The noncurrent portion pertains to customers with dispute resolution cases pending with ERC.

Accrued power receivables refers to the estimated amount of revenues earned but not yet billed to the customers at year-end. This contract asset is generally reversed upon billing and recognition of power receivables. This includes the true up receivables amounting to P25.57 billion in Note 20.

Output VAT Receivables is the value added tax due from sales of goods and services both to customers and to other businesses.

Restructured power receivables represent that portion of restructured power customers' accounts subject to repayment by pre-determined installments.

Accrued interest receivable from short-term placements amounted to P2.17 million and P3.17 million as at December 31, 2025 and 2024, respectively.

13. Prepaid Expenses and Other Assets

A. Prepaid Expenses and Other Current Assets

This account consists of:

	2025	2024
Advance payment to suppliers and contractors	**P12,915,458,130**	P12,345,647,326
Court and other deposits	**4,126,767,497**	6,864,330,608
Materials, supplies and spare parts - net	**3,658,208,465**	3,624,122,945
Input VAT	**1,326,983,068**	2,040,454,990
Other deposits	**594,239,606**	612,210,504
Prepaid expenses	**384,976,886**	233,932,847
Materials, supplies and spare parts in transit	**37,024,407**	38,348,638
Other supplies	**21,646,604**	24,278,387
Guaranty deposit	**9,090,730**	9,072,835
Calamity loan fund	**1,387,266**	37,266
	P23,075,782,659	P25,792,436,346

Advance payment to suppliers and contractors includes the balance advanced by the Group to suppliers and contractors in relation with its contracts for the construction of the project or for services rendered.

Court and other deposits include various amounts deposited with the provincial, municipal or city courts and other entities as guaranty for the fulfillment of obligation and for other purposes. These are mostly provisional deposits relative to right of way and/or lot acquisition cases (Note 25).

Materials, supplies and spare parts before write-down to net realizable value amounted to P4.00 billion and P3.97 billion as at December 31, 2025 and 2024, respectively, which resulted to an accumulated write-down amount of P346.27 million as at December 31, 2025 and 2024.

Materials, supplies and spare parts and other supplies charged in the consolidated statements of income amounted to P198.07 million and P176.53 million in 2025 and 2024, respectively.

Materials, supplies and spare parts are items that will be used in the operations and maintenance of utility plants, substation and transmission lines.

Input VAT is the value-added tax added to the price on purchases of goods and services to suppliers/contractors liable to VAT. It is deductible to the amount of Output VAT payable to the Bureau of Internal Revenue (BIR). The holding companies primarily earn dividend income and interest income which are not subject to output VAT. As a result, management assessed that the input VAT balance may not be recoverable in the foreseeable future. Accordingly, the holding companies recognized an impairment loss on input VAT in 2025 amounting to P48 million.

Other deposits consist of amounts advanced by the Group such as refundable and security deposits.

Prepaid expenses refer to advance payments made for rent, insurance, communication license and all expenditures related to preliminary surveys, studies, investigations and other related undertakings to determine the feasibility of a project for development by the Group.

Materials, supplies and spare parts in transit pertain to items that were already purchased by the Group but not yet received.

Guaranty deposits include the amount of letters of credit (LC) opened in favor of suppliers corresponding to the marginal guaranty deposits and other charges applicable to the LC. These also include other transactions requiring deposit to guarantee for the fulfillment of an obligation.

Calamity loan fund pertains to the cash advances provided to the employees for the damages suffered by them due to the typhoon calamities.

B. Other Noncurrent Assets

This account consists of:

	2025	2024
Deferred input VAT	**P6,616,204**	P20,644,276
Project prepayment - noncurrent	**1,684,228,000**	2,365,046,646
	P1,690,844,204	P2,385,690,922

Deferred Input VAT refers to the balance of input VAT of acquired capital goods with cost of P1.00 million and above and amortized for five (5) years.

Project prepayment represents cash advances to contractors in connection with the contract for the construction of project or for services rendered which will not be recouped within one year from the date of payment. These are expenses to be converted into cash once contractor did not fulfill obligation.

14. Loans Payable

Outstanding Balance and Maturities

Outstanding balance of loans payable is presented below:

	Note	**2025**	2024
Loan Facilities (Net of Debt Issuance Costs)			
Fixed-rate peso corporate notes		**P5,100,000,000**	P11,296,965,177
Peso denominated term loan		**244,504,560,850**	208,885,804,265
	24	**249,604,560,850**	220,182,769,442
Less current portion		**33,150,269,782**	23,285,478,167
		P216,454,291,068	P196,897,291,275

Movements in debt issuance costs are as follows:

	2025	2024
Balance at beginning of year	**P1,414,720,558**	P1,024,700,263
Debt issuance costs during the year	**310,524,194**	639,516,129
Amortization during the year	**(330,655,602)**	(249,495,834)
Balance at end of year	**P1,394,589,150**	P1,414,720,558

Repayment Schedule

As at December 31, 2025, the annual maturities of loans payable are as follows:

Year	**Gross Amount**	**Debt Issuance Costs**	**Net**
2026	**P33,498,340,000**	**P348,070,218**	**P33,150,269,782**
2027	**33,973,810,000**	**318,404,659**	**33,655,405,341**
2028	**37,298,000,000**	**259,243,591**	**37,038,756,409**
2029	**40,604,000,000**	**193,228,937**	**40,410,771,063**
2030	**35,360,000,000**	**125,655,503**	**35,234,344,497**
More than 5 years	**70,265,000,000**	**149,986,242**	**70,115,013,758**
	P250,999,150,000	**P1,394,589,150**	**P249,604,560,850**

As at December 31, 2024, the annual maturities of loans payable are as follows:

Year	Gross Amount	Debt Issuance Costs	Net
2024	P23,523,340,000	P237,861,833	P23,285,478,167
2025	27,573,340,000	240,713,008	27,332,626,992
2026	26,213,810,000	210,204,152	26,003,605,848
2027	28,903,000,000	172,818,907	28,730,181,093
2028	31,484,000,000	132,176,051	31,351,823,949
More than 5 years	83,900,000,000	420,946,607	83,479,053,393
	P221,597,490,000	P1,414,720,558	P220,182,769,442

Details, Description and Terms of the Loans
Following are the details, description and terms of the loans:

Financing of Capital Expenditures

a. The Group, through NGCP, drew P5.00 billion on January 14, 2025 and P2.00 billion on March 18, 2025 from the P10.00 billion Peso Bilateral Unsecured Term Loan then, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan drawn on January 14, 2025, then drew P4.00 billion on April 8, 2025 and Php7.50 billion on June 16, 2025 from the Php25.00 billion Peso Bilateral Unsecured Term Loan, entered into a P7.00 billion Peso Bilateral Unsecured Term Loan drawn on July 9, 2025, entered into a P3.00 billion Peso Bilateral Unsecured Term Loan drawn on July 10, 2025, entered into a P5.00 billion Peso Bilateral Unsecured Term Loan drawn on July 11, 2025, entered into a P10.00 billion Peso Bilateral Unsecured Term Loan drawn P5.00 billion on July 30, 2025, P3.00 billion on September 17, 2025 and P2.00 billion on November 13, 2025, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan drawn on October 16, 2025, and entered into a P5.00 billion Peso Bilateral Unsecured Term Loan drawn on December 17, 2025 entered into a P7.00 billion Peso Bilateral Unsecured Term Loan drawn on January 12, 2026, and entered into a P6.00 billion Peso Bilateral Unsecured Term Loan drawn on January 13, 2026, and Php4.50 billion on February 18, 2026 from the Php25.00 billion Peso Bilateral Unsecured Term Loan and P10.00 billion Peso Bilateral Unsecured Term Loan drawn on March 17, 2026.

b. The Group, through NGCP, drew P5.00 billion on January 14, 2025 and P2.00 billion on March 18, 2025 from the P10.00 billion Peso Bilateral Unsecured Term Loan then, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan drawn on January 14, 2025, then drew P4.00 billion on April 8, 2025 and Php7.50 billion on June 16, 2025 from the Php25.00 billion Peso Bilateral Unsecured Term Loan, entered into a P7.00 billion Peso Bilateral Unsecured Term Loan drawn on July 9, 2025, entered into a P3.00 billion Peso Bilateral Unsecured Term Loan drawn on July 10, 2025, entered into a P5.00 billion Peso Bilateral Unsecured Term Loan drawn on July 11, 2025, entered into a P10.00 billion Peso Bilateral Unsecured Term Loan drawn P5.00 billion on July 30, 2025, P3.00 billion on September 17, 2025 and P2.00 billion on November 13, 2025, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan drawn on October 16, 2025, and entered into a P5.00 billion Peso Bilateral Unsecured Term Loan drawn on December 17, 2025, entered into a P7.00 billion Peso Bilateral Unsecured Term Loan drawn on January 12, 2026, and entered into a Php25.00 billion Peso Bilateral Unsecured Term Loan drawn P6.00 billion on January 13, 2026, and Php4.50 billion on February 18, 2026.

c. The Group, through NGCP, entered into a P15.00 billion Peso Bilateral Unsecured Term Loan Agreement - P4.00 Billion drawn on February 13, 2024, P8.00 billion drawn on March 15, 2024 and final tranche of P3.00 billion on April 5, 2024 then, a P5.00 billion Bilateral Unsecured Term Loan Agreement drawn on April 8, 2024, another P5.00 billion Bilateral Unsecured Term Loan Agreement drawn on May 22, 2024, a P25.00 billion Bilateral Unsecured Term Loan Agreement - P12.00 billion drawn on July 10, 2024, P1.50 billion drawn on December 11, 2024, a P10.00 billion Bilateral Unsecured Term Loan Agreement - P3.00 billion drawn on September 23, 2024, P5.50 billion drawn on November 11, 2024 and final tranche of P1.50 billion on December 11, 2024 and a P10.00 billion Bilateral Unsecured Term Loan Agreement - P3.00 billion drawn on October 14, 2024.

d. The Group, through NGCP, entered into a P4.60 billion Peso Bilateral Unsecured Term Loan drawn on January 9, 2023; P3.30 billion from P6.00 billion Peso Bilateral Unsecured Term Loan drawn on January 16, 2023; P5.00 billion drawn on March 7, 2023, P8.00 billion drawn on June 6, 2023, P7.00 billion drawn on July 14, 2023, P2.70 billion drawn on September 29, 2023 and P2.30 billion drawn on November 16, 2023 from P25.00 billion Peso Bilateral Unsecured Term Loan; P5.00 billion Peso Bilateral Unsecured Term Loan drawn on March 31, 2023; P5.00 billion Peso Bilateral Unsecured Term Loan drawn on July 14, 2023; P1.50 billion Peso Bilateral Unsecured Term Loan drawn on September 14, 2023 and P5.00 billion Peso Bilateral Unsecured Term Loan drawn on December 13, 2023, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P3.30 billion from P6.00 billion, for P5.00 billion, P8.00 billion, P7.00 billion, P2.70 billion and P2.30 billion from P25.00 billion, for P5.00 billion and for another P5.00 billion; Seven-year Peso Bilateral Unsecured Term Loan for P4.60 billion and for P1.50 billion; and Five-year Peso Bilateral Unsecured Term Loan for P5.00 billion. For the P4.60 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the third anniversary of the Drawdown Date and (ii) the Interest Rate, for the period beginning on the day immediately following the third anniversary of the Drawdown Date until the Maturity Date. For the P3.30 billion from the P6.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the day immediately following the fifth anniversary of the initial Drawdown date until Maturity Date. For the P5.00 billion, P8.00 billion, P7.00 billion, P2.70 billion and P2.30 billion from the P25.00 billion, the applicable interest rate for the Loan shall be: (i) the Initial Interest Rate for the period beginning on the relevant Drawdown Date until the Reset Date and (ii) the Reset Interest Rate, for the period beginning on the day immediately following the Reset Date until the Maturity Date. For the P5.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the Reset Date and (ii) the Reset Interest Rate, for the period beginning on the day immediately following the Reset Date until the Maturity Date. For the P5.00 billion, the applicable interest rate for the Loan shall be the Interest Rate for the period beginning on the relevant Drawdown Date until the Maturity Date. For the P1.50 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the second anniversary of the Drawdown Date and (ii) the Interest Rate, for the period beginning on the day immediately following the second anniversary of the Drawdown Date until the Maturity Date. For the P5.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the day immediately preceding the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the fifth anniversary of the initial Drawdown Date until the Maturity Date.

e. The Group, through NGCP, entered into a P5.90 billion from P20.90 billion Peso Bilateral Unsecured Term Loan drawn on January 10, 2022; P5.00 billion Peso Bilateral Unsecured Term Loan drawn on February 24, 2022, P10.00 billion Peso Bilateral Unsecured Term Loan drawn on April 7, 2022 (P5.00 billion) and July 14, 2022 (P5.0 billion), P3.20 billion Peso Bilateral Unsecured Term Loan drawn on September 9, 2022, P2.70 billion from P6.00 billion Peso Bilateral Unsecured Term Loan drawn on September 20, 2022 (P1.40 billion) and December 12, 2022 (P1.30 billion), and P4.70 billion Peso Bilateral Unsecured Term Loan drawn on November 14, 2022, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P5.90 billion from P20.90 billion, for P5.00 billion, for P10.00 billion, for P3.20 billion, for P2.70 billion from P6.0 billion and Five-year Peso Bilateral Unsecured Term Loan for P4.70 billion. The applicable interest rate for the P5.90 billion from P20.90 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P5.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the fifth anniversary of the Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P10.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P3.20 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the fifth anniversary of the Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P2.70 billion from P6.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the day immediately following the fifth anniversary of the initial Drawdown Date until the Maturity Date. For the P4.70 billion, the applicable interest rate for the Loan shall be the Interest Rate for the period beginning on the Drawdown Date until the Maturity Date.

f. The Group, through NGCP, entered into a P4.00 billion; P5.00 billion; P3.00 billion from P6.00 billion; P5.00 billion, P6.00 billion and P4.00 billion from P20.90 billion; and P2.50 billion Peso Bilateral Unsecured Term Loan which were drawn on February 24, 2021, May 21, 2021, June 21, 2021, July 14, 2021, September 13, 2021, November 9, 2021 and December 16, 2021 respectively, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P4.00 billion; Five-year Peso Bilateral Unsecured Term Loan for P5.00 billion, Ten-year Peso Bilateral Unsecured Term Loan for P3.00 billion from P6.00 billion; Ten-year Peso Bilateral Unsecured Term Loan for P6.00 billion and P4.00 billion from P20.90 billion and Five-year Peso Bilateral Unsecured Term Loan for P2.50 billion drawn as at December 31, 2021. The applicable interest rate for the P4.00 billion Term Loan shall be: (i) the Interest Rate for the period beginning on the Drawdown Date until the fifth anniversary of the Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P5.00 billion, the applicable interest rate shall be the Interest Rate for the period beginning on the Drawdown Date until the Maturity Date. For the P3.00 billion from P6.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P5.00 billion, P6.00 billion and P4.00 billion from P20.90 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P2.50 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the second anniversary of the Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date.

g. The Group, through NGCP, into a P4.20 billion from P7.00 billion, P1.00 billion, P10.00 billion, P3.00 billion from P6.0billion, and P1.00 billion Peso Bilateral Unsecured Term Loan which was drawn on March 10, 2020, April 2, 2020, April 28, 2020, and the last two (2) loans both on July 10, 2020, respectively, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Five-year Peso Bilateral Unsecured Term Loan for P1.00 billion and Ten-year Peso Bilateral Unsecured Term Loan for P10.00 billion and the balance of P4.20 billion from P7.00 billion term loan, Ten-year Peso Bilateral Unsecured Term Loan for P6.00 billion, and Five-year Peso Bilateral Unsecured Term Loan for P1.00 billion drawn as at December 31, 2020. The applicable interest rate for the P1.00 billion Term Loan shall be: (i) the Interest Rate for the period beginning on the Drawdown Date until the second anniversary of the Drawdown Date and (ii) the Interest Rate, for the period beginning on the day immediately following the second anniversary of the Drawdown Date until the Maturity Date whereas the applicable interest rate for the P10.00 billion Term Loan shall be: (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P4.20 billion from P7.00 billion Term Loan, the applicable interest rate shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of such Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the relevant Maturity Date. For the P6.00 billion, the applicable interest rate shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P1.00 billion, the applicable interest rate shall be the Interest Rate for the period beginning on the Drawdown Date until the Maturity Date.

h. The Group, through NGCP, entered into a P5.00 billion, P5.00 billion, P2.00 billion, P15.00 billion and P2.80 billion from P7.00 billion Peso Bilateral Unsecured Term Loan which was drawn on March 29, 2019, June 17, 2019, September 30, 2019, December 5, 2019 and December 10, 2019, respectively, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P5.00 billion, P5.00 billion, P2.00 billion, P15.00 billion and P2.80 billion from P7.00 billion TL drawn as at December 31, 2019. The applicable Interest rate for the first 5-years is based on 5-Yr BVal plus spread. Interest rate shall be reset on the fifth anniversary from the Drawdown Date and shall be applicable for the next 5-years.

i. The Group, through NCGP, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan which was drawn on December 10, 2019, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Five-year Peso Bilateral Unsecured Term Loan for P2.50 billion drawn as at December 31, 2019. The applicable interest rate is based on 5-Yr BVal plus spread.

j. In December 2018, the Group, through NGCP, entered into a P2.00 billion, P1.35 billion and P2.00 billion Peso Bilateral Unsecured Term Loan intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Drawdowns of the P2.00 billion and P1.35 billion loan were made on December 18, 2018, and the remaining P2.00 billion was drawn on January 25, 2019. Terms of these loans include Five-year Peso Bilateral Unsecured Term Loan for P2.00 billion, P1.35 billion and P2.00 billion, of which P3.35 billion has been drawn as at December 31, 2018 and the balance of P2.00 billion has been drawn as at December 31, 2019. Applicable interest rate shall be the Interest Rate for the period beginning on the Drawdown Date until the Maturity Date whereas the other P2.00 billion applicable interest rate shall be: (i) the Interest Rate for the period beginning on the Drawdown Date until the second anniversary of the Drawdown Date and (ii) the Interest Rate, for the period beginning on the day immediately following the second anniversary of the Drawdown Date until the Maturity Date.

k. The Group, through NGCP, entered into a P5.00 billion, P7.00 billion, P3.80 billion and P5.00 billion Peso Bilateral Unsecured Term Loans which was drawn on May 30, 2018, July 10, 2018, September 26, 2018, and October 16, 2018, respectively, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P5.00 billion, P3.80 billion, P7.00 billion and P5.00 billion drawn as at December 31, 2018. The applicable interest rate shall be: (i) the Interest Rate for the period beginning on the Drawdown Date until the Reset Date and (ii) the Reset Interest Rate, for the period beginning the day immediately following the Reset date until Maturity Date where the interest rate means from the Drawdown Date to the Reset Date of the aggregate of (a) the Fixed Rate Margin and (b) the applicable Base Rate.

l. In September 2017, the Group, through NGCP, entered into a P5.00 billion Peso Bilateral Unsecured Term Loan intended to repay the P4.95 billion Peso Term Loan that matured on November 29, 2017. Another P10.00 billion Peso Bilateral Term Loan was availed in December 11, 2017 for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P5.00 billion and P10.00 billion drawn as at December 31, 2017. Interest rate for the first 5-years is based on 5-Yr PDST-R2 plus spread. Interest rate shall be reset on the fifth anniversary from the Drawdown Date and shall be applicable for the next five years.

m. In May 2016, the Group, through NGCP, entered into a P17.00 billion Peso Corporate Note Financing for purposes of financing New Projects or for any other purpose related to carrying out the Concession including, but not limited to, financing capital expenditures and paying the fees and expenses on the Facility. Drawdowns were made in the amount of P4.00 billion, P2.00 billion, and P3.00 billion on July 11, 2016, September 30, 2016, and December 15, 2016, respectively. The balance amounting to P8.00 billion was drawn in March 21, 2017. Terms of these loans include Ten-year, Unsecured Corporate Notes Facility with a consortium of five (5) local banks for P17.00 billion, of which P9.00 billion has been drawn as at December 31, 2016 and the balance of P8.00 billion has been drawn as at December 31, 2017. It bears an interest based on 5-Yr PDST-R2 plus spread and the principal payable beginning on the 12th month from initial issue date and the remaining for eighteen (18) semi-annual installments as a percentage of principal amount of borrowing.

n. In July 2015, the Group, through NGCP, entered into a P15.00 billion Peso Corporate Note Financing for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures and paying the fees and expenses on the Facility. Drawdowns were made in tranches of P5.00 billion, P3.00 billion and P5.00 billion, on July 10, 2015, September 10, 2015, and December 10, 2015, respectively. The balance amounting to P2.00 billion was drawn on March 31, 2016. Terms of these loans include Ten-year, Unsecured Corporate Notes Facility with a consortium of four (4) local banks for P15.00 billion, of which P13.00 billion has been drawn as at December 31, 2015 and the balance of P2.00 billion has been drawn as at December 31, 2016. It bears an interest based on 5-Yr PDST-R2 plus spread and the principal payable beginning on the 12th month from initial issue date and the remaining for eighteen (18) semi-annual installments as a percentage of principal amount of borrowing.

o. In April 2014, the Group, through NGCP, entered into a P21.00 billion Peso Corporate Financing Facility to cover its funding requirements for calendar year 2014 including the financing of maturing obligations and approved capital expenditures. Initial drawdown amounting to P6.00 billion was made on April 10, 2014, to pay off the maturing US Dollar Bridge Loan. The succeeding drawdown of P8.00 billion, P5.00 billion and P2.00 billion were made on July 10, 2014, December 10, 2014 and January 30, 2015, respectively, to cover the funding of the Company's capital expenditures. Terms of these loans include Ten-year, Unsecured Corporate Notes Facility with a consortium of nine (9) local banks for P21.00 billion, of which P19.00 billion has been drawn as at December 31, 2014 and P2.00 billion has been drawn as at December 31, 2015. It bears an interest based on 5-yr PDST-F plus spread and the principal payable beginning on the 12th month from initial issue date and the remaining for eighteen (18) semi-annual installments as a percentage of principal amount of borrowing. Amendment was made effective April 10, 2019. Interest rate from 5-yr PDST-F to 5-yr BVal and noteholders were decreased to four (4).

Interest from these loans amounting to P8.79 billion and P7.63 billion in 2025 and 2024, respectively, were capitalized, with average capitalization rate of 3.52% and 3.47% in 2025 and 2024, respectively, and recognized in Contract Assets under "Intangible asset" in the statements of financial position (see Note 8). Interest expense recognized in profit or loss amounted to P6.59 billion and P5.20 billion for the years end December 31, 2025 and 2024, respectively.

These loan agreements contain, among others, covenants relating to the Concession Agreement and maintenance of certain financial ratios such as the Debt Service Coverage Ratio and Debt-Equity Ratio. As at December 31, 2025 and 2024, the Company is in compliance with the covenants of its debt agreements.

Changes in Liabilities Arising from Financing Activities
The movements and balances of this account are as follows:

	Loans Payable
Balance at January 1, 2025	**P220,182,769,442**
Changes from financing cash flows:	
Proceeds from loans	**53,500,000,000**
Payment of loans payable and debt issue costs	**(24,098,340,000)**
Others - debt issue costs related transactions	**20,131,408**
Total liability related changes	**29,421,791,408**
Balance at December 31, 2025	**P249,604,560,850**

	Loans Payable
Balance at January 1, 2024	P193,508,129,737
Changes from financing cash flows:	
Proceeds from loans	51,500,000,000
Payment of loans payable and debt issue costs	(24,435,340,000)
Others - debt issue costs related transactions	(390,020,295)
Total liability related changes	26,674,639,705
Balance at December 31, 2024	P220,182,769,442

15. Trade and Other Current Payables

This account consists of:

	Note	**2025**	2024
Accounts payable	*24*	**P22,188,096,614**	P26,003,210,161
Accrued expenses	*24*	**12,480,908,628**	5,151,489,880
Due to government agencies and others		**11,420,030,830**	9,910,813,365
Interest payable	*5, 14, 24*	**6,684,290,621**	5,164,403,883
Current portion of lease liability	*22, 24*	**257,533,920**	176,487,462
Franchise tax payable to BIR	*26*	**169,279,182**	142,948,295
		P53,200,139,795	P46,549,353,046

Accounts payable include amounts incurred by the Group for trade-related purchases.

Accrued expenses include accruals on capital expenditures, purchases of materials and supplies, personal services, and other operating services.

Due to government agencies and others include amounts accruing to the ancillary services providers, TRANSCO and PSALM for the ancillary service charges, FIT-ALL and universal charges which are being billed and collected from the Group's customers on behalf of the ancillary service providers, TRANSCO, PSALM and the amount due to SSS, Philhealth, HDMF, withholding taxes and output VAT payable due to BIR. (see Notes 12, 13, 26 and 27).

Interest payable pertains to the interest due in relation to the Deferred Payments of the Concession Fee and interest related to loans payable (see Notes 5, 14 and 24).

Current portion of liability arising from lease is the balance of Financing Lease-Current amounting to P257.53 million and P176.49 million as of December 31, 2025 and 2024, respectively.

16. Other Liabilities

This account consists of:

A. Other Current Liabilities

	Note	**2025**	2024
Retention on contract payments	*24*	**P18,643,835,974**	P16,732,820,551
Advances for construction		**4,365,106,888**	3,751,951,035
Advances from shareholders	*21, 24*	**843,274,843**	843,274,843
Dividends payable	*17*	**32,583,622**	335,493,599
Bidders/suppliers deposits	*24*	**146,514,003**	131,832,105
		P24,031,315,330	P21,795,372,133

B. Other Noncurrent Liabilities

	Note	**2025**	2024
Advances for construction		**P -**	P1,372,396,092
Noncurrent portion of lease liability	*22, 24*	**219,047,374**	339,168,312
Deferred tax liability	*26*	**8,499**	26,267
		P219,055,873	P1,711,590,671

Advances for construction pertains to advances made by third parties particularly generators for the construction of transmission facilities under Section 9 of the EPIRA consistent with the Transmission Development Plan subject to prior authorization by the ERC or for the cost of assets owned by third parties but reclassified as transmissions assets by ERC.

Retention on contract payments pertains to the amounts withheld from payments to contractors which shall be returned to the latter upon final acceptance of the project at the end of warranty period or upon posting by the contractor of warranty security if still within the warranty period.

Bidders'/suppliers' deposits include all amounts received in compliance to specifications of contract bids or to ensure the fulfillment of contracts.

17. Equity

Capital stock consists of:

	Years Ended December 31					
	2025		2024		2023	
	Shares	**Amount**	Shares	Amount	Shares	Amount
Capital Stock						
Authorized - P1 par value per share	**5,300,000,000**	**P5,300,000,000**	5,300,000,000	P5,300,000,000	5,300,000,000	P5,300,000,000
Issued, fully paid and outstanding balance at beginning of year*	**5,265,866,000**	**P5,265,866,000**	5,265,866,000	P5,265,866,000	5,265,866,000	P5,265,866,000
Issued common shares to major shareholders during the year	-	-	-	-	-	-
Issued common shares during FOO	-	-	-	-	-	-
Issued, fully paid and outstanding balance at end of year	**5,265,866,000**	**P5,265,866,000**	5,265,866,000	P5,265,866,000	5,265,866,000	P5,265,866,000
Additional Paid-in Capital						
Additional paid-in capital balance at beginning of year	-	**P88,928,018,694**	-	P88,928,018,694	-	P88,928,018,694
Additional paid-in capital from issued common shares during FOO	-	-	-	-	-	-
Shares issuance costs	-	-	-	-	-	-
Total Paid-up Capital	-	**P88,928,018,694**	-	P88,928,018,694	-	P88,928,018,694

**includes retroactive effect of Share Swap (Note 6)*

As at December 31, 2025, 2024 and 2023, the Parent Company's share offer price is P16.56, P9.80, and P6.55, respectively.

On January 27, 2025, the Parent Company was authorized to transact with Maharlika Investment Corporation (MIC) for the subscription of shares representing approximately 20% equity interest in the Corporation. MIC shall subscribe to convertible preferred shares to be created and issued out of the increase in the authorized capital stock of the Parent Company. As of date, no further developments yet regarding this transaction.

In relation to the Parent Company's Share Purchase Agreement and the stockholders of OTHI and P21, discussed in Note 1, the BOD of the Parent Company approved the increase in the authorized capital stock of the Parent Company from P50.00 million divided into 50.00 million common shares at par value of P1.00 per share to P5.05 billion divided into 5.05 billion common shares at par value of P1.00 per share on November 14, 2019.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was approved by the SEC on May 28, 2021.

On November 10, 2021 SGDPI, under the symbol "SGP", the Parent Company publicly listed its 1,053,500,000 shares from its Follow-On Offering (FOO) on the Philippines Stock Exchange with overallotment option of up to 101,000,000 secondary shares at PHP12.00 per common share.

SGP indirectly controls 60% is the outstanding voting capital stock of NGCP, SGP's sole operating asset with an effective equity interest of 40.20%.

Cash Dividends
On August 10, 2021, the BOD of the Parent Company approved the adoption of the policy to declare dividends equivalent to up to 100% of the prior year's net income after tax based on the Parent Company's audited financial statements as of such year, upon declaration of the BOD and subject to the availability of unrestricted retained earnings and settlement of operational expenses and other relevant taxes , cost and expense required to pay the ordinary course of business and subject to any financing covenants, if applicable.

On September 4, 2025, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 2nd quarter of 2025 totaling to P1.83 billion. These cash dividends were paid to shareholders of record as of September 18, 2025 on September 25, 2025.

On November 27, 2025, the BOD of the Company approved the declaration of P0.3474 cash dividends per share for the 4th quarter of 2025 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of December 12, 2025 on December 19, 2025.

In 2025, the BOD of OTHI approved the declaration of cash dividends amounting to P2.12 billion to all shareholders of record as of date of the meeting.

In 2025, the BOD of P21 approved the declaration of cash dividends amounting to P2.12 billion to all shareholders of record as of date of the meeting.

For the year ended December 31, 2025, the BOD of NGCP approved the declaration of cash dividends amounting to P8.00 billion to all shareholders of record as of date of the meeting. Of the total amount declared, P2.90 billion pertains to the share of the Parent Company which is eliminated during consolidation.

On April 8, 2024, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 1st quarter of 2024 totaling to P1.83 billion. These cash dividends were paid to shareholders of record as of April 26, 2024 on May 10, 2024.

In 2024, the BOD of OTHI approved the declaration of cash dividends amounting to P1.06 billion to all shareholders of record as of date of the meeting.

In 2024, the BOD of P21 approved the declaration of cash dividends amounting to P1.05 billion to all shareholders of record as of date of the meeting.

For the year ended December 31, 2024, the BOD of NGCP approved the declaration of cash dividends amounting to P4.00 billion to all shareholders of record as of date of the meeting. Of the total amount declared, P1.45 billion pertains to the share of the Parent Company which is eliminated during consolidation.

On March 8, 2023, the BOD of the Parent Company approved the declaration of P0.1737 cash dividends per share for the 1st quarter of 2023 totaling to P914.68 million. These cash dividends were paid to shareholders of record as of March 23, 2023 on April 13, 2023.

On June 21, 2023, the BOD of the Parent Company approved the declaration of P0.1737 cash dividends per share for the second quarter of 2023 totaling to P914.68 million. These cash dividends were paid to shareholders of record as of July 6, 2023 on July 21, 2023.

In 2023, the BOD of OTHI approved the declaration of cash dividends amounting to P1.08 billion to all shareholders of record as of date of the meeting.

In 2023, the BOD of P21 approved the declaration of cash dividends amounting to P1.08 billion to all shareholders of record as of date of the meeting.

For the year ended December 31, 2023, the BOD of NGCP approved the declaration of cash dividends amounting to P4.00 billion to all shareholders of record as of date of the meeting. Of the total amount declared, P1.45 billion pertains to the share of the Parent Company which is eliminated during consolidation.

On March 23, 2022, the Board of Directors of the Parent Company approved the declaration of P0.22 dividend /share for the first quarter of 2022 totaling to P1.16 billion. These cash dividends were paid to shareholders of record as of April 6, 2022 on April 22, 2022.

On June 22, 2022, the Board of Directors of the Parent Company approved the declaration of P0.26 dividend /share for the second quarter of 2022 totaling to P1.37 billion. These cash dividends were paid to shareholders of record as of July 6, 2022 on July 22, 2022.

On September 21, 2022, the Board of Directors of the Parent Company approved the declaration of P0.26 dividend /share for the third quarter of 2022 totaling to P1.37 billion. These cash dividends were paid to shareholders of record as of October 5, 2022 on October 19, 2022.

On December 7, 2022, the Board of Directors of the Parent Company approved the declaration of P0.26 cash dividend /share for the fourth quarter of 2022 totaling to P1.37 billion. These cash dividends were paid to shareholders of record as of December 22, 2022 on January 13, 2023.

In 2022, the BOD of OTHI approved the declaration of cash dividends amounting to P3.32 billion to all shareholders of record as of date of the meeting.

In 2022, the BOD of P21 approved the declaration of cash dividends amounting to P3.32 billion to all shareholders of record as of date of the meeting.

For the year ended December 31, 2022, the BOD of NGCP approved the declaration of cash dividends amounting to P12.00 billion to all shareholders of record as of date of the meeting. Of the total amount declared, P7.20 billion pertains to the share of the Parent Company which is eliminated during consolidation.

Total dividends paid amounted to P8.08 billion, P3.65 billion and P5.36 billion in 2025, 2024 and 2023, respectively.

As of December 31, 2025 and 2024, dividends payable from the above declaration amounted to P32.58 million and P335.49 million, respectively.

Retained Earnings
The retained earnings of the Group include the accumulated earnings in subsidiaries not available for declaration as dividends until declared by the respective investee. Retained earnings includes unbilled ERC approved NGCP's 4th Regulatory Period Revenue Reset (2016-2022) Under Recovery of PhP28.30 billion to be implemented over a period of eighty-four (84) months or until such time that the approved amount have been fully recovered, the unbilled revenue for January to June 2025 amounting to P2.73 billion, under-recovery for the years 2023 and 2024 amounting to P13.26 billion, unrecovered Depreciation amounting to P1.62 billion and 2015 PIS amounting to P0.90 billion (see Notes 20 and 27).

18. Earnings Per Share

Basic and diluted earnings per share at December 31 are computed as follows:

	Note	**2025**	2024	2023
(a) Net income attributable to Equity holders of the Parent Company		**P20,159,916,964**	P7,884,429,113	P10,645,372,151
Issued common shares at January 1*		**5,265,866,000**	5,265,866,000	5,265,866,000
Weighted average number of issued common shares to major shareholders during the year	*1*	**-**	-	-
Weighted average number of issued common shares during FOO	*1*	**-**	-	-
(b) Weighted average common shares outstanding		**5,265,866,000**	5,265,866,000	5,265,866,000
Basic/Diluted earnings per share (a/b)		**P3.83**	P1.50	P2.02

**includes retroactive effect of Share Swap (Note 6)*

As at December 31, 2025 and 2024, the Group does not have any potential common shares or other instruments that may entitle the holder to common shares. Consequently, diluted earnings per share is the same as basic earnings per share in December 31, 2025, 2024 and 2023.

19. Segment Reporting

The Group operates through its transmission services across Luzon, Visayas and Mindanao. The Group's results of operations are reviewed by Management on a monthly basis to make decisions and to assess the Group's financial performance and financial position, and for which discrete information is available.

Accordingly, management has assessed that the Group is considered as a single business/operating segment and, hence, there are no operating segments required to be disclosed under PFRS 8*, Operating Segments,* except the revenue per geographical areas and electric power industry participants disclosed in Note 20. There is no reliance on a single major customer.

20. Revenues

This account at December 31 consists of:

	2025	2024	2023
Transmission services	**P58,100,010,000**	P51,471,173,513	P51,471,140,608
Regulatory true-up for under recoveries	**25,573,536,668**	-	-
Connection and residual sub-transmission services	**1,538,333,569**	1,542,914,405	1,528,640,099
	P85,211,880,237	P53,014,087,918	P52,999,780,707

Transmission services pertains to service charges for the use of the transmission facilities under the Concession Agreement where power delivery, system operation and metering services are provided by the Group.

The regulatory true-up for under-recoveries refers to the recognition of ERC approved recoupment pertaining to the years 2016 to 2022. The recognition of regulatory true-up for under-recoveries in calendar year 2025 followed the approval from the ERC, given the substantive nature of ERC's approval in resolving NGCP's 4th Regulatory Period Revenue Reset Application for its MAR for the 4th RP. NGCP's application was decided through the promulgation of ERC Case No. 2022-089 RC last July 7, 2025 resolving that NGCP is entitled to recover under-recoveries as specified on NGCP 4th RP FD. Receivables from regulatory true up for under-recoveries was recognized as part of "Accrued power receivables" (see Notes 2 and 12).

For the period ended December 31, 2025, the transmission services is based on the P58.10 billion ERC approved MAR following ERC's issuance of its Decision and the Final Determination (FD) on NGCP's 4th Regulatory Period Revenue Reset Application on July 7, 2025 as well as the posting of ERC's Explainer on its website on July 18, 2025 and includes the differential between the unbilled incremental iMAR 2020 for years 2020, 2021, four (4) months of 2022 and PIS of P883.06 million and the under recovery based on ERC approved 4th RP Final Determination (2016-2022) dated April 11, 2025 amounting to P9.79 billion, under-recovery for the years 2023 and 2024 amounting to P13.26 billion, Depreciation amounting to P1.62 billion and PIS of P0.90 billion.

For the period ended December 31, 2024, transmission service is based on the P51.47 billion iMAR approved by ERC in an order dated March 23, 2022.

Connection charges are charges to recover the reasonable costs associated with connecting the transmission customers' facilities to the transmission providers' facilities. Residual sub-transmission charges are charges to recover the reasonable costs associated with sub-transmission assets that are not otherwise recovered through the connection charge.

In the following table, revenue is disaggregated by geographical market and electric power industry participants.

2025:

	Transmission Services	Connection and Residual Sub-transmission Services	Total
Luzon	**P65,595,194,914**	**P835,547,610**	**P66,430,742,524**
Distribution utilities	**P39,773,145,581**	**P761,192,166**	**P40,534,337,747**
Generators	**692,941,225**	**5,702,188**	**698,643,413**
Directed connected	**723,814,750**	**68,653,256**	**792,468,006**
Accrual of unbilled MAR differential for 2025	**2,053,555,500**	**-**	**2,053,555,500**
Regulatory true-up for under recoveries	**22,351,737,858**	**-**	**22,351,737,858**
Visayas	**P8,822,609,655**	**P253,815,991**	**P9,076,425,646**
Distribution utilities	**P6,389,878,043**	**P241,067,873**	**P6,630,945,916**
Generators	**152,601,260**	**29,790**	**152,631,050**
Directed connected	**182,965,138**	**12,718,328**	**195,683,466**
Accrual of unbilled MAR differential for 2025	**246,937,146**	**-**	**246,937,146**
Regulatory true-up for under recoveries	**1,850,228,068**	**-**	**1,850,228,068**
Mindanao	**P9,255,742,099**	**P448,969,968**	**P9,704,712,067**
Distribution utilities	**P7,184,637,729**	**P441,269,881**	**P7,625,907,610**
Generators	**166,034,969**	**-**	**166,034,969**
Directed connected	**103,534,581**	**7,700,087**	**111,234,668**
Accrual of unbilled MAR differential for 2025	**429,964,078**	**-**	**429,964,078**
Regulatory true-up for under recoveries	**1,371,570,742**	**-**	**1,371,570,742**
December 31, 2025 Total	**P83,673,546,668**	**P1,538,333,569**	**P85,211,880,237**

2024:

	Transmission Services	Connection and Residual Sub-transmission Services	Total
Luzon	P38,310,001,007	P839,069,164	P39,149,070,171
Distribution utilities	P37,074,274,814	P763,800,978	P37,838,075,792
Generators	506,814,090	5,702,184	512,516,274
Directed Connected/Non-DUs	728,912,103	69,566,002	798,478,105
Visayas	P6,176,535,971	P251,875,528	P6,428,411,499
Distribution utilities	P5,817,304,393	P239,127,410	P6,056,431,803
Generators	144,741,718	29,790	144,771,508
Directed Connected/Non-DUs	214,489,860	12,718,328	227,208,188
Mindanao	P6,984,636,535	P451,969,713	P7,436,606,248
Distribution utilities	P6,700,794,732	P444,269,626	P7,145,064,358
Generators	193,628,270	-	193,628,270
Directed Connected/Non-DUs	90,213,533	7,700,087	97,913,620
December 31, 2024 Total	P51,471,173,513	P1,542,914,405	P53,014,087,918

2023:

	Transmission Services	Connection and Residual Sub-transmission Services	Total
Luzon	P38,309,973,403	P830,126,577	P39,140,099,980
Distribution utilities	P36,707,039,208	P755,861,561	P37,462,900,769
Generators	436,678,759	5,605,302	442,284,061
Directed Connected/Non-DUs	1,166,255,436	68,659,714	1,234,915,150
Visayas	P6,176,535,020	P251,168,833	P6,427,703,853
Distribution utilities	P5,710,936,417	P238,637,309	P5,949,573,726
Generators	199,212,495	29,284	199,241,779
Directed Connected/Non-DUs	266,386,108	12,502,240	278,888,348
Mindanao	P6,984,632,186	P447,344,688	P7,431,976,874
Distribution utilities	P6,782,844,623	P439,729,922	P7,222,574,545
Generators	105,530,159	-	105,530,159
Directed Connected/Non-Dus	96,257,404	7,614,766	103,872,170
December 31, 2023 Total	P51,471,140,609	P1,528,640,098	P52,999,780,707

Based on the ERC-promulgated Transmission Wheeling Rate Guidelines (TWRG) of May 2003, amended in 2009 as the Rules for Setting the Transmission Wheeling Rates (RTWR), the Group is regulated under a performance-based regulation (PBR) revenue cap methodology.

During the reset process, the ERC makes a determination of the annual revenue requirements (ARR) of the transmission business as well as the price control arrangements that will apply during the regulatory period.

The Fourth Regulatory Period (4th RP) reset process for the transmission business under the PBR has been delayed. Under the RTWR, the Group would have filed its revenue application for the 4th RP covering the periods of 2016 to 2020 in 2015. To bridge the gap, on October 2, 2015, the Group filed an Application for the Approval of an Interim Maximum Annual Revenue for 2016 ($iMAR_{2016}$) in the amount of P45.29 billion.

In an Order dated January 21, 2016, the ERC provisionally approved an $iMAR_{2016}$ of P41.65 billion. Subsequently, the Group filed a Motion for Reconsideration dated February 24, 2016 and an Omnibus Motion dated December 6, 2016.

As resolution of the foregoing, the ERC issued an Order dated December 19, 2016, authorizing NGCP to implement an adjusted $iMAR_{2016}$ of P43.79 billion. Further, the ERC directed that the difference between the provisionally-approved $iMAR_{2016}$ of P41.65 billion and the approved iMAR of P43.79 billion, in the amount of P2.14 billion, be collected by NGCP in 2017 (see Note 27).

Furthermore, the same Order provides that NGCP is authorized to continuously bill its transmission customers using an adjusted iMAR of P43.79 billion for the succeeding regulatory years until the ERC's issuance of the Final Determination for the 4th RP, thus the billing of an iMAR of P43.79 billion in 2018 and 2019.

On October 29, 2019, NGCP filed an Application with the ERC for the Approval of an Interim Maximum Annual Revenue for Calendar Year 2020 ($iMAR_{2020}$) in the amount of P58,846 million, docketed as ERC Case No. 2019-086RC. Subsequently, the ERC, in its Order dated February 13, 2020, granted NGCP a provisional authority to implement an $iMAR_{2020}$ in the amount of P47.05 billion effective April 2020 billing month. Billing of the incremental revenue, however, has been deferred in consideration of the situation brought about by the Corona Virus Disease 2019 (COVID-19) pandemic.

Following the easing of quarantine arrangements, NGCP gradually billed portion of the $iMAR_{2020}$ differential in the total amount of P300 million for both billing months of July and August 2020. However, in September 2020, the ERC directed the suspension of the billing of the $iMAR_{2020}$ providing among others that the demand forecast used in the determination are no longer valid and would need to be re-assessed. In compliance with the Order issued in September 2020, NGCP discontinued the billing resulting in an unbilled $iMAR_{2020}$ differential in the amount of P2.96 billion.

In compliance with the ERC's directive during the September 24, 2020, public hearing and with the ERC's Order dated October 23, 2020 which was received by NGCP on October 29, 2020, NGCP submitted the following information to the ERC in December 2020 to substantiate the proposed $iMAR_{2020}$.

a. Reconciliation of the actual CAPEX with NGCP's Financial Statements;
b. Actual and Forecast Billing Determinant for CY 2019-2021;
c. NGCPs Actual and Forecasted CAPEX for 2011 to 2020 (Updated);
d. Percentage Completion of ERC-approved CAPEX Projects under/outside of the 3rd Regulatory Period Final Determination, as at October 2020;
e. Indicative 2020 Transmission Rate; and
f. Possible approach on the collection of unbilled portions of the ERC-approved $iMAR_{2020}$ in the forthcoming year of 2021.

ERC issued a subsequent Order dated December 15, 2020, directing NGCP to submit the following additional information in support of its $iMAR_{2020}$ Application and which was submitted by NGCP on January 28, 2021, as follows:

a. Updated Actual Demand for Year 2020;
b. Detailed Analysis and Basis of the Forecast Demand for Year 2021;
c. Updated Rate Movement on a Per kW and per kWh as at December 2020;
d. Updated Actual and Forecast CAPEX for Calendar Years 2011 to 2020;
e. Estimated Demand Data particularly for the Battery Energy Storage System (BESS) and transmission services to the Kalayaan Pumped Storage Power Plant (KPSPP) which NGCP included in the said forecast; and
f. Load Billing Determinant with and without BESS and KPSPP.

Relative to the directives of the ERC on the $iMAR_{2020}$ Application, NGCP submitted Compliances with Motion dated December 3, 2020 and January 28, 2021, which prayed for, among others, the confirmation from ERC that the approved $iMAR_{2020}$ level shall be implemented continuously until a new MAR is issued, or until the issuance of a Final Determination for the succeeding regulatory period, whichever is earlier. As at report date, the ERC is yet to issue its resolution on said Compliances.

Given the significant recovery of the demand and energy consumption in the country in 2021, in contrast with the recorded data in 2020, NGCP deemed that the circumstances surrounding the issuance of the July 28, 2020 Order no longer exist and that there are justifiable grounds to lift the said Order. Hence, the filing of the Reiteratory Motion in October 2021 praying for the following:

a. lifting the July 28, 2020 Order;
b. allowing NGCP to recover the deferred 2020 iMAR on top of the current iMAR and iMAR for 2022, to be implemented starting October 2021 to March 2022 billing period;
c. allowing NGCP to recover the unbilled 2021 iMAR on top of the iMAR for 2022, to be implemented from April 2022 to December 2022;

d. confirming that the approved iMAR2020 level of P47.05 billion shall be implemented continuously until a new MAR is issued, or until the issuance of the Final Determination for the succeeding regulatory period, whichever is earlier.

As at December 31, 2021, management assessed that the suspension order merely defers the implementation of the P47.05 billion, and that there is no other ERC issuance or directive that states otherwise (i.e., that revenue has been modified), similar to the practice adopted by the industry.

On January 17, 2022, NGCP submitted its compliance to the January 5, 2022, ERC Order to submit documents to facilitate the final evaluation of the application, which was received by NGCP on January 7, 2022, more specifically on the following:

a. Latest actual demand for CY 2021 and forecast demand for 2022 onwards, including economic indicators demand justification; and
b. Latest actual Capital Expenditure (CAPEX) for CYs 2011 to 2021 (including, but not limited to, Disbursement and Percent Completion as of December 2021) and forecast CAPEX for CY 2022)

On April 29, 2022, the ERC promulgated an Order dated March 23, 2022, resolving the iMAR2020 Application and approving an iMAR2020 of P51.47 billion effective January 2020 until a new transmission revenue has been determined.

Starting May 2022 Billing Period, NGCP has already implemented the billing based on the PhP51.47 billion iMAR pursuant to the 23 March 2022 Order of the ERC.

On June 8, 2022, in compliance with the direction of the Commission, NGCP submitted to ERC its Compliance dated June 2, 2022, on NGCP's proposed manner of recovery of the unbilled $IMAR_{2020}$ for the years 2020, 2021 and four (4) months of 2022, for the total amount of P17,62 billion, starting September 2022 to 2024.

On March 10, 2023, NGCP filed its Motion (To Approve Implementation of Recovery Scheme) reiterating its prayer for the approval of the billing and recovery of the unbilled iMAR for 2020 under a new proposed recovery scheme, i.e., from May 2023 to April 2024.

On May 17, 2023, NGCP filed an Urgent Reiteratory Motion to Resolve with the ERC on the implementation of the new proposed recovery scheme. Subsequently, on June 22, 2023, NGCP once again filed a Reiteratory Motion with Motion to Resolve on the billing and recovery of the unbilled iMAR for 2020 in accordance with the same proposed recovery scheme.

On September 12, 2023, October 10, 2023, June 5, 2024 and March 11, 2025, NGCP filed Reiteratory Motions with Motion to Resolve for the immediate issuance of an Order approving the billing and recovery of the CY 2020 unbilled iMAR.

To date, NGCP is yet to receive ERC's resolution on NGCP's proposed manner of recovery of the unbilled iMAR2020 for the years 2020, 2021, and four (4) months of 2022.

On July 7, 2025, NGCP received the ERC Decision and Final Determination on NGCP's 4th Regulatory Period Revenue Reset Application. In the said Decision, the ERC approved NGCP's 2016-2022 Annual Revenue Requirement (ARR) in the amount of P335.79 billion. The ERC also directed NGCP to collect, as a separate line item in the power bill of transmission customers, an Under Recovery of P28.30 billion, with an equivalent rate of P0.0384/kWh, to be implemented over a period of approximately eighty-four (84) months or until such time that the said amount shall have been fully recovered. NGCP was further directed to accomplish and submit a report based on the prescribed format from the ERC on or before the 30th day of the following month until such time that the amount of under recovery shall have been fully collected.

Following ERC's issuance of its Decision and the Final Determination on NGCP's 4th Regulatory Period Revenue Reset Application on July 7, 2025 as well as the posting of ERC's Explainer on its website on July 18, 2025, ERC has authorized NGCP to bill the P58.10 billion as its MAR for 2025 and the "Under-recovery 2016-2022" of P28.30 billion with the fixed rate of PhP0.0384/kWh to be collected in 84 months or until such time the amount is fully recovered.

NGCP commenced the billing of the authorized MAR and the "Under-recovery 2016-2022" to Transmission Customers effective July 2025 billing month (or June 26 to July 25, 2025), which was then billed by Distribution Utilities (DUs) to their customers in August 2025.

In the ERC Decision on ERC Case No. 2023-025RC on *NGCP's Application for the Approval of the Maximum Annual Revenue for the 5th Regulatory Period (5th RP) covering the years 2023 to 2027*, which was promulgated on 30 January 2026, the ERC approved NGCP's Annual Revenue Requirement (ARR) covering 2023 to 2027 in the total amount of P374.98 billion or a total Smoothed Maximum Allowable Revenue (SMAR) of P376.42 billion. Furthermore, NGCP was directed by the ERC to implement the MAR for RY 2023 in the amount of P63.45 billion starting 01 August 2026 until otherwise directed by the ERC.

21. Related Party Disclosures

Relationship with Related Parties	Year	*Note*	Amount of Transaction (in Millions)	Outstanding Balance (in Millions)	Terms and Conditions	
Companies with the Same BOD						
▪ PGAI	**December 31, 2025**	*a*	**P241.57**	**P51.12**	On demand;	Unsecured
	December 31, 2024	*a*	191.32	2.44	non-interest	
	December 31, 2023	*a*	775.64	1.58	bearing	
▪ SMDC	**December 31, 2025**	*b*	**-**	**-**		
	December 31, 2024	*b*	3.85	-		
	December 31, 2023	*b*	-	-		
Shareholders	**December 31, 2025**	*c*	**-**	**843.27**	On demand;	Unsecured
	December 31, 2024	*c*	-	843.27	non-interest	
	December 31, 2023	*c*	-	843.27	bearing	
Key Management Personnel						
▪ Short-term benefits	**December 31, 2025**	*d*	**459.46**	**-**		
	December 31, 2024	*d*	424.04	-		
	December 31, 2023	*d*	418.82	-		
▪ Post-employment benefits	**December 31, 2025**	*d*	**38.43**	**-**		
	December 31, 2024	*d*	30.82	-		
	December 31, 2023	*d*	30.07	-		
	December 31, 2025			**P894.39**		
	December 31, 2024			P845.71		
	December 31, 2023			P844.85		

a. The Group, through NGCP, has related party transactions with Prudential Guaranty Assurance, Inc. (PGAI) amounting to P241.57 million, P191.32 million, and P775.64 million on 2025, 2024 and 2023, respectively, representing insurance premiums. The outstanding insurance payable to PGAI amounting to P51.12 million and P2.44 million as of December 31, 2025 and 2024, respectively, are recorded under the “Trade and other current payables” account in the consolidated statements of financial position. This pertains to motor vehicle insurance, aviation, commercial general liability insurance, PGA protect, motor comprehensive, industrial all risk, engineering electronic equipment insurance and warehouse insurance in nature (see Note 15).

b. The Group, through NGCP, also has existing lease agreement for parking space with SM Development Corporation (SMDC) amounting to nil, P3.85 million and nil in 2025, 2024 and, 2023. There was no outstanding balance payable to SMDC amounting as of December 31, 2025 and 2024, which are recorded under the “Trade and other current payables” account in the consolidated statements of financial position (see Note 15).

c. As at and December 31, 2025 and 2024, Group, through P21, has outstanding payables to its stockholders amounting to P843.27 million, which are included under “Other current liabilities” account in the consolidated statements of financial position. These payables were obtained for working capital requirements and part of these payables were used to pay for CHPC’s professional fees and other various expenses and liabilities. These payables are non-interest bearing, payable on demand and will be settled in cash. On September 23, 2021, the Parent Company paid its outstanding advances from its two major stockholders amounting to P250.05 million which was used by the Group as its source of fund in relation to the share swap transactions (see Note 16).

d. Total remunerations of key management personnel which represent short-term benefits in 2025, 2024 and 2023 amounted to P459.46 million, P424.04 million and P418.82 million respectively. Total key management compensation relating to post-employment benefits in 2025, 2024 and 2023 amounted to P38.43 million, P30.82 million and P30.07 million, respectively.

   Short-term benefits are consist of salaries, terminal leave, 13th month/bonus and other statutory contributions to Social Security System (SSS), Philippine Health Insurance Corporation (Philhealth, Home Development Mutual Fund (commonly known as the Pag-IBIG Fund).

   Post-employment benefits consist of Retirement Benefits, under Republic Act No. 7641, The Retirement Pay Law (the "Act") which provides compulsory retirement at the age of sixty-five (65) or upon optional retirement at the age of sixty (60) or more but not more than sixty-five (65) with at least five (5) years in service. The retirement benefits as required by the Act are equivalent to 22.5 days for every year of service, a fraction of at least six (6) months being considered as one (1) whole year. The 22.5 days shall be defined as follows:

   One half month (15 days) plus one-twelfth (1/12) of the 13th month pay and the cash equivalent of 5 days of service incentive leaves.

   Amounts owed to related parties will be settled in cash.

22. Leases

Leases as Lessee

The Group, through NGCP, leases vehicles, parking lots and office spaces. The leases typically run for a period of five (5) years. Some leases include an option to renew the lease for an additional five years after the end of the non-cancellable lease period. Some leases provide for additional rent payments that are based on change in local price indices.

The Group leases other vehicles, printers and copiers which are short term and/or leases of low-value items. The Group has elected not to recognize right-of-use assets and lease liabilities for these leases.

Information about leases for which the Group is a lessee is presented below.

Right-of-Use Assets

	2025	2024
Balance at January 1	**P503,020,399**	P376,334,751
Additions	**244,701,222**	370,274,963
Retirements/disposals	**(396,532)**	-
Depreciation for the year	**(297,243,557)**	(243,589,315)
Balance at December 31	**P450,081,532**	P503,020,399

Depreciation is recorded as part of "Depreciation Expense" in the consolidated statements of income.

The Group classified its lease liability as part of "Trade and other current payables" and "Other noncurrent liabilities" in the consolidated statements of financial position as follows:

	2025	2024
Balance at beginning of year	**P515,655,774**	P401,026,666
Additions	**244,701,222**	370,274,963
Retirement	**(396,532)**	-
Lease payments inclusive of interest payments	**(321,750,597)**	(281,155,073)
Interest expense	**38,398,049**	25,434,977
Adjustments	**(26,622)**	74,241
Balance at end of year	**P476,581,294**	P515,655,774

Adjustments on the lease liability is due to recomputation of present value due to change in monthly amortization in the contract.

Expenses relating to short-term leases amounted to P103.04 million and P114.37 million in 2025 and 2024, respectively, were recorded as part of "Rent" in the statements of comprehensive income.

The Group had total cash outflows for the above leases amounting to P424.79 million and P395.53 million in 2025 and 2024, respectively.

The following table sets out a maturity analysis of lease payments, showing undiscounted and discounted lease payments to be made after the reporting date:

December 31, 2025	**Future Minimum Lease Payments**	**Interest**	**Present Value of Minimum Lease Payments**
Less than one year	**P278,686,461**	**P21,152,541**	**P257,533,920**
Between one and five years	**236,882,039**	**17,834,665**	**219,047,374**
	P515,568,500	**P38,987,206**	**P476,581,294**

December 31, 2024	Future Minimum Lease Payments	Interest	Present Value of Minimum Lease Payments
Less than one year	P203,102,162	P26,614,700	P176,487,462
Between one to five years	371,139,791	31,971,479	339,168,312
	P574,241,953	P58,586,179	P515,655,774

23. Retirement Benefits

As at December 31, 2025 and 2024, the Group, through NGCP has funded, noncontributory defined benefit retirement plan covering all its regular employees. The current service cost and the present value of obligations were derived on the basis of the projected unit credit method.

The latest actuarial valuation report of the Group is dated January 30, 2026 for the year ended December 31, 2025.

Salient Provisions of the Retirement Plan
The plan provides retirement benefits under Republic Act No. 7641 (the Act) upon compulsory retirement at the age of sixty-five (65) or upon optional retirement at age sixty (60) or more but not more than age sixty-five (65) with at least five (5) years in service. The benefits as required by the Act are equivalent to 22.5 days for every year of service, a fraction of at least six (6) months being considered as one (1) whole year. The 22.5 days shall be defined as follows: One half month (15 days) plus one-twelfth (1/12) of the 13th month pay and the cash equivalent of 5 days of service incentive leaves.

Funding Arrangements
The Group, through NGCP's Compensation Committee, in a meeting on February 26, 2014, approved the establishment of the Employee Retirement Plan in compliance with Republic Act No. 7641. On December 22, 2014, the retirement fund has been established by the Group. Benefit claims under the retirement obligation are paid directly by the Group when they become due.

The following table shows a reconciliation of the net defined benefit retirement liability and its components:

	Fair Value of Plan Assets		Present Value of Defined Benefit Obligation		Net Defined Benefit Retirement Liability	
	2025	2024	**2025**	2024	**2025**	2024
Balance at beginning of year	**P378,928,198**	P356,262,162	**P3,331,223,247**	P2,973,532,565	**P2,952,295,049**	P2,617,270,403
Recognized in Profit or Loss and Statement of Financial Position						
Service costs	**-**	-	**248,996,145**	234,049,158	**248,996,145**	234,049,158
Interest expense	**-**	-	**203,204,618**	181,385,486	**203,204,618**	181,385,486
Interest income	**23,114,620**	21,731,992	**-**	-	**(23,114,620)**	(21,731,992)
	23,114,620	21,731,992	**452,200,763**	415,434,644	**429,086,143**	393,702,652
Recognized in Other Comprehensive Income						
Remeasurements:						
Actuarial losses (gains) arising from:						
Experience adjustments	**-**	-	**57,637,635**	108,406,205	**57,637,635**	108,406,205
Changes in financial assumptions	**-**	-	**(78,834,420)**	-	**(78,834,420)**	-
Return (loss) on plan asset excluding interest	**(1,039,128)**	934,044	**-**	-	**1,039,128**	(934,044)
	(1,039,128)	934,044	**(21,196,785)**	108,406,205	**(20,157,657)**	107,472,161
Others						
Contributions	**160,754,463**	166,150,167	**-**	-	**(160,754,463)**	(166,150,167)
Benefits paid	**(160,754,463)**	(166,150,167)	**(160,754,463)**	(166,150,167)	**-**	-
	-	-	**(160,754,463)**	(166,150,167)	**(160,754,463)**	(166,150,167)
Balance at end of year	**P401,003,690**	P378,928,198	**P3,601,472,762**	P3,331,223,247	**P3,200,469,072**	P2,952,295,049

Plan assets consist of the following:

	2025	2024
Deposits in banks	**0.02%**	0.02%
Debt securities	**74.12%**	72.86%
Equity securities	**24.08%**	23.29%
Investment in unit investment trust fund	**0.72%**	2.83%
Other assets	**1.06%**	1.00%
	100%	100%

The retirement benefits cost under “Salaries, wages and employees’ benefits” in the consolidated statements of income is recognized as follows:

	2025	2024
Current service cost	**P214,136,685**	P201,282,276
Interest cost	**174,755,971**	155,991,518
Interest Income of plan asset	**(19,878,573)**	(18,689,513)
	P369,014,083	P338,584,281

The retirement benefits cost under “Intangible asset - net” in the consolidated statements of financial position is recognized as follows:

	2025	2024
Current service cost	**P34,859,460**	P32,766,882
Interest cost	**28,448,647**	25,393,968
Interest income of plan asset	**(3,236,047)**	(3,042,479)
	P60,072,060	P55,118,371

Actuarial Assumptions

The following are the principal actuarial assumptions at the reporting date (expressed as percentages under weighted averages):

	2025	2024
Discount rate	**6.40%**	6.10%
Future salary growth	**5.00%**	5.00%

Assumptions regarding future mortality have been based on published statistics and mortality tables.

The mortality and the disability rate used in the valuation were based on 100% of the 1985 Unisex Annuity Table and 100% of the 1952 Disability Table, respectively. The discount rate assumed was based on single-weighted present value approach using bootstrapped-derived zero rates from BVAL index.

The weighted average duration of the defined benefit liability as at December 31, 2025 and 2024 is 11 years.

Assumptions and Relevant Information

Sensitivity Analysis

The calculation of the defined benefit obligation is sensitive to the assumptions set out above. The following table summarizes how the impact on the defined benefit obligation at the end of the reporting period would have increased (decreased) as a result of a change in the respective assumptions by 1%.

	December 31, 2025	
	1% Increase	**1% Decrease**
Discount rate	**(P239,035,324)**	**P277,290,613**
Salary increase rate	**258,138,155**	**(226,451,234)**

	December 31, 2024	
	1% Increase	1% Decrease
Discount rate	(P230,768,076)	P268,419,696
Salary increase rate	249,887,076	(218,769,587)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

This defined benefit plan exposes the Group to actuarial risks, such as interest rate risk, longevity and salary risk.

The Group plans to make additional funding in 2026, subject to the approval of the Management.

24. Financial Instruments

The accounting policies for financial instruments classified under loans and receivables have been applied to the line items below:

	Note	**2025**	2024
Current assets:			
Cash and cash equivalents	*11*	**P7,417,039,664**	P8,962,528,586
Accrued power receivables	*12*	**7,882,487,792**	735,612,165
Power receivables	*12*	**5,394,987,968**	4,468,438,966
Due from customers	*12*	**9,179,531,286**	7,124,141,542
Restructured power receivables	*12*	**52,512,497**	11,666,554
Interest receivable	*12*	**2,622,306**	3,507,901
Due from officers and employees and other receivables	*12*	**226,776,493**	229,503,291
Total current financial assets		**30,155,958,006**	21,535,399,005
Noncurrent assets:			
Accrued power receivables		**37,569,726,624**	18,507,913,333
Restructured power receivables		**138,196,142**	1,496,372,425
Power receivables		**1,246,491,182**	126,594,475
Due from customers		**694,668,981**	439,437,957
Other noncurrent account receivable		**1,189,155,736**	1,412,909,900
Total noncurrent financial assets	*12*	**40,838,238,665**	21,983,228,090
Total financial assets		**P70,994,196,671**	P43,518,627,095

Details of movements of allowance for impairment losses are as follows:

	2025	2024
Balance at beginning of year	**P2,136,138,659**	P2,071,468,659
Provision for impairment losses on receivables during the year	**64,670,000**	64,670,000
Balance at end of year	**P2,200,808,659**	P2,136,138,659

Trade and other current payables, concession fee payable, loans payable, customers' and other deposits and other current liabilities in the consolidated statements of financial position as at December 31, 2025 and 2024 are designated as other financial liabilities. Except for concession fee payable and loans payable, the balances disclosed are the contractual undiscounted cash flows which equal their carrying amounts, as the impact of discounting is not significant.

Financial Risk Management

The Group's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. Taking risk is core to the financial business, and the operational risks are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimize potential adverse effects on the Group's financial performance.

The Group's BOD has overall responsibility for the establishment and oversight of the Group's risk management framework. The BOD has delegated to management the responsibility of developing and monitoring the Group's risk management policies.

The Group's risk management policies are designed to identify and analyze these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practices.

The BOD oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Group has exposure to the following risks from its use of financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risks, and the Group's management of capital.

Credit Risk
Credit risk represents the risk of loss the Group would incur if counterparties failed to perform their contractual obligations. The Group has established controls and procedures in its credit policy to determine and to monitor the credit worthiness of customers and counterparties. The carrying amount of each financial asset represents the Group's maximum credit exposure.

The Group's aging per class of financial assets is as follows:

	Neither Past Due nor Impaired	Past Due but not Impaired			Past Due and Impaired	Total
		1 to 30 Days	31 to 60 Days	More than 60 Days		
December 31, 2025						
Cash and Cash Equivalents						
Cash in banks	**P4,093,245,651**	**P -**	**P -**	**P -**	**P -**	**P4,093,245,651**
Short-term placements	**3,298,613,160**	**-**	**-**	**-**	**-**	**3,298,613,160**
Receivables						
Accrued						
Power receivables	**50,767,056,412**	**54,613,450**	**9,099,602**	**16,405,174**	**1,246,518,928**	**52,093,693,566**
Due from customers	**5,744,947,102**	**1,392,249,199**	**776,362,794**	**1,135,607,692**	**825,033,480**	**9,874,200,267**
Due from officers and employees and other receivables	**191,925,675**	**424,132**	**1,323,505**	**31,084,852**	**2,018,329**	**226,776,493**
Restructured power receivables	**47,311,388**	**-**	**-**	**16,470,687**	**126,926,564**	**190,708,639**
Interest receivable	**2,258,997**	**-**	**-**	**51,951**	**311,358**	**2,622,306**
Other accounts receivable	**1,189,155,736**	**-**	**-**	**-**	**-**	**1,189,155,736**
	P65,334,514,121	**P1,447,286,781**	**P786,785,901**	**P1,199,620,356**	**P2,200,808,659**	**P70,969,015,818**

	Neither Past Due nor Impaired	Past Due but not Impaired			Past Due and Impaired	Total
		1 to 30 Days	31 to 60 Days	More than 60 Days		
December 31, 2024						
Cash and Cash Equivalents						
Cash in banks	P4,702,607,668	P -	P -	P -	P -	P4,702,607,668
Short-term placements	4,231,805,635	-	-	-	-	4,231,805,635
Receivables						
Accrued						
Power receivables	23,663,021,776	48,914,943	-	-	126,622,220	23,838,558,939
Due from customers	5,506,338,987	415,172,868	367,369,509	767,257,326	507,440,809	7,563,579,499
Due from officers and employees and other receivables	220,607,982	2,224,504	433,590	4,218,886	2,018,329	229,503,291
Restructured power receivables	6,396,702	-	-	1,900,253	1,499,742,024	1,508,038,979
Interest receivable	3,176,747	4,890	5,512	5,475	315,277	3,507,901
Other accounts receivable	1,412,909,900	-	-	-	-	1,412,909,900
	P39,746,865,397	P466,317,205	P367,808,611	P773,381,940	P2,136,138,659	P43,490,511,812

The Group generally applies lifetime ECL, except for cash and cash equivalents, to financial assets which substantially comprise power receivables and other short-term balances. The Group applies 12-month ECL on cash and cash equivalents.

Credit Risk Concentration. The Group's exposure to credit risk arises from default of counterparty. Generally, the maximum credit risk exposure of receivables is its carrying amount without considering collaterals or credit enhancements, if any. The Group has no significant concentration of credit risk since the Group deals with a large number of customers. The Group does not execute any credit guarantee in favor of any counterparty.

Credit Quality. In monitoring and controlling credit extended to counterparty, the Group adopts a comprehensive credit rating system based on financial and non-financial assessments of its customers. Financial factors being considered comprised of the financial standing of the customer while the non-financial aspects include, but are not limited to, the assessment of the customer's nature of business, management profile, industry background, payment habit and both present and potential business dealings with the Group.

a) Cash in banks and Short-term Placements

   Cash in banks and short-term placements are deposited to banks that qualify as universal and commercial banks as defined by the Philippine Banking System.

b) Receivables Neither Past Due nor Impaired

   These refer to accounts of satisfactory financial capability, credit standing and collectability.

c) Receivables Past Due but not Impaired

   Past due but not impaired receivables consist mainly of trade receivables which are currently being negotiated for collection with third party customers. Management believes that no provision for impairment losses is required for these receivables as at December 31, 2025 and 2024.

d) Past Due and Impaired Accounts

   Receivables with an aggregate nominal value of P2.20 billion and P2.14 billion as at December 31, 2025 and 2024, respectively, were assessed to be impaired and hence, provided with allowance. There is a high concentration of credit risk with respect to these customers. These refer to accounts from customers in default due to financial difficulties without clear indication of recoverability and disputed charges already decided by ERC in favor of the customers. These accounts are in default and assessed as delinquent.

Cash and Cash Equivalents
The Group does not expect material ECL on cash in banks and cash equivalents as these financial assets are deposited with universal and commercial banks with good credit ratings and are either payable on demand or have very short maturities.

Receivables and Contract Assets
The Group estimates ECL for power receivables, due from customers, and accrued transmission revenue by applying both collective assessment and assessment of specific customers, considering what is appropriate under the circumstances.

For the collective assessment, the Group used a provision matrix to separate customer segments sharing common credit risk characteristics. ECLs are calculated based on the probability of a receivable progressing through successive stages of delinquency until finally determined uncollectible. Loss rates are based on the actual credit loss experience over twelve (12) months. The Group has assessed and currently does not expect that the effects of any adjustment for forecasts of future economic conditions could be material considering that power receivables have short credit terms and ordinarily collected substantially within one month. The collective assessment excludes specific customer balances with circumstances that are deemed not representative of the credit risk exposure of a group.

For specific customers that are separately assessed, circumstances specific to the customer are considered in estimating cash flows for ECL measurement, including historical experience with the customer, its current financial condition, and where billing disputes are involved, the status of ERC cases and court cases.

The Group assessed that no material ECL is required for current receivables as at December 31, 2025 and 2024. As at December 31, 2025 and 2024, the Group recognized total impairment allowance amounting to P2.20 billion and P2.14 billion, respectively, attributable to and covers substantially all noncurrent receivables. There is no material difference between the estimated ECL provision required for the years 2025 and 2024 and the P64.67 million per year recognized by the Group based on the forecast bad debts provided in the Final Determination approved by ERC.

Liquidity Risk
Liquidity risk is the risk that the Group will have difficulty in meeting its financial obligations as they fall due.

As part of the Group's prudent liquidity risk management policies and procedures, management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows. Financing requirements for working capital, loan repayments, and capital expenditures are reviewed on a monthly basis. Results of management's review are reported to the Board on a regular basis.

The Group's ability to make payments on its indebtedness and to fund its operations depend on its future performance and financial results, which to a certain extent, are subject to general economic, financial, competitive and interest rate environment that are beyond its control. The Group projects monthly cash flows from operating, investing and financing activities and evaluates actual cash flow information to ensure that the immediate requirements of the Group are attended to.

The contractual maturities of financial liabilities including estimated payments as at December 31, 2025 and December 31, 2024 are as follows:

		As at December 31, 2025			
	Note	Carrying Amount	Contractual Cash Flow	Less than 1 Year	More than 1 Year
Non-derivative financial liabilities:					
Trade and other current payables*	*15*	**P41,610,829,783**	**P41,631,982,324**	**P41,631,982,324**	**P -**
Concession fee payable (current and noncurrent)	*5*	**40,555,005,331**	**40,555,005,331**	**10,323,092,266**	**30,231,913,065**
Loans payable (current and noncurrent)	*14*	**249,604,560,850**	**314,513,698,833**	**49,301,881,257**	**265,211,817,576**
Customers' and other deposits		**495,786,405**	**495,786,405**	**-**	**495,786,405**
Other current liabilities**	*16*	**19,666,208,442**	**19,666,208,442**	**19,666,208,442**	**-**
Other noncurrent liabilities**	*16*	**219,047,374**	**236,882,039**	**-**	**236,882,039**
		P352,151,438,185	**P417,099,563,374**	**P120,923,164,289**	**P296,176,399,085**

**excluding due to government agencies and others and franchise tax payable to BIR..*
***excluding advances for construction and deferred tax liability.*

	Note	As at December 31, 2024 Carrying Amount	Contractual Cash Flow	Less than 1 Year	More than 1 Year
Non-derivative financial liabilities:					
Trade and other current payables*	*15*	P36,495,591,386	P36,522,206,086	P36,522,206,086	P -
Concession fee payable (current and noncurrent)	*5*	49,894,945,953	49,894,945,953	9,339,940,622	40,555,005,331
Loans payable (current and noncurrent)	*14*	220,182,769,442	283,096,574,177	36,507,748,472	246,588,825,705
Customers' and other deposits		529,046,209	529,046,209	-	529,046,209
Other current liabilities**	*16*	18,043,421,098	18,043,421,098	18,043,421,098	-
Other noncurrent liabilities**	*16*	339,168,312	371,139,791	-	371,139,791
		P325,484,942,400	P388,457,333,314	P100,413,316,278	P288,044,017,036

**excluding due to government agencies and others and franchise tax payable to BIR.*
***excluding advances for construction.*

Market Risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other market prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return. The Group is subject to various risks, including foreign currency and interest rates.

Foreign Currency Exchange Risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group's foreign currency exchange risk for the years ended December 31, 2025 and 2024 pertains to its cash in banks, prepaid expenses and other current assets, trade and other liabilities denominated in US dollar, Euro, NZD, JPY and IDR.

The Group regularly monitors outstanding financial assets and liabilities in foreign currencies and maintains them at a level responsive to the current exchange rates so as to minimize the risks related to these foreign currency denominated assets and liabilities.

Information on the Group's foreign currency denominated assets and liabilities and their Philippine peso equivalent are as follows:

	December 31, 2025 U.S. Dollar	Euro	NZD	JPY	IDR	Peso Equivalent
Assets						
Cash and cash equivalents	**3,676,918**	-	-	-	-	**216,221,152**
Advance payment to suppliers and contractors	**70,764,975**	**1,835**	-	-	-	**4,161,461,429**
	74,441,893	**1,835**	-	-	-	**4,377,682,581**
Liabilities						
Accounts payable and accrued expenses	**(555,800,693)**	**(3,602,205)**	**(3,261)**	**(179,840,812)**	**(27,500,000)**	**(33,001,085,137)**
Net Foreign Currency-denominated Liabilities	**(481,358,800)**	**(3,600,370)**	**(3,261)**	**(179,840,812)**	**(27,500,000)**	**(28,623,402,556)**

	December 31, 2024 U.S. Dollar	Euro	NZD	JPY	IDR	CHF	Peso Equivalent
Assets							
Cash and cash equivalents	530,285	-	-	-	-	-	30,763,969
Advance payment to suppliers and contractors	93,189,480	344,162	-	-	-	-	5,427,107,230
	93,719,765	344,162	-	-	-	-	5,457,871,199
Liabilities							
Accounts payable and accrued expenses	(494,641,878)	(4,619,208)	(3,261)	(626,040,450)	(27,500,000)	(5,375)	(29,205,929,419)
Net Foreign Currency-denominated Liabilities	(400,922,113)	(4,275,046)	(3,261)	(626,040,450)	(27,500,000)	(5,375)	(23,748,058,220)

With the translation of these foreign currency denominated assets and liabilities, the Company reported net foreign exchange loss of P74.08 million and P506.74 million in 2025 and 2024, respectively.

The following are the closing exchange rates applied as at December 31, 2025 and 2024:

	USD	Euro	NZD	JPY	IDR	CHF
2025	**58.805**	**69.2546**	**34.2304**	**0.3756**	**0.0035**	**74.6067**
2024	58.014	60.4738	32.6213	0.3672	0.0036	64.5532

Sensitivity Analysis. The following table demonstrates the sensitivity to a reasonably possible change in the exchange rates, with all other variables held constant, of the Group's net income and equity:

	December 31, 2025		
	Strengthening/ Weakening of the Philippine Peso	**Effect on Profit**	**Effect on Equity**
US Dollar	**+10%**	**2,830,630,424**	**2,830,630,424**
	-10%	**(2,830,630,424)**	**(2,830,630,424)**
JPY	**+10%**	**6,754,821**	**6,754,821**
	-10%	**(6,754,821)**	**(6,754,821)**
NZD	**+10%**	**11,163**	**11,163**
	-10%	**(11,163)**	**(11,163)**
EURO	**+10%**	**24,934,223**	**24,934,223**
	-10%	**(24,934,223)**	**(24,934,223)**
IDR	**+10%**	**9,625**	**9,625**
	-10%	**(9,625)**	**(9,625)**

	December 31, 2024		
	Strengthening/ Weakening of the Philippine Peso	Effect on Profit	Effect on Equity
US Dollar	+10%	2,325,909,549	2,325,909,549
	-10%	(2,325,909,549)	(2,325,909,549)
JPY	+10%	22,988,205	22,988,205
	-10%	(22,988,205)	(22,988,205)
NZD	+10%	10,638	10,638
	-10%	(10,638)	(10,638)
EURO	+10%	25,852,832	25,852,832
	-10%	(25,852,832)	(25,852,832)
IDR	+10%	9,900	9,900
	-10%	(9,900)	(9,900)
CHF	+10%	34,697	34,697
	-10%	(34,697)	(34,697)

Interest Rate Risk. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest cost by using an optimal combination of fixed and variable rate debt instruments. The management is responsible for monitoring the prevailing market-based interest rate and ensures that the mark-up rates charged on its borrowings are optimal and benchmarked against the rates charged by other creditor banks.

Capital Management

Management's objectives in managing capital are to safeguard the ability of the Group to operate as a going concern, ensure that it has sufficient cash flows to service long-term debt, and to satisfy both maturing short-term debt and upcoming operational expenses, thereby providing returns to shareholders and other stakeholders.

Capital is defined as the Group's capital stock, additional paid-in capital and retained earnings.

Management uses debt-to-equity ratio to monitor and review, on a regular basis, the Group's capital.

There were no changes in the Group's approach to capital management during the year.

The Group, through NGCP has to meet Debt to Equity Ratio required by the concession agreement. For the years ended December 31, 2025 and 2024, the Group is in compliance with these requirements.

Fair Values

The Group analyzes financial instruments carried at fair value by valuation method as at December 31, 2025 and December 31, 2024. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data.

As at December 31, 2025 and December 31, 2024, the Group has no financial instruments valued based on Levels 1 and 3 and has not introduced any movement among Levels 1, 2 and 3 classifications.

The following summarizes the major methods and assumptions used in determining the fair values of financial instruments:

Cash and Cash Equivalents, Receivables, Trade and Other Current Payables and Other Current Liabilities. The carrying amounts of these financial assets and financial liabilities approximate fair values primarily due to the relative short-term nature/maturities of these financial instruments.

Receivables - Net of Current Portion and Customers and Other Deposits. These accounts are reported at their carrying amounts which approximates its amortized cost as the impact of discounting is immaterial. Carrying amounts approximates the cash amounts that would be settled at reporting date.

Concession Fee Payable and Loans Payable. The carrying value of interest-bearing concession fee payable and loans payable is the present value which approximates the cash amount that would be fully settled as at reporting date. These are classified as current liabilities when they become payable within twelve (12) months from the reporting date.

25. Contingencies

The Group, in the ordinary course of business, is a party to certain cases or claims under protest pending with administrative bodies or the courts, including but not limited to those set out below, the outcome of which are not presently determinable.

a. Civil Cases
NGCP is a defendant in an Arbitration case filed by Kalpataru Power Transmission Limited (KPTL) before the Construction Industry Arbitration Commission (CIAC) where the Arbitral Tribunal awarded damages in favor of KPTL, as follows:

	DAMAGES		
PROJECT	**PHP**	**USD**	**INR**
Abaga-Kirahon	28,749,664	93,041	1,329,869
Kirahon-Maramag	16,658,168	77,369	2,333,347
Ormoc-Babatngon	27,053,362	-	394,743

Moreover, the Arbitral Tribunal also directed NGCP to release the Retention Money previously withheld by NGCP from the payments to KPTL, as follows:

	RETENTION MONEY	
PROJECT	**PHP**	**USD**
Abaga-Kirahon	30,000,000	2,000,000
Kirahon-Maramag	21,929,714	143,563

NGCP filed a Petition for Review with the Court of Appeals assailing the erroneous award and also posted a bond before the CIAC in an amount equal to the award in order to restrain the implementation of the Final Award pending the resolution of NGCP's Petition. In its Decision dated June 29, 2018, the Court of Appeals deleted all the actual damages granted by the Arbitral Tribunal in favor of Kalpataru but ordered NGCP to release the retention money to Kalpataru. The June 29, 2018, Decision of the Court of Appeals is now subject of separate Petitions for review by NGCP and Kalpataru before the Supreme Court which is pending resolution.

In a case involving customer High Street (SPV-AMC), Inc., (High Street) concerning the manner of calculating the transmission charge of High Street, NGCP filed on March 10, 2022 a Motion (to remand the Case) before the Supreme Court requesting that case be remanded to the Energy Regulatory Commission (ERC) for proper disposition, particularly, on the implementation and computation of the billing due from High Street consistent with the Decision and Resolution of the Court of Appeals, as affirmed by the Supreme Court, declaring the non-coincident peak demand (NCPD) as the correct billing determinant in the computation of transmission charges of High Street, Inc. Consequently, on September 9, 2022, NGCP filed with the Supreme Court a Reiteratory Motion praying that case be remanded to the ERC to implement and compute the billing due from High Street. On November 2, 2022, the 1st Indorsement of the Supreme Court to the Court of Appeals - the case was remanded to CA on June 14, 2021. And on December 12, 2022, NGCP received the CA letter transmitting the records of the case to ERC for proper disposition. Hence, on March 9, 2023, NGCP filed with the ERC its Motion to Set the Case for hearing to finally determine the billings of High Street in relation to the Supreme Court ruling. Said motion is pending action by the ERC.

NGCP is the Plaintiff in the case of NGCP vs Posadas docketed as Civil Case No. 14-2547-M for Quieting of Title with Prayer for the issuance of Writ of Preliminary Injunction and/or TRO filed before the RTC Branch 80 of Morong Rizal. On 30 June 2022, NGCP received the hard copy of the Decision dated June 20, 2022, dismissing the quieting of title, partially granting counterclaims of defendants such as P500,000 temperate damages, P100,000 exemplary damages, P 25,000 Attorney's fees and setting aside the writ of preliminary injunction case of NGCP. On July 15, 2022, NGCP through external counsel filed a Motion for Reconsideration of the Decision dated June 20, 2022. On August 23, 2022, NGCP received the Order dated August 12, 2022, denying NGCP’s Motion for Reconsideration dated July 15, 2022. On August 26, 2022, NGCP filed a Notice of Appeal assailing the Decision dated June 20, 2022. RTC gave due course to the Notice of Appeal and transmitted the records to the CA. NGCP is still waiting for the CA’s action on the appeal.

NGCP is the Plaintiff in the case of NGCP vs Bulcio et al. docketed as Civil Case No. 19-CV-3500 for the issuance of Writ of Preliminary Injunction with TRO filed before the RTC Branch 10 of La Trinidad, Benguet. Defendants prayed for the dismissal of the complaint as well as P50,000.00 for moral damages, P500,000.00 for exemplary damages and P20,000.00 cost of litigation expenses. On April 27, 2022, NGCP received the Memorandum of defendants. On May 18, 2023, NGCP received the decision dismissing the complaint. On July 14, 2023, NGCP received a resolution denying MR of NGCP. On August 8, 2023, NGCP received an order finding the Notice of Appeal by NGCP filed within the reglementary period and immediately transmitting records of the case to CA. On January 31, 2025, NGCP filed its Appellant’s Brief. On 15 April 2025, NGCP filed its Reply-Brief. On 18 August 2025, NGCP received the Court of Appeals Resolution dated 7 August 2025 resolving that the case is submitted for decision.

NGCP is the Plaintiff in the case of NGCP v. Consolidated Mines, Inc. and Benguet Corporation, docketed as Civil Case No. R-QZN-13-04310-CV for Breach of Contract, Collection of Sum of Money with Damages with Prayer for Issuance of Writ of Attachment. On August 3, 2018, the RTC issued a Decision directing CMI and Benguet to pay NGCP the principal amount of P8.93 million. NGCP was able to garnish P16.13 million from Benguet Corporation. Consolidated Mines Inc. appealed to the Court of Appeals, and, upon denial of its Petition therein, to the Supreme Court. The Supreme Court similarly denied Consolidated Mines Inc.'s appeal, and the case was remanded to the RTC for execution. Consolidated Mines Inc. submitted a Compromise Settlement Proposal to NGCP, which was accepted. The payment of the settlement amount is currently ongoing, while the Writ of Execution of the Judgment is held in abeyance pending full settlement of the compromise amount.

NGCP is the Defendant in the case of Melanie Villarao vs NGCP docketed as Civil Case No. II-6665 for Damages based on Quasi-delict before the RTC Branch 08 of Aparri, Cagayan. Plaintiff prayed for incurred medical and other related expenses in the total amount of P8.02 million consisting of P1,050, funeral expenses of P92,700, Loss of earning capacity of P6.42 million, P1.00 million for moral damages, and P500,000 for exemplary damages. On March 12, 2025, NGCP, through its external counsel, received a copy of the Decision in favor of the plaintiff and ordering NGCP to pay total amount of P6.58 million as damages. NGCP filed Motion for Reconsideration on March 27, 2025. NGCP is still waiting for RTC Resolution to the Motion for Reconsideration. On April 4, 2025, the RTC denied the Motion for Reconsideration. On April 29, 2025, NGCP, filed its Notice of Appeal with the Court of Appeals. NGCP is still waiting for the Court of Appeals 's action on the appeal.

NGCP is the Defendant in the case of Leonardo San Pedro vs NGCP represented by Rodolfo Ilarde Jr. docketed as Civil Case No. 3333 for Removal of Structures and Damages before the MTCC Branch 03 of Tuguegarao City, Cagayan. Plaintiff prayed for the removal of electrical posts and payment of P50,000.00 cost of litigation expenses, P50,000.00 for Attorney's Fee and P50,000.00 for exemplary damages as well as payment of the cost of suit. During trial, the Plaintiff moved for amendment of the Complaint to which the Court granted. In the Amended Complaint dated May 15, 2024, the Plaintiff included another parcel of land on which he claims the structures are erected and amended the prayer for cost of litigation expenses to P100,000.00. Accordingly, NGCP also filed its Amended Answer. On August 21, 2024, the Plaintiff submitted an Offer of Compromise allowing the retention of the structures within his property subject to the payment of just compensation amounting to PhP1,000,000. NGCP did not accept the proposal since it was the Plaintiff who requested TransCo in 2005 to relocate the poles in their current location and that such request is covered by a Memorandum of Agreement. Moreover, in the relocation of poles, ROW Grants were executed and duly annotated in the Titles. The presentation for the evidence of the plaintiff was terminated on 16 October 2024. NGCP filed its formal offer of evidence on 30 September 2025. In the Order dated 06 November 2025, considering that NGCP has yet to receive the Judicial Affidavit of the plaintiff on rebuttal, the initial reception of rebuttal evidence was reset to January 22, 2026. The testimony on the plaintiff's rebuttal evidence was terminated on February 26, 2026. Upon motion of plaintiff's counsel, the Court ordered the issuance of a subpoena duces tecum and ad testificandum directed to the authorized representative of the Registry of Deeds, Tuguegarao, requiring him/her to produce in court the muniments of title covering the subject properties and to testify in relation thereto. The next hearing is scheduled on April 20, 2026.

NGCP is the Plaintiff in the case of NGCP vs Sps. Manolo Hernal and Mildred Villaroman-Hernal docketed as Civil Case No. 6740-AF for the issuance of Writ of Preliminary Injunction with TRO filed before the RTC Branch 30, Cabanatuan City. In a Decision dated January 25, 2024, NGCP is ordered to pay just compensation in the total amount of P19.61 million. NGCP filed MR which the court denied hence, NGCP filed Notice of Appeal. RTC gave due course to the Notice of Appeal and transmitted the records to the CA. NGCP is still waiting for the CA's action on the appeal.

NGCP is the Defendant in the case of Heirs of Miguel D. Guansing Et. Al. vs TRANSCO and NGCP docketed as Civil Case No. 180-M-2021 for Inverse Condemnation before the RTC Branch 19 of Malolos, Bulacan. Plaintiffs prayed for payment of just compensation for the alleged area occupied by the transmission lines and Attorney's fees of P50,000.00 including all litigation expenses and cost of suit. The case is set for Pre-trial on 20 May 2024 per order received on 05 April 2024. Received on 19 June 2024 is the Order resetting the pre-trail on 19 August 2024 and requiring the counsel for NGCP to put into writing the motion she orally raised during the hearing on 20 May 2024 (i.e. dropping of NGCP as defendant). On 16 August 2024, NGCP received an Order denying the Motion to drop NGCP as defendant in the above subject case. Initial presentation of witness for the plaintiff is set on February 10, 2025. On May 27, 2025, TransCo deposited P160.93 million as provisional deposit and moved for the issuance of Writ of Possession. On June 9, 2025, the RTC ordered the issuance of Writ of Possession in favor of Transco and/or NGCP. The RTC likewise noted the manifestation of the parties to adopt the report of the commissioners as to the determination of just compensation. The commissioners have yet submitted their reports.

NGCP is the Defendant in the case of Angel Tan Chua vs NPC, PSALM, NTC and NGCP docketed as Civil Case No 352-M-2022 for Just Compensation before the RTC Branch 15 of Malolos Bulacan. Plaintiff prayed for just compensation for the alleged affected total area of 37,261 square meters and consequential damages of no less than P1.00 billion, P500,000.00 for exemplary damages, P200,000.00 for attorney's fees and the cost of litigation. The case is set for pre-trial. The commissioners have been nominated by the parties for the purpose of determining just compensation. Commissioner Ernesto Borja and Gina De Guzman have summitted their reports. However, in an Order dated 20 May 2024, the Court ordered the commissioners to submit further report. Commissioner Gina De Guzman submitted her further report on 17 June 2024. In an Order dated 27 December 2024, the court waived the further report from commissioner Ernesto Borja so as not to delay the resolution of the case. In the same Order, the court ordered the parties to comment on the further report of commissioner Gina De Guzman within 30 days from the receipt of the Order. The comment to the report was submitted to the court on January 20, 2025.

NGCP is the Defendant in the case of American Technologies, Inc. v. NGCP, docketed as R-MND-24-00551-CV for Specific Performance with Damages before RTC Branch 213 of Mandaluyong. Plaintiff prayed for the return of 99 GPS units that NGCP previously leased, or, in the alternative, the payment of the value of the said GPS units, and the payment of P100,000 exemplary damages, P30,000 attorney's fees, P5,000 additional attorney's fees per appearance of plaintiff's counsel, and the costs of litigation. The case is set for Court-Annexed Mediation and Pre-Trial Conference. NGCP offered to pay for the unreturned GPS, and ATI accepted such settlement offer. NGCP has already paid the amount of Php370,000.00 to ATI, and the parties have already signed a Compromise Agreement. A Motion to Render Judgment based on Compromise is set to be filed for the dismissal of the case with prejudice. During the hearing set for Pre-Trial, the parties manifested that the Compromise Agreement had been executed, and that all of ATI's remaining monetary claims had been settled. On 19 September 2025, the RTC issued a Decision approving the Compromise Agreement.

NGCP is the Defendant in the case of Palisoc et.al. v. TransCo and NGCP docketed as Special Civil Action Case No. 143-R for Inverse Condemnation before the RTC, Branch 53 of Rosales, Pangasinan. Plaintiffs prayed for just compensation in consonance with RA No. 10752 and attorney's fees amounting to P60,000, appearance fee of P15,000 for every hearing of this case as well as litigation expenses and cost of suit. NGCP filed Motion for Extension of Time to file Answer on March 6, 2025. NGCP filed it Answer on 04 April 2025. On 18 August 2025, the plaintiffs filed a Motion to Withdraw Complaint to explore other possibilities of settlement of their claim for just compensation. On 05 September 2025, NGCP received the Order dated 27 August 2025 expunging the case from records.

NGCP is Defendant in the case of Ester Untalan, et. al. vs. TransCo and NGCP docketed as Civil Case No. 1757-R for Inverse Condemnation before RTC, Branch 53 of Rosales, Pangasinan. Plaintiffs prayed for just compensation in consonance with RA No. 10752 and attorney's fees amounting to P80,000, appearance fee of P25,000 for every hearing of this case as well as litigation expenses and cost of suit. NGCP filed its Answer on June 18, 2025. On 28 August 2025, OGC received the Plaintiff's Motion to Withdraw Complaint to explore other possibilities of settlement of their claim for just compensation. On 05 September 2025, NGCP received the Order dated 27 August 2025 expunging the case from records.

NGCP is Defendant in the case of Felicidad E. Rapisura vs. Spouses Mario Donato and Jeneleine Alfonso-Donato, NGCP, et. al., docketed as Civil Case No. Sm-1341 for Annulment of Land Title/Tax Declaration/ Deed of Quitclaim and Waiver of Rights/Other Documents, Reconveyance and Damages before 7th Municipal Circuit Trial Court of Asingan-San Manuel, Pangasinan. The Plaintiff impleaded NGCP as an indispensable and necessary party and prayed that NGCP will be ordered to transact business with the plaintiff and pay just compensation for the use and utilization of subject property. On June 25, 2025, NGCP received the Answer of Defendant Spouses Donato with a Crossclaim against NGCP for indemnity for any judgement, damages, or liabilities that may be adjudged against them. NGCP filed its Answer on 17 July 2025. Pre-trial conference was conducted on 18 September 2025. The court set the case for Mandatory conciliation on 16 October 2025, however, the mediation was unsuccessful. The Pre-Trial Conference is rescheduled on 05 March 2026 due to unavailability of the Court Stenographer.

NGCP is the Defendant in the case of Sps. Jeoffrey and Novelie Pascua et al vs NTC and NGCP docketed as Civil Case No. U-11767 for Inverse Condemnation before the RTC, Branch 49 of Urdaneta City, Pangasinan. Plaintiffs prayed for just compensation in the total amount of P117.99 million as provisional compensation for alleged areas occupied by the transmission lines and attorney's fees amounting to P60,000.00, hearing expenses of P25,000.00 as well as litigation expenses and cost of suit. Upon motion of NGCP the case was dismissed with Prejudice during Pre-trial on October 12, 2023. The Plaintiffs filed a Motion for Reconsideration which the Court granted and set the case for pre- trial conference. In an Order dated February 29, 2024, the Court discharged NGCP as defendant in the case in view of the manifestation in open court of the Plaintiffs' counsel that they are amenable to drop NGCP as defendant.

NGCP is the Respondent in the case of Phirst Park Homes, Inc. vs NGCP Et Al. docketed as Civil Case No. 57-M-2023 for Indirect Contempt before the RTC Branch 82 of Malolos, Bulacan. Plaintiff prays to impose appropriate fines and imprisonment in accordance with law against respondents. The case was transferred and consolidated to under Civil Case No. 221-M-2022 before the RTC, Br. 12 (121) Meycauayan Bulacan, where the case for expropriation is being heard. In a Resolution dated February 28, 2024, the Supreme Court dismissed the Petition for Prohibition w/ Urgent Prayer of Issuance of a TRO and WPI. Accordingly, the TRO issued by the Court on July 3, 2023 is lifted. The case proceeded to trial. On 6 May 2025, the plaintiff submitted its formal offer of evidence. The case is ongoing trial for presentation of witnesses of the defendant.

NGCP is the defendant in the two cases of Dinalupihan Green Residences, Inc. (DGRI) v NGCP docketed as DH-1746-25 and DH-1747-25, both for payment of just compensation. DRGI prayed payment of just compensation amounting to at least P5,000 per square meter for its 14,270-lot subject of DH-1746-25 and 16,175sqm lot subject of DH-1747-25. NGCP filed its Answer on 29 August 2025. Endorsed to retained counsel on 4 September 2025. On 8 September 2025, DGR filed its Reply with Urgent Motion to Require Defendant NGCP to comply with section 6(a)(1) of RA No. 10752 and immediately pay the provisional value prior to trial. On 16 September 2025, NGCP, through retainer, filed its Comment/Opposition to the Motion. On 29 September 2025, DGRI filed its Reply to NGCP's Comment/Opposition. The Motion and Comment/Opposition is set for hearing on 8 October 2025. Pre-trial is set on 9 December 2025. In an Order dated 9 December 2025, the Pre-trial and the hearing on Motion and Comment/Opposition is reset to 11 March 2026.

NGCP is the defendant in the case of Edgardo LL. Padilla vs TransCo and NGCP, docketed as Special Civil Action No.: 24-8621 for Inverse Condemnation, with Interest and Damages before the RTC Branch 5 of Iligan City. Plaintiff prays for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752 and consequential damages in the amount of P2.00 million and recovery of costs of litigation and attorney's fees in the amount of Php200,000.00. On 29 April 2025 Pre-trial was reset to September 2, 2025, counsel for the plaintiff moved that the presentation of plaintiff's evidence be deferred pending resolution of the petition for certiorari filed by the plaintiff before the CA, Cagayan de Oro City. Further, plaintiff's counsel manifested that plaintiff Edgardo Padilla failed t appear as he was not able to catch up the last flight from Manila, counsels of Transco and NGCP did not interposed any objections, the court reset the plaintiff's presentation of evidence to October 21, 2025 at 8:30 in the morning. Defendant's retained counsel filed Comment to the Petition. The Status hearing was held on January 27, 2026. On February 4, 2026, retained counsel Atty Prospero sought OGC Min "advice and guidance on our next course of action," since plaintiff insists the 'provisional deposit' requirement is still applicable in inverse condemnation proceedings. OGC-Min advised filing of the appropriate pleading with the RTC considering NGCP is only a NOMINAL party. Atty. Prospero agreed "that it was only Transco who was directed to make a (provisional) deposit. Atty. Prospero confirms further that upon "an initial discussion with plaintiff Atty. Edgardo Padilla, that he is willing to drop NGCP from the case."

NGCP is the defendant in the case of Aissah M. Tomawis and Aga Khan M. Tomawis represented by Acmad M. Tomawis vs TransCo and NGCP, docketed as Civi Case No. 2379-MTCC for Recovery of Ownership and Possession with Damages before the MTCC Branch 1, Ozamis City. Plaintiff prays that defendant to immediately vacate or surrender its possession and use of a portion of Lot No. 4191-A to the plaintiffs, to reimburse the plaintiffs Php50,000.00 for legal consultation expenses and Php25,000.00 for court fees and other amount litigation expenses, to reimburse plaintiffs Php150,000.00 for attorney's fees, to pay moral and exemplary damages in the amount of at least Php50,000.00 and directing for the installation and restoration of plaintiff's to the peaceful possession and enjoyment of Lot No. 4191-A. Endorsed to retained counsel Atty. Edgardo B. Prospero to handle the case. Pre-trial conference on July 23, 2025 @ 2:00 o'clock in the afternoon. Mediation is set on 13 January 2026 and pre-trial on 16 January 2026. On February 13, 2026, Mediator Alex Dapitan "was left with no other course but to return back the case to the court for trial. It has been observed that there is no possibility that the said case may be settled as TRANSCO Lawyer failed again to appear in the mediation despite due notice."

NGCP is the defendant in the case of Paul Salvador LL. Padilla vs TransCo and NGCP, docketed as Special Civil Action No. 24-8622 for Inverse Condemnation, with Interest and Damages before the RTC Branch 5, Iligan City. Plaintiff prays for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752 and consequential damages in the amount of P2.00 million and recovery of costs of litigation and attorney's fees in the amount of Php200,000.00. On September 2, 2025, Pre Trial schedule, counsel for the plaintiff moved that the presentation of plaintiff's evidence be deferred pending resolution of the petition for certiorari filed by the plaintiff before the CA, Cagayan de Oro City. Further, plaintiff's counsel manifested that plaintiff Edgardo Padilla failed to appear as he was not able to catch up the last flight from Manila, counsels of Transco and NGCP did not interposed any objections, the court reset the plaintiff's presentation of evidence to October 21, 2025 at 8:30 in the morning. Plaintiff's filed motion to comply with the provisional deposit, awaits resolution of the motion. On November 7, 2025, NGCP was directed to file a Comment to the "Plaintiff's Motion to Comply with RA 10752 and Make Provisional Deposit." Status hearing on January 27, 2026.

NGCP is the defendant in the case of Jessica Morandarte represented by Lea M. Bustalino and Renan Morandarte, docketed as Civil Case No. 255 for Recovery of Possession, Payment of Rental and Damages before the MTC of Polanco, Zamboanga del Norte. Plaintiff prays for a rental from 2012 until final turn-over of the possession of the subject portion of land, moral damages, attorney's fee in the amount of Php30,000.00, filing fees and other litigation expense, and exemplary damages. Filed Answer on June 13, 2025. For endorsement to retained counsel. Initial hearing on 09 December 2025 at 1:30 in the afternoon was reset on 29 January 2026 for the initial presentation of plaintiff's evidence. Plaintiff has presented her fourth witness, thereafter seeking continuance. Court granted: next setting on April 14, 2026.

NGCP is the defendant in the case of Farnissah Nafissah N.A.T. Mogawan vs National Transmission and National Grid Corporation of the Philippines, docketed as Civil Case No. 25-8647 for Payment of Just Compensation before the Regional Trail Court of Iligan City. Plaintiff's prayed for the payment of just compensation based on the present valuation of the property amounting to Php92,916,000.00. Subject case was scheduled for pre-trial last December 17, 2025. However, counsel for the plaintiff manifested that they are not ready as they have not yet submitted their pre-trial brief and NGCPs retained counsel Atty. Edgardo Prospero manifested that defendant TRANSCO who is an indispensable party failed to appear and did not even submit a pre-trial brief. Hence, the court reset the pre-trial on February 4, 2026 ,8:00 am.

There are several other cases for ejectment, damages, recovery of possession, inverse condemnation and other cases which are civil in nature filed by and against NGCP and pending with the different courts and quasi-judicial bodies nationwide. The total estimated amount of claim against NGCP for these civil cases is P668 million.

b. Revenue Applications

On December 22, 2022, NGCP filed its revenue application for the 4th Regulatory Period (2016-2020). In the Application, NGCP proposed its Annual Revenue Requirement for the years 2016 to 2020 for the ERC's approval.

Section 4.6 of the 4th RP Draft Final Determination (DFD) provides the ERC's review on NGCP's proposed recovery of the acquisition of assets performing transmission function. This asset acquisition is consistent with Section 9 of the Electric Power Industry Reform Act of 2001 (EPIRA) stating that a generation company may develop and own or operate dedicated point-to-point limited transmission facilities that are consistent with the Transmission Development Plan (TDP) provided that such facilities are required only for purposes of connecting to the transmission system and are used solely by the generating facility, subject to prior authorization by the ERC, and in the event that such assets are required for competitive purposes, ownership of the same shall be transferred to the Regulated Entity at a fair market price. The standard legal instrument covering such turnover of assets between a generation company and the Regulated Entity is the Deed of Absolute Sale (DOAS), and the standard feature of which is that the maximum payment to the generation company for the acquisition of such assets shall only be limited to the ERC Final Approved amount.

On March 30, 2023, NGCP filed its revenue application for the 5th Regulatory Period (2021-2025). While NGCP has already submitted its evidence, presented its witnesses, and submitted various data and information in compliance with ERC orders, the Application is still under evaluation by the ERC.

On December 4, 2023, NGCP also filed a Petition with the Supreme Court seeking for the nullification of Art. IV of the 2022 Rules for Setting of Transmission Wheeling Rates. The Petition will have an impact on the on-going 4th and 5th RP applications. The Supreme Court issued a Resolution dated August 19, 2024 directing the ERC, through the Office of the Solicitor General (OSG) to file its Comment on the Petition. The ERC, through the OSG filed its Comment on April 15, 2025. On 20 August 2025, NGCP filed a Motion to Withdraw Petition citing the release of the ERC's 4th RP Final Determination, and NGCP's implementation of the same. The Supreme Court has yet to rule on or resolve the Motion to Withdraw Petition.

On April 11, 2025, the ERC released a notice informing the public of a resolution to adopt the following parameters in relation to the determination of the final rate for the 4th RP of NGCP:

Net Efficiency Adjustment	zero (0)
WACC	11.33%
CAPEX Determination Approach	As spent

Subsequently, on April 15, 2025, ERC posted in its official website a Notice of Commission Action in relation to NGCP's 4th RP Revenue Application wherein the Honorable Commission resolved to approve the basic Maximum Allowable Revenue (MAR) adjustment (increase) of P0.0629/kWh, and an Under Recovery of P0.0384/kWh with a recovery period of eighty-four (84) months, and a MAR for 2016 to 2022 in the amount of P335.79 billion.

On 7 July 2024, NGCP received the ERC's Decision for the 4th Regulatory Period dated 11 April 2025, which included the release of the 4th RP FD and affirmed the figures stated in the Notice of Commission Action. The Transco and PSALM appealed the 11 April 2025 Decision with the Court of Appeals and the appeal is pending resolution.

c. Show Cause Orders

There are also forty-seven (47) pending cases arising from show cause orders (SCOs) issued by the ERC. These SCOs involve allegations of possible violations of the Philippine Grid Code (PGC), the Ancillary Services Procurement Plan (ASPP), the 2021 DOE AS-CSP Circular, the Rules for Setting Transmission Wheeling Rates (RTWR), Commonwealth Act No. 146, and the Republic Act No. 9136, and various ERC Orders and Decisions involving CAPEX applications.

In one SCO (ERC Case No. 2022-129 to 131 SC), after NGCP has filed its Explanation, the ERC issued a Decision and ruled that NGCP violated the 2021 DOE AS-CSP Circular and meted out a penalty in the amount of P5.10 million. NGCP timely filed a Motion for Partial Reconsideration of the Decision and paid the penalty imposed with reservation. Said motion is pending resolution. However, on May 17, 2023, NGCP received Order stating that Commissioner did not receive the NGCP's Motion for Reconsideration of the Decision dated October 27, 2022 and that the said case is being closed and terminated. NGCP filed on the following day, May 18, 2023, the Urgent Motion to Withdraw/Recall the said Order. This case is still pending for Resolution.

NGCP has also timely filed its Explanations on various dates for the other SCOs which are pending resolution.

[ERC CASE NO. 2024-010 MC]

In the February 06, 2024, Order of the ERC (ERC Case No. 2024-010MC), the ERC commenced its investigation on the January 02, 2024, Panay Sub-Grid Blackout Incident. Hearings were conducted attended by NGCP, the Generators located in Panay, and the interim Grid Management Committee. The result of the investigation is still pending with ERC.

[ERC CASE NO. 2023-196 TO 232 SC]

For the SCOs on the alleged delayed implementation of thirty-seven (37) CAPEX projects (ERC Case No. 2023-196 to 232 SC), NGCP timely filed its written Explanations on July 29, 2023, through a Compliance [Submission of Written Justifications in compliance with the Order dated June 14, 2023] dated July 28, 2023.

In 2024, the ERC conducted clarificatory hearings on ten (10) of the 37 SCOs. On August 30, 2024, NGCP received the Decision dated June 25, 2024 on the above-mentioned 10 SCOs (ERC Case No. 2023-197 et al.) where NGCP was declared administratively liable for violation of the Orders and Decision of the Commission in seven out of the ten SCOs. NGCP was ordered to pay the total administrative penalty of Three Million Five Hundred Thousand Pesos. NGCP filed the Motion for Partial Reconsideration to the 25 June Decision 2024 on September 16, 2024. In addition, on October 02, 2024 NGCP received an Order where NGCP's Motion for Confidential Treatment of Information is denied.

In the February 6, 2024, Order of the ERC (ERC Case No. 2024-010MC), the ERC commenced its investigation on the January 02, 2024, Panay Sub-Grid Blackout Incident. Hearings were conducted attended by NGCP, the Generators located in Panay, and the interim Grid Management Committee. The result of the investigation is still pending with ERC.

On November 26, 2024, NGCP received the ERC's Decision (ERC Case No. 2023-196 to 232SC) dated January 16, 2024 where NGCP was declared administratively liable for violation of the remaining twenty-seven (27) Orders and Decisions of the Commission and was ORDERED to pay the total administratively penalty of Twelve Million Three Hundred Thousand Pesos (PhP12,300,000.00) within Fifteen (15) days from receipt of the Decision. NGCP filed a Motion for Reconsideration on 10 December 2024 and Supplemental Submission on December 16, 2024.

On 30 April 2025, NGCP received the ERC's Order dated 05 March 2025 where NGCP's Motion for Reconsideration challenging the ERC Order dated 25 June 2024 (denying its Motion for Confidential Treatment of its ROW Manual) was denied. On 30 May 2025, NGCP filed a Petition for Review with the Court of Appeals challenging the above orders. The Petition for Review was dismissed by the Court of Appeals. Said dismissal is subject of NGCP's Motion for Reconsideration currently pending before the CA.

d. Tax Cases

In the case of National Grid Corporation of the Philippines vs. Ofelia M. Oliva, G.R. No. 213157, August 10, 2016, and Ofelia M. Oliva vs. National Grid Corporation of the Philippines, G.R. No. 213558, August 10, 2016 (Oliva case), the Supreme Court ruled that NGCP is exempt from payment of real property tax on properties used in connection with its franchise. The cases were remanded to the Central Board of Assessment Appeals (CBAA), Case No. V-31, and on April 10, 2019, the CBAA ruled that the maintenance office and warehouse buildings are used in connection with NGCP's franchise. However, the Supreme Court also ruled in the Oliva cases that NGCP cannot ask for refund from the Cebu City Government for the taxes it paid from 2001-2008 in the amount of P2.79 million but shall take its relief from NPC/TransCo. NGCP may only ask for reimbursement from the City of Cebu the amount paid in excess of the correct tax that should have been collected if the tax is computed applying the 10% assessed value for the period 2001-2008, and refund of the amount paid for the year 2009. Likewise, in another similar case, NGCP vs Local Board of Assessment Appeals (LBAA) and the City Treasurer of Cebu, CBAA Case No V- 35, the CBAA recognized NGCP's exemption from payment of real property tax pursuant to the Supreme Court decision in the Oliva case and ordered the refund of taxes paid for the year 2009 on two office buildings used in the Talamban substation. The refund of the taxes paid in both cases are still under negotiation with the City of Cebu.

NGCP obtained another favorable Resolution, dated June 23, 2021, from the Supreme Court in the consolidated cases docketed as G.R. Nos. 218289-90 (NGCP vs. CBAA, LBAA of Cabanatuan City and Ms. Heidi Pangilinan, in her capacity as City Assessor of Cabanatuan and NGCP vs. CBAA, LBAA of Cabanatuan City and Ms. Florida Oca, in her capacity as the City Treasurer of Cabanatuan City). NGCP questioned the assessment issued by the Assessor of Cabanatuan City in the first case; while in the second case, NGCP paid under protest the real property tax in the amount of P3.82 million for the period 2009 to 2010. In its Resolution, the Supreme Court reiterated its ruling in the case of NGCP vs. Oliva that NGCP is exempt from payment of real property tax on properties that are used for electric power transmission. As in the Oliva case, the SC ordered to remand the cases to the CBAA to determine the actual use of subject machineries, buildings and lands for the purpose of resolving the merits of NGCP's claim for exemption from paying the real property taxes. The CBAA rendered its decision on January 23, 2023 granting NGCP's exemption from payment of Real Property Taxes effective taxable year 2009 and the City of Cabanatuan was ordered to issue revised tax declarations on the subject properties with annotation tax exempt and to refund the Real Property Taxes for taxable year 2009-2010 in the total amount of P3.82 million. Likewise, the City of Cabanatuan was ordered to cancel subsequent assessments and collection of real property taxes inclusive of penalties on the subject properties. The City of Cabanatuan filed a Motion for Reconsideration of the decision, but this was denied by the CBAA. A Petition for Review was then subsequently filed by the City of Cabanatuan before the CTA. On 22 December 2024 NGCP received a favorable Decision from the CTA dated December 13, 2024 granting NGCP's exemption from real property taxes and the City Government of Cabanatuan City has fifteen days to act upon their receipt of the said decision. As of June 30, 2025, NGCP has not received any Motion for Reconsideration filed by the City Government of Cabanatuan City regarding the said decision. On January 21, 2025, an Entry of Judgment was rendered by the CTA, making its Decision final and executory. Negotiation is now on-going between the parties for the refund of the amount that was paid under protest.

On September 24, 2024, NGCP received a favorable resolution in GR. No. 265730, dated 05 June 2024, issued by the Second Division of the Supreme Court in the case of NGCP vs. the City of Tacloban, in her capacity as Treasurer of Tacloban. This case involves the assessment of contractor's tax, including surcharges and penalties, for the period from 2001 to 2009, initially amounting to Php29,493,740.00. The assessment was subsequently reduced to Php2,022,864, covering only the period from January to December 2009, upon NGCP's filing of a written protest pursuant to Section 195 of the Local Government Code. As a result, NGCP filed a petition before the Regional Trial Court (RTC) challenging the revised assessment issued by the City Government of Tacloban. The RTC dismissed NGCP's appeal as premature due to its failure to file a written protest against the revised assessment from the City Treasurer. NGCP's subsequent filed petition for review before the Court of Tax Appeals (CTA) which was denied for failure to prove payment of the required 3% franchise tax for 2009. After elevating the case to the CTA En Banc, which also denied the petition without considering the BIR certifications from NGCP, NGCP filed a Petition for Review on Certiorari with the Supreme Court. The Supreme Court found merit in NGCP's case, ruling that it had been denied due process by not being allowed to present evidence of tax payment and that the CTA En Banc erred in disregarding the BIR Certification presented by NGCP. Thus, the Supreme Court reversed the CTA En Banc's decision and remanded the case to the RTC in Tacloban City for further proceedings to determine whether the amounts collected, as mentioned in the BIR certifications submitted by NGCP, were the same franchise taxes referred to in Section 9 of RA 9511 and whether the franchise taxes collected from NGCP in 2009 corresponded to 3% of NGCP's gross receipts for that year.

In NGCP vs. the OIC, Provincial Assessor of South Cotabato and the Municipal Assessor of Tupi, South Cotabato, a case involving properties with assessed value of Php78.89 million was dismissed on appeal by the CTA in its Decision dated February 27, 2018, for failure to pay the tax under protest. This was brought to the Supreme Court by way of Petition for Review, docketed as G.R. No. 241105. A Reply to the Comment of Respondents to NGCP's Petition for Review dated January 3, 2019, was filed by NGCP on September 16, 2020. On August 24, 2023, NGCP received Resolution dated March 27, 2023, requiring parties to file a Manifestation as to the subsequent development that may help the disposition of the case. Hence, on September 8, 2023, NGCP filed a Manifestation informing the Supreme Court of a pending negotiation for settlement by the parties.

Likewise, in G.R. No. 208225 (NGCP vs. CBAA and Butuan City), NGCP filed a Petition for Review dated September 9, 2013, praying for exemption from real property taxes on properties located in Butuan City. Adverse decisions denying NGCP's petition were issued by the LBAA on December 28, 2009, CBAA on September 2, 2010, and CTA on July 8, 2013. Consequently, the case proceeded to the Supreme Court. In a Resolution dated January 15, 2025, the SC First Division required the parties, to inform the Court of any supervening events or subsequent developments necessary for the immediate disposition of the case or for the Court to determine if the case has been rendered moot and academic. In compliance, NGCP filed its manifestation on January 9, 2025, informing the Supreme Court that six (6) out of the fifteen (15) properties involved are already exempt and that NGCP is coordinating with the LGU of Butuan City for the possible exemption of the remaining properties subject of this petition.

In the case of NGCP vs. Fatima Tenorio, et al, the CTA in its Decision dated April 26, 2017, dismissed the Petition filed by NGCP for failure to pay the tax under protest. However, since a similar case involving the same properties is also pending before the LBAA of Ilocos Sur, NGCP subsequently paid the real property tax under protest in the amount of P10.17 million. NGCP then filed another Petition before the LBAA on November 5, 2018, contesting the collection and payment of the tax. The cases are still pending before the LBAA.

Also, in the case of NGCP vs. LBAA of Batangas City and Guadalupe Judy Tumambing, City Assessor of Batangas City, involving properties with assessed value of P1.40 million, the Supreme Court dismissed the Petition for Review filed by NGCP in a Resolution dated February 28, 2022. NGCP subsequently filed a Motion for Reconsideration of said Resolution on March 15, 2022, praying, among others, that the properties involved be classified as exempt from the payment of RPT in the Assessment Roll. On July 13, 2022, NGCP received a Resolution denying its Motion for Reconsideration. On 20 August 2025, NGCP received a letter from Office of the City Legal Officer of Batangas demanding payment of delinquent RPT for the years 2009 to 2025 in the total amount of P28.42 million. Considering the number of properties to be verified (178 properties), OGC requested more time for the South Luzon O&M Team to complete the verification process. The Office of the City Legal Officer of Batangas informed OGC that the demand for payment sent to NGCP is to prompt compliance with the requirement to apply for exemption so that the subject properties may be removed by the City Assessor from the assessment roll. Further, the City Legal Officer of Batangas suggested NGCP to make partial submissions for application. Hence, on 30 October 2025, OGC filed a letter (covering 8 properties verified by South Luzon O&M Team) addressed to the Offices of the Legal Officer, Assessor and Treasurer of Batangas City to request the recognition of NGCP's exemption for payment of RPT. As of this writing, NGCP is yet to receive a response from said offices. With respect to the other properties, the same are still pending verification by South Luzon O&M for application for recognition of NGCP's exemption for payment of RPT.

With regards to the pending Petition for Injunction with TRO (NGCP vs. The Province of Cebu, et al.) for Declaratory Relief with Prayer of Cancellation of TDs, with Urgent Application for TRO and/or Preliminary Injunction against the collection of RPT in the amount of P192.00 million, filed with the Regional Trial Court Regional Trial Court (RTC) of Cebu, the parties already submitted their respective Memoranda on July 19, 2019, , and the case is still pending for resolution.

On October 12, 2020, NGCP received a copy of the CTA Decision, dated September 23, 2020, in CTA EB No. 2110 (City Assessor's Office of Valenzuela City vs. NGCP) reversing and setting aside the Decision dated August 22, 2012, of the LBAA and the October 8, 2018 Decision and May 31, 2019 Resolution of the CBAA. The CTA declared the Notice of Assessment dated October 9, 2012, as final, executory and unappealable. On October 23, 2020, NGCP filed its Motion for Reconsideration. Thereafter, NGCP received on October 23, 2020, the Statement of Account issued by the City Treasurer on the 37 machineries/transmission towers subject of the case in the total amount of P421.75 million. On October 30, 2020, NGCP wrote a letter and requested the City Treasurer and City Assessor the following: (a) refer to TransCo the notice of delinquency for real property tax covering years 2002 to 2008; (b) classify the 37 machineries/transmission towers, as exempt from payment of real property tax from year 2009 onwards; and (c) issue revised tax declarations on 37 machineries/transmission towers and indicate thereon that NGCP is the beneficial user of the same and to re-classify said properties from taxable to exempt. On June 28, 2021, NGCP received the CTA Resolution dated June 2, 2021, denying NGCP's Motion for Reconsideration. NGCP filed Petition for Review dated July 13, 2021, which is still pending resolution before the Supreme Court.

In Civil Case No. Q-10-68076, NGCP vs. City Government of Quezon City, which involves a petition for the cancellation of tax billings and refund of the amount of P18.14 million, the RTC-QC Branch 85 rendered a decision on February 25, 2025, dismissing the petition for lack of merit. NGCP filed a Motion for Reconsideration (MR) on May 13, 2025. The Respondent, City Government of Quezon City, submitted its Comment on March 10, 2025. On 19 June 2025, the RTC issued an Order denying the MR. Hence, NGCP filed an appeal by way of Petition for Review before the Court of Tax Appeals on 10 October 2025. On 23 February 2026, NGCP received the CTA Order noting that the Respondent failed to electronically file its Motion for Extension of Time to File Comment. For failure to strictly comply with the rules on electronic filing, the motion was deemed not filed. Accordingly, the case is now deemed submitted for decision.

Under Civil Case No. R-QZN-21-07791, entitled NGCP vs. City Government of Quezon City, the RTC-QC Branch 225 in its Resolution dated September 8, 2022, dismissed due to lack of merit NGCP's Petition questioning the assessment issued by the LGU of Quezon City for the year 2021 and seeking the refund of the amount of P21.98 million which NGCP paid under protest. The RTC subsequently denied NGCP's Motion for Reconsideration (MR). NGCP filed a Petition for Review before the CTA docketed as CTA Case No. AC-273. This was partially granted by the CTA in a decision dated May 29, 2024, and ordered the remand of the case to the RTC-QC Br. 225 for further proceedings, more particularly on the reception of evidence on the payment of 3% franchise tax and determination of the amount to be refunded to NGCP. Respondent Quezon City filed a Motion for Reconsideration (MR) of the Decision. On February 27, 2025, NGCP filed an Urgent Motion to Suspend Proceedings before the RTC which assumed jurisdiction over the remanded case, despite the pendency of the MR filed by Quezon City before the CTA. On May 31, 2025, the RTC granted NGCP's Urgent Motion to Suspend the Proceedings, citing a jurisdictional issue considering that the CTA Decision had not yet become final and executory due to the respondent's pending MR. On 4 September 2025, NGCP received Resolution from the CTA denying the MR of Quezon City for lack of merit.

On May 24, 2024, NGCP received a favorable decision in the case of NGCP vs. Quezon City under Civil Case No. R-QZN 22-05086 CV Br. 215. The court ruled that NGCP is exempt from payment of local business tax, city tax, Mayor's Permit Fee, local franchise tax and other regulatory fees and charges pursuant to its legislative franchise (RA 9511) and ordered the cancellation of the assessment for said taxes, fees and charges in the amount of P22.27 million for calendar year 2022, declaring the same as null and void. Also, the court ordered the City Treasurer of Quezon City to refund in favor of NGCP the amount of P22.27 million. Quezon City filed a Motion for Reconsideration (MR) of the Decision dated December 27, 2023, but the Court denied the said MR. Hence, the City Government of Quezon City filed a Petition for Review on November 12, 2024, before the Court of Tax Appeals, and the CTA ordered NGCP to file a comment within 10 days, or until January 20, 2025. On January 20, 2025, NGCP filed its Comment, praying that the instant Petition for Review filed by Petitioner Quezon City be dismissed for utter lack of merit. On 28 January 2025, the CTA issued a Minute Resolution ordering the parties to submit their respective Memoranda. The City Government of Quezon City filed a Memorandum on April 4, 2025, while NGCP filed its Memorandum on May 2, 2025. On 04 August 2025, NGCP received a Minute Resolution dated 04 May 2025, indicating that this case is now deemed submitted for decision.

In Civil Case No. R-QZN-20-05148-CV (NGCP vs Quezon City), RTC-QC Branch 223 for Cancellation of Tax Billings for CY 2020 and Claim for Refund of the amount of Php19.07 million which was paid under protest, Formal Offer of Evidence will be submitted before April 13, 2026.

In the case of NGCP vs. City Government of Santiago, Isabela, represented by Hon. Joseph S. Tan as the City Mayor and Atty. Artemio R. Villaluz Jr., as the City Licensing Officer and Ms. Elizabeth Casabar, City Treasurer of Santiago City, NGCP received a favorable Decision dated March 31, 2023 granting NGCP's exemption from the payment of franchise tax and other regulatory fees in the amount of P60. 61 million and no appeal has been filed by the City Government of Santiago, Isabela.

On May 12, 2023, NGCP filed Petition before the RTC of Quezon City (NGCP vs. The City Government of Quezon City) under Civil Case No. R-QZN-23-045425-CV Branch 230 relative to the Appeal of Assessment and Claim for Refund of Business Tax for CY 2023 in the amount of P26.53 million. On 4 September 2025, RTC rendered a decision in favor of NGCP ordering the refund of the amount paid by NGCP. On 01 October 2025, the Respondent, Quezon City, filed a Motion for Reconsideration (MR). On 08 October 2025, NGCP filed its Comment/Opposition. The matter remains pending resolution of the MR filed by the Respondent.

On June 21, 2023, another Petition was filed before the MTCC Branch 1 - Davao City entitled NGCP vs. City Government of Davao City, as represented by Atty. Lawrence D. Batinding, in his official capacity as City Treasurer of Davao involving an Appeal of Assessment and Claim for Refund of Business Tax and other regulatory fees in the total amount of P184,942. On 03 July 2024, the MTCC issued a Decision denying NGCP's petition for failure to establish sufficient and competent evidence that it is exempt from paying business taxes. NGCP filed a Motion for Reconsideration on 19 November 2024 and the same is still pending resolution.

On June 05, 2024, a Petition was also filed before the RTC-QC Br. 226 of Quezon City (NGCP vs. The City Government of Quezon City) under Civil Case No. R-QZN-24-04776 relative to the Appeal of Assessment and Claim for Refund of Business Tax for CY 2024 in the amount of Php26.50 million. On October 23, 2024, the Respondent QC raised the affirmative defense of estoppel which was denied in the Order of the Court dated May 8, 2025. The case was referred for mediation. However, on 21 October 2025, the parties failed to reach an agreement and consequently terminated the mediation proceedings. Thereafter, NGCP received the Court Order resetting the Judicial Dispute Resolution/ Pre-trial to 03 June 2026.

In Civil Case No. R-QZN-25-05150-CV Br. 224 (NGCP vs. City Government of Quezon City), NGCP filed a petition appealing the assessment for business tax for CY 2025 and claiming refund of the amount of Php27.83 million which NGCP paid under protest. On June 30, 2025, NGCP received the Order of the Court dated June 19, 2025, issuing and summons to respondent City Government of Quezon City. On 29 August 2025, respondent Quezon City filed an Answer to the Petition with Affirmative Defense of Prescription. On 12 September 2025, NGCP filed Comment (To the respondent's affirmative defense of prescription stated in their Answer dated 29 August 2025). On 07 November 2025, the Respondent's Affirmative Defenses in the Answer to the Petition were denied due to lack of merit. On February 23, 2026, the parties appeared before Court-Annexed Mediation. As no amicable settlement was reached, the matter was referred for Judicial Dispute Resolution on April 13, 2026.

With the ruling of the Supreme Court in Oliva cases, Tacloban Case, Cabanatuan City cases and BLGF Memorandum Circulars and letters confirming NGCP's exemption from RPTs, local franchise tax and business taxes, NGCP is continuously and actively asserting its exemption on all properties used in connection with its franchise and is pro-actively negotiating with various LGUs for the recognition of its exemption, and for the refund of all real property taxes paid under protest. Constant communication and coordination meetings and negotiations with the various LGUs are being conducted all year round for this purpose.

As of February 26, 2026, NGCP obtained four thousand six hundred sixty (4,660) tax exemptions covering lands, buildings and machineries located in various cities, municipalities, provinces with assessed value in the total amount of Php12.32 billion.

As of February 26, 2026, NGCP has a total of ninety-seven (97) RPT, franchise and business tax cases pending before the LBAA, RTC, Municipal Trial Court in Cities (MTCC), the CTA, Court of Appeals (CA) and the Supreme Court, broken down as follows:

(i) Real Property Tax cases:

a. Thirty-six (36) cases pertain to Petitions filed contesting the Notices of Assessment issued by the Provincial or City Assessors involving properties with an estimated tax due of P112.20 million (2% of the total assessed value of properties);
b. Eleven (11) cases pertain to Petition filed contesting the tax billing issued by the Provincial or City Assessors involving properties with total tax due of 1.50 billion; and
c. Thirty-nine (39) cases with Payment Under Protest contesting the Statements of Account or Billings issued by the Local Treasurers in the total amount of P43.511 million.

(ii) Franchise/Business Tax Cases:

a. Eleven (11) cases with Payment Under Protest contesting the assessment for Franchise/Business Taxes and Fees issued by the Provincial or City or Municipal Treasurers in the total amount of P171 million.

(iii) Suspension of Pass-on of Franchise Tax

On 15 August 2023, the Energy Regulatory Commission (ERC) promulgated Resolution No. 10, Series of 2023 (the "2023 ERC Resolution"), entitled "A Resolution Suspending the Inclusion of the National Franchise Tax of the National Grid Corporation of the Philippines (NGCP) in the Total Monthly Transmission Cost Billing of Distribution Utilities." Citing Republic v. Manila Electric Company (MERALCO) and Maynilad Water Services, Inc. v. National Water and Resources Board, et al. (Maynilad).

In its Decision dated April 11, 2025 in NGCP's 4th Regulatory Period Revenue Application (ERC Case No. 2022-089RC) received by NGCP on July 7, 2025, the ERC ruled that NGCP's Franchise Tax which is a direct tax imposed upon it by virtue of the NGCP Franchise Law, are direct liabilities of the NGCP and cannot be shifted or passed-on to its customers.

e. Right of Way (ROW) Expropriation Cases
Pursuant to R.A. No. 9511, NGCP is authorized to exercise the right of eminent domain insofar as it may be reasonably necessary for the construction, expansion, and efficient maintenance of the transmission system and grid. Thus, NGCP may acquire private property as is actually necessary for the realization of the purposes for which its franchise (R. A. 9511) was granted.

One of the relevant expropriation cases filed on May 6, 2016 by NGCP is NGCP v. Social Security System (SSS), a government-owned and -controlled corporation, for the acquisition of the site for the Pasay 230kV Substation Project. An Omnibus Motion to Withdraw Complaint and Provisional Deposit in the amount of P1.46 billion was filed with the Regional Trial Court of Pasay City (RTC-Pasay) on March 12, 2020. However, the resolution was deferred since the records of the case were forwarded and still with the Supreme Court. Unfortunately, hearings of the court were suspended due to Covid 19 Pandemic at the start of March 2020.

On January 22, 2021, NGCP filed with the Supreme Court a Motion to Enforce the Court's Order to remand the records of the case to RTC-Pasay. On March 18, 2021, NGCP's Motion to Enforce Court Order was granted by the Supreme Court. Consequently, the records were transmitted to the RTC-Pasay on July 13, 2021. The Omnibus Motion to Withdraw Complaint and Provisional Deposit was granted by the RTC-Pasay after the hearing on July 21, 2021. NGCP filed a Partial Motion for Reconsideration regarding the interest on the provisional deposit which was denied by the said court in its Order dated November 5, 2021.

On December 10, 2021, NGCP filed a Notice of Appeal before the Court of Appeals (CA). The provisional deposit's principal amount of P1.46 billion was withdrawn by NGCP on December 22, 2021. On November 7, 2022, NCGP received a Notice to File Brief dated September 17, 2022, from the CA, requiring NGCP to file its Appellant's Brief within 45 days from receipt of the said Notice. On December 22, 2022, the Appellant's Brief praying for the release of the interest on the P1.46 billion principal amount of provisional deposit was filed. On October 3, 2024, NGCP received a copy of the Decision of the CA dated September 13, 2024 denying the appeal. On October 18, 2024, NGCP filed a Motion for Reconsideration (MR). Subsequently, the Court of Appeals denied the MR based on its Resolution dated October 2, 2025, from which NGCP did not appeal.

As of December 29, 2025, the total number of expropriation cases filed/pending with the Courts, including Projects Under Construction (PUC) cases turned over to the company by the National Transmission Corporation (TRANSCO) is 6,938, with the total estimated amount involved of P10.552 billion (based on provisional deposits).

f. Reclassification Cases

There are twenty-two (22) reclassification cases filed before the ERC, twelve (12) of which were filed by NGCP. However, this is a non-exhaustive list of reclassified assets since the ERC may also reclassify assets in other cases (i.e., Dispute Resolution, Point-To-Point, Sale of Sub transmission Assets, and Capital Expenditure Applications) when the assets are currently not part of NGCP's Regulatory Asset Base (RAB) but are performing transmission functions and, therefore, should be transferred to NGCP pursuant to R.A. No. 9136.

It must also be noted that although the nature of reclassification cases do not require the approval of ERC for the purchase price, NGCP needs ERC's approval on its RAB to include payments equivalent to the corresponding fair market price of each asset. However, considering that only 8 of the reclassification cases were approved in NGCP's Fourth RP Final Determination and NGCP's Fifth RP Final Determination is yet to be issued, there are still no approved CAPEX for the acquisition of all other assets.

g. Permit Fees

There are six (6) cases pending with the Supreme Court (which were consolidated and will be resolved in one decision) involving ERC's imposition of Fees in relation to approved various CAPEX projects. The issue involved is whether or not NGCP is liable to pay all types of fees taking into consideration the provisions of R.A. No. 9511 which exempts NGCP from paying all other kinds of fees, taxes, and charges in consideration of its payment of the 3% Franchise Tax. The resolution of these cases may not have an impact on NGCP's revenue considering that the ERC considers Permit Fees as part of the capital expense in NGCP's Final Determination. NGCP has paid these permit fees under protest.

NGCP has already obtained favorable decisions from the Court of Appeals where the court declared NGCP exempt from payment of permit fees pursuant to its Franchise. These decisions are now subject of appeals by the ERC with the Supreme Court. There are also motions for reconsideration still pending with ERC where NGCP, upon obtaining approval of CAPEX applications, filed motions relative to the imposition of permit fees.

The ERC, on various dates, issued 19 Resolutions denying NGCP'S Motion for Reconsideration on several CAPEX and FME applications wherein NGCP prayed for the reversal of ERC's decisions imposing permit fees, and directing payment of the same. Hence, on various dates, NGCP filed 19 Petitions before the Court of Appeals assailing the 19 Resolutions issued by the ERC, and they were docketed as CA GR SP Nos. 182314 to 182330, 182456 and 182457.

On October 08, 2024, NGCP received the Decision in one of the Petitions, CA G.R. No. 182328. In the Decision, the Court of Appeals, 9th Division granted NGCP's Petition for Review, reversing and setting aside ERC's Decision and Order directing NGCP to pay Permit Fees, and stating that NGCP is not liable to pay permit fees. OSG filed a Motion for Reconsideration and NGCP has already filed a Comment on the said Motion.

However, on October 11, 2024, the Court Appeals 4th Division, in another case, CA GR. No. 182321, issued a decision dismissing the petition since the question raised by NGCP is purely matters of law and, according to the said Division, should have been brought to the Supreme Court via a Rule 45 Petition instead of under Rule 43 to the Court of Appeals. On 23 April 2025, the CA rendered a Resolution denying NGCP's Motion for Reconsideration. On 7 May 2025, NGCP filed a with the Supreme Court challenging the decision of the Court of Appeals.

On 25 February 2025, the CA issued a Decision in GR No. 182324 granting NGCP's Petition and declaring NGCP exempt from payment of permit fees. OSG filed a Motion for Reconsideration and NGCP filed a Comment thereto. The Motion is currently pending Resolution.

On 03 October 2025, the CA issued a Decision in CA-G.R. SP No. 182330 granting NGCP's Petition declaring NGCP exempt from payment of permit fees. OSG filed a Motion for Reconsideration and NGCP filed a Comment thereto.

Likewise, on 03 December 2025, the CA issued a consolidated Decision for CA-G.R. SP No. 182314-182320, 182322-182327, 182329, 182456, and 182457 granting NGCP's Petitions and declaring NGCP exempt from payment of permit fees.

h. Supervision and Regulation Fees; Metering Authority Fees
Similar to Permit Fees, NGCP is being assessed by the ERC of Supervision and Regulation Fees in the amount of P468.00 million annually and Metering Authority Fees in the amount of P15.00 million every three years upon the renewal of NGCP's authority as the metering service provider. The Supervision and Regulation Fee is required to be paid on or before September 30th of each year with a penalty of fifty per centum in case of delinquency; Provided, further, that if the fees or any balance thereof are not paid within sixty days from the said date, the penalty shall be increased one per centum for each month of delinquency thereafter. On the other hand, the metering fee is being assessed by ERC based on the authority granted to NGCP as the WESM metering service provider.

The assessment is based on ERC Resolution No. 21, Series of 2007 entitled 'A Resolution Approving the Revised Schedule of ERC Fees and Charges' which provides that supervision and regulatory fees are for annual reimbursement of the expenses incurred by the ERC in the supervision of electric utilities, transmission companies and/or in the regulation or fixing of their rates. Both the supervision and regulatory fee and metering authority assessment fee are computed at one peso for each one hundred pesos or fraction thereof, of the capital stock subscribed or paid.

NGCP is paying both Fees although under protest on the ground that NGCP should be exempt from payment of these fees pursuant to Section 9 of R.A. No. 9511, which provides that NGCP's payment of 3% franchise tax shall be in lieu of, and expressly exempted from paying all other kinds of fees, taxes, and charges. The resolution of its protest may not have an impact on NGCP's revenue because the ERC considers the Supervision and Regulation Fees as part of the operating expense.

These legal issues are still pending before the Supreme Court for resolution.

i. Labor Cases
There are thirteen (13) labor cases pending before the Court of Appeals, National Labor Relations Commission, and the Department of Labor and Employment filed either by (i) former NGCP employees against NGCP in different areas/regions for illegal dismissal, with prayer for reinstatement, and payment of backwages and damages or for other money claims; (ii) by employees of service providers with service contracts with NGCP wherein NGCP was impleaded as co-defendant; or (iii) employees of Nominated Partner of NGCP's Contractor. The contingent liabilities arising from the labor cases are difficult to estimate considering that in most of the complaints, the monetary claims are not specified by the complainants.

j. SIAC Case
On February 14, 2018, NGCP filed with the Singapore International Arbitration Centre ("SIAC") a Notice of Arbitration, docketed as SIAC Case No. ARB044/18/CHB, against Power Sector Assets & Liabilities Management Corporation (PSALM) and National Transmission Corporation (TRANSCO) pursuant to the Arbitration Clause in Section 16 of the Concession Agreement relative to the implementation and interpretation of the parties' Concession Agreement. In the arbitration, NGCP sought, among other things, a declaration that the prepayment made on July 15, 2013 amounting to ₱57.88 billion was valid, and the payment of other monetary claims of approximately ₱4 billion which should have been borne by TRANSCO under the Concession Agreement, but were advanced by NGCP.

On February 19, 2025, the Arbitral Tribunal of the SIAC rendered a Final Award in the case filed by NGCP against the PSALM and TRANSCO. The Arbitral Tribunal declared:

1. NGCP did not breach the nationality restrictions in the Philippine Constitution, the Anti-Dummy Law, and its obligations under the Concession Agreement in relation to permitted indebtedness or insurance;

2. NGCP validly exercised its right to make the prepayment in the amount of P57.88 billion that it effectuated on July 15, 2013;

3. NGCP shall pay only approximately PhP372.77 million to TRANSCO out of its claim of around PhP3.90 billion;

4. The agreed difference for the Projects Under Construction in the amount of P10.11 billion shall be converted into US Dollars at the rate of 1 USD: 49.62 PhP;

5. NGCP is entitled to an indemnification from PSALM and TRANSCO up to the amount of PhP56.50 million for expenses on right of way claims with interest;

6. NGCP shall be compensated by TRANSCO through a corresponding reduction in the Concession Fee for Sub-Transmission Assets (STAs) that were on the Bid Date the subject of an ongoing negotiation, and as such, remain within the transferred assets;

7. NGCP's claim for capital expenditures on STAs was denied as TRANSCO is not obliged to account to NGCP in respect of any portion of the proceeds that may be attributable to NGCP's capital expenditure;

8. NGCP has, during the Concession Period, the exclusive right and responsibility of preparing the Transmission Development Plan (TDP) on an annual basis and is entitled to deal directly, and without intervention (or prior approval) by TRANSCO, with the regulators;

9. NGCP shall be reimbursed by TRANSCO for its Retained Obligations of PhP51.80 million;

10. NGCP has the exclusive right during the Concession Period to use the Transmission Assets which includes the right to use such assets for a Related Business, including for a telecommunications system;

11. Finally, the Tribunal declared that title to any Documented Property Rights acquired by NGCP in the exercise of its power of eminent domain is to be registered in the name of TRANSCO.

Under the UNCITRAL Rules, the Tribunal's award is final and binding on the parties and the parties are obligated to carry out the award without delay. As of report date, NGCP is in the process of execution of the above Arbitral Award.

k. Other Cases
While the ERC already issued NGCP's Final Determination for the 4th Regulatory Period, there are a total of two (2) NGCP separate CAPEX Applications that pending with the ERC for approval. Due to urgency of the projects, NGCP is constrained to file separate CAPEX Applications for approval of the ERC. Moreover, the ERC has not yet issued NGCP's Final Determination for the 5th Regulatory Period.

The Company has other possible claims from or obligations to other parties from past events and whose existence may only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

26. Taxes

Income Tax
The components of income tax expense are shown below:

	2025	2024	2023
Current	**P962,101**	P960,000	P723,417
Deferred	**(17,768)**	26,267	(56,947)
Final tax	**5,094,525**	5,061,709	6,583,172
	P6,038,858	P6,047,976	P7,249,642

Current income tax expense of the Group in 2025, 2024 and 2023 represents MCIT amounting to P962,101, P960,000 and P723,417 which was computed based on the new tax rate of 2%, 2% and 1.5%, respectively.

The reconciliation of the taxes computed at the statutory income tax rate to the taxes as shown in profit or loss follows:

	2025	2024	2023
Income before income tax	**P44,207,744,265**	P17,356,306,632	P23,375,379,609
Tax on income at statutory tax rate	**P11,051,936,066**	P4,339,076,658	P5,843,844,902
Tax effects of:			
Movement in unrecognized deferred tax	**(18,782,979)**	27,222,295	23,407,368
Final tax on interest income	**5,094,525**	5,061,709	6,583,172
Nondeductible expense	**12,002,686**	52,588	404,712
Interest income subjected to final tax	**(10,792,952)**	(6,694,342)	(8,481,575)
Expiration of NOLCO	**40,935,207**	-	-
Expiration of MCIT	**930**	220	-
Income subject to franchise tax	**(11,074,354,625)**	(4,358,671,152)	(5,858,508,937)
	P6,038,858	P6,047,976	P7,249,642

The Group did not recognize the deferred tax assets in respect of the following items since management does not expect the Group to have sufficient taxable profit that will be available against which the Group can utilize the benefit there from:

	2025	2024	2023
NOLCO	**P482,379,210**	P559,934,647	P454,100,787
MCIT	**2,645,518**	2,164,559	1,324,779
Accrued expenses	**-**	1,573,699	2,580,795
Foreign exchange loss	**-**	-	5,212
	P485,024,728	P563,672,905	P458,011,573

As at December 31, 2025, 2024 and 2023, the movement in the Group's deferred tax liability is as follows:

	2025	2024	2023
Beginning balance	**P26,267**	P -	P56,947
Deferred tax (reversal of deferred tax) on unrealized foreign exchange gain	**(17,768)**	26,267	(56,947)
	P8,499	P26,267	P -

The Group has NOLCO that can be claimed as deduction from future taxable income as follows:

Year Incurred	Expiry	Amount	Expired	Balance **2025**	2024	2023
2020	2025*	P69,372,730	(P69,372,730)	**P -**	P69,372,730	P69,372,730
2021	2026*	200,980,161	-	**200,980,161**	200,980,161	200,980,161
2022	2025	94,368,101	(94,368,101)	**-**	94,368,101	94,368,101
2023	2026	88,998,745	-	**88,998,745**	88,998,745	89,379,795
2024	2027	106,214,910	-	**106,214,910**	106,214,910	-
2025	2028	86,185,394	-	**86,185,394**	-	-
		P646,120,041	(P163,740,831)	**P482,379,210**	P559,934,647	P454,100,787

**Per Section 4 of Revenue Regulations No. 25-2020 of Bureau of Internal Revenue provides that businesses or enterprises which incurred net operating loss for taxable years 2020 and 2021 shall be allowed to carry over the same as a deduction from gross income for the next five (5) consecutive taxable years, immediately following the year of such loss, unless otherwise disqualified.*

The Group has carryforward benefit of MCIT which can be claimed as tax credits against future income tax liabilities. Details of MCIT are as follows:

Year Incurred	Expiry	Amount	Addition/ (Expired)	Balance **2025**	2024	2023
2021	2024	P120,220	(P120,220)	**P -**	P -	120,220
2022	2025	481,142	(481,142)	**-**	481,142	481,142
2023	2026	723,417	-	**723,417**	723,417	723,417
2024	2027	960,000	-	**960,000**	960,000	-
2025	2028	-	962,101	**962,101**	-	-
		P2,284,779	P360,739	**P2,645,518**	P2,164,559	P1,324,779

Franchise Tax

As discussed in Note 1 to the consolidated financial statements, in consideration of the franchise and rights granted by R.A. 9511, the Group is required to pay a franchise tax equivalent to three percent (3%) of all gross receipts/actual collection derived from its operations under the franchise, in lieu of income tax and any and all taxes, duties, fees and charges of any kind, nature or description levied, established or collected on its franchise, rights, privileges, receipts, revenues and profits, and on properties used in connection with its franchise except for real property tax on real estate, buildings and personal property, exclusive of the franchise.

In view thereof, the Group's income from business activities included within the scope of its authority under Section 1 of R.A. 9511 is exempt from income tax, and consequently from withholding taxes, minimum corporate income tax (MCIT), improperly accumulated earnings tax (IAET), Value-Added Tax (VAT) and documentary stamp tax (DST). Subsequently, effective January 1, 2018, the implementation of TRAIN Law has changed the classification of NGCP from non-VAT to VAT entity which made all transactions affected therein to be subject to VAT.

Pursuant to Third Regulatory Period Final Determination under Clause 5.20, ERC Final Decision on Other Taxes, particularly Section 5.20.1 specifically states that "the 3% national franchise tax will not be included in the maximum allowed revenue (MAR) but will be recovered through a surcharge on the Regulated Entity's customers' invoices". NGCP started billing its customers the 3% national franchise tax effective on the billing period December 26, 2010 to January 25, 2011 as approved by the ERC under Resolution No. 07, series of 2011, "A Resolution Allowing the Distribution Utilities to Include Their Monthly Transmission Cost the NGCP's National Franchise Tax Billing." The Group adopted an accounting treatment for franchise tax that upon billing to its customers, both franchise tax receivable and franchise tax payable to BIR are set-up. As such, franchise tax recovery is not recognized in the profit or loss in view of the pass-through nature of the 3% national franchise tax (see Note 15).

On August 8, 2023, ERC issued Resolution No. 10, Series of 2023 entitled, "A Resolution Suspending the Inclusion of the National Franchise Tax of the NGCP in the Total Monthly Transmission Cost Billing of Distribution Utilities". This resolution suspends the passing-on of the 3% national franchise tax by NGCP to its customers and the effectivity of Resolution No. 7, series of 2011 which allowed NGCP to pass on to consumers a 3% franchise tax on gross receipts derived from its operations, is likewise suspended.

On August 23, 2024, the Company sent the Request for Reconsideration of Suspension of ERC Resolution No. 7 Series of 2011 and withdrawal of ERC Resolution No. 10 Series of 2023. To date, NGCP is yet to receive ERC's resolution on the said request. For the years ended December 31, 2025 and 2024, the related franchise tax expense amounted to P1.75 billion and P1.59 billion, respectively, which is part of miscellaneous expense in the "Other Charges - net" in the statement of comprehensive income. The remaining items on "Other Charges - net" are immaterial individually.

27. Final Determination and Others

"The Final Determination, Regulatory Reset for the NGCP for 2011 to 2015" (Final Determination) was approved by the Energy Regulatory Commission (ERC) on November 22, 2010.

Pursuant to the Electric Power Industry Reform Act (EPIRA) of 2001 and its Implementing Rules and Regulations (IRR), the ERC promulgated the Guidelines on the Methodology for Setting Transmission Wheeling Rates (TWRG) on May 29, 2003, which was subsequently updated and revised on September 16, 2009 as the Rules for Setting Transmission Wheeling Rates (RTWR) for 2003 to around 2027. The RTWR provides for Performance-Based Regulation (PBR) using a revenue cap methodology to determine the maximum rates that may be charged by the Regulated Entity to its customers for the provision of Regulated Transmission Services. The RTWR amends the TWRG which formed the basis for setting the revenue cap of the Regulated Entity. The methodology in the TWRG, now the RTWR, was applied in setting the revenue for Second Regulatory Period (2nd RP) of January 1, 2006 to December 31, 2010 and for the Third Regulatory Period (3rd RP) of January 1, 2011 to December 31, 2015, with the issuance of the Final Determination on June 13, 2006 and November 22, 2010, respectively.

On September 28, 2022, the ERC issued ERC Resolution No. 08, Series of 2022, *A Resolution Adopting the Amended Rules for Setting Transmission Wheeling Rates (Amended RTWR).* The Amended RTWR provides, among others, the relevant provisions that would govern the filing of the revenue reset applications of NGCP for the Fourth and Fifth Regulatory Periods (4th and 5th RP).

Relative to this, on October 27, 2022, NGCP filed an Omnibus Motion in ERC Case No. 2018-004RM, requesting ERC to subject Article IV of the 2022 Amended RTWR to public consultation and public hearings, clarify pertinent provisions and hold in abeyance the regulatory reset process for the 4th and 5th RP.

In response to NGCP's Petition, in its Order dated November 25, 2022, the ERC denied NGCP's motion to hold in abeyance the regulatory reset process and directed it to file the 4th RP Revenue Application within a non-extendable period of fifteen (15) calendar days from the receipt of the issuance and the 5th RP Revenue Application by January 19, 2023.

Accordingly, NGCP filed its 4th RP Revenue Application on December 22, 2022 under ERC Case No. 2022-089RC entitled, "*In the Matter of the Application of the Maximum Annual Revenue for the Fourth Regulatory Period (2016 to 2020) of the National Grid Corporation of the Philippines (NGCP) in accordance with the Alternative Form of Rate Setting Methodology under the Rules for Setting the Transmission Wheeling Rates (RTWR) with Prayer for Confidential Treatment of Information".*

In an Order dated January 4, 2023, the ERC set the determination of compliance with the jurisdictional requirements on January 27, 2023, the expository presentation for Luzon, Visayas, and Mindanao Stakeholders on January 27, 2023, January 31, 2023, and February 3, 2023, respectively, the pre-trial conference on February 10, 2023, and presentation of evidence on February 10 and 14, 2023.

In an Order dated March 3, 2023, the ERC set additional hearing dates on March 14 and 17, 2023. Likewise, hearings were conducted on March 28, 2023 and April 4, 2023.

As regards the 5th RP Revenue Application, NGCP, in a letter dated January 13, 2023, requested for the ERC to allow NGCP to file the 5th RP Revenue Application by April 28, 2023.

In a letter-response from the ERC dated March 3, 2023, which was received by NGCP on March 15, 2023, NGCP was directed to file its 5th RP Revenue Application within fifteen (15) days from receipt of the said letter, i.e., on or before March 30, 2023.

Accordingly, NGCP filed its 5th RP Revenue Application on March 30, 2023 under ERC Case No. 2023-025RC entitled, *"In the Matter of the Application of the Maximum Annual Revenue for the Fifth Regulatory Period (2021 to 2025) of the National Grid Corporation of the Philippines (NGCP) in Accordance with the Alternative Form of Rate Setting Methodology Under the Rules in Setting the Transmission Wheeling Rates (RTWR)"*.

In an Order dated April 13, 2023, the ERC set the determination of compliance with the jurisdictional requirements on May 30, 2023, the expository presentation for Luzon, Visayas, and Mindanao Stakeholders on May 30, 2023, June 6, 2023, and June 13, 2023, respectively, the pre-trial conference on June 20, 2023, and the presentation of evidence on June 20 and 22, 2023.

During the May 30, 2023 Expository Presentation for Luzon Stakeholders, the ERC directed for the cancellation of the Pre-trial Conference and Presentation of Evidence on June 20 and 22, 2023 and had scheduled a clarificatory hearing on July 10-14, 2023.

In an Order dated September 13, 2023, the ERC issued its initial findings on Phase 1 of the 4th RP Revenue Application as embodied in the Partial Initial Determination. On this, NGCP filed its Comment *Ex Abundanti Ad Cautelam* [To ERC's 4th Regulatory Period (RP) Phase 1: Partial Initial Determination] -with- Motion to Lift Suspension of ERC Resolution No. 07, Series of 2011 and its Supplemental Comment (To Phase 1: Partial Initial Determination).

In an Order dated November 22, 2023, the ERC set the Pre-trial Conference and presentation of evidence on the 5th RP Revenue Application on December 5, 2023 and January 16 and 23, 2024. Following various hearings and submission of compliances to the directives of the ERC in January to March 2024, NGCP filed its Formal Offer of Evidence dated March 22, 2024.

The ERC, in an Order dated August 21, 2024 issued the 4th RP Draft Final Determination (DFD) which was received on November 8, 2024. Accordingly, NGCP submitted its comments on the aforesaid documents on November 25, 2024. NGCP is now awaiting for the issuance of the Final Determination.

In an ERC Order dated September 27, 2024, NGCP was directed to submit data and information, as well as its responses to the clarificatory questions on its land and land-related capital expenditure (CAPEX) projects covering the period from calendar years 2009 to 2023. NGCP filed before the ERC its Partial Compliance and Full Compliance dated October 28, 2024 and November 7, 2024, respectively.

In an ERC Order dated November 26, 2024, a Clarificatory Hearing was set on December 5 and 6, 2024 and NGCP was directed to submit its Compliance to the Commission's clarificatory questions, including all relevant information and supporting documents. NGCP filed before the ERC its Partial Compliance, Second Partial Compliance, and Full Compliance dated December 17, 2024, December 27, 2024, and January 27, 2025, respectively.

Inspection activities with the ERC and its consultant were scheduled from March 3 to 21, 2025, of the sample land and land related CAPEX of NGCP pursuant to the Terms of Reference on the Consulting Services for the Prudency Review of Land and Land-Related Capital Expenditure (CAPEX) Projects of the National Grid Corporation of the Philippines (NGCP) and the National Transmission Corporation (TransCo) Covering the Period From the Calendar Years (CY) 2009 to 2023.

On March 20, 2025, NGCP received the following draft reports of ERC's Consultants: (1) Determination of Performance Incentive Scheme (PIS) for National Grid Corporation of the Philippines (NGCP) for the Fifth Regulatory Period (5th RP) and Review of NGCP's Proposed PIS for the 5th RP dated 03 January 2025; (2) Validation of the Forecasts Expenditure for the Fifth Regulatory Period of the National Grid Corporation of the Philippines in Setting the Transmission Wheeling Rates dated 06 October 2023; and (3) Determination of the Regulatory WACC for Transmission for the 5th Regulatory Period (2023-2027) and Review of the NGCP WACC Report for the 5th Regulatory Period (5th RP) (commencing 2021 per NGCP) dated 17 March 2024 (Revised 16 June 2024) and 18 March 2024 (Revised 15 June 2024), respectively. NGCP submitted its comments before the ERC on the aforesaid drafts on April 4, 2025. NGCP submitted a Supplemental Comment (To the Final Reports of the Commission's Consultants) dated May 13, 2025.

On April 11, 2025, the ERC posted in its website, www.erc.gov.ph, the Notice of Commission Action during the 1125th Regular Commission Meeting held on March 26, 2025 providing the overview of the Decision related to NGCP's 4th RP Application. The summary of the Commission Action provides, among others, that after due deliberation, the Majority resolved to adopt the following parameters in relation to the determination of the final rate for the 4th RP of NGCP: zero (0) Net Efficiency Adjustment (NEA); Weighted Average Cost of Capital (WACC) of 11.33%; and As Spent Approach. The Notice also provides that the Majority likewise resolved to approve the recommendation to make permanent NGCP's 2015 Maximum Allowable Revenue (MAR) in the amount of PhP43,078.95 Million and grant NGCP's Net Performance Incentive (NPI) reward claim for 2014 in the amount of PhP783.06 Million - both under ERC Case No. 2014-155RC entitled, *"In the Matter of the Application for the Maximum Allowable Revenue (MAR) for Calendar Year (CY) 2015 and the Net Performance Incentive for 2014 Under the Rules for Setting the Transmission Wheeling Rates, With Prayer for Provisional Authority - National Grid Corporation of the Philippines, Applicant"*.

On April 15, 2025, the ERC posted in its website the Notice of Commission Action Application during the 3rd Special Commission Meeting No. 03-2025 held on April 11, 2025 providing the overview of the Decision related to the NGCP 4th RP Application. The summary of the Commission Action provides that after careful deliberation, the Majority resolved to approve the basic Maximum Annual Revenue adjustment (increase) of PhP0.0629/kWh, and an Under Recovery of P0.0384/kWh with a recovery period of eighty-four (84) month, thus a total rate impact (total increase) amounting to P0.1013/kWh. The computed MAR for the lapsed period is equivalent to P335.79 billion.

NGCP filed to ERC a *"Very Urgent Motion to Resolve 4th Regulatory Period Reset Application"* dated May 23, 2025.

NGCP filed to ERC a "*Very Urgent Reiteratory Motion to Issue Final Determination of 4th Regulatory Period Reset Application"* dated June 18, 2025.

NGCP filed to ERC a *"Very Urgent Third Motion to Issue Final Determination of 4th Regulatory Period Reset Application"* dated June 30, 2025.

On July 7, 2025, NGCP received the ERC Decision and Final Determination on NGCP's 4th Regulatory Period Revenue Reset Application. In the said Decision, the ERC approved NGCP's 2016-2022 Annual Revenue Requirement (ARR) in the amount of P335.79 billion. The ERC also directed NGCP to collect, as a separate line item in the power bill of transmission customers, an Under Recovery of P28.30 billion, with an equivalent rate of P0.0384/kWh, to be implemented over a period of approximately eighty-four (84) months or until such time that the said amount shall have been fully recovered. NGCP was further directed to accomplish and submit a report based on the prescribed format from the ERC on or before the 30th day of the following month until such time that the amount of under recovery shall have been fully collected.

On 18 July 2025, the ERC, on its website, posted an Explainer entitled "*ERC Releases Explainer on Final Determination for NGCP's 4th Regulatory Reset",* stating that, "*The under-recoveries and the increased MAR will result in an increase in transmission charges effective in the billing month of August. The Commission set a seven-year recovery period for the PhP28.29-Billion under-recoveries. The total average increase of PhP0.1013 per kilowatt-hour (kWh) in transmission charges is the sum of the average increase of PhP0.0629/kWh in the basic transmission charge resulting from the higher MAR and PhP0.0384/kWh for the under-recovered portion (to be collected over 84 months)."*

As detailed *in the Results of the Final Determination for the National Grid Corporation of the Philippines' Rate Reset for Years 2016-2022* included in the said explainer, the approved MAR for 2022 of NGCP is at PhP58,100.01Mn. The incremental increase in revenue from the currently implemented interim MAR of PhP51,471.13Mn is anticipated to result in an increase in transmission rates by PhP0.0629/kWh. This, along with the 4th RP-approved "Under Recovery 2016 - 2022" of PhP0.0384/kWh translates to a total indicative increase of PhP0.1013/kWh.

With the foregoing, ERC has authorized NGCP to bill the PhP58,100.01Mn as its MAR for 2025 and the "Under-recovery 2016-2022" of PhP28,296.88Mn with the fixed rate of PhP0.0384/kWh to be collected in 84 months or until such time the amount is fully recovered.

Accordingly, NGCP shall commence the billing of the authorized MAR and the "Under-recovery 2016-2022" to Transmission Customers effective July 2025 billing month (or June 26 to July 25, 2025), which will then billed by Distribution Utilities (DUs) to their customers in August 2025.

On July 22, 2025, NGCP filed a Motion for Partial Reconsideration (with Manifestation) on ERC Case No. 2022-089RC which was resolved by the ERC in an Order promulgated on October 29, 2025. In the said Order, the ERC approved the following: (1) provision of ARR and RAB Roll-forward computation, subject to the observance of appropriate confidentiality safeguards; (2) provision of the detailed computation and derivation of the Building Block components for (i) Transferred Assets, (ii) Found Assets, (iii) Optimized Assets, including the corresponding detailed information and breakdowns of: (i) 2016-2022 approved CAPEX, and (ii) 2016 Opening RAB, subject to the observance of appropriate confidentiality safeguards; (3) recognition of the 31 projects with a total amount of P16.10 billion which were not included in the computation of the RAB in the 4th RP FD, but shall only be considered for inclusion as adjustments to the RAB in the next RP reset; (4) recognition of the additional Return of Capital in the amount of P1.62 billion, but such correction or adjustment shall be considered in the next RP reset; (5) reconsideration on the unrecouped portion of the 2RP NEA, determined in the 3RP, subject to the results of the ERC's further verification and validation; and (6) re-computation of the 2015 NPI based on the 4RP FD 2016 ARR, the recomputed and validated amount, once confirmed, shall be reflected as part of NGCP's allowable revenue in the next RP reset. In the same Order, the ERC confirmed the following: (1) NGCP's MAR for 2025 amounts to P58.10 billion; (2) under recovery of P28.30 billion with the fixed rate of P0.0384/kWh to be collected in 84 months or until such time that the amount is fully recovered; (3) commencement of billing the authorized 2025 MAR and under recovery to Transmission Customers effective July 2025 billing month.

In an Order, under ERC Case No. 2023-025RC, promulgated on October 8, 2025, the ERC set a Clarificatory Hearing on October 20 and 22, 2025 and directed NGCP to prepare response to the ERC's clarificatory questions. NGCP submitted its Compliance dated October 15, 2025.

In a Notice, under ERC Case No. 2023-025RC, promulgated on 11 November 2025, the ERC posted, for comments of the interested parties, the Final Report of the ERC's Consultant, NCL Power Consulting Corporation (NCL) entitled, "Prudency Review of Land and Land-Related Capital Expenditure (CAPEX) Projects of the National Grid Corporation of the Philippines (NGCP) and the National Transmission Corporation (TransCo) Covering the Period from Calendar Years (CY) 2009 to 2023, dated 14 May 2025". NGCP submitted its comments before the ERC dated November 24, 2025.

In the ERC Decision on ERC Case No. 2023-025RC on *NGCP's Application for the Approval of the Maximum Annual Revenue for the 5th Regulatory Period (5th RP) covering the years 2023 to 2027*, which was promulgated on 30 January 2026, the ERC approved NGCP's Annual Revenue Requirement (ARR) covering 2023 to 2027 in the total amount of P374.98 billion or a total Smoothed Maximum Allowable Revenue (SMAR) of P376.42 billion Furthermore, NGCP was directed by the ERC to implement the MAR for RY 2023 in the amount of P63.45 billion starting 01 August 2026 until otherwise directed by the ERC.

Regulated Entity
At the time the ERC issued its Final Determination for the 2nd RP (the 2006 Final Determination), Regulated Transmission Services were provided by the National Transmission Corporation (TRANSCO). Under R.A. 9511, which was signed by the President on December 1, 2008 and which became effective on January 15, 2009, a nationwide franchise to manage the transmission system was granted to NGCP.

As discussed in Note 4 to the consolidated financial statements, the Group, through NGCP, has signed a Concession Agreement with PSALM and TRANSCO, which covers the management and development of the transmission grid over the term of the franchise. Under the Concession Agreement, NGCP is responsible for the operation, management, and development of the grid, while TRANSCO continues to hold title over the transmission assets. Notwithstanding this, TRANSCO continues to be responsible for the settlement of Right of Way (ROW) claims in respect of projects that were ongoing at the time R.A. 9511 became effective, while NGCP is responsible for ROW claims for projects that were initiated subsequent to the effectivity of the Act.

Hence, while NCGP will incur the bulk of the costs of providing the Regulated Transmission Services over the 3rd RP, some residual costs for the provision of these services will be incurred by TRANSCO. For the Third Reset, the ERC is concerned only with the total cost of providing the Regulated Transmission Services and not with who incurs these costs.

Performance Based Regulation (PBR)
PBR is an internationally accepted method of rate setting that meets the requirements of Section 43(f) of EPIRA. PBR is forward looking and sets the MAR that the Regulated Entity can earn from the provision of Regulated Transmission Services for each five-year regulatory period. This provides an incentive for cost reduction over time, this leads to price efficiency since savings made in one regulatory period are built into the cost structure used to determine the MAR that will apply over the subsequent regulatory periods.

Maximum Allowed Revenue (MAR)
The ERC makes a determination of the annual revenue requirements (ARR) of the transmission business as well as the price control arrangements that will apply during the regulatory period. The RTWR requires the MAR to be smoothed to reduce the likelihood of price shocks to customers and revenue shocks to the Regulated Entity.

Following an annual rate verification and validation process, and using a price control formula, the ERC sets the MAR that NGCP can bill its transmission customers for each year in the regulatory period.

With the issuance of the Order dated January 21, 2016, NGCP billed an $iMAR_{2016}$ of P41.65 billion consistent with Module F of the 2006 Revised Open Access Transmission Service (OATS) Rules. As for the $iMAR_{2016}$ differential of P2.14 billion, following the ERC Order dated December 19, 2016, this was collected by NGCP in 2017. The approved $iMAR_{2016}$ amounting to P43.79 billion has been applied in CYs 2017, 2018 and 2019.

In its Order dated February 13, 2020, the ERC granted NGCP a provisional authority to implement an $iMAR_{2020}$ in the amount of P47.05 billion, an increase of P3.26 billion from the $iMAR_{2016}$ of P43.79 billion, effective April 2020 billing month. However, only P300.00 million of the incremental revenue was billed in July and August 2020 billing months following its deferment in consideration of the COVID-19 pandemic situation and the issuance of the July 28, 2020, directing the suspension of the billing of the $iMAR_{2020}$. As a result, there was an unbilled $iMAR_{2020}$ differential in the amount of P2.96 billion.

In October 2021, NGCP filed a Reiteratory Motion for Implementation of $iMAR_{2020}$ praying for the lifting of the July 28, 2020 Order, recovery of the 2020 iMAR and the unbilled iMAR for 2021 from October 2021 to December 2022, and confirmation that the approved $iMAR_{2020}$ level of P47.05 billion shall be implemented continuously until a new MAR is issued, or until the issuance of the Final Determination for the succeeding regulatory period, whichever is earlier.

On January 17, 2022, NGCP submitted its compliance to the January 5, 2022 ERC Order, which was received by NGCP on January 7, 2022.

On April 29, 2022, the ERC promulgated an Order dated March 23, 2022 resolving the $iMAR_{2020}$ Application and approving an $iMAR_{2020}$ of P51.47 billion. Moreover, the Commission directed the implementation of the approved $iMAR_{2020}$ in the next billing cycle and required the submission of NGCP's proposed recovery scheme on the unbilled $iMAR_{2020}$ in CYs 2020, 2021 and first four (4) months of 2022 within 60 days from receipt of the Order.

Accordingly, on June 8, 2022, NGCP submitted to ERC its Compliance dated June 2, 2022 on NGCP proposed manner of recovery of the unbilled $IMAR_{2020}$ for the years 2020, 2021 and four (4) months of 2022, in the total amount of PhP17.62 billion starting September 2022 to June 2024. Likewise, starting May 2022 Billing Period, NGCP has already implemented its billing based on the P51.47 billion iMAR pursuant to the March 23, 2022 Order of the ERC.

On March 10, 2023, NGCP filed its "Motion to Approve Implementation of Recovery Scheme" reiterating its prayer for the approval of the billing and recovery of the unbilled iMAR for 2020 under a new proposed recovery scheme, i.e., from May 2023 to April 2024.

On June 22, 2023, NGCP filed a Reiteratory Motion with Motion to Resolve (4th Motion) with the Commission on the *Proposed Recovery Scheme for the Recovery of the Unbilled iMAR in 2020* and respectfully prayed, among others, for the Commission to immediately issue an Order approving the billing and the recovery of the CY 2020 unbilled iMAR in the amount of P7.38 billion in accordance with the proposed recovery scheme discussed in its Motion dated March 10, 2023.

On September 12, 2023, October 10, 2023, and June 5, 2024, NGCP filed a Reiteratory Motion with Motion to Resolve for the immediate issuance of an Order approving the billing and recovery of the CY 2020 unbilled iMAR.

To date, NGCP is yet to receive ERC's resolution on NGCP's proposed manner of recovery of the unbilled $iMAR_{2020}$.

Following ERC's issuance of its Decision and the Final Determination on NGCP's 4th Regulatory Period Revenue Reset Application on July 7, 2025 as well as the posting of ERC's Explainer on its website on July 18, 2025, ERC has authorized NGCP to bill the P58.10 billion as its MAR for 2025 and the "Under-recovery 2016-2022" of P28.30 billion with the fixed rate of P0.0384/kWh to be collected in 84 months or until such time the amount is fully recovered.

NGCP commenced the billing of the authorized MAR and the "Under-recovery 2016-2022" to Transmission Customers effective July 2025 billing month (or June 26 to July 25, 2025), which was then billed by Distribution Utilities (DUs) to their customers in August 2025.

In the ERC Decision on ERC Case No. 2023-025RC, the ERC approved NGCP's ARR for the 5th RP covering 2023 to 2027 in the total amount of P374,98 billion or a total SMAR of P376.42 billion. Furthermore, NGCP was directed by the ERC to implement the MAR for RY 2023 in the amount of PhP63,449.70Mn starting 01 August 2026 until otherwise directed by the ERC.

Forecast Capital Expenditures (CAPEX) and Forecast Operating Expenditures (OPEX)

The ERC building block cost calculations for the approved ARR include allowed forecast CAPEX and forecast OPEX. This entails responsibility on the part of NGCP as the regulated entity to implement projects and/or activities allowed by ERC to be able to perform its mandated function as transmission provider. A significant amount of NGCP's Revenues is used to fund the CAPEX and OPEX approved by the ERC in its Decision and Final Determination for the subsequent year/s. The utilization of these earned profits will allow NGCP to implement projects and meet its performance targets committed with the ERC and its customers.

In Section 5.4 of the Final Determination, ERC's approval on the operating and maintenance expenditures (OPEX) for the 3rd RP considered only, among others, inclusions of TRANSCO of the supervision and permit fees relating to its 2nd RP capital expenditures (CAPEX). However, instead of allowing its recovery as part of the OPEX for the 3rd RP, ERC deemed it more appropriate to treat it as an adjustment to the 3rd RP Revenue Requirement of NGCP thru the OPEX Efficiency Adjustment (OEA).

In Section 5.26 of Final Determination for the 3rd RP, ERC included provisions for the recovery of cost of capital on land-related CAPEX for years 2011 to 2015 based on NGCP's approved CAPEX requirements and the historical levels at which TRANSCO has been able to settle its right-of-way (ROW) claims. Further, ERC decided that land-related CAPEX is to be reflected as a separate item from the approved CAPEX levels of NGCP for the 3rd RP and is to be the subject of an ex-post prudency review during the 4th RP.

Outside the levels of CAPEX and OPEX approved by ERC, NGCP has to finance for the cost of ROW, operation/maintenance and rehabilitation of sub-transmission assets not disposed to distribution utilities (DUs), and value-added tax.

For the 4th RP and 5th RP, NGCP continues to undertake the implementation of CAPEX which it deems prudent and necessary and incur OPEX that is essential in its day-to-day operations to continuously fulfill its mandated function as the Transmission Provider.

Following the receipt of ERC's Decision on NGCP's 4th and 5th RP Applications, the ERC approved the CAPEX levels for the 4th and 5th RP, as provided in the Final Determination, in the amount of P187.77 billion (inclusive of Asset Acquisition and FME) and PhP182.34 billion, respectively.

Furthermore, in ERC's Decision for the 5th RP, the ERC approved additional 16 projects and the FME CAPEX for Typhoon Yolanda with a total amount of PhP13.44 billion and P930.73 million, respectively.

The ERC-approved OPEX for the 4th and 5th RP, as provided in the Final Determination, amount to P59.53 billion and PhP67.70 billion, respectively.

Operational Meals and Consumables
Operational Meals and Consumables refer to an expense account to record the costs of internal organizational meals consumed in direct connection with operation necessities that directly support transmission service delivery. The account covers meals essentially needed on events including but not limited to operation planning of maintenance activities prior to planned shutdown of equipment and transmission lines to ensure efficiency and safety; conduct of major maintenance activities; coordination meetings for the implementation of critical projects; scheduled management meetings related to status of targets, key performance indicators and areas for improvement; procurement; vendor monitoring and claims settlement to maintain performance standards and healthy relationship; logistics and facility support; and regulatory compliances that directly support transmission service delivery

Weighted Average Cost of Capital (WACC)
The rate of return that the Regulated Entity can earn in its investment in transmission system assets is equal to the WACC as set by the ERC during each Reset based on a market analysis of the rate of return a business in the Philippines with a similar risk profile to the Regulated Entity can be expected to earn.

In the absence of a Final Determination for the 4th RP and 5th RP, which should provide, among others the WACC approved by the ERC for the years 2016 to 2020, as stated in Note 20, the ERC approved an interim revenue of P43.79 billion which was implemented in years 2016 to 2019, and subsequently provisionally approved a revenue of P47.05 billion for the year 2020. On April 29, 2022, the ERC promulgated an Order dated March 23, 2022 resolving the $iMAR_{2020}$ Application and approving an $iMAR_{2020}$ of P51.47 billion effective January 2020 until a new transmission revenue has been determined.

The ERC-approved WACC for the 4th and 5th RP, as provided in the Final Determination, were 11.33% and 11.74%, respectively.

Other Taxes
As stated in the 3rd RP Final Determination Section 5.20 ERC Final Decision - Other Taxes, the VAT payable on both CAPEX and OPEX inputs will be accounted separately and will not be included in either the CAPEX or OPEX forecasts for the third and subsequent regulatory periods. VAT payable on CAPEX inputs will not be capitalized but will be recovered from customers in full as the expenditure is incurred. It follows that asset valuations will continue to be undertaken on a VAT exclusive basis.

Input VAT related to CAPEX and OPEX presented under "Prepaid expenses and other current assets" and "Deferred input VAT" account in the statements of financial position amounted to P1.29 billion and P6.62 million, respectively as at December 31, 2025.

With the implementation of the TRAIN Law under R.A No. 10963 which took effect on January 1, 2018, Section 86 thereof, under Clause (bbb) repealed Section 9, with respect to VAT, of R.A. 9511 or the National Grid Corporation of the Philippines Franchise Act, which changes the classification of NGCP from Non-VAT to VAT entity, all transactions affected therein are made subject to VAT. Hence, effective January 1, 2018, all Input Taxes related to purchases of goods and services both for CAPEX and OPEX shall be considered as Input VAT, deductible from NGCP's Output VAT Payable pursuant to the BIR rules and regulations.

PIS
The PIS provides the Regulated Entity an incentive to improve the quality of service provided to customers. Under the PIS, key indicators of service performance are monitored annually. Should the quality-of-service performance be above targets set during the Reset, the Regulated Entity can earn an incentive of up to 3% of ARR or the unsmoothed MAR. Conversely, should the quality of service fall below the targets, a penalty of up to 3% of ARR can be applied.

In the 4th RP Final Determination, the ERC stated that the provisions of the Amended RTWR on PIS specifically refer to subsequent regulatory periods and are wholly inapplicable to the 4th RP. Hence, no implementation of the PIS for the 4th RP. Nonetheless, the ERC approved a net PIS under recovery for the following 3RP calendar years of 2012, 2013, and 2014 in the amount of P660.23 million to be recovered as part of the Under Recovery 2016-2022 of P28.30 billion

In the 5th RP Final Determination, the ERC approved the following PIS parameters: (1) System Interruption Severity Index (SISI), (2) Frequency of Tripping per 100 ckt-km (FOT), (3) System Availability (SA), (4) Frequency Limit Compliance (FLC), (5) Voltage Limit Compliance (VLC), and (6) Average Forced Outage Duration (AFOD).

Rate Arrears - Transferred Assets
An issue that has arisen since the Draft Determination is the recovery of rate arrears in respect of sub-transmission and connection assets that are to be transferred to the RAB at the beginning of the 3rd RP. The ERC has not enforced payment of the associated sub-transmission and connection charges from a number of electric cooperatives (ECs), as to have done so, would have been unduly onerous on the ECs' customers. The ERC has decided that the Regulated Entity can recover these arrears through the Final Determination.

In the Final Determination, the total rate arrears from transferred assets carried forward at Consumer Price Index (CPI) to 2011 and added to the 2011 unsmoothed MAR amounted to P1.46 billion.

Relative to this, in the 4th RP Final Determination, the ERC approved under-recoveries relating to the error in the computation of the 3rd RP rate arrears of MOPRECO and NORSAMELCO in the amount of P637.18 million.

Force Majeure Events
In the occurrence of Force Majeure Events (FME), transmission assets operated by NGCP may be damaged or destroyed. In such cases, increase in costs incurred by NGCP in addition to the maximum amounts that it is otherwise permitted to charge to its transmission customers through the MAR is allowed to be recovered through FME Pass Through charges, subject to the approval of ERC in accordance with Article XI of the 2022 Amended RTWR.

For capital expenditures (i.e., replacement with new assets), partial recovery through additional FME charges will be billed on top of the regulated charges from the time of its approval until the end of the current Regulatory Period. The remaining unrecovered cost will then form part of the RAB assets to be carried forward to the subsequent regulatory period and recovered through regulatory depreciation with reasonable rate of return based on WACC. For operating expenditures (e.g., repairs), recovery during the current regulatory period as additional OPEX, is allowable.

The assets destroyed by such FMEs are removed from the RAB in the succeeding regulatory reset, but recovery is allowable through application for "accelerated depreciation".
Management does not consider the occurrences of FMEs as impairment indications with respect to the future economic benefits.

For the year 2009 to December 31, 2025, the following FME Claims were submitted to the Commission:

2009	Typhoons Cosme and Frank, and for Sabotage of Transmission Towers in Mindanao (ERC Case No. 2009-049RC)	July 13, 2009
	Sabotage in Mindanao (ERC Case No. 2009-161RC)	November 16, 2009
2010	Destruction of the Matnog Repeater Station due to Lightning Strikes and the Sabotage of Tower 142 in Mindanao (ERC Case No. 2010-065RC)	June 15, 2010 (refer to note below)
	Typhoons Ondoy and Pepeng and Sabotage in Mindanao (ERC Case No. 2010-112RC)	September 24, 2010 (refer to note below)
2011	Typhoons Basyang and Juan (ERC Case No. 2011-112RC)	Filed on August 9, 2011 (refer to note below)
2012	Flooding in Mindanao, Typhoon Bebeng, Landslide in Midanano and Typhoon Juaning (ERC Case No. 2012-070 RC)	May 7, 2012
	Typhoons Quiel and Sendong (ERC Case No. 2012-106RC)	September 28, 2012
2013	Earthquake, Flooding and Lightning Incidents in Visayas (ERC Case No. 2013-019 RC)	February 6, 2013
	Flooding Caused by Monsoon Rains in Luzon, Sabotage Incidents in Mindanao, and Typhoon Pablo (ERC Case No. 2013-171 RC)	August 7, 2013

2014	Sabotage Incidents and Landslide due to Continuous Heavy Rains in Mindanao, Typhoons Santi and Vinta (ERC Case No. 2014-127 RC)	August 29, 2014
	Typhoon Yolanda (ERC Case No. 2014-163)	November 5, 2014
2015	Typhoon Agaton in Mindanao (ERC Case No. 2015-005RC)	January 14, 2015
	Typhoon Glenda in Visayas and Luzon (ERC Case No. 2015-136)	July 15, 2015
	Typhoons Ruby and Seniang in Visayas and Mindanao (ERC Case No. 2015-205)	December 4, 2015
2016	Typhoon Amang in Visayas and Sabotage Incidents in Mindanao (ERC Case No. 2016-003RC)	January 12, 2016
	Typhoon Ineng in Luzon (ERC Case No. 2016-163RC)	August 22, 2016
	Typhoon Lando in Luzon and Sabotage Incidents in Mindanao (ERC Case No. 2016-179RC)	October 07, 2016
	Typhoon Nona in Luzon and Sabotage Incidents in Mindanao (ERC Case No. 2016-196RC)	December 12, 2016
2017	Typhoons Karen and Lawin in Luzon (ERC Case No. 2017-090RC)	October 12, 2017
	Typhoon Nina in Luzon (ERC Case No. 2017-116RC)	December 22, 2017
2018	Earthquake in Visayas (ERC Case No. 2018-073RC)	July 05, 2018
	Lightning and Sabotage Incidents in Luzon and Bombing Incident in Mindanao (ERC Case No. 2018-100RC)	October 02, 2018
	Typhoon Urduja, Typhoon Vinta, Typhoon Basyang and Flash Flood in Mindanao (ERC Case No. 2018-117RC)	December 11, 2018
2019	Flood due to Enhanced Southwest Monsoon Rain caused by Tropical Depression Josie in Luzon (ERC Case No. 2019-055RC)	July 19, 2019
	Typhoon Ompong in Luzon (ERC Case No. 2019-071RC)	September 13, 2019
	Typhoon Rosita in Luzon (ERC Case No. 2019-085RC)	October 29, 2019
2020	Earthquake Incidents in Mindanao, Typhoon Tisoy in Luzon and Visayas, and Typhoon Ursula in Visayas (ERC Case No. 2020-039RC)	October 30, 2020
2021	Typhoon Quinta, Super Typhoon Rolly, and Tropical Storm Vicky and Landslide in Mindanao (ERC Case No. 2021-084RC)	October 20, 2021
2022	Typhoon Odette in Visayas and Mindanao	December 21, 2022

* Note: With ERC Decision dated December 10, 2012 authorizing Group, through NGCP, to collect the FM Event Pass-Through Amount Charge

The ERC in its decisions dated December 10, 2012 under ERC Case Nos. 2010-112 RC (Typhoons Ondoy and Pepeng and Sabotage in Mindanao), 2011-112 RC (Typhoons Basyang and Juan) and 2010-065 RC (Destruction of the Matnog Repeater Station due to Lightning Strikes and the Sabotage of Tower 142), authorized NGCP to collect the FM Event Pass-Through Amount Charge from its Luzon and Mindanao Grid customers, and allowed FME the billing of the rates corresponding to these FME claim applications until December 31, 2015, which is the last year under the Third Regulatory Period.

On September 28, 2021, NGCP received a copy of ERC Decision dated June 16, 2021, relative to the FME Claim Application for Typhoon Agaton in Mindanao (ERC Case No. 2015-005RC) resolving the instant application. On this, NGCP filed its Motion for Reconsideration on October 13, 2021, and prayed that the Commission reconsiders its June 16, 2021 Decision and issues a new decision on the said case.

Subsequently, NGCP received a copy of ERC Decision dated April 15, 2021, relative to the FME Claim Application for Typhoons Quiel and Sendong (ERC Case No. 2012-106RC) on November 2, 2021. Accordingly, NGCP filed its Motion for Reconsideration on November 16, 2021, and prayed that the Commission reconsiders its April 15, 2021 Decision and issues a new decision.

On March 18, 2022, NGCP received a copy of ERC Decision dated November 24, 2021, relative to the FME Claim Application for Sabotage Incidents and also for Landslide due to Continuous Heavy Rains in Mindanao and Typhoons Santi and Vinta in Luzon (ERC Case No. 2014-127RC). On this, NGCP filed its Motion for Partial Reconsideration dated April 1, 2022.

On April 5, 2022, NGCP received a copy of the ERC Decision dated November 24, 2021, relative to the FME Claim Application for Flooding in Mindanao, Typhoon Bebeng, Landslide in Mindanao and Typhoon Juaning (ERC Case No. 2012-070RC). On this, NGCP filed its Motion for Reconsideration dated April 19, 2022.

In summary, of the 29 FME cases filed with the ERC from 2009 to 2025, three (3) FME cases have already been approved and billed, two (2) FME cases are for decision by ERC, one (1) FME case has been approved and is currently for filing of the required compliance on said case, one (1) FME case has been approved with resolved Motion for Reconsideration, and twenty two (22) FME cases are pending for ERC Resolution of NGCP's Motions.

Twenty (20) of these 29 filed FME cases have been included in NGCP's 4th RP Revenue Application, seventeen (17) of which were approved in the 4th RP Final Determination with an approved total FME CAPEX of PhP249.86Million, while one (1) of which was approved in the 5th RP Final Determination with an approved total FME CAPEX of PhP930.73Million.

Excluded Services or Connection Services and Residual Sub-transmission Services (CC/RSTC)

The Group, through NGCP, is also engaged in the provision of other services and are earning revenues for these services over and above the MAR.

NGCP's excluded services, as provided in the RTWR. Currently, this includes the provision of Transmission Connection Services, and the management of Residual Sub-transmission Assets. Income from these excluded services is recognized under Connection and Residual Sub-transmission Service under "Revenues" account presented in profit or loss.

The ERC, in its Decision dated July 6, 2011 (ERC Case Nos. 2008-066RC and 2009-153 RC), approved the CC/RSTC for the years 2008 and 2009 with modification. Further, it required the filing of its application for the approval of the 2011 and 2012 CC/RSTC within 30 days from receipt of the Decision and within the same period as the filing of the MAR 2012, respectively.

In compliance with the ERC's directive in the said Decision, NGCP applied for the approval of CY 2011 and 2012 CC/RSTC in December 2011. Also, NCGP commenced billing customers of the ERC-approved 2009 CC/RSTC starting December 2011 billing month.

The ERC, in the same issuance, likewise directed NGCP to bill the approved re-computed charges for CY 2009 as its current charges to all customers effective December 2011 billing month. These re-computed charges considered the asset reclassification made in the 3rd RP Final Determination which brought changes in the charges resulting to over or under billings. On this, ERC directed for the refund/collection of the accounted over or under recovery of the CC/RSTC. NGCP, in December 2011 filed a Motion for Reconsideration (MR) which challenged the interest imposition. To date the ERC is yet to be resolved the MR.

Moreover, this ERC Decision effectively repealed the Deferment Orders issued in year 2008 covering the following nine (9) power customers, namely: Ifugao Electric Cooperative, Inc. (IFELCO), Eastern Samar Electric Cooperative, Inc. (ESAMELCO), Northern Samar Electric Cooperative, Inc. (NORSAMELCO), Leyte IV Electric Cooperative, Inc. (LEYECO IV), Davao Oriental Electric Cooperative, Inc. (DORECO), Surigao del Sur II Electric Cooperative, Inc. (SURSECO II), Mountain Province Electric Cooperative, Inc. (MOPRECO), Negros I Electric Cooperative, Inc. (NORECO I), Busco Sugar Milling Co., Inc. (BUSCO).

Consistent with the foregoing, the accounts of the nine (9) power customers were adjusted to consider the implementation of the approved CYs 2008 and 2009 CC/RSTC and the reclassification of assets.

Subsequent to this, NGCP in a letter dated October 16, 2013, requested for the deferment of the filing of the 2014 CC/RSTC Application to prioritize the re-computation of the CYs 2011, 2012 and 2013 CC/RSTC using the 2004 Sinclair Knight Merz (SKM) Valuation Report as directed by the Commission during the regulatory hearings on the said cases. In compliance, NCGP submitted the 2011, 2012 and 2013 Re-computed CC/RSTC on September 4, 2014.

On October 8, 2014, NGCP also requested the deferment of the filing of its 2015 CC/RSTC Application to allow it considerable time to submit a robust application given that it has just commenced with the preparations and the validation process for the determination of the 2014 as well as 2015 CC/RSTC.

On June 8, 2015, NGCP received a copy of the ERC Order dated June 2, 2015 directing NCGP to submit the refund/collect scheme and over/under recovery on the CC/RSTC for CYs 2008, 2009 and 2010. In compliance with the foregoing, NCGP submitted the CC/RSTC Over/Under-recoveries relative to the implementation of the Refund/Collect Scheme on the 2008 and 2009 CC/RSTC, and the resolution of NGCP's Application for the Approval of the 2010 CC/RSTC on July 13, 2015.

On October 6, 2017, NCGP filed with the ERC its 2014 and 2015 CC/RSTC Application docketed as ERC Case No. 2017-100 RC.

Pending the resolution of the 2010 to 2015 CC/RSTC cases filed with the ERC, NGCP continues to implement the 2009 CC/RSTC level approved by the ERC in its July 6, 2011 Decision with adjustments due to sale of sub-transmission assets and reclassification of assets, as applicable.

Sub-transmission Assets (STAs)
Pursuant to the EPIRA and Rule 6 of its IRR, the ERC adopted and mandated the segregation of transmission and sub-transmission functions and assets for transparency and disposal, and authorized TRANSCO to negotiate and transfer such sub-transmission assets and facilities to qualified DUs based on technical and functional criteria established in Article III of the Guidelines to the Sale and Transfer of the TRANSCO's Sub-transmission Assets and the Franchising of Qualified Consortiums (Guidelines).

ERC Resolution No. 15, Series of 2011, A Resolution Adopting the Amended Rules for the Approval of the Sale and Transfer of TRANSCO's Sub-transmission Assets and the Acquisition by Qualified Consortiums provides some payment option to ECs on the settlement of the sub-transmission cost of service provision brought by regulatory lag of one year (deferred CC/RSTC); capitalization of the CC/RSTC and inclusion of the same in the acquisition cost of the assets.

In ERC Resolution No. 04, Series of 2013, the ERC resolved and clarified, among others, that residual subtransmission assets (RSTAs) with two (2) or more connected Distribution Utilities (DUs) other than those listed in its Annex A, are reverted to NGCP's Regulatory Asset Base (RAB) effective January 1, 2013 and that subtransmission assets, both connection assets (CA) and RSTA with only one (1) connected DU and/or directly connected load end-users shall continue to be sold/divested until further notice.

ERC Resolution No. 7, Series of 2016 further extended deadline for the disposition of the RSTAs listed in Annex A of Resolution No. 4, Series of 2013, until June 30, 2016.

Valuation of STAs
Article V Section 2 of the Guidelines states "Asset valuation shall be the agreed value as negotiated between TRANSCO and the Qualified Distribution Utility or Qualified Consortium in a manner consistent with Section 8 of the Act. This negotiated value shall be deemed to be the Current Sound Value of the Sub- transmission Assets at the time of the acquisition of the assets."

Article V Section 2 of ERC Resolution No. 1, Series of 2009 states that "if the contract was entered after June 13, 2006, the sub-transmission assets shall be valued in reference to the Sinclair Knight Merz (SKM) valuation, or any subsequent valuation as approved by the Commission." This was further amended by ERC Resolution No. 18 Series of 2009.

Negative Pledge
Pursuant to Section 5.03 (Negative Pledge) of the Concession Agreement, TRANSCO shall not without the Concessionaire's prior written consent, sell, dispose of, or create any lien or encumbrance over Transmission Assets except that TRANSCO shall be entitled to dispose of Sub-Transmission Assets in accordance with Section 8 of the EPIRA and retain the proceeds thereof. The Concession Fee shall be reduced in accordance with paragraph 1 (c) of Schedule 6 (Adjustment to Concession Fee) to reflect any disposals of STAs after the Bid Date, subject to Section 6.04 regarding the Commencement Fee.

Sale of STAs

For the year 2016 to December 31, 2024, the following sub-transmissions assets were divested by TRANSCO to Qualified Distribution Utilities:

Year	Acquiring Distribution Utility	Assets Acquired
2016	Zamboanga City Electric Cooperative, Inc. (ZAMCELCO)	Putik Lateral 69 kV line Recodo Lateral 69 69 kV line Pitogo-Tulungatung 69 kV line Pitogo-San Jose Gusu 69 kV line
2017	Ilocos Norte Electric Cooperative, Inc. (INEC)	Currimao - San Nicolas 69kV San Nicolas - Laoag 69kV Laoag - Sarrat 69kV Sarrat - Marcos 69kV Sarrat - Piddig 69kV
	Central Pangasinan Electric Cooperative, Inc. (CENPELCO)	Mangaldan Bari S/S Site Establishment Transformer, two winding, 5 MVA 69/13.8 kV Structures and Improvements
	Isabela I Electric Cooperative, Inc. (ISELCO I)	Cauayan substation (all eqpt. and facilities incl. 15 MVA transformer)
	Mactan Electric Company (MECO)	Mactan Loadend S/S-GIS 69kV TMX/STR #20 MEPZ loadend S/S 69kV Mactan Loadend S/S #3 69kV MECO S/S 31 MECO S/S #3 69kV GIS-MECO S/S #2 69kV GIS 69kV Mactan Loadend S/S-Mulle Osmena 69kV Mactan-PAF 13.8kV Mandaue-Mactan Power Cable 69kV
2018	Cotabato Electric Cooperative (COTELCO)	Tacurong-Kidapawan 69kV Kidapawan-Mto. Apo 69kV Kidapawan-Matalam 69kV
	Iligan Light and Power Co. (ILPI)	Agus 6-Swyd-NSC L2 69kV Line Kiwalan-ICC 69kV Line Overton-ILPI 13.8kV Line Kiwalan-PFC 69kV Line Agus 6-Swyd-NSC L1
2019	La Union Electric Company, Inc. (LUECO)	Bauang-Poro 69kV line

2020	Manila Electric Company (MERALCO)	**Batch 2** Makban-Los Banos 69kV line Makban-Calamba 69kV line Portion Calamba-CSE 13.8kV line Los Banos-IRRI/ERDB/PPRDI 13.8kV Calamba S/S Eqpt., 10 MVA transformer Los Banos S/S Eqpt., 2x10MVA transformer Makban S/S termination Eqpt. **Batch 4** Tayabas 115kV Switchyard incl. 100 MVA Transformer Transformer (T1) - two winding 100MVA 1 - 115kV Power Circuit Breaker 6 - 115kV Current Transformer 4 - 115kV Voltage Transformer Site Establishment - Type 3-115 1 - Switch Bay 115kV with 1 CB Feeder 1 - Switch Bay 115kV with 1 CB Feeder Protection Ternate S/S Equipment, incl. 50MVA Transformer Transformer (T3) - two winding 50MVA 3 - 115kV Power Circuit Breaker 2 - 34.5kV Power Circuit Breaker 3 - 34.5kV Potential Transformer Ancillaries - 115kV Site Establishment - Type 3-115 Site Establishment - Type 2-69 1 - Switchbay 115kV 1 & 1/2 bay with 3 CB 1 - Switchbay 115kV 1 & 1/2 bay with 3 CB Protection 2 - Switchbay 34.5kV with 1 CB Feeder 2 - Switchbay 34.5kV with 1 CB Feeder Protection
2023	Lanao del Norte Electric Cooperative, Inc. (LANECO)	Agus 6 - Kauswagan 69kV Line

Revenue from Related Business
The Group, NGCP, provides the following services that utilize part of the RAB:

- Rental of facilities and equipment; and
- Co-location, antenna attachments, use of building lots and space, use of access roads, attachment of telephone cables, and tapping to AC/DC power sources.

NCGP also earns revenue from provision of the following services that do not involve the use of RAB assets like technical assistance, including assisting with the testing, commissioning, calibration, and maintenance of client's facilities.

Section 1 of RA 9511 provides that NGCP may engage in any related business which maximizes utilization of assets provided that a portion of the net income derived from such undertaking utilizing assets which form part of the rate base shall be used to reduce transmission wheeling rates as determined by the ERC. Such portion of net income used to reduce the transmission wheeling rates shall not exceed 50% of the net income derived from such undertaking.

Ancillary Service Charges
The Group, through NGCP, includes in its monthly billings to customers pass through charges for provision of Ancillary Services (AS) which are generation-related services.

Relative to this, NCGP has undertaken the reconciliation of its billing and payment of AS and AS VAT for years 2009 to 2018.

NCGP has also submitted its compliances with ERC on the Ancillary Services Procurement Agreements (ASPA) with National Power Corporation (NPC) and Therma Marine, Inc. (TMI) involving re-computation of AS costs and collection/refund of AS charges from/to customers pursuant to pertinent ERC Orders/Decisions.

ERC in its Order dated June 16, 2014 in ERC Case Nos. 2010-011 RC and 2010-014 RC entitled, "In the Matter of the Application for Approval of the Ancillary Services Procurement Agreement (ASPA) between the National Grid Corporation of the Philippines (NGCP) and Therma Marine, Inc. (TMI), with Prayer for Provisional Authority," directed NGCP to refund its customers the amount of P12.7 million and the corresponding VAT, for a period of twelve (12) months or the amount of P1.06 million plus VAT, per month starting its next billing cycle from receipt of the Order.

Consistent with the aforesaid Order, NCGP implemented the refund effective September 2014 billing month or August 26 to September 25, 2014 for a period of twelve (12) months or until August 2015 billing month (July 26 to August 25, 2015), equivalent to a monthly credit adjustment of P1.26 million refund of the AS Cost was funded by TMI deposited monthly to NCGP's accounts. TMI shall also fund the AS-VAT refund after its conduct of reconciliation with NCGP.

On March 15, 2016, ERC issued an Order approving the recovery of the Differential Charge for the Ancillary Service provided by NPC to NGCP representing the March 26, 2008 to October 25, 2009 billing period under ERC Case No. 2009-029 RC. Pursuant to this, NCGP commenced the billing of Ancillary Service Differential Charge of P31.38/kW-month for the Luzon, Visayas, and Mindanao grids effective May 2016 billing month or April 26 to May 25, 2016 to customers who benefitted from the Ancillary Services provision from April 2008 to October 2009 billing months. As at October 2016 billing month, NGCP has fully billed and stopped the billing of AS Differential Charge in Luzon.

In a letter from the ERC dated July 22, 2021, NGCP was directed to comply with the Decision on ERC Case No. 2006-049RC entitled, "In the Matter of the Application of Ancillary Services - Cost Recovery Mechanism (AS-CRM) of the Ancillary Services Procurement Plan, with Prayer for Provisional Authority". Thus, in September 2021 Billing Period, NGCP implemented the full recovery of AS costs from the Load Customers and the cessation of the AS Charges in the power bills being issued to Embedded Generators (EGs).

On January 25, 2024, DOE issued an Advisory 2024-01-001-SEC declaring the start of the full commercial operations of the Reserve Market at dispatch interval 0005H of January 26, 2024.

On March 25, 2024, the ERC promulgated an Order in ERC Case No. 2023-002RC entitled, *"In the Matter of the Application for the Issuance of Rules on the Price Determination Methodology for the Implementation of the Co-Optimized Energy and Reserve Merket in the Wholesale Electricity Spot Market (WESM)"*, suspending the implementation of the Section 8 of the PDM Manual on the Billing and Settlement under the promulgated Interim Relief dated August 24, 2023. Such suspension will cover the March 2024 billing period and will remain in effect until otherwise lifted by the Commission.

In an ERC Order dated 09 May 2024, the ERC directed Philippine Electricity Market Corporation (PEMC) and Independent Electricity Market Operator of the Philippines (IEMOP) to allow the PARTIAL SETTLEMENT of the 30% of the total reserve trading amount of all WESM trading transactions for the March 2024 billing period for ERC Case No. 2023-002 RC entitled “In the Matter of the Application for the Issuance of Rules on the Price Determination Methodology for the Implementation of the Co-Optimized Energy and Reserve Market in the Wholesale Electricity Spot Market (WESM)”.

The ERC, in its Notice of Resolution (NOR) dated July 26, 2024, resolved to lift the suspension of the implementation of Section 8 of the PDM Manual and extended the Interim Relief granted to PEMC and IEMOP for the adoption and implementation of the proposed PDM for the co-optimized energy and reserve market in the Wholesale Electricity Spot Market (WESM).

On August 2, 2024, DOE issued an Advisory 2024-08-001-SEC directing the Market Operator to resume commercial operation of the RM effective at dispatch interval 0005H of August 5, 2024.

The ERC, in its Resolution No. 16, Series of 2024 dated December 17, 2024, resolved to approve and adopt an Interim Offer Price Cap and Floor Price equivalent toPhP25,000/MWh and PhP0/MWh, respectively, for the trading Reserves in the WESM.

In an Order dated 03 December 2024 which NGCP received on 23 December 2024, the ERC approved for the settlement of the 70% of the March 2024 AS transaction in a staggered manner starting January 2025 Billing Period - three (3) months for Luzon and Mindanao and six (6) months for Visayas.

28. Events After Reporting Period

Dividends

On March 23, 2026, the Parent Company received dividends from its non-voting preferred shares in NGCP amounting to P369.60 million and a total of 1.44 billion from OTHI and P21 common shares on March 26. 2026. On March 27, 2026, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 1st quarter of 2026 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of April 15, 2026 on May 4, 2026.

Middle East War

In February 2026, geopolitical tensions escalated into an armed conflict between the United States and Iran, resulting in significant disruptions in global energy markets and economic conditions.

The conflict has led to constrained global fuel supply triggering increased volatility in global oil prices, critical supply chain disruptions, transportation and inflationary pressures, particularly affecting oil-importing countries such as the Philippines. These developments have contributed to higher fuel and electricity costs, foreign exchange fluctuations, broader economic uncertainty and posing risks to its energy security.

In response, the Philippine government declared a state national energy emergency under Executive Order 110 to address potential disruption in fuel supply and stabilize the energy sector.

As of the reporting date, Management has not identified any impact arising from the geopolitical conflict; however, it continues to monitor developments and assess potential future implications.

As these events occurred after the reporting date of December 31, 2025, they are considered non-adjusting subsequent events for the Group. Accordingly, no adjustments have been made to the amounts recognized in the financial statements.

R.G. Manabat & Co.

KPMG

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Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY SUPPLEMENTARY INFORMATION FOR FILING WITH THE SECURITIES AND EXCHANGE COMMISSION

The Board of Directors and Stockholders
Synergy Grid & Development Phils., Inc.
Unit 1602, 16th Floor
Tycoon Center Bldg. Condominium Pearl
Drive Pasig City, Metro Manila

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Synergy Grid & Development Phils., Inc. and Subsidiaries (the "Group") as at December 31, 2025 and 2024 and each of the three years in the period ended December 31, 2025, on which we have rendered our report dated April 13, 2026.

Our audit was made for the purpose of forming an opinion on the consolidated financial statements of the Group taken as a whole. The supplementary information included in the following accompanying additional components is the responsibility of the Group's management. Such additional components include:

- Reconciliation of Retained Earnings Available for Dividend Declaration
- Supplementary Schedules of Annex 68-J
- Map of conglomerate

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until September 20, 2026
SEC Accreditation No. 0003-SEC, Group A, valid for the audit of annual financial statements for the year ended December 31, 2024 and until the audit of annual financial statements for the year ended December 31, 2025, pursuant to SEC Notice dated April 4, 2025
BSP Selected EAs of BSFIs-Group A, valid for five (5) years covering the audit of 2025 to 2029 financial statements under BSP Letter No. FSD VI-2025-02-0054g-FSD6L-External

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This supplementary information is presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and is not a required part of the basic consolidated financial statements. Such supplementary information has been subjected to the auditing procedures applied in the audits of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

R.G. MANABAT & CO.



MYRA LIZA S. STO. TOMAS
Partner
CPA License No. 0118513
SEC Accreditation No. 118513-SEC, Group A, valid for five (5) years covering the audit of 2023 to 2027 financial statements
Tax Identification No. 249-271-374
BIR Accreditation No. 08-001987-055-2023
Issued March 10, 2023; valid until March 10, 2026*
PTR No. MKT 10764415
Issued January 5, 2026 at Makati City

**BIR application processed*

April 13, 2026
Makati City, Metro Manila

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

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

SYNERGY GRID & DEVELOPMENT PHILS., INC.
Unit 1602, 16th Floor Tycoon Center Bldg. Condominium,
Pearl Drive Pasig City, Metro Manila

Unappropriated Retained Earnings, beginning of the reporting period		**P317,385,728**
Add: Category A: Items that are directly credited to Unappropriated Retained Earnings		
Reversal of Retained Earnings Appropriation/s	P -	
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	3,658,723,696	
Retained Earnings appropriated during the reporting period	-	
Effects of restatements or prior-period adjustments	-	
Others (describe nature)	-	**3,658,723,696**
Unappropriated Retained Earnings, as adjusted		**(3,341,337,968)**
Add/Less: Net Income (loss) for the current year		**3,572,112,758**
Less: <u>Category C.1</u>: Unrealized income recognized in the profit or loss during the reporting period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared	-	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	-	
Unrealized fair value adjustments (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Unrealized foreign exchange gain of Investment Property	-	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	-	
Sub-total		**-**

Forward

Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)		
Realized foreign exchange gain, except those attributable to cash and cash equivalents	P -	
Realized fair value adjustments (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Realized foreign exchange gain 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		**P -**
Add: Category C.3: Unrealized income recognized in profit or loss in prior reporting periods but reversed in the current reporting period (net of tax)		
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	-	
Reversal of previously recorded fair value adjustments (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Reversal of previously recorded fair value gain of Investment Property	-	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded (describe nature)	-	
Sub-total		**-**
Adjusted Net Income/Loss		**230,774,790**
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)	-	
Sub-total		**-**
Add/Less: Category E: Adjustment related to relief granted by the SEC and BSP		
Amortization of the effect of reporting relief	-	
Total amount of reporting relief granted during the year	-	
Others (describe nature)	-	
Sub-total		**-**

Forward

Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividend distribution		
Net movement of treasury shares (except for reacquisition of redeemable shares)	P -	
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		**P -**
Total Retained Earnings, end of the reporting period available for dividend		**P230,774,790**

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
SCHEDULE A. FINANCIAL ASSETS

Name of Issuing entity and association of each issue (i)	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet (ii)	Valued based on market quotation at balance sheet date (iii)	Income received and accrued

NOT APPLICABLE

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES

SCHEDULE B. AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN AFFILIATES)

Account Name	Balance at beginning of period	Additions	Amounts collected (ii)	Amounts written off (iii)	Current	Not Current	Balance at end of period
Calamity Loan Fund	P37,266	P1,380,000	P30,000	P -	P1,387,266	P -	P1,387,266
Due From Officers and Employees	5,496,354	20,751,797	19,990,764	-	6,257,387	-	6,257,387
Advances to Officers and Employees	70,227,576	1,083,468,543	1,053,712,043	-	99,984,076	-	99,984,076
Total	**P75,761,196**	**P1,105,600,340**	**P1,073,732,807**	**P -**	**P107,628,729**	**P -**	**P107,628,729**

SYNERGY GRID & DEVELOPMENT PHILS., INC. and SUBSIDIARIES

SCHEDULE C. AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF SEPARATE FINANCIAL STATEMENTS

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts collected (i)	Amounts written off (ii)	Current	Not Current	Balance at end of period

NOT APPLICABLE

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
SCHEDULE D. INTANGIBLE ASSETS - OTHER ASSETS

Description (i)	Beginning balance	Additions at cost (ii)	Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions) (iii)	Ending balance
Intangible Assets	P425,545,128,032	P53,377,747,726	(P13,809,112,689)	P -	P -	P465,113,763,069

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
SCHEDULE E. LONG TERM DEBT

Title of Issue and type of obligation (i)	Lender	Outstanding Balance	Amount shown under caption "Current portion of long-term debt" in related balance sheet (ii)	Amount shown under caption "Long-Term Debt" in related balance sheet (iii)	Interest Rates	Number of Periodic Installments
Long Term Debt	BDO Unibank, Inc., Land Bank of the Philippines, Philippine National Bank , Security Bank Corporation, Union Bank of the Philippines	P5,100,000,000	P5,100,000,000	P -	5.0657%	10 years; Semi-annual
Long Term Debt	PHILIPPINE NATIONAL BANK	2,000,000,000	500,000,000	1,500,000,000	7.4767%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	4,000,000,000	1,000,000,000	3,000,000,000	7.5787%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	2,250,000,000	500,000,000	1,750,000,000	6.2102%	10 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	3,500,000,000	700,000,000	2,800,000,000	6.4825%	10 years ; Semi-Annual
Long Term Debt	BANK OF COMMERCE	1,900,000,000	380,000,000	1,520,000,000	7.2597%	10 years ; Semi-Annual
Long Term Debt	BANK OF THE PHILIPPINE ISLANDS	2,500,000,000	500,000,000	2,000,000,000	6.6242%	10 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	2,750,000,000	500,000,000	2,250,000,000	7.1926%	10 years ; Semi-Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	2,750,000,000	500,000,000	2,250,000,000	7.5281%	10 years ; Semi-Annual
Long Term Debt	SECURITY BANK CORPORATION	1,100,000,000	200,000,000	900,000,000	7.5281%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	6,000,000,000	1,000,000,000	5,000,000,000	5.0152%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	3,000,000,000	500,000,000	2,500,000,000	5.0152%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	1,680,000,000	280,000,000	1,400,000,000	6.9785%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	2,730,000,000	420,000,000	2,310,000,000	4.8424%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	3,280,000,000	440,000,000	2,840,000,000	7.0219%	10 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	2,610,000,000	300,000,000	2,310,000,000	6.9539%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	4,920,000,000	660,000,000	4,260,000,000	7.0219%	10 years ; Semi-Annual
Long Term Debt	SECURITY BANK CORPORATION	3,620,000,000	340,000,000	3,280,000,000	4.9859%	10 years ; Semi-Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	500,000,000	500,000,000	-	4.8684%	5 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	2,610,000,000	300,000,000	2,310,000,000	6.9539%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	4,700,000,000	350,000,000	4,350,000,000	4.0404%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	5,640,000,000	420,000,000	5,220,000,000	4.0404%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	3,760,000,000	280,000,000	3,480,000,000	4.7815%	10 years ; Semi-Annual

Title of Issue and type of obligation (i)	Lender	Outstanding Balance	Amount shown under caption "Current portion of long-term debt" in related balance sheet (ii)	Amount shown under caption "Long-Term Debt" in related balance sheet (iii)	Interest Rates	Number of Periodic Installments
Long Term Debt	BANK OF CHINA LIMITED	P2,500,000,000	P2,500,000,000	P -	6.7899%	5 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	5,546,000,000	413,000,000	5,133,000,000	5.0514%	10 years ; Semi-Annual
Long Term Debt	SECURITY BANK CORPORATION	4,775,000,000	250,000,000	4,525,000,000	5.7040%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	4,775,000,000	250,000,000	4,525,000,000	6.1294%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	4,775,000,000	250,000,000	4,525,000,000	6.1294%	10 years ; Semi-Annual
Long Term Debt	BANK OF COMMERCE	3,104,000,000	96,000,000	3,008,000,000	6.8404%	10 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	1,358,000,000	42,000,000	1,316,000,000	6.8281%	10 years ; Semi-Annual
Long Term Debt	MIZUHO BANK, LTD. - MANILA BRANCH	2,089,150,000	1,044,340,000	1,044,810,000	7.3000%	5 years ; Quarterly
Long Term Debt	CHINA BANKING CORPORATION	1,261,000,000	39,000,000	1,222,000,000	7.2172%	10 years ; Semi-Annual
Long Term Debt	MUFG BANK, LTD.	4,140,000,000	920,000,000	3,220,000,000	7.5400%	7 Years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	3,201,000,000	99,000,000	3,102,000,000	6.9781%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	4,875,000,000	100,000,000	4,775,000,000	6.8124%	10 years ; Semi-Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	4,875,000,000	100,000,000	4,775,000,000	6.7591%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	7,800,000,000	160,000,000	7,640,000,000	6.8124%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	6,825,000,000	140,000,000	6,685,000,000	7.1408%	10 years ; Semi-Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	3,000,000,000	1,000,000,000	2,000,000,000	7.2309%	5 years ; Semi-Annual
Long Term Debt	MUFG BANK, LTD.	1,500,000,000	300,000,000	1,200,000,000	7.2970%	7 Years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	2,632,500,000	54,000,000	2,578,500,000	7.1117%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	2,242,500,000	46,000,000	2,196,500,000	7.1117%	10 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	4,900,000,000	50,000,000	4,850,000,000	6.7847%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	3,940,000,000	40,000,000	3,900,000,000	6.9044%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	7,880,000,000	80,000,000	7,800,000,000	6.9328%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	2,955,000,000	30,000,000	2,925,000,000	7.0097%	10 years ; Semi-Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	3,500,000,000	1,000,000,000	2,500,000,000	7.2162%	5 years ; Semi-Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	5,000,000,000	500,000,000	4,500,000,000	7.3080%	7 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	11,400,000,000	1,200,000,000	10,200,000,000	6.7864%	8 years ; Semi-Annual
Long Term Debt	SECURITY BANK CORPORATION	2,970,000,000	90,000,000	2,880,000,000	6.4222%	7 years ; Semi-Annual
Long Term Debt	ASIA UNITED BANK CORPORATION	3,000,000,000	750,000,000	2,250,000,000	6.2504%	5 years ; Semi-Annual
Long Term Debt	SECURITY BANK CORPORATION	5,445,000,000	165,000,000	5,280,000,000	6.4222%	7 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	1,425,000,000	150,000,000	1,275,000,000	6.7864%	8 years ; Semi-Annual
Long Term Debt	SECURITY BANK CORPORATION	1,485,000,000	45,000,000	1,440,000,000	6.4222%	7 years ; Semi-Annual

Title of Issue and type of obligation (i)	Lender	Outstanding Balance	Amount shown under caption "Current portion of long-term debt" in related balance sheet (ii)	Amount shown under caption "Long-Term Debt" in related balance sheet (iii)	Interest Rates	Number of Periodic Installments
Long Term Debt	ASIA UNITED BANK CORPORATION	P5,000,000,000	P1,250,000,000	P3,750,000,000	6.7091%	5 years ; Semi-Annual
Long Term Debt	BANK OF CHINA LIMITED	2,500,000,000	-	2,500,000,000	6.7091%	5 years ; Semi-Annual
Long Term Debt	ASIA UNITED BANK CORPORATION	2,000,000,000	500,000,000	1,500,000,000	6.5622%	5 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	3,800,000,000	400,000,000	3,400,000,000	6.7213%	8 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	7,125,000,000	750,000,000	6,375,000,000	6.8191%	8 years ; Semi-Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	7,000,000,000	350,000,000	6,650,000,000	6.6485%	8 years ; Semi-Annual
Long Term Debt	SUMITOMO MITSUI BANKING CORPORATION	3,000,000,000	300,000,000	2,700,000,000	6.6450%	5 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	5,000,000,000	250,000,000	4,750,000,000	6.5063%	8 years ; Semi-Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	5,000,000,000	1,000,000,000	4,000,000,000	6.5651%	5 years ; Semi-Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	3,000,000,000	600,000,000	2,400,000,000	6.4141%	5 years ; Semi-Annual
Long Term Debt	BANK OF COMMERCE	2,500,000,000	125,000,000	2,375,000,000	6.3327%	8 years ; Semi-Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	2,000,000,000	400,000,000	1,600,000,000	6.1461%	5 years ; Semi-Annual
Long Term Debt	ASIA UNITED BANK CORPORATION	5,000,000,000	-	5,000,000,000	6.2875%	7 years ; Semi-Annual
	Totals	**250,999,150,000**	**33,498,340,000**	**217,500,810,000**		

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
SCHEDULE F. INDEBTEDNESS TO RELATED PARTIES (LONG TERM LOANS FROM RELATED PARTIES)

Name of Related Parties (i)	Balance at beginning of period	Balance at end of period (ii)

NOT APPLICABLE

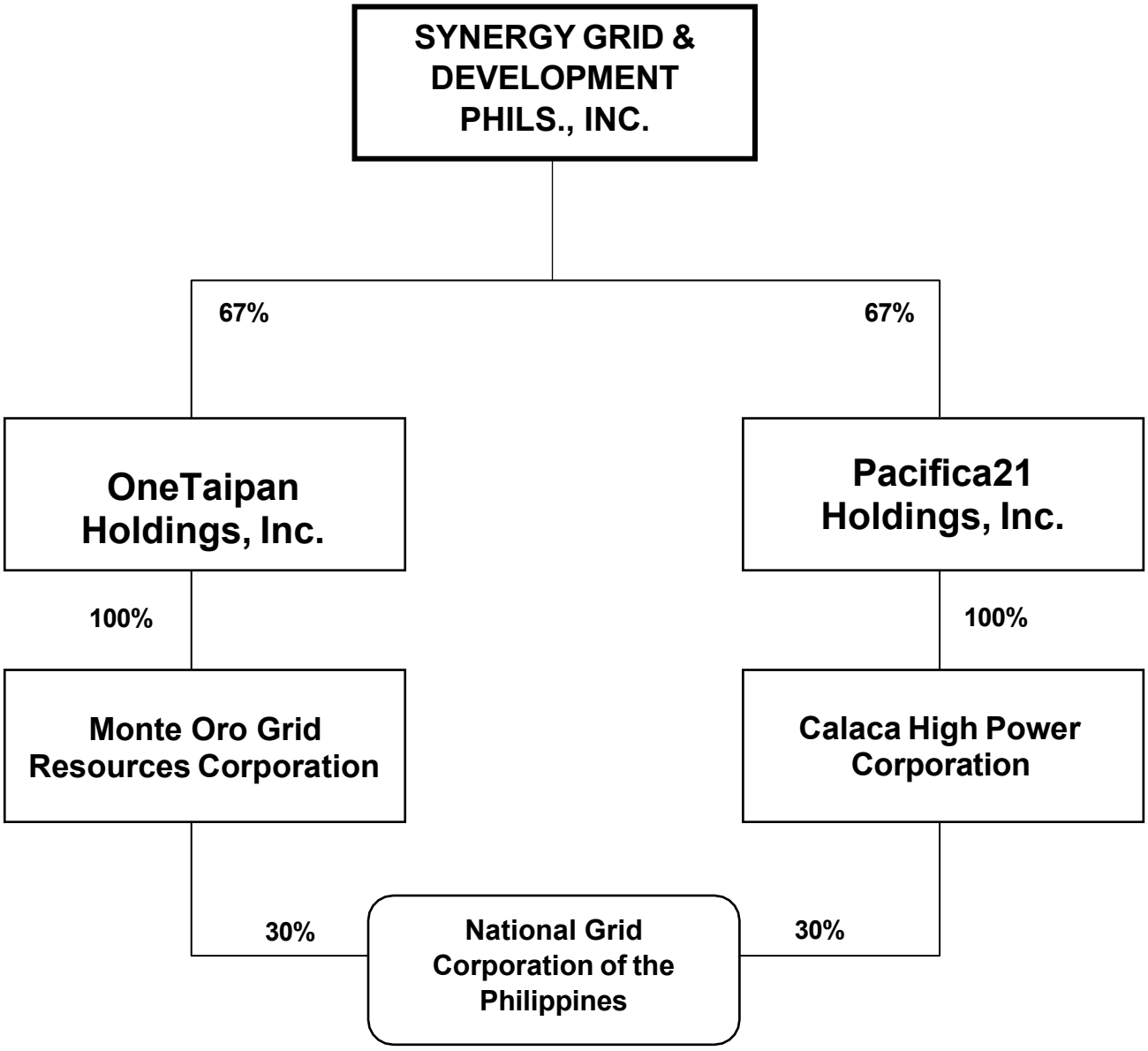
SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
SCHEDULE G. GUARANTEES OF SECURITIES OF OTHER ISSUERS

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding (i)	Amount owned by person for which statement is filed	Nature of guarantee (ii)

NOT APPLICABLE

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
SCHEDULE H. CAPITAL STOCK

Title of Issue (2)	Number of Shares authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by affiliates (3)	Directors, officers and employees	Others
Common Shares	**5,300,000,000**	**P5,265,866,000**	**P -**	**P -**	**P4,100,732,771**	**P1,165,133,229**


SYNERGY GRID & DEVELOPMENT PHILS., INC.
67%
67%
OneTaipan Holdings, Inc.
Pacifica21 Holdings, Inc.
100%
100%
Monte Oro Grid Resources Corporation
Calaca High Power Corporation
30%
National Grid Corporation of the Philippines
30%

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Email ph-inquiry@kpmg.com

REPORT ON INDEPENDENT AUDITORS
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
Synergy Grid & Development Phils., Inc.
Unit 1602, 16th Floor
Tycoon Center Bldg. Condominium
Pearl Drive Pasig City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Synergy Grid & Development Phils., Inc. and Subsidiaries (the "Group") as at December 31, 2025 and 2024 and each of the three years in the period ended December 31, 2025, on which we have rendered our report dated April 13, 2026.

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until September 20, 2026
SEC Accreditation No. 0003-SEC, Group A, valid for the audit of annual financial statements for the year ended December 31, 2024 and until the audit of annual financial statements for the year ended December 31, 2025, pursuant to SEC Notice dated April 4, 2025
BSP Selected EAs of BSFIs-Group A, valid for five (5) years covering the audit of 2025 to 2029 financial statements under BSP Letter No. FSD VI-2025-02-0054g-FSD6L-External

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

R.G. Manabat & Co.

KPMG

Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements of the Group taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2025 and 2024 and each of the three years in the period ended December 31, 2025, and no material exceptions were noted.

R.G. MANABAT & CO.



MYRA LIZA S. STO. TOMAS
Partner
CPA License No. 0118513
SEC Accreditation No. 118513-SEC, Group A, valid for five (5) years covering the audit of 2023 to 2027 financial statements
Tax Identification No. 249-271-374
BIR Accreditation No. 08-001987-055-2023
Issued March 10, 2023; valid until March 10, 2026*
PTR No. MKT 10764415
Issued January 5, 2026 at Makati City

**BIR application processed*

April 13, 2026
Makati City, Metro Manila

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Annex 68-E

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

SYNERGY GRID & DEVELOPMENT PHILS., INC. & SUBSIDIARIES
As of December 31, 2025

Ratios	Formula	Current Period	Prior Year
Current ratio	Current assets / Current liabilities	**0.46**	**0.48**
Acid test ratio	Cash and cash equivalents+ marketable securities+accounts receivable / Current liabilities	**0.27**	**0.23**
Solvency ratio	Total assets / Total liabilities	**1.55**	**1.49**
Debt-to-equity ratio	Total liabilities / Equity	**1.81**	**2.04**
Asset-to-equity ratio	Total assets / Equity	**2.81**	**3.04**
Interest rate coverage ratio	Earnings before interest and tax / Interest expense	**5.23**	**3.17**
Return on equity	Net Income / Equity	**0.16**	**0.07**
Return on assets	Net Income / Average total assets	**0.08**	**0.04**
Net profit margin	Net Income / Net sales	**0.52**	**0.33**

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR FEE-RELATED INFORMATION

December 31, 2025 and 2024

	2025	2024
Total audit fees	**P11,470,088**	P11,131,660
Non-audit Service Fees:		
Other assurance services	**549,107**	535,714
All other services	**274,554**	267,857
Total Non-audit Fees	**823,661**	803,571
Total Audit and Non-audit Fees	**P12,293,749**	P11,935,231

SYNERGY GRID & DEVELOPMENT PHILS., INC AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2026 and 2025 and December 31, 2025

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
(Formerly UEM Development Phils., Inc.)

30 June 2026

(With Comparative figures for 31 December 2025 and 30 June 2025)

		Audited	Unaudited Year to Date	
	Note	31 December 2025	30 June 2025	**30 June 2026**
ASSETS				
Noncurrent Assets				
Intangible asset - net	*5,8,27*	P 465,113,763,069	P 443,006,835,057	**P 482,582,497,958**
Property and equipment - net	*10*	5,174,288,923	5,275,837,804	**5,159,475,623**
Receivables - net of current portion	*12,24*	38,637,430,006	25,142,223,170	**80,358,375,555**
Goodwill	*9*	10,471,611,069	10,471,611,069	**10,471,611,069**
Other noncurrent assets		1,690,844,204	2,126,520,045	**1,532,550,313**
Total Noncurrent Assets		521,087,937,271	486,023,027,145	**580,104,510,518**
Current Assets				
Cash and cash equivalents	*11,24*	7,417,039,664	13,209,534,015	**8,989,005,984**
Receivables - net	*12,24*	24,703,866,807	23,028,191,357	**26,922,430,900**
Other current assets - net	*13*	23,075,782,659	22,013,635,724	**21,753,024,076**
Total Current Assets		55,196,689,130	58,251,361,096	**57,664,460,960**
		P 576,284,626,401	P 544,274,388,241	**P 637,768,971,478**
LIABILITIES AND EQUITY				
Noncurrent Liabilities				
Loans payable - net of current portion	*14,24*	P 216,454,291,068	P 206,505,645,995	**P 236,488,679,213**
Retirement benefits liability	*23*	3,200,469,072	2,872,833,647	**3,534,557,026**
Customers' and other deposits	*24*	495,786,405	558,615,317	**504,126,744**
Concession fee payable	*5,24*	30,231,913,065	35,516,353,153	**24,701,685,065**
Other noncurrent liabilities	*16*	219,055,873	329,570,163	**199,995,891**
Total Noncurrent Liabilities		250,601,515,483	245,783,018,275	**265,429,043,939**
Current Liabilities				
Trade and other current payables	*15,24,25*	53,200,139,795	49,973,180,021	**50,634,188,024**
Current portion of concession fee payable		10,323,092,266	9,831,516,444	**10,814,668,088**
Current portion of loans payable	*14,24*	33,150,269,782	26,068,859,866	**36,452,510,393**
Other current liabilities	*16,24*	24,031,315,330	23,789,184,895	**23,921,355,199**
Total Current Liabilities		120,704,817,173	109,662,741,226	**121,822,721,704**
Total Liabilities		371,306,332,656	355,445,759,501	**387,251,765,643**
Equity				
Capital stock	*6,17*	5,265,866,000	5,265,866,000	**5,265,866,000**
Additional paid-in capital	*6*	88,928,018,694	88,928,018,694	**88,928,018,694**
Remeasurement losses on defined benefit liabi	*6,23*	(201,049,440)	(101,477,969)	**(278,736,062)**
Equity adjustments from common control tran	*6*	(73,359,171,000)	(73,359,171,000)	**(73,359,171,000)**
Retained earnings	6,7	102,883,293,949	96,104,539,740	**124,741,457,075**
Equity Attributable to Equity Holders of the Parent Company		123,516,958,203	116,837,775,465	**145,297,434,707**
Non-controlling interests		81,461,335,542	71,990,853,275	**105,219,771,128**
Total Equity		204,978,293,745	188,828,628,740	**250,517,205,835**
		P 576,284,626,401	P 544,274,388,241	**P 637,768,971,478**

See Notes to Financial Statements

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
(Formerly UEM Development Phils., Inc.)

INTERIM STATEMENTS OF COMPREHENSIVE INCOME
30 June 2026
(With Comparative figures for 31 December 2025 and 30 June 2025)

		Audited	Unaudited Year to Date		Unaudited Quarter Ending	
	Note	31 December 2025	30 June 2025	**30 June 2026**	30 June 2025	**30 June 2026**
Transmission Services		58,100,010,000	38,841,692,813	**41,169,432,680**	25,851,905,115	**20,577,510,588**
Regulatory true-up for under recoveries		25,573,536,668	-	**31,498,564,636**	-	**1,429,181,916**
Connection and residual sub-transmission services		1,538,333,569	765,707,907	**763,151,156**	381,130,939	**379,487,933**
OPERATION SERVICE REVENUES - Net		85,211,880,237	39,607,400,720	**73,431,148,472**	26,233,036,054	**22,386,180,437**
OPERATING EXPENSES						
Amortization of intangible asset	8	13,809,112,689	6,543,539,670	**7,481,123,328**	3,440,118,957	**3,555,391,866**
Salaries, wages and employee benefits	*21,23*	6,133,191,624	2,708,956,344	**3,035,392,676**	1,377,831,622	**1,672,518,830**
Repairs and maintenance		2,552,608,484	1,037,286,561	**1,084,093,604**	594,137,782	**636,734,986**
Depreciation	*3,10*	875,849,594	437,268,659	**444,467,143**	214,889,121	**223,430,638**
Insurance		1,233,393,890	511,639,769	**598,300,452**	301,307,407	**296,471,875**
Security and janitorial		733,819,931	328,921,095	**401,572,983**	172,948,681	**205,092,505**
Supervison and regulatory fees		590,815,380	295,407,690	**295,407,690**	147,703,845	**147,703,845**
Communication, light and water		605,957,907	295,029,492	**407,392,504**	172,117,781	**248,526,735**
Supplies and tools		205,481,838	98,764,372	**94,950,956**	39,749,382	**47,829,139**
Public relation and corporate social responsibility		218,005,800	65,734,492	**43,303,742**	25,456,763	**15,508,253**
Transportation and travel		457,146,697	182,826,586	**204,555,397**	111,714,081	**115,718,565**
Operational meal and consumables		132,824,081	72,018,070	**65,836,776**	38,323,548	**32,474,220**
Fuel and oil		231,242,504	133,360,365	**144,264,924**	47,878,332	**83,247,756**
Rent	*3,22*	103,041,231	64,365,996	**66,917,940**	33,838,482	**29,532,054**
Outside services		420,129,388	310,288,485	**110,815,280**	122,816,652	**66,152,784**
Taxes and licenses		217,287,866	55,780,555	**43,331,295**	9,521,982	**13,642,507**
Provision for impairment losses on receival	*12*	64,670,000	32,335,000	**640,373,700**	32,335,000	**640,373,700**
Professional fees		56,893,151	17,482,047	**15,294,867**	7,937,295	**8,715,409**
Advertising		14,500,331	4,131,608	**5,464,328**	2,835,680	**4,017,917**
Director's fee		30,960,000	17,390,000	**11,340,000**	8,910,000	**5,810,000**
Meetings and conferences		57,537,451	13,970,856	**19,503,167**	8,897,142	**13,855,982**
Charitable contributions		8,856,754	2,060,184	**1,883,875**	799,076	**1,358,640**
Filing fees		3,511,950	3,504,375	**3,513,500**	4,375	**13,500**
Miscellaneous		53,700,744	4,882,377	**8,644,998**	4,105,503	**5,188,035**
		28,810,539,285	13,236,944,648	**15,227,745,125**	6,916,178,489	**8,069,309,741**
INCOME FROM OPERATIONS		56,401,340,952	26,370,456,072	**58,203,403,347**	19,316,857,565	**14,316,870,696**
OTHER CHARGES - Net						
Interest expense	*3,5,14*	(10,445,159,368)	(4,612,433,070)	**(5,269,616,745)**	(2,261,427,599)	**(2,503,147,345)**
Interest income	*11,*	166,026,063	66,172,430	**711,664,553**	30,733,984	**679,311,548**
Foreign exchange gain (loss) - net	*24*	(74,075,912)	339,297,115	**(616,235,297)**	256,413,685	**(282,362,258)**
Bank and finance charges	*14*	(341,286,641)	(158,026,278)	**(226,003,584)**	(81,112,489)	**(110,199,326)**
Miscellaneous Charges		(1,499,100,829)	(682,605,914)	**(933,278,383)**	(320,098,371)	**(465,036,887)**
		(12,193,596,687)	(5,047,595,717)	**(6,333,469,456)**	(2,375,490,790)	**(2,681,434,268)**
CONSTRUCTION REVENUE AND COSTS						
Construction revenues		53,377,747,726	24,005,246,693	**25,446,850,534**	13,594,099,619	**13,637,090,916**
Construction costs		(53,377,747,726)	(24,005,246,693)	**(25,446,850,534)**	(13,594,099,619)	**(13,637,090,916)**
		-	-	-	-	-
NET INCOME BEFORE TAX		44,207,744,265	21,322,860,355	**51,869,933,891**	16,941,366,775	**11,635,436,428**
INCOME TAX EXPENSE		6,038,858	922,730	**2,908,945**	533,279	**2,206,092**
NET INCOME		44,201,705,407	21,321,937,625	**51,867,024,946**	16,940,833,496	**11,633,230,336**
Attributable to:						
Equity holders of the Parent Company		20,159,916,964	9,722,439,059	**23,687,524,974**	7,731,986,827	**5,310,741,339**
Non-controlling interests		24,041,788,443	11,599,498,566	**28,179,499,972**	9,208,846,669	**6,322,488,997**
		44,201,705,407	21,321,937,625	**51,867,024,946**	16,940,833,496	**11,633,230,336**
OTHER COMPREHENSIVE INCOME						
Item that will never be reclassified to profit or loss						
Remeasurement gains (losses) on defined benefit liability	*23*	20,157,657	238,038,338	**(169,992,608)**	238,038,338	**(169,992,608)**
TOTAL COMPREHENSIVE INCOME		P 44,221,863,064	P 21,559,975,963	P **51,697,032,338**	P 17,178,871,834	**P 11,463,237,728**
Attributable to:						
Equity holders of the Parent Company		20,169,129,013	9,831,222,579	**23,609,838,352**	7,840,770,347	**5,233,054,717**
Non-controlling interests		24,052,734,051	11,728,753,384	**28,087,193,986**	9,338,101,487	**6,230,183,011**
		44,221,863,064	21,559,975,963	**51,697,032,338**	17,178,871,834	**11,463,237,728**
BASIC AND DILUTED						
INCOME PER SHARE	*18*	P 3.83	P 1.85	**P 4.50**	P 1.47	**P 1.01**

See Notes to Financial Statements

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
(Formerly UEM Development Phils., Inc.)

30 June 2026

(With Comparative figures for 31 December 2025 and 30 June 2025)

	Note		**Audited**		**Unaudited Year to Date**		
			31 December 2025		30 June 2025		**30 June 2026**
CAPITAL STOCK - P1 par value							
Authorized - 5,300,000,000 shares							
Issued/subscribed (paid)	6	P	5,265,866,000	P	5,265,866,000	**P**	**5,265,866,000**
		P	5,265,866,000	P	5,265,866,000	**P**	**5,265,866,000**
ADDITIONAL PAID-IN CAPITAL							
Balance at beginning of period	6	P	88,928,018,694	P	88,928,018,694	**P**	**88,928,018,694**
		P	88,928,018,694	P	88,928,018,694	**P**	**88,928,018,694**
EQUITY ADJUSTMENTS FROM COMMON CONTROL TRANSACTIONS							
Balance at beginning of period	6	P	(73,359,171,000)	P	(73,359,171,000)	**P**	**(73,359,171,000)**
		P	(73,359,171,000)	P	(73,359,171,000)	**P**	**(73,359,171,000)**
EQUITY RESERVES							
Balance at beginning of period	6	P	(210,261,489)	P	(210,261,489)	**P**	**(201,049,440)**
Remeasurement gain (loss) on defined benefit liability			9,212,049		108,783,520		**(77,686,622)**
		P	(201,049,440)	P	(101,477,969)	**P**	**(278,736,062)**
RETAINED EARNINGS							
Balance at beginning of period			86,382,100,681		86,382,100,681		**102,883,293,949**
Net income for the period			20,159,916,964		9,722,439,059		**23,687,524,974**
Dividend			(3,658,723,696)		-		**(1,829,361,848)**
Balance at end of the period			102,883,293,949		96,104,539,740		**124,741,457,075**
		P	123,516,958,203	P	116,837,775,465	**P**	**145,297,434,707**
NON-CONTROLLING INTEREST							
Balance at beginning of period	6	P	61,714,259,891	P	61,714,259,891	**P**	**81,461,335,542**
Net income for the period			24,041,788,443		11,599,498,566		**28,179,499,972**
Dividends			(4,305,658,400)		(1,452,160,000)		**(4,328,758,400)**
Remeasurement gain (loss) on defined benefit liability			10,945,608		129,254,818		**(92,305,986)**
		P	81,461,335,542	P	71,990,853,275	**P**	**105,219,771,128**
TOTAL EQUITY		P	204,978,293,745	P	188,828,628,740	**P**	**250,517,205,835**

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
(Formerly UEM Development Phils., Inc.)
INTERIM STATEMENTS OF CASH FLOWS
30 June 2026
(With Comparative figures for 31 December 2025 and 30 June 2025)

		Audited	Unaudited Year to Date	
	Note	31 December 2025	30 June 2025	**30 June 2026**
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		P 44,207,744,265	P 21,322,860,355	**P 51,869,933,891**
Adjustments for:				
Amortization of intangible asset		13,809,112,689	6,543,539,670	**7,481,123,328**
Interest expense	5,14	10,445,159,368	4,612,433,070	**5,269,616,745**
Depreciation	*10*	875,849,594	437,268,659	**444,467,143**
Provision for impairment losses on receivables	*12*	64,670,000	32,335,000	**640,373,700**
Retirement benefit cost	*23*	369,014,083	184,507,041	**197,529,360**
Impairment loss on input vat		48,006,429	-	**-**
Interest income		(166,026,063)	(66,172,430)	**(711,664,553)**
Unrealized foreign exchange (gain) loss - net	*24*	94,456,435	(146,992,769)	**260,391,333**
Operating income before working capital changes		69,747,986,800	32,919,778,596	**65,451,770,947**
Decrease (Increase) in:				
Receivables		(29,497,822,922)	(14,490,219,465)	**(44,581,602,538)**
Prepaid rent amd other current assets		2,634,195,416	2,304,238,129	**1,519,779,563**
Increase (Decrease) in				
Trade and other current payables		5,088,507,320	3,631,871,636	**(2,701,640,565)**
Other current liabilities		2,580,731,750	2,321,593,507	**(550,203,172)**
Customers' and other deposits		(33,259,804)	29,569,108	**8,340,339**
Other noncurrent liabilities		(1,372,396,092)	(1,372,396,092)	**-**
Cash generated from operations		49,147,942,468	25,344,435,419	**19,146,444,574**
Interest paid	*5,24*	(8,925,272,630)	(4,311,947,114)	**(4,813,971,062)**
Interest received		166,911,658	66,792,608	**713,579,581**
Income tax paid		(6,054,957)	(922,730)	**(2,910,615)**
Contribution to retirement fund		(160,754,463)	(55,966,136)	**(65,589,956)**
Net generated from operating activities		40,222,772,076	21,042,392,047	**14,977,552,522**
CASH FLOWS FROM INVESTING ACTIVITIES				
Investment in capital expenditures	*8,13,23*	(52,713,030,516)	(22,271,381,802)	**(24,761,043,183)**
Additions to property and equipment	*10*	(780,607,318)	(443,575,263)	**(429,653,843)**
Net cash used in investing activities		(53,493,637,834)	(22,714,957,065)	**(25,190,697,026)**
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds of loans payable	*14*	53,500,000,000	21,000,000,000	**39,000,000,000**
Payment of cash dividends		(8,075,890,075)	(1,779,940,745)	**(6,370,669,014)**
Payment of loans payable and debt issue costs	*14*	(24,078,208,592)	(8,608,263,581)	**(15,663,371,244)**
Payment on concession fee		(9,339,940,622)	(4,547,076,355)	**(5,038,652,177)**
Settlement of obligation under lease liabilities	*22*	(283,352,548)	(139,790,569)	**(150,498,363)**
Net cash provided by financing activities		11,722,608,163	5,924,928,750	**11,776,809,202**
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		2,768,673	(5,358,303)	**8,301,622**
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(1,545,488,922)	4,247,005,429	**1,571,966,320**
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD		8,962,528,586	8,962,528,586	**7,417,039,664**
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	*11*	P 7,417,039,664	P 13,209,534,015	**P 8,989,005,984**

See Notes to Financial Statements

SYNERGY GRID & DEVELOPMENT PHILS., INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Reporting Entity

Synergy Grid & Development Phils., Inc. (SGDPI or the "Parent Company") was originally a mining corporation and registered with the Philippine Securities and Exchange Commission (SEC) on June 1, 1970 under the name Mankayan Minerals Development Company, Inc.

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries, namely OneTaipan Holdings, Inc. ("OTHI"), Pacifica21 Holdings, Inc. ("P21"), Monte Oro Grid Resources Corporation ("MOGRC"), Calaca High Power Corporation ("CHPC") and National Grid Corporation of the Philippines ("NGCP"), (collectively referred to as the "Group"). The Parent Company's shares of stock are listed on the Philippine Stock Exchange (PSE) under the stock symbol "SGP."

On February 22, 1994, the SEC approved the Parent Company's change of corporate name to UEM Development Phils., Inc. and the change in its primary purpose from engaging in mining activities to general construction and other allied businesses. The amendment of its primary purpose was due to the potential opportunity in the construction industry brought about by the entry of a new foreign investor.

On October 10, 1997, the SEC approved the Amendment to the Seventh Article of the Parent Company's Articles of Incorporation increasing the par value of its authorized capital stock from P0.01 to P1.00, decreasing the Parent Company's shares of stock from 500.00 million shares to 50.00 million shares, and stating that the stockholders shall have no pre-emptive rights.

On December 14, 2010, the Board of Directors (BOD) considered and approved the Amendment of the Articles of Incorporation and By-Laws of the Parent Company for the purpose of, among others, changing the Parent Company's corporate name to Synergy Grid & Development Phils., Inc., changing its primary purpose to enable it to engage in the business of investing in, purchasing or acquiring, and selling or disposing of the shares of stock, bonds, evidences of indebtedness and other securities issued or created by corporations and other entities engaged in power, energy, utilities, infrastructure and other allied businesses; and for the above purposes, to acquire, lease, hold, occupy, use, mortgage real and personal properties, to obtain financing from local and international funding sources or otherwise raise capital and funds by issuing or creating equity and debt securities, and to do or engage in any and all other businesses and activities incidental to or connected with, or in furtherance and/or the implementation of any and all of the foregoing. The amendments to the Articles of Incorporation and By-Laws of the Parent Company were approved by the stockholders on December 21, 2010.

On November 14, 2019, the BOD of the Parent Company, and on December 20, 2019, the Stockholders of the Parent Company, approved the amendment of the Articles of Incorporation of the Corporation pursuant to an increase in authorized capital stock from P50.00 million divided into 50.00 million common shares at par value of P1.00 per share to P5.05 billion divided into 5.05 billion common shares at par value of P1.00 per share.

This amendment and increase in capital stock were pursued in connection with the issuance of 4.10 billion shares of the Parent Company in exchange for shares of stock in OTHI and P21 (the "Share Swap Transaction").

On December 20, 2019, the Parent Company and the stockholders of OTHI and P21 entered into a Share Purchase Agreement, pursuant to which, the two major shareholder of the Parent Company acquired additional 4.10 billion shares of the Parent Company at a price of P20 per share for a total purchase price of P82.00 billion. As consideration for its acquisition, the two major shareholders exchanged their respective ownership in OTHI and P21. Accordingly, the 2.10 billion shares with a P1.00 par value of the Parent Company were swapped with 86.40 million shares of OTHI with a par value of P100 per share, while the 2.00 billion shares of Parent Company were swapped with 871.00 million common shares of P21 with a par value of P1.00 per share.

As a result of the Share Swap Transaction, the Parent Company will legally and/or beneficially owns 67% of the outstanding shares of each of OTHI and P21. OTHI owns controlling shares in MOGRC, which holds 30% plus one share in National Grid Corporation of the Philippines ("NGCP"). P21 owns controlling shares in CHPC, which in turn owns 30% minus one share in NGCP. The Share Swap Transaction was undertaken to formally consolidate the two major shareholder's ownership and control of NGCP through a common corporate structure. Accordingly, the effective ownership of the Parent Company in NGCP would be 40.20%, with control of 60% voting rights through its subsidiaries MOGRC and CHPC.

On March 26, 2020, the proposed share-swap transaction was approved by the Philippine Competition Commission on the grounds that it will not likely result in substantial lessening of competition in the Philippine market.

On May 28, 2021, the SEC approved the increase in the Parent Company's authorized capital stock from P50.00 million to P5.05 billion. Consequently, the 4.10 billion common shares for the share swap transaction were issued at a price of P20 per share on the same date. The incremental costs directly attributable to the issuance of common shares amounting to P206.66 million is recognized as a deduction from additional paid-in capital.

On June 30, 2021 and on August 10, 2021, the Parent Company's BOD and stockholders resolved and approved, respectively the increase in authorized capital stock from P5.05 billion to P5.30 billion, with the increase of 250.00 million to be divided into 250.00 million common shares at a par value of P1.00 per share.

This increase is for the Parent Company to conduct a follow-on offering of its shares to achieve the target public float of twenty percent (20%) of the outstanding capital stock of the Parent Company and for other business purposes.

The above increase was approved by the SEC on August 25, 2021. Consequently, of the 250.00 million increase in shares of the Parent Company, 25% of which was subscribed and paid by the Parent Company's major shareholders amounting to P62.50 million.

On August 10, 2021, the Parent Company's BOD approved and authorized the offer and issuance of 1.05 billion common shares at an offer price of up to P29 per share, and also grants over-allotment option pursuant to which a stabilizing agent or its affiliate has the right to purchase up to 101 million common shares of the Parent Company's shares owned by its major shareholders.

On August 12 and September 10, 2021, the Parent Company's shareholders have also secured the Certificate Authorizing Registration with the Bureau of Internal Revenue (BIR) in order to transfer in the name of the Parent Company the following shares:

(i) 86,430,000 common shares in OTHI representing 67% of its total capital stock; and
(ii) 871,000,000 common shares in P21 representing 67% of its total capital stock.

The details the equity interest of the Parent Company in its subsidiaries after the Share Swap are as follows:

	Percentage of Ownership		Country of Incorporation
	Direct	**Indirect**	
OneTaipan Holdings, Inc. ("OTHI")	**67.0%**	**-**	Philippines
Pacifica21 Holdings, Inc. ("P21")	**67.0%**	**-**	Philippines
Monte Oro Grid Resources Corporation ("MOGRC")*	**-**	**67.0%**	Philippines
Calaca High Power Corporation ("CHPC")**	**-**	**67.0%**	Philippines
National Grid Corporation of the Philippines ("NGCP")***	**-**	**40.2%**	Philippines

** Indirectly owned through OTHI*
*** Indirectly owned through P21*
**** Indirectly owned through MOGRC and CHPC*

OTHI is 67% directly owned subsidiary of the Parent Company and was incorporated and registered with Philippine SEC on February 23, 2010. OTHI's primary purpose is to acquire by purchase, exchange, assignment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, enjoy and dispose of, all properties of every kind and description and whatever situated and to the extent permitted by law.

MOGRC is a wholly-owned subsidiary of OTHI and was incorporated and registered with Philippine SEC on August 29, 2006. MOGRC's primary purpose is to invest or hold interests in the shares of stocks of companies engaged in or proposing to engage in infrastructure projects, whether as proponent, equity investor or financial or technical advisor and to do all acts and things necessary to carry out the foregoing purpose.

P21 is 67% directly owned by the Parent Company and was incorporated and registered with Philippine SEC on May 12, 2008. P21's purpose is to invest or acquire interest, purchase, own or hold directly or indirectly shares of stock, debentures or securities in other companies including related services and business activities.

CHPC is a wholly-owned subsidiary of P21 and was incorporated and registered with Philippine SEC on December 15, 2006. CHPC's primary purpose is to engage in the general business of operating, managing, maintaining, and rehabilitating energy systems and services from gas, steam and electricity including related services and business activities.

NGCP's common shares is 30%-owned each by MOGRC and CHPC and was incorporated in the Philippines and registered with Philippine SEC on February 21, 2008 primarily to operate and maintain a nationwide transmission grid throughout the Philippines; to provide open and non-discriminatory access to the transmission system to all authorized electricity distributors and electricity users; and to carry on all business incidental to the same.

On October 14, 2021, the listing of the Offer Shares was approved by the Philippine Stock Exchange. The Philippine SEC approved the listing of SGP on October 20, 2021.

On November 10, 2021, SGDPI, under the symbol "SGP", publicly listed its 1,053,500,000 shares from its Follow-On Offering (FOO) on the Philippine Stock Exchange with overallotment option of up to 101 million secondary shares at P12.00 per common share.

The Parent Company will use the proceeds of the FOO to directly subscribe to non-voting preferred shares that will be issued by NGCP. Proceeds from the issuance of the non-voting preferred shares will be used by NGCP to finance its capital expenditure requirements and related costs and expenses.

On April 4, 2022, the Parent Company used the proceeds of the FOO to subscribe to 203.63 million non-voting preferred shares of National Grid Corporation of the Philippines (NGCP) with a par value of one peso (P1.00) per share at a subscription price of P60.10/share or a total subscription price of P12,238,163,000.

The subscription will give the Parent Company a direct shareholding in NGCP of 9.240% of the latter's outstanding capital stock. The Parent Company will be entitled to dividends as a direct shareholder of NGCP, and this is in addition to the dividends that the Parent Company already indirectly receives from NGCP through the holding entities.

On 12 April 2022, the Parent Company paid P3,059,540,750 in cash, representing twenty-five percent (25%) of the total subscription price.

On June 9, 2022, the Parent Company paid the balance of the total subscription price in the amount P9,178,622,250.

On February 28, 2008, the Group, through NGCP entered into a Concession Agreement with Power Sector Assets and Liabilities Management Corporation (PSALM) and the National Transmission Corporation (TRANSCO) granting the Group as Concessionaire the right to take over and operate the whole of TRANSCO's regulated transmission business as a going concern and be the sole representative of Regulated Entity before the Philippine Energy Regulatory Commission (ERC). The commencement date of the Concession Agreement is on January 15, 2009 and shall expire on the 25th anniversary of the commencement date. The Concession can be extended but not to exceed beyond the 50th anniversary of the commencement date or for longer than the remaining term of the Group's franchise (see Note 4).

SGP indirectly controls 60% of the outstanding common shares of NGCP, SGP's sole operating asset with an effective equity interest of 40.20%.

Significant Contracts and Agreements

Construction Management Agreement (CMA)

From the commencement date, TRANSCO appointed the Concessionaire to act as its Construction Manager (CM) to implement, manage and administer the construction and completion of each Project Under Construction (PUC) as an independent contractor for and on its behalf, in accordance with the requirements of the Concession Agreement and as further set forth below:

a) The CM shall have principal day-to-day on-site management, oversight and administrative responsibilities over all projects under construction and all contractors' construction activities in relation thereto.

b) The CM shall be the primary point of contact for communications with all Contractors' Construction of such fact.
c) The CM shall perform its responsibilities in accordance with the standards required under the CMA.

Nothing in the CMA shall release the CM from complying with its functions and obligations including the completion of all the PUCs at its own cost and expense, provided however, that if the sole and exclusive reason for the non-completion of a PUC is due to TRANSCO's failure to make available the committed funding under the Funding Agreements, then the CM shall be released from completing such PUC. Any such release shall be limited to the obligation that the CM would have had, had TRANSCO not failed to make such funding available and shall be subjected to the Concessionaire being in full compliance with the Transaction Documents.

External Consultant Agreements
In 2026 and 2025, the Group, through NGCP, executed various external consultancy agreements in relation to the conduct of its business and in compliance with regulatory requirements, several of which are as follows:

- Legal services;
- Advisory and consulting services for regulatory filings;
- Implementation consultancy services; and
- Other consultancy services as needed.

Expenses incurred pertaining to these agreements are included in "Outside services" and "Professional fees" in profit or loss in the consolidated statements of income.

Construction Contracts
The Group, through NGCP, agreed to manage the construction and completion of all PUC that have not been commissioned and placed in service on behalf of TRANSCO in accordance with the CMA. Upon the acceptance by the Group of the completion of PUC in accordance with the provisions of the applicable PUC contracts, each PUC completed and accepted by the Group shall immediately form part of the Transmission Grid.

New Construction Contracts.

As of June 30, 2026, the Group, through NGCP, entered into new significant construction contracts amounting to P8.44 billion, among the major contracts are as follows:

- Laoag Power Quality Improvement Project
- Kabacan – Kidapawan 138kv T/L Under Kabacan 138kV Substation Project
- Villanueva – Jasaan Cut-In 138kV T/L Under Villanueva Kinamlutan 230kV Transmission Line Project
- Supply And Erection of Multi-Circuit Towers for Transmission Lines along Sta. Maria River
- Luzon Grid Protection Equipment Modernization Project
- Rosario Load End Substation (LES) Under Luzon Voltage Improvement Project 4
- Boracay Substation Under Nabas-Caticlan-Boracay 138kV Transmission Line Project
- Supply of High Ampacity Power Conductors for Tuguegarao–LAL-LO 230kV Transmission Line Project
- Hermosa 230kV Smart Substation Project

- Pagbilao 230kV Substation (CSQI) Under Luzon Connection Requirements for Power Plants Project 2
- Tower Site Improvement for North Luzon Projects (Re-Bidding) Schedule I – Mariveles – Hermosa 500kV Transmission Line Project
- Balingueo Substation Under Luzon Connection Requirements for Power Plants Project 3
- Construction/Erection of Matanao - Culaman 230kV Transmission Line (Tower Nos. 190-194)
- Laoag Power Quality Improvement Project
- Supply of Labor, Tools, Materials and Equipment for the Installation of Deluge Water Spray System of Power Transformers and Shunt Reactors at NLOM and NCROM
- Supply of Labor, Tools, Materials and Equipment for the Installation of Deluge Water Spray System of Power Transformers and Shunt Reactors at South Luzon, Visayas and Mindanao
- Site Preparation, Design, Manufacture, Factory Test, Delivery, Installation, Assembly, Field Test, Commissioning and Turn-Over of Power Transformer Online Bushing Monitoring System to Various Substations Schedule I - North Luzon, Schedule II - South Luzon, Schedule III - Visayas, Schedule IV – Mindanao
- Site Preparation, Design, Manufacture, Factory Test, Delivery, Installation, Assembly, Field Test, Commissioning and Turn-Over of Power Transformer Online Dissolved Gas Analysis Monitoring System to Various Substations

For 2026, the Capital Expenditures approved and confirmed by the Group, through NGCP's Board amounted to P45.65 billion.

As of December 31, 2025, the Group, through NGCP, entered into new significant construction contracts amounting to P38.81 billion, among the major contracts are as follows:

- Batangas - Mindoro 500kv Interconnection and Backbone Project Stage 1 (Submarine Cable Portion)
- Panitan 138kv Substation Under Visayas Substation Upgrading Project 2
- Augmentation Works of Western Luzon 500kv Backbone Project (Stage 2), Schedule I - 84 Tower Sites (Castillejos S/S To Cb-220)
- Eastern Mindanao Voltage Improvement Project (Schedule I - Butuan S/S, Schedule Ii - Nabunturan S/S, Schedule Iii - Maco S/S, Schedule Iv - Apokon S/S, Schedule V - Mati Les)
- Mindanao Substation Upgrading and Expansion Projects, Schedule I - Tagoloan 138kv/69kv Substation Under Msu2p
- Augmentation Works of Western Luzon 500kv Backbone Project (Stage 2), Schedule I - 63 Tower Sites (Castillejos S/S To Cb-220)
- Mindanao Substation Upgrading and Expansion Projects, Schedule Ii - Bunawan 230kv/138kv Substation Under MSU2P
- Subic 230kv Substation (NGCP) Under Luzon Connection Requirements for Power Plants Project 1 - Rebidding
- Remaining Works for the Tuguegarao-Lal-Lo (Magapit) 230kv Tl Project (T/L Portion) (Rebidding)
- Tower Site Improvement for Western Luzon 500kv Backbone Project (Stage 1)
- Mindanao Substation Expansion 3 Project, Sp24.Mse3p.Mt-0618: Schedule Iv - Lala 230kv Substation
- Stringing of 138kv Barotac Viejo - Dingle Line 3 Under Barotac Viejo-Unidos 230kv Transmission Line Project

- Replacement Of Borrowed Materials for High Voltage Equipment (Hve), Parts and Accessories for Various Substation Projects - Rebidding
- Supply and Delivery of Combined Instrument Transformers, Current Transformers, Voltage Transformers
- Raising Of Conductor Sags for the Mexico - Hermosa 230kv Transmission Line (Erection/Construction) Under Bataan 230kv Grid Reinforcement Project (Re-Bidding)
- Supply and Delivery of Combined Instrument Transformers, Current Transformers, Voltage (230,138,115,69,13.8kv) Transformers Pr10067407 (32prs)
- Real-Time Monitoring and Control Equipment for Distribution Utilities and Monitoring Equipment for Generators Project (Mindanao)
- Augmentation on Civil Works Portion of the 138kv Gis Building at Boracay Substation Under Nabas-Caticlan-Boracay 138kv Transmission Line Project (Substation Portion)
- Stringing Of 138kv Barotac Viejo - Dingle Line 3 Under Barotac Viejo - Unidos 230kv Transmission Line Project (Supply of Power Conductors)
- Connection Point of Mangima Hydro Power Corp's 12 Mangima Hydro Electric Power Plant Project at NGCP Manolo fortich 69kV Substation
- Variation Order (Change Order No. 1) for The Cebu - Bohol Interconnection Project, Submarine Cable Portion
- Parcellary Survey Services for Sanchez Mira-Lallo 230kV TLP
- Design, Manufacture, Supply, Delivery, Installation, Testing, and Commissioning of Protection Relays for Auto Recloser Project
- Supply and Delivery of 2HP Submersible Water Pumps for Varoius Sites.
- Supply and Delivery of Ratio and Winding Resistance Testers for Mt
- Supply and Delivery of Three-Phase Electricity Meter Field Test System (Re-Bidding)
- Supply and Delivery of Stacir Cable for The Reconductoring of Baung-Sanfabian 138kV Line (offshore Portion)
- Supply and Delivey of Stacir Cable for The Reconductoring of Ormoc-Lemon 69kV Line (offshore Portion)
- Construction of Two-Storey, Six (6) Classroom School Building in Tagbilaran, Bohol
- Supply of Labor and Services for The Reconductoring of Babatngon-Apitong 69kV Line
- Raising of Conductor Sags for The Mexico - Hermosa 230kV Transmission Line (Supply and Delivery of Steel Pole) Under Bataan 230kV Grid Reinforcement Project (Local Delivery for foreign Supply)
- Uprating of Camiling Capacitor Bank Station From 3x5mvar to 3x7.5mvar
- Procurement of Metering Steel Structure for 500kV Combined Instrument Transformer for Metering Compliance Projects
- Supply and Delivery of Circuit Breaker Analyzer for Maintenance and Testing Division
- Supply and Delivey of Stacir Cable for The Reconductoring of Labrador - Lingayen 69kV Line (offshore Portion)
- Supply and Delivery of Stacir Cable for The Reconductoring of Babatngon-Apitong 69kV Line (offshore Portion)
- It Network Rehabilitation & Restructuring Program for Visayas

For 2025, the Capital Expenditures approved and confirmed by the Group, through NGCP's Board amounted to P42.21 billion.

Projects under Construction (PUC). PUC refer to the 42 transmission projects listed in Schedule 2 and defined under Section 4.02 of the Concession Agreement.

From its commencement, the Group, through NGCP has various existing Construction Project Agreements with different contractors for the construction, rehabilitation, upgrade, and infrastructure of transmission assets to provide transmission services with an average term of more than one year. In accordance with the agreements, the Contractor agreed to furnish all labor, materials, equipment, and other incidentals necessary to complete the procurement, manufacturing, supply, construction, erection, testing, and commissioning of the transmission assets. In consideration of such services, the Group agreed to pay the contractors a fee under mutually agreed upon terms and conditions specified in the agreement.

In compliance with the mandate under the Concession Agreement, the Group engages the services of third-party contractors for its construction and upgrade services. Construction costs comprise of all expenses related to the construction contracts which are equal to construction revenues because it is already the fair value of the intangible asset recognized.

The Group recognizes construction costs and revenues in compliance with Accounting Standards specifically, Philippine Interpretation, International Financial Reporting Interpretations Committee (IFRIC) 12, *Service Concession Arrangements*, but do not receive any cash inflow nor does the Group receive any revenue from these activities. The annual revenue the Group receives from Transmission Wheeling Rates for the provision of Transmission Services is determined in accordance with the Rules in Setting Transmission Wheeling Rates (RTWR) as approved by the Regulator.

Republic Act No. 9511
Republic Act No. 9511 (RA 9511), which took effect on December 20, 2008, granted the Group, through NGCP a fifty (50) year franchise from effectivity date to operate, manage and maintain, and in connection therewith, to engage in the business of conveying or transmitting electricity through high voltage back-bone system of interconnected transmission lines, substations and related facilities, system operations, and other activities that are necessary to support the safe and reliable operation of a transmission system and to construct, install, finance, manage, improve, expand, operate, maintain, rehabilitate, repair and refurbish the present nationwide transmission system of the Republic of the Philippines.

Pursuant to Section 9 of RA 9511, in consideration of the franchise and rights granted, the Group pays a franchise tax equivalent to three percent (3%) of all gross receipts derived from its operation under the franchise, in lieu of income tax and any and all taxes, duties, fees and charges of any kind, nature or description levied, established or collected on its franchise, rights, privileges, receipts, revenues and profits, and on properties used in connection with its franchise except for real property tax on real estate, buildings and personal property, exclusive of the franchise (see Note 26).

Pursuant to Section 8 of RA 9511, NGCP is required to list, subject to the requirements of the SEC and the PSE, and make a public offering of the shares representing at least twenty *per centum* (20%) of its outstanding capital stock or a higher percentage that may hereafter be provided by law within ten (10) years from the commencement of its operations. Provided, that the listing in the PSE of any company which directly or indirectly owns or controls at least thirty per centum (30%) of the outstanding shares of stock of NGCP shall be considered full compliance of this listing requirement. In case compliance with this requirement is not reached, the ERC may, upon application of NGCP, and after notice and hearing, allow such reasonable extension of the period within which NGCP should list its shares of stock, if the market condition is not suitable for such listing. NGCP has complied with this requirement on November 12, 2021, as confirmed by ERC in its order dated May 26, 2022 under ERC Case No. 2018 - 014MC. The Parent Company who is listed in the PSE, indirectly owns NGCP after the completion of the Share Swap transaction and the Follow On Offering in 2021.

The Parent Company's registered office address is Unit 1602, 16th Floor, Tycoon Center Bldg. Condominium, Pearl Drive, Pasig City, Metro Manila.

2. Basis of Preparation

Statement of Compliance

These consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. PFRS Accounting Standards are based on International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). PFRS Accounting Standards consist of PFRS Accounting Standards, Philippine Accounting Standards (PAS), and Philippine Interpretations issued by the Financial and Sustainability Reporting Standards Council (FSRSC).

The accompanying consolidated financial statements were authorized for issue by the Board of Directors (BOD) on August 11, 2026.

Basis of Measurement

The consolidated financial statements have been prepared on the historical cost basis of accounting, and retirement benefits liability, which has been measured at fair value of plan assets less the present value of the defined benefit obligation.

Functional and Presentation Currency

These consolidated financial statements are presented in Philippine peso, which is the Group's functional currency. All financial information has been rounded off to the nearest peso, except when otherwise indicated.

Basis of Consolidation

The consolidated financial statements include the financial statements of Parent Company and its subsidiaries.

A subsidiary is an entity controlled by the Group. Control exists when an investor is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

When the Group has less than majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including the contractual arrangement with other vote holders of the investee, rights arising from other contractual arrangements and the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using uniform accounting policies for like transactions and other events under similar circumstances. Intergroup balances and transactions, including intergroup realized profits and losses, are eliminated in preparing both the consolidated financial statements.

Non-controlling interests represent the portion of profit or loss and net assets not attributable to the Parent Company and are presented in the consolidated statements of income and within equity in the consolidated statements of financial position, separately from the equity attributable to equity holders of the Parent Company.

Non-controlling interests include the interests not held by the Parent Company in its subsidiary as follows: OTHI, P21 and NGCP.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group losses control over a Subsidiary, the Group: (i) derecognizes the assets (including goodwill) and liabilities of the Subsidiary, the carrying amount of any non-controlling interests and the cumulative transaction differences recorded in equity; (ii) recognizes the fair value of the consideration received, the fair value of any investment retained and any surplus or deficit in the consolidated statements of comprehensive income; and (iii) reclassify the Parent Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

Use of Judgments and Estimates

The preparation of the consolidated financial statements in conformity with PFRS Accounting Standards requires management to make judgments, estimate and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Judgments are made by management on the development, selection and disclosure of the Group's critical accounting policies and estimates and the application of these policies and estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized on the period on which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the consolidated financial statements is as follows:

Determining the Fair Value of Financial Instruments
The Group's financial assets and financial liabilities measured at fair value, require the use of accounting estimates and judgment. The significant components of fair value measurement were determined using verifiable objective evidence (i.e., foreign exchange rates, interest rates). Any changes in fair value of these financial assets and liabilities would affect the consolidated statements of income and consolidated statements of changes in equity.

The fair values of the Group's financial instruments are presented in Note 24 to the consolidated financial statements.

Service Concession Arrangements as Operator
Based on management's judgment, the provisions of Philippine Interpretation IFRIC 12, *Service Concession Arrangements* apply to the Group. The consideration receivable under the concession agreement is accounted for as a financial asset or an intangible asset according to its substance, considering the terms of the arrangement as a whole. A financial asset is recognized to the extent that the Group receives an unconditional right to receive cash irrespective of the use of the infrastructure. An intangible asset is recognized to the extent that the Group receives a right (license) to charge users of the transmission system.

Concession Rights
The Group's service concession agreement was accounted for under the intangible asset model where it recognized an intangible asset arising from its agreement to pay the Concession Fee and as consideration for construction services it provides. The intangible asset represents the right (license) the Group received to charge users of the transmission system in accordance with the rates approved by the ERC, the Regulator, pursuant to Republic Act No. 9136. The Group does not receive an unconditional right to receive cash from or at the direction of the grantor where the grantor contractually guarantees to pay the Group specified or determinable amounts or any shortfall between amounts received from users of the transmission system and specified or determinable amounts (see Notes 4, 5 and 8).

Determining the Transaction Price - Regulated Transmission Services
A complex regulatory rate-setting process is in place intended for the recovery of costs and reasonable margin, where amounts are subject to review and adjustment or correction for various factors, being done annually and at the end of each 5-year regulatory period where revenue can be adjusted for over- or under-recoveries. The Group assessed that in the absence of other ERC issuance or directive that states otherwise (i.e. that revenue has been modified), similar to the practice adopted by the industry, the amounts chargeable to customers based on the currently effective Maximum Allowed Revenue (MAR) remains to best represent the transaction price for its transmission services in a reporting period, considering the substantive nature of the ERC's approvals under the present rules and regulations as well as the degree of uncertainty in terms of timing and amounts (see Notes 4, 20 and 27).

In determining the transaction price, an entity is required to adjust the promised amount of consideration for the effects of the time value of money if that contract contains a significant financing component. The Group has assessed that the revenue accrued for unbilled MAR and under-recoveries and PIS to be collected in succeeding years do not have a significant financing component because the timing difference arises for non-finance reasons and a substantial portion of the consideration is variable, and the amount or timing of the consideration is outside the customer's or entity's control. The timing of payments is not specified in revenue contracts to intend any significant benefit of financing from both the Group and its customers, and the determination of iMAR and recovery scheme of incremental revenue is decided purely by the ERC and is beyond the control of the Group or its customers.

Estimating Accrued Transmission Revenue
Revenue is billed covering the period which starts from the 26th day of the current month to the 25th day of the following month while recognition is based on calendar month. The recognition of unbilled revenues as at month-end cut-off date requires the use of estimates based on the number of days of the customers' unbilled consumption.

The carrying amount of the Group's accrued power receivables as at June 30, 2026 and December 31, 2025 amounted to P84.16 billion and P45.45 billion, respectively. (see Note 12).

Estimating Allowance for Impairment Losses on Receivables
The Group has elected to measure loss allowances for receivables at an amount equal to lifetime expected credit loss (ECL).

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

As at June 30, 2026 and December 31, 2025, the analysis of allowance for impairment losses on receivables is presented in Note 12.

Estimating Useful Lives of Property and Equipment
The Group estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed periodically 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.

In addition, estimation of the useful lives of property and equipment is based on the collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by the changes in these factors and circumstances.

A reduction in the estimated useful lives of property and equipment would increase the recorded depreciation and amortization expenses and decrease noncurrent assets.

The carrying amount of the Group's property and equipment as at June 30, 2026 and December 31, 2025 amounted to P5.16 billion and P5.17 billion, respectively (see Note 10).

Estimating Net Realizable Value of Materials, Spare Parts and Supplies
The Group carries spare parts and supplies at net realizable value when such value is lower than cost due to damage, physical deterioration and obsolescence. The estimated net realizable value is reviewed regularly.

No write-down was recognized in profit or loss in June 30, 2026 and 2025. As at June 30, 2026 and 2025, accumulated amount of write-down of spare parts and supplies amounted to P346.27 million (see Note 13).

Estimating Useful Life of Intangible Asset
The Group estimates the useful life of intangible asset arising from service concession based on the period over which the asset is expected to be available for use during the concession period. The Group has not included any renewal period on the basis of uncertainty, as at reporting date, of the probability of securing renewal contract at the end of the original contract term.

The Group also estimates the useful life of its computer software and license based on the period over which assets are expected to be available for use. The estimated useful life of computer software and license is updated if expectations differ from previous estimates due to technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, the estimation of the useful life of computer software and license is based on collective assessment of internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

The carrying amount of the Group's intangible asset as at June 30, 2026 and December 31, 2025 amounted to P482.58 billion and P465.11 billion, respectively (see Note 8).

Estimating the Residual Value of Intangible Assets
The estimated residual value of the intangible assets at the end of concession contract was determined based on the quotient of the actual costs of transmission assets commissioned by the Group during the concession period and the ERC approved estimated asset lives multiplied by the difference of the asset life and the remaining life of concession. Under this scenario, the residual value of intangible assets refers to the portion of investment in the additional completed transmission assets that could not be recovered thru regulatory reset filing as at the end of the concession period and shall be excluded from the value of intangible assets to be amortized over the remaining concession period and will be charged against the Recovery Payment at the end of the period.

As at June 30, 2026 and December 31, 2025, the estimated residual value of intangible assets from completed projects at the end of the concession period amounted to P162.80 billion and P146.49 billion, respectively.

Impairment of Goodwill
The Group determines whether goodwill is impaired at least annually. This requires the estimation of value in use of the cash-generating units to which the goodwill is allocated. Estimating value in use requires management to make an estimate of the expected future cash flows and to choose a suitable discount rate to calculate the present value of those cash flows.

No impairment loss was recognized on goodwill for June 30, 2026 and 2025. The carrying amount of goodwill amounted to P10.47 billion as at June 30, 2026 and December 31, 2025 (see Note 9).

Reliable Measure of the Recovery Payment
The calculation of the Recovery Payment is complex and will involve the use of variables that will only be determined in the future, including among others the use of an input based on the value of the Group's RAB at termination date which is partly dependent on future capital expenditures and recoveries. Based on management's judgment, considering further that the Recovery Payment will only be determinable at termination date by a mutually appointed independent appraiser, estimation of the residual value in the current period involves a significantly high level of estimation uncertainty such that the amount is not yet reliably measurable at this point.

Estimating Retirement Benefits
The determination of the Group's obligation and cost for retirement benefits is dependent on the selection of certain assumptions used in calculating such amounts including discount rates and salary increase rates.

Remeasurements of retirement benefits liability are recognized in other comprehensive income and comprise of actuarial gains and losses on the retirement benefit obligation excluding amounts included in the net interest of the retirement benefits liability.

Retirement benefits cost recognized in profit or loss in June 30, 2026 and 2025 amounted to P197.53 million and P184.51 million, respectively. Retirement benefits liability as at June 30, 2026 and December 31, 2025 amounted to P3.53 billion and P3.20 billion, respectively (see Note 23).

Impairment of Nonfinancial Assets
In accordance with the Group's policy on impairment of nonfinancial assets, the Group performs an impairment test when certain impairment indicators are present. In determining the present value of future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that can materially affect the consolidated financial statements.

Management believes that there is no indication of impairment loss in the carrying value of the Group's property and equipment and intangible asset as at June 30, 2026 and December 31, 2025.

Contingencies
The Group is currently involved in various legal proceedings. The estimate of the probable costs for the resolution of these claims shall be developed in consultation with the legal counsels handling these matters and based on analysis of potential results. It is possible, however, that future financial position and performance could be affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings (see Note 25).

3. Material Accounting Policies

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements, except for the changes in accounting policies as explained below.

Adoption of Amendments to Standards and Interpretations

The Group has adopted the following new standards and amendments to standards and interpretations starting January 1, 2026 and accordingly, changed its accounting policies. Except as otherwise indicated, the adoption did not have any significant impact on Group's financial statements. These are as follows:

- PAS 21, *The Effects of Changes in Foreign Exchange Rates - Lack of Exchangeability (Amendments)* clarify that a currency is exchangeable into another currency when a company is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations.

  When a currency is not exchangeable, a company needs to estimate a spot rate. The objective in estimating the spot rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments do not specify how to estimate the spot exchange rate to meet the objective and an entity can use an observable exchange rate without adjustment or another estimation technique.

  The amendments require new disclosures to help users assess the impact of using an estimated exchange rate on the financial statements, including the nature and financial impacts of the currency not being exchangeable, the spot exchange rate used, the estimation process, and risks to the company because the currency is not exchangeable.

- PFRS 9, *Financial Instruments* and PFRS 7, *Financial Instruments: Disclosures Amendments to the Classification and Measurement of Financial Instruments (Amendments)* relate to the date of recognition and derecognition, classification of financial assets, contractually linked instruments and non-recourse features, and disclosures on investments in equity instruments.

  Date of Recognition and Derecognition. The amendments clarified that:

  - a financial asset or financial liability is recognized on the date on which the entity becomes a party to the contractual provisions of the instrument unless the regular way exemption applies;
  - a financial asset is derecognized on the date on which the contractual rights to cash flows expire or the asset is transferred; and
  - a financial liability is derecognized on the settlement date, which is the date on which the liability is extinguished because the obligation specified in the contract is discharged or cancelled or expires or the liability otherwise qualifies for derecognition.

However, the amendments provide an exception for the derecognition of financial liabilities where an entity may choose to derecognize a financial liability that is settled using an electronic payment system before the settlement date if, and only if, the entity has initiated the payment instruction that resulted in:

- the entity having no practical ability to withdraw, stop or cancel the payment instruction;
- the entity having no practical ability to access the cash to be used for settlement as a result of the payment instruction; and
- the settlement risk associated with the electronic payment system is insignificant.

Standards Issued But Not Yet Adopted

A number of amendments to standards are effective for annual periods beginning after January 1, 2026 and have not been applied in preparing these consolidated financial statements. Unless otherwise stated, none of these are expected to have a significant impact on the Group's financial statements.

Effective January 1, 2027

- PFRS 17, *Insurance Contracts* replace the interim standard, PFRS 4, *Insurance Contracts*. Reflecting the view that an insurance contract combines features of both a financial instrument and a service contract, and considering the fact that many insurance contracts generate cash flows with substantial variability over a long period, PFRS 17 introduces a new approach that:

  (a) combines current measurement of the future cash flows with the recognition of profit over the period services are provided under the contract;
  (b) presents insurance service results (including presentation of insurance revenue) separately from insurance finance income or expenses; and
  (c) requires an entity to make an accounting policy choice portfolio-by-portfolio of whether to recognize all insurance finance income or expenses for the reporting period in profit or loss or to recognize some of that income or expenses in other comprehensive income.

  Under PFRS 17, groups of insurance contracts are measured based on fulfilment cash flows, which represent the risk-adjusted present value of the entity's rights and obligations to the policy holders, and a contractual service margin, which represents the unearned profit the entity will recognize as it provides services over the coverage period. Subsequent to initial recognition, the liability of a group of insurance contracts represents the liability for remaining coverage and the liability for incurred claims, with the fulfilment cash flows remeasured at each reporting date to reflect current estimates.

  Simplifications or modifications to the general measurement model apply to groups of insurance contracts measured using the 'premium allocation approach', investment contracts with discretionary participation features, and reinsurance contracts held.

  PFRS 17 brings greater comparability and transparency about the profitability of new and in-force business and gives users of financial statements more insight into an insurer's financial health. Separate presentation of underwriting and financial results will give added transparency about the sources of profits and quality of earnings.

Full retrospective application is required, unless it is impracticable, in which case the entity chooses to apply the modified retrospective approach or the fair value approach. However, if the entity cannot obtain reasonable and supportable information necessary to apply the modified retrospective approach, then it applies the fair value approach. There is also a transition option allowing presentation of comparative information about financial assets using a classification overlay approach on a basis that is more consistent with how PFRS 9 will be applied in future reporting periods. Early application is permitted for entities that apply PFRS 9 *Financial Instruments* on or before the date of initial application of PFRS 17.

Entities may choose to apply the exception on a system-by-system basis.

Classification of Financial Assets. The amendments related to classification of financial assets introduces an additional test to assess whether the solely payments of principal and interest (SPPI) criterion is met for financial assets with contingent features that are not related directly to a change in basic lending risks or costs.

The amendments clarified that when a contingent feature gives rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs, the financial asset has contractual cash flows that are SPPI if, and only if, in all contractually possible scenarios, the contractual cash flows would not be significantly different from the contractual cash flows on a financial instrument with identical contractual terms, but without such a contingent feature.

Additional disclosures are required for all financial assets and financial liabilities that have certain contingent features that are not related directly to a change in basic lending risks or costs and are not measured at fair value through profit or loss.

Contractually Linked Instruments and Non-recourse Features. The amendments clarify the key characteristics of contractually linked instruments (CLIs) and how they differ from financial assets with non-recourse features. The amendments also include factors that a Group needs to consider when assessing the cash flows underlying a financial asset with non-recourse features (the ‘look through’ test). For example, it clarifies that a financial asset has non-recourse features if an entity's ultimate right to receive cash flows is contractually limited to the cash flows generated by specified assets; that CLIs have non-recourse features, but not all financial assets with non-recourse features are CLIs; and that the underlying pool of instruments of CLIs may include financial assets outside the scope of IFRS 9.

Disclosures on Investments in Equity Instruments. The amendments require additional disclosures for investments in equity instruments that are measured at fair value with gains or losses presented in other comprehensive income (FVOCI). The entity discloses for each class of investment the fair value gain or loss presented in other comprehensive income during the period, showing separately the fair value gain or loss related to investments derecognized during the reporting period and the fair value gain or loss related to investments held at the end of the reporting period. It also discloses any transfers of the cumulative gain or loss within equity during the reporting period related to investments derecognized during that reporting period.

Earlier application is permitted. Entities may choose to early-adopt the amendments for the recognition and derecognition of financial assets and financial liabilities separately from the other amendments.

Effective January 1, 2027

- PFRS 18, *Presentation and Disclosure in Financial Statements* will replace PAS 1, *Presentation of Financial Statements* and aims to provide greater consistency in presentation of the income and cash flow statements, and more disaggregated information.

  - *A more Structured Income Statement.* PFRS 18 promotes a more structured income statement. It introduces a newly defined 'operating profit or loss' and 'profit or loss before financing and income tax' subtotals, and a requirement for all income and expenses to be classified into three new distinct categories operating, investing, and financing - based on a Group's main business activities. PFRS 18 also requires companies to analyze their operating expenses directly on the face of the income statement - either by nature, by function or on a mixed basis. Companies need to choose the presentation method that provides the 'most useful structured summary' of those expenses. New disclosures apply if any operating expenses are presented by function.

  - *Management-defined Performance Measures.* PFRS 18 provides a definition for management-defined performance measures (MPMs) and introduces specific disclosure requirements. MPMs are subtotals of income and expenses that are used in public communications outside the consolidated financial statements, communicate management's view of an aspect of the financial performance of the entity as a whole and are not a required subtotal or a common income and expense subtotal listed in PFRS 18. For each MPM presented, companies will need to explain in a single note to the consolidated financial statements why the measure provides useful information and how it is calculated, and to reconcile it to an amount determined under PFRS Accounting Standards.

  - *Greater Disaggregation of Information.* PFRS 18 provides enhanced guidance on how companies group information in the financial statements, including newly defined roles of the primary financial statements and the notes, principles of aggregation and disaggregation based on shared and non-shared characteristics, and specific guidance for labelling and describing items in a way that faithfully represents an item's characteristics.

  PFRS 18 also now require goodwill to be presented as a line item in the statement of financial position.

  Consequential amendments to PAS 7 *Statement of Cash Flows* requires the use of the operating profit or loss subtotal as the starting point when presenting operating cash flows under the indirect method and eliminate the options for classifying interest and dividend cash flows.

  PFRS 18 also amends PAS 33 *Earnings per Share* to permit companies to disclose additional amounts per share using as numerator a required income and expenses total or subtotal, a common subtotal listed in PFRS 18 or an MPM disclosed by the entity.

PFRS 18 applies for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. It applies retrospectively in accordance with PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*. Specific reconciliations are required to be disclosed. Eligible entities including venture capital organizations, mutual funds and some insurers will be allowed to change their election for measuring investments in associates and joint ventures from equity method to fair value through profit or loss. The Group is still in the process of assessing the impact of the new standard.

Service Concession Arrangements

Public-to-private service concession arrangements where: (a) the grantor controls or regulates what services the Group must provide with the infrastructure, to whom it must provide them, and at what price; and (b) the grantor controls through ownership, beneficial entitlement or otherwise any significant residual interest in the infrastructure at the end of the term of the arrangement are accounted for under the provisions of Philippine Interpretation IFRIC 12. Infrastructures used in a public-to-private service concession arrangement for its entire useful life (whole-of-life assets) are within the scope of Philippine Interpretation IFRIC 12 if the conditions in (a) are met.

Philippine Interpretation IFRIC 12 applies to both: (a) infrastructure that the Group constructs or acquires from a third party for the purpose of the service arrangement; and (b) existing infrastructure to which the grantor gives the Group access for the purpose of the service arrangement.

Infrastructures within the scope of Philippine Interpretation IFRIC 12 are not recognized as property and equipment of the Group. Under the terms of contractual arrangements within the scope of Philippine Interpretation IFRIC 12, the Group acts as a service provider. The Group constructs and upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time.

The Group recognizes a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. The Group recognizes an intangible asset to the extent that it receives a right (a license) to charge users of the public service.

When the Group has contractual obligations it must fulfill as a condition of its license: (a) to maintain the infrastructure to a specified level of serviceability or (b) to restore the infrastructure to a specified condition before it is handed over to the grantor at the end of the service arrangement, it recognizes and measures these contractual obligations in accordance with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, i.e., at the best estimate of the expenditure that would be required to settle the present obligation at the reporting date. Repairs and maintenance and other expenses that are routinary in nature are expensed and recognized in the profit or loss as incurred.

In accordance with PAS 23, *Borrowing Costs*, borrowing costs attributable to the arrangement are recognized as an expense in the period in which they are incurred unless the Group has a contractual right to receive an intangible asset (a right to charge users of the public service). In this case, borrowing costs attributable to the arrangement are capitalized during the construction phase of the arrangement.

Intangible Asset

Service Concession Arrangement

The Group recognizes an intangible asset arising from the service concession arrangement through Concession Right when it acquired the right to charge for usage of the concession infrastructure. An intangible asset received as consideration for providing construction or upgrade services in a service concession arrangement is measured at fair value upon initial recognition. Subsequent to initial recognition, the intangible asset is measured at cost, which includes capitalized borrowing costs, less accumulated amortization and accumulated impairment losses, if any.

Concession Rights. Concession rights are purchased and recognized at cost at the date of acquisition and consists of:

a. Concession fees pursuant to Article 6 of the Concession Agreement, broken down into commencement fee and deferred payments, add/deduct adjustments pertaining to IWC, PUC and RSTA; and

b. The intangible asset resulting from the cost of infrastructures constructed and under construction, including related borrowing costs. These are not recognized as property and equipment of the Group but as intangible asset.

Subsequent performance of construction and upgrade services results to the increase in the rights/license to charge users of the public service and the corresponding future revenue received by the Group, representing an enhancement of the intangible asset. Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates.

Intangible asset is assessed for impairment whenever there is an indication that the intangible asset may be impaired. Amortization is calculated over the cost of the intangible asset less any determined residual value. Amortization is recognized in profit or loss on a straight-line basis over the remaining life of the concession period. The estimated useful life of the intangible asset is determined to be the period over which the Group can charge for usage of the concession infrastructure but not more than the concession period which is twenty-five (25) years. The amortization method, useful life and residual value are reviewed at each reporting date and adjusted, if appropriate. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in profit or loss in the expense category consistent with the function of the intangible asset.

Business Combinations under Common Control

The Group accounts for business combinations involving entities that are ultimately controlled by the same ultimate parent before and after the business combination and the control is not transitory, using pooling of interests method.

The assets and liabilities of the combining entities are reflected in the consolidated statements of financial position at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination. The only adjustments are those to align accounting policies between combining entities.

No new goodwill is recognized as a result of the business combination. The only goodwill that is recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid or transferred and the equity acquired is recognized in equity.

The consolidated statements of income reflect the results of the combining entities for the full year, irrespective of when the combination took place.

Comparatives are presented as if the entities had been combined for the period that the entities were under common control (see Note 6).

Non-controlling Interests

The acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognized as a result of such transactions. Any difference between the purchase price and the net assets of the acquired entity is recognized in equity. The adjustments to non-controlling interests are based on a proportionate amount of the identifiable net assets of the subsidiary (see Note 7).

Financial Instruments

Recognition and Initial Measurement

A financial instrument is recognized if the Group becomes a party to the contractual provisions of the instrument. Regular way purchases or sales of financial assets are accounted for at settlement date, i.e., the date that an asset is delivered to or by the Group.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as a liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

A financial asset (unless it is a trade receivable without a significant component that is initially measured at the transaction price) or financial liability is initially measured at fair value plus, transaction costs that are directly attributable to its acquisition.

Classification and Measurement of Financial Assets

On initial recognition, a financial asset is classified and measured at: amortized cost; FVOCI - debt investment; FVOCI - equity investment; or FVTPL. The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

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

The Group’s cash and cash equivalents and receivables are included in this category.

Business Model Assessment. The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed, and information is provided to the management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Group's management;

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

- how managers of the business are compensated - e.g., whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future salary activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group’s continuing recognition of the assets.

Assessment Whether Contractual Cash Flows are Solely Payments of Principal and Interest. For the purposes of this assessment, "principal" is defined as the fair value of the financial asset on initial recognition. "Interest" is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basis lending risks and costs (e.g., liquidity risk and administrative costs), as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of the contractual cash flows such that it would not meet these conditions. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;

- terms that may adjust the contractual coupon rate, including variable rate features;

- prepayment and extension features; and

- terms that limit the Group's claim to cash flows from specified assets (e.g., non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amounts plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

The Group determines that the business model for financial assets at amortized cost is held to collect contractual cash flows and meets the solely principal and interest criterion as of June 30, 2026 and December 31, 2025.

Financial Assets at Amortized Cost. These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Debt Investments at FVOCI. These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity Investments at FVOCI. These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

The equity securities represent investments that the Group intends to hold for the long term for strategic purposes.

Classification and Subsequent Measurement of Financial Liabilities
Financial liabilities that are classified as measured at amortized cost are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Derecognition of Financial Assets and Liabilities

Financial Assets. 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 contractual rights to receive cash flows from the financial asset have expired;

- the Group has transferred its contractual rights to receive cash flows of the financial asset (the "original asset") or retained the contractual rights to receive the cash flow from a financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients (the "eventual recipients"), in an arrangement and: (a) the Company has no obligation to pay amounts to the eventual recipients unless it collects equivalent amounts from the original asset; (b) the entity is prohibited by the terms of the transfer contract from selling or pledging the original asset other than as security to the eventual recipients for the obligation to pay them cash flows; and (c) the entity has no obligation to remit any cash flows it collects on behalf of the eventual recipients without material delay; or

- the Company has transferred substantially all the risks and rewards of the ownership of the financial asset or has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset, but has transferred control of the financial asset

Financial Liabilities. 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.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an 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 consolidated statements of financial position.

Debt Issuance Costs

Debt issuance costs are directly attributable transaction costs considered as discount of the related debts upon initial measurement and are subsequently amortized over the expected life of the instrument under the effective interest method.

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the respective asset. A qualifying asset is an item of asset that necessarily takes a substantial period of time to get ready for its intended use. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred, and ceases when the assets are substantially ready for their intended use.

Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and impairment losses, if any.

Initially, an item of property and equipment is measured at cost, which comprises its purchase price and any directly attributable costs of bringing the asset to the location and condition for its intended use. Subsequent costs that can be measured reliably are added to the carrying amount of the asset when it is probable that future economic benefits associated with the asset will flow to the Group. The costs of day-to-day servicing of an asset are recognized as an expense in the period in which it is incurred.

Depreciation is computed on a straight-line basis over the estimated useful lives.

The estimated useful lives of these assets are as follows:

	Number of Years
Structures and improvements	30
Transportation equipment	10
Machinery and equipment	10
Office furniture and fixtures	5 - 10

The useful lives and depreciation and amortization method are reviewed at each reporting date to ensure that they are consistent with the expected pattern of economic benefits from those assets.

When an asset is disposed of or is permanently withdrawn from use and no future economic benefits are expected from its disposal, the cost and the accumulated depreciation, amortization and impairment losses, if any, are removed from the accounts and any resulting gain or loss arising from the retirement or disposal is recognized in profit or loss.

Prepaid Expenses and Other Current Assets

Advance Payment to Suppliers and Contractors. Advance payment to suppliers and contractors is reclassified to proper asset account and deducted from the contractor's billings as specified in the provisions of the contract.

Spare parts and supplies inventories are valued at the lower of cost or net realizable value. Net realizable value is the current replacement cost.

Cost is determined by using the moving weighted average method. If the cost of inventories exceeds its net realizable value, provisions are made currently for the difference between the cost and the net realizable value.

Prepaid expenses are expenses paid in advance and recorded as asset before they are utilized.

Impairment of Assets

Financial Instruments and Contract Assets

The Group recognizes loss allowances for ECLs on financial assets measured at amortized cost and contract assets.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured as 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and

- other debt securities and bank balances for which credit risk (i.e., the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

The Group has elected to measure loss allowances for power, other receivables and contract assets at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or
- the financial asset is also more than 90 days past due.

The Group considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of ‘investment grade’.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset. ECLs reflect reasonable and supportable information that is available without undue cost or effort about past events, current conditions and forecasts of future economic conditions.

Credit-impaired Financial Assets. At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired include observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganization;
- the disappearance of an active market for that financial asset because of financial difficulties; or
- the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Presentation of impairment loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.
Impairment losses related to power, other receivables and contract assets are presented separately in the statements of profit or loss and OCI.

Nonfinancial Assets
The carrying amounts of nonfinancial assets such as intangible assets, property and equipment and other noncurrent assets are reviewed at each reporting date to determine whether there is any indication of impairment. Goodwill is tested for impairment annually either individually or at the cash-generating unit level. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction less the cost of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. 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 the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit).

Reversal of provision for impairment losses previously recognized is recorded when the decrease can be objectively related to an event occurring after the write-down. Such reversal is recorded as income. However, the increased carrying amount is only recognized to the extent that it does not exceed what carrying value would have been had the impairment not been recognized.

All impairment losses are recognized in profit or loss.

Equity
Capital Stock. Capital stock represents the nominal value of shares that have been issued. Incremental cost directly attributable to the issue of stock, if any, are recognized as a deduction from equity, net of any tax effects.

Additional Paid-in Capital. Additional paid-in capital represents the excess of consideration received over the par value of capital stock.

Remeasurements of Defined Benefits Liability. Remeasurements of defined benefits liability comprise actuarial gains and losses which are recognized immediately in other comprehensive income.

Equity Adjustments from Common Control Transactions. Equity adjustments from common control transactions represents the difference between the purchase price and the net assets of the acquired entity.

Retained Earnings. Retained earnings represent the cumulative balance of net income or loss, dividend distributions, effect of changes in accounting policy and other capital adjustments.

Revenue and Expense Recognition

Revenue from Transmission Services

Transmission services pertains to service charges for the use of the transmission facilities under the Concession Agreement where power delivery, system operation and metering services are provided by the Group.

The Group's performance obligations in transmission services include the supply of power delivery service, system operation and metering service. These three services are considered as a bundle and are accounted for as one performance obligation.

Revenue from transmission services is recognized when control has been transferred to the customer and the Group has an enforceable right to payment. This is recognized over time as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. Revenue from transmission services is recognized upon supply of power to the customer's connection points.

Revenue is measured as the transaction price referred from the approved Maximum Allowed Revenue (MAR) by ERC. During the reset process, the ERC makes a determination of the annual revenue requirements of the transmission business as well as the price control arrangements that will apply during the regulatory period.

Revenue from Connection and Residual Sub-transmission Services

Connection charges are charges to recover the reasonable costs associated with connecting the transmission customers' facilities to the transmission providers' facilities. These are payable by generation customers on new connection assets and payable by load customers on existing and new connection assets. Residual sub-transmission charges are charges to recover the reasonable costs associated with sub-transmission assets that are not otherwise recovered through the connection charge. These charges are payable by load customers or generation customers.

The connection services and residual sub-transmission services are considered each as different performance obligations of the Group which are both satisfied over time, the same with transmission services.

Revenue from connection and residual sub-transmission services are recognized when control has been transferred to the customer and the Group has an enforceable right to payment. Revenue from connection and residual sub-transmission services are recognized upon supply of power to the customer's connection points.

The revenue is measured as the transaction price referred from the approved rates by ERC in its decision dated July 6, 2011 under ERC case no. 2008-066RC and 2009-153 RC.

The Billing period starts from the 26th day of the current month to the 25th day of the following month. Within five (5) days after the Billing Period, the Group shall issue billing invoice/billing statement or "Power Bill" to each customer, detailing all charges and credits for that previous Billing Period.

Basic charges are direct revenues of the Group. The components of the "Billing Statement" to the customer are as follows:

1. Power delivery service charge
2. Connection charge
3. Residual sub-transmission charge
4. Metering service charge
5. System operator charge
6. Adjustments such as Interruption Billing Adjustment, Curtailment Billing Adjustment and Temporary Transmission Service Discount, if applicable.

The Group has assessed its revenue arrangement against specific criteria in order to determine if it is acting as principal or agent and concluded that it is not a principal with respect to the Ancillary Service Charges (ASC), Universal Charges (UC) and Feed-in-tariff (FIT-ALL) Charges.

The Group was authorized to engage in ancillary service business through Section 1 of RA 9511 and through Ancillary Service Procurement Plan (ASPP). These are services that are essential to the management of power system security, that facilitate orderly trading in electricity and ensure that electricity supplies are of an acceptable quality. With reference to Section 43 of R.A No. 9136, NGCP is allowed to charge user fees for ancillary services to all electric power industry participants or self- generating entities connected to the grid. Further, as per Ancillary Services - Cost Recovery Mechanism (AS-CRM), charges should be completely passed-on from the user or beneficiary of the service to the service provider.

FIT-ALL and UC are charges that is to be imposed on all On-Grid electricity consumers who are supplied with electricity through the transmission network. The FIT-All is essential to the implementation of the FIT System as established under Section 7 of R.A No. 9513, otherwise known as the Renewable Energy Act of 2008 (RE Law). UC is imposed on electricity consumers for purposes such as missionary electrification, payment of stranded debts and also for environmental charges mandated under Section 34 of the RA 9136. Issued guidelines of both FIT-ALL and UC specifically states that the collection shall not form part of the revenues of NGCP as the collecting agent. Any resulting loss due to failure to collect shall not be borne by the collecting agent.

Any billing/revenue adjustments which are caused by the following:

- change in government policies, rules and regulations;

- incorrect computation, incorrect metering of data, and the like shall be made through issuance of a debit/credit memo in accordance with the Open Access Transmission Services Rules. A debit/ credit memo shall be booked in the period in which the related adjustment is noted.

Since the Group bills transmission customers from the 26th of the previous month to 25th of the current month, at each reporting date, the Group shall record revenue for the remaining days of the reporting month. The Group shall accrue revenue in proportion to what should be recorded as revenue for this period and in accordance with the estimation procedure determined by management, from time to time.

The Group may engage in related business such as Rental of facilities and equipment and Co-location, antenna attachments, use of building lots and space, use of access roads, attachment of telephone cables, and tapping to AC/DC power sources.

Interest income is recognized when earned.

Revenue from Construction and Upgrade Services (Construction Revenues and Costs)
Under Philippine Interpretation IFRIC 12, revenue related to construction or upgrade services under a service concession agreement is recognized over time, consistent with the Group's accounting policy on recognizing revenue on construction contracts. Operation or service revenue is recognized in the period in which the services are provided by the Group. If the service concession arrangement contains more than one performance obligation, then the consideration received is allocated with reference to the relative stand-alone selling prices of the services rendered. No margin has been recognized since the estimated selling price approximates the construction costs. The estimated selling price is classified as a contract asset under Intangible assets during the construction or upgrade period in accordance with PFRS 15.

Cost and Expense Recognition
Expenses are recognized when incurred.

Construction costs comprise of all expenses related to the construction contracts.

Concession Fee Payable
Concession fee payable is recognized at the commencement date as the present value of the concession fee converted to Philippine peso at a fixed exchange rate equal to P42.75 for every US dollar under IFRIC 12. Upon recognition of intangible assets, transferable asset and initial working capital, the Group also recognized the corresponding concession fee payable. Payments to concession fee payable are classified into 25% commencement fee and 75% semi-annual deferred payment subject to interest pursuant to Schedule 5 of concession agreement.

Concession fee payable that are expected to be settled for no more than twelve (12) months after the reporting period are classified as current portion of concession fee payable. Otherwise, these are classified as noncurrent liabilities. Maturities of concession fee payable are shown in Note 24.

Employee Benefits
Short-term Employee Benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Retirement Benefits Cost. The Group's net defined benefit obligation in respect of its retirement plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The discount rate is the yield at the reporting date of long-term government bonds that have maturity dates approximating the terms of the Group's plan. The calculation is performed by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit obligation, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

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

Related Party 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 significant influence. Related parties may be individuals or corporate entities.

Basic and Diluted Earnings Per Share (EPS)
Basic EPS is computed by dividing the net income for the period attributable to equity holders of the Parent Company, net of dividends on preferred shares, by the weighted average number of issued and outstanding common shares during the period, with retroactive adjustment for any stock dividends declared.

Diluted EPS is computed in the same manner, adjusted for the effect of all potential dilutive debt or equity instruments.

Provisions
Provisions are recognized only when the Group has a present legal or constructive obligation 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 on the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at pre-tax rate that reflects current market assessments of the time value of money and where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingencies
Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed in the notes to the consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes to the consolidated 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 Group's financial position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. Concession Agreement

Electric Power Industry Reform Act of 2001 (EPIRA)
On June 8, 2001, Republic Act No. 9136, otherwise known as the "Electric Power Industry Reform Act of 2001" (EPIRA) was passed into law. EPIRA provided for an orderly and transparent privatization of the assets and liabilities of the National Power Corporation (NPC) and created TRANSCO to assume the electrical transmission function of NPC. TRANSCO is wholly-owned by PSALM, a government-owned and controlled corporation. EPIRA also provides for the privatization of TRANSCO by directing PSALM to award in an open competitive bidding, the transmission facilities, including grid interconnections and ancillary services to a qualified party either through an outright sale or a concession agreement.

Concession Agreement
By virtue of its authority under EPIRA, and its Implementing Rules and Regulations, PSALM had carried out an open competitive bidding process in accordance with the Bidding Procedures dated August 1, 2007, as amended, to award a Concession for the Transmission Assets of TRANSCO.

As the bid dated December 12, 2007 (Bid Date) submitted by the consortium of MOGRC, SGIDL and CHPC (the Investors) resulted to being the highest among all the bids submitted and evaluated according to the Bidding Procedures, PSALM agreed to award the Concession to the Group, through NGCP, (Concessionaire), being the special purpose entity established by the Investors.

On February 28, 2008, the Group, through NGCP, entered into a Concession Agreement with PSALM and TRANSCO granting the Group, as Concessionaire the right to take over and operate the whole of TRANSCO's regulated transmission business as a going concern and be the sole representative of TRANSCO before the ERC. The Concession Agreement is for a 25-year period starting on January 15, 2009 (Commencement Date) and ending on January 15, 2034 (Full Term Expiration Date), which can be extended provided the concession period shall not be extended beyond the 50th anniversary of the Commencement Date (the "Term") or for longer than the remaining term of the Group, through NGCP's franchise.

The Concession Agreement provides for the following, among others:

a) From Commencement Date and subject to the terms of the Agreement, the Concessionaire shall take over and operate the whole of TRANSCO's regulated transmission business as a going concern and be the sole representative of the regulated entity to the ERC.

b) The ERC shall regulate the Concessionaire in carrying on the Concession Agreement in accordance with applicable law, including EPIRA or any successor legislation.

c) The Concessionaire, its employees, contractors and agents, shall have exclusive use of the Transmission Assets, Documented Property Rights and Intellectual Property Rights for the purpose of carrying out the Concession Agreement.

d) The Concessionaire shall during the concession period assume all of the responsibilities as if it's an owner of the Transmission Assets, other than excluded assets, Documented Property Rights and Intellectual Property Rights including the obligation to license fees, taxes, renewal fees and other charges payable that fall due for payment during the concession period.

e) So long as no Concessionaire default is continuing, TRANSCO shall make available to the Concessionaire the amounts of budgeted external funding under the Funding Agreements which have not been drawn as at Commencement Date as specified in the schedule of Projects Under Construction (PUC) towards the cost of completing PUC in accordance with the Construction Management Agreement (CMA) (see Note 8).

f) The Concessionaire will carry out the Concession Agreement as an independent contractor for its own account.

g) All contracts to be entered into by the Concessionaire relating to the operation of the Concession Agreement during its term and which: (a) are for a term of 12 months or more; and, (b) involving the payment of money or the receipt of money by the Concessionaire in excess of US$1.0 million shall only be entered into by the Concessionaire if it includes an expressed provision of assignability, at TRANSCO's option, to TRANSCO or its nominee upon the expiration of the Concession Period or earlier termination of the Agreement.

h) As security for prompt and complete performance of its obligations under the Agreement, the Concessionaire shall deliver to PSALM on Commencement Date a Performance Security in the form of Irrevocable Standby Letter of Credit. Each Performance Security, equal to 2% of the Concession Fee, shall be for a term of not less than twelve months. The Concessionaire shall deliver a replacement Performance Security by the Replacement Deadline (the date that is not less than five business days prior to the expiration date of the then effective Performance Security). Failure to deliver a replacement Performance Security by Replacement Deadline represents a Replacement Failure Draw Event.

i) Subject to the provisions related to the Replacement Failure Draw Event, PSALM and TRANSCO shall be entitled to draw on and forfeit the entire amount of the Performance Security upon the occurrence of a Performance Security Drawing Event. Performance Security Drawing Event shall mean any one or combination of: (i) a Concessionaire Default, (ii) a Replacement Failure Draw Event, or (iii) any violation by the Concessionaire of any of the terms and conditions of the Agreement (including non-payment of Concession fee or any portion thereof) or any of the other Transaction Documents.

j) From the Commencement Date, the Concessionaire shall be entitled to exercise all of TRANSCO's rights and shall discharge all of TRANSCO's liabilities (except for excluded liabilities) under all existing contracts relating to the operation of its regulated transmission business, including contracts for related businesses and any rights under any security deposits, letters of credit and other forms of credit support provided by TRANSCO's counterparties to such contracts (the Transferred Contracts).

k) On the Commencement Date, TRANSCO shall transfer title to the Transferable Assets to the Concessionaire by executing a Deed of Transfer. TRANSCO and the Concessionaire shall execute additional deeds of transfer in respect of any subsequently discovered TRANSCO-owned tangible moving property, the title of which has not been transferred to the Concessionaire, under the Deed of Transfer.

l) From Commencement Date, the Concessionaire shall manage the construction and completion of all PUC that have not been commissioned and placed in service on behalf of TRANSCO in accordance with the CMA (see Note 8).

m) On the Commencement Date, and except for Excluded Receivables, the Concessionaire shall acquire all of TRANSCO's cash, receivables and the benefit of prepayments made by TRANSCO and shall assume the liability to pay and discharge all of TRANSCO's current liabilities except for Excluded Liabilities. TRANSCO's estimated working capital position and the Concession Fee shall be adjusted to account for any difference between TRANSCO's actual working capital position on the Commencement Date and such estimate.

n) TRANSCO shall retain title to: (i) all of the Transmission Assets, Intellectual Property Rights, (ii) all assets comprising PUC or New Projects, and (iii) all easements, rights of way or other real estate interests, including Documented Property Rights acquired by the Concessionaire.

o) From the Commencement Date, the Concessionaire agrees to design, develop, finance, construct and complete all New Projects that are necessary for the fulfillment of the Concessionaire's responsibilities as the Grid Owner and System Operator at its own cost and expense after taking account of the Transmission Development Plan (see Note 8).

p) TRANSCO shall be liable to obligations in relation to loans existing prior to the Commencement Date contracted by NPC relating to the Transmission Assets, except those assumed by the Concessionaire under the Loan Covenants Agreement.

q) TRANSCO shall temporarily assign to the Concessionaire its workforce to ensure a smooth transition in the operation of the Transmission Grid by the Concessionaire under the "Interim Assignment Agreement."

r) In consideration for the grant of the Concession Agreement, the Concessionaire shall pay PSALM US$3.95 billion. The Concessionaire shall pay 25% (or at the Concessionaire's option, a higher percentage) of the Concession Fee to PSALM in US dollar on the Commencement Date (Commencement Fee). The balance of the Concession Fee shall be converted to Philippine peso at a fixed exchange rate equal to P42.75 for every US dollar and paid to PSALM with interest in accordance with the Schedule of Deferred Payments. The Concession Fee is subject to adjustments in accordance with Schedule 6 to the Agreement, Adjustments to Concession Fee (see Notes 5, 8 and 14).

s) The concession period shall terminate on the termination date and the Concessionaire's business shall thereupon be taken over by PSALM or its nominee as a going concern in accordance with the Agreement.

t) In consideration for the Concessionaire's construction, installation, financing, management, improvement, operation, etc. of the Transmission Assets in the Philippines, TRANSCO shall pay the Concessionaire the Recovery Payment as determined by independent appraisers.

The Recovery Payment shall be paid, together with interest at the applicable rate from the termination date until transfer closing date. The applicable rate shall be: (a) In case of a termination by reason of a government default, a rate reflecting a fair and reasonable weighted average cost of capital as at the termination date, (b) In case of a termination by reason of a concessionaire default, a rate reflecting a fair and reasonable risk-free rate as at the termination date, (c) In the event of termination of the Agreement by reason of a no fault event, a rate reflecting a fair and reasonable cost of debt as at the termination date determined, and (d) In the event of expiration of the Concession Period, a rate reflecting a fair and reasonable cost of debt as at the expiration date determined. PSALM shall remit the Recovery Payment, together with interest from the termination date until the transfer closing date at the applicable rate, by wire transfer to an account designated by the Concessionaire unless within that period PSALM notifies the Concessionaire in writing that it has elected to pay the Recovery Payment over seven (7) years.

The Recovery Payment will only be determinable at termination date by a mutually appointed independent appraiser.

Standby Letter of Credit

In compliance with the terms and conditions of the Concession Agreement, the Group obtained an Irrevocable Standby Letter of Credit (SBLC) with Philippine National Bank amounting to US$79.00 million in favor of PSALM which is effective September 19, 2025 until September 19, 2026.

Transferred Contracts

Included in the transferred contracts from TRANSCO are existing contracts before the bidding date and subsequent contracts entered into by TRANSCO after the bidding date such as, loan agreements amounting to P5.00 million and above, insurance contracts, software licenses of information technology and intellectual properties, radio station licenses, projects under construction, sub-transmission assets sale, procurement contracts, transmission service agreements, undelivered purchase orders, requirements for award, spatial data infrastructure projects and other agreements with transmission customers.

5. Concession Fee

As discussed in Note 4 to the consolidated financial statements, the Group shall pay PSALM US$3.95 billion (P172.99 billion) as Concession Fee. Such fee is recognized as part of “Intangible asset” account in the consolidated statements of financial position as at June 30, 2026 and December 31, 2025 (see Note 8).

The Group paid PSALM the Commencement Fee amounting to US$987.50 million (P46.34 billion), representing 25% of the Concession Fee, in January 2009 through funds received by NGCP from its Investors.

The balance of the Concession Fee of US$2.962 billion was converted to peso liability at a fixed exchange rate of P42.75 for every US dollar at initial recognition, payable in forty (40) semi-annual installments (Deferred Payments). Interest is payable on the aggregate outstanding amount of the Deferred Payments in arrears on each semi-annual payment date (see Note 15).

Subsequently, the Concession Fee shall be adjusted as follows:

a. The Concession Fee shall be adjusted for the difference between the audited Initial Working Capital (IWC) and the estimated IWC as at Commencement Date. The Concession Fee shall be: (i) increased if the audited IWC at Commencement Date is greater than the amount of estimated IWC; or (ii) decreased if the audited IWC at Commencement Date is less than the amount of estimated IWC (see Note 4).

b. The Concession Fee shall be reduced by an amount equal to: (i) any reduction in the regulatory asset value resulting from the disposal of sub-transmission assets; and (ii) any difference between the aggregate regulatory asset value of transmission connection projects and sub-transmission projects included in the PUC approved by the ERC on their completion and the aggregate value of such projects if the aggregate ERC-approved value is lower than their aggregate estimated value.

c. A recalculation of the amount of funding from sources other than the Funding Agreements and source of TRANSCO's actual expenditure on PUC before the Commencement Date and the estimated cost of capital expenditure to complete each PUC after the Commencement Date. If the remaining capital expenditure required to complete all PUC to be funded from sources other than Funding Agreements is higher than the expenditure to be funded from such sources after the Commencement Date, the Concession Fee shall be reduced by the difference between those two amounts. On the other hand, if the remaining capital expenditure required to complete all PUC to be funded from sources other than Funding Agreements is lower than the expenditure to be funded from such sources after the Commencement Date, the Concession Fee shall be increased by the difference between those two amounts (see Note 4).

Whenever it becomes necessary for the Concession Fee to be adjusted, the Concessionaire shall furnish PSALM with its preliminary calculations of the necessary adjustments within thirty days, together with a detailed explanation of its calculation.

Adjustments to Concession Fee

As at December 31, 2010, the audits of the PUC and IWC have been fully completed and agreed to by the parties. The estimated reduction in the regulatory asset value resulting from the disposals of the sub-transmission assets had also been determined and deemed insignificant as at December 31, 2010 while the difference between the aggregate regulatory asset value of transmission connection projects and sub-transmission projects included in the PUC approved by the ERC on their completion and the aggregate value of such projects set out in Schedule 2 to the Concession Agreement will be determined upon completion of the projects. Accordingly, the Group recognized the resulting net determinable adjustment to the Concession Fee amounting to P8.85 billion as at December 31, 2010. Subsequently, the Group determined and adjusted the computed escrow fund utilization amounting to P3.01 billion as at December 31, 2011 (see Note 8) as confirmed by TRANSCO in a letter dated August 15, 2011. On June 14, 2013, NGCP and PSALM had agreed the dollar portion of the PUC amount of P240.05 million resulting to additional adjustments to Concession Fee.

In accordance with Section 4.02 of the Concession Agreement, the Concession Fee shall be subject to adjustment based on Schedule 6 (Adjustments to Concession Fee) in light of the audit to be conducted pursuant to Subsection 4.02 (f) (Projects Under Construction). PSALM, TRANSCO and NGCP appointed Sinclair, Knight, Merz (SKM) as the independent appraiser to conduct the audit of PUC for purposes of determining the adjustment to concession fee. SKM made its independent determination of the estimated cost to complete each PUC and the final report was submitted on July 15, 2009, and was duly accepted and approved by PSALM, TRANSCO and NGCP. NGCP maintains that the proposed adjustment to concession fee be based on the SKM audit. However, there was differing interpretation proposed by PSALM which is currently being resolved.

On July 15, 2013, the Concession Fee was adjusted for P1.57 billion representing overpayment from January 15, 2009 to January 15, 2013, which was netted-out from its scheduled Concession Fee payment to PSALM. Further, PSALM refunded NGCP the amounts of US$29.26 million representing overpayment on the 25% upfront concession fee payment.

The Concession Fee Adjustment further includes P1.77 billion adjustment to the 75% semi-annual deferred payment amortization for the 10-year period January 15, 2014 to January 15, 2024. As of June 30, 2026, the total Concession Fee Payable amounts to P35.52 billion broken down into Non-Current and Current portions amounting to P24.70 billion and P10.81 billion, respectively. The Current portion is due for payment on July 15, 2026 and January 15, 2027.

On December 31, 2016, the Concession Fee was adjusted for P557.34 million representing interest receivable and accounts receivable - others which were turned-over by TRANSCO and subsequently determined to be uncollectible.

The Group has reserved its right to further adjustment of the Concession Fee and full refund of any and all overpayments of Concession Fees following the finalization of Adjustments to Concession Fee.

The Adjustments to the Concession Fee are computed based on the formula as set out in Schedule 6 of the Concession Agreement (“Schedule 6, Adjustments to Concession Fee”). The Commencement Fee is increased or decreased by the difference between the Concession Fees prior to the adjustments and the Concession Fee after the adjustments in accordance with Schedule 6, and such difference is multiplied by the ratio of the Commencement Fee to the Concession Fee expressed as a percentage (“M”). In addition, Deferred Payment is increased or decreased by the difference between the Concession Fees prior to the adjustments and the Concession Fee after the adjustments in accordance with Schedule 6, and such difference is multiplied by the percentage difference of 100% - M.

Concession Fee Payable

This account consists of the balance of the Concession Fee amounting to US$2.962 billion converted to peso liability at a fixed exchange rate of P42.75 for every US dollar at initial recognition and is payable in 40 semi-annual installments (Deferred Payments).

Interest rate applicable to the Deferred Payments has been fixed until the last semi-annual payment date of the Second Regulatory Period (January 2006 to December 2010) to equal to the Philippine Dealing System (PDS) Treasury Fixing or PDST-F or PDST-F 10 year benchmark rate as published by the Philippine Dealing and Exchange (PDEx) Corporation on the Market page of the PDEx System (the 10 Year PDST-F Rate) at approximately 11:16 am on a date designated by PSALM falling approximately one month before the Bid Date plus 230 basis points (2.3%). After the

end of the Second Regulatory Period, the interest rate shall be adjusted for the next Regulatory Period and every Regulatory Period, thereafter, and such adjusted interest rate shall be applicable for each Deferred Payment falling due during the relevant Regulatory Period. The adjusted interest rate shall be equal to the 10 Year PDST-F Rate at approximately 11:16 am two business days before the semi-annual payment date on which an adjustment is to take effect plus 230 basis points (2.3%).

For the Fourth Regulatory Period, PSALM Board of Directors approved, on June 16, 2015, through PSALM Board Resolution No. 2015-0616-08 to substitute the interest benchmark rate under the Concession Agreement (CA) from 10-Year PDST-F to 10-Year PDST-R1. This adjusted interest rate was applied for each Deferred Payment falling due during the relevant Regulatory Period. Thus, for the Fourth Regulatory Period starting January 1, 2016 to December 31, 2020, interest rate applied was 6.5391%.

With the retirement of the PDST reference rates effective October 29, 2018, PSALM in its letter dated August 14, 209, hereby confirms that the 10-year PHP BVAL interest benchmark rate for Philippine Government issued debt securities plus 2.30% margin shall be the interest rate for the next Regulatory Period of the Deferred Payments under the concession agreement.

Interest expense on deferred payments in June 30, 2026 and 2025 recognized in profit or loss amounted to P1.61 billion. and P1.21 billion, respectively (see Note 14).

On January 15, 2026, payment to concession fee was made amounting to P5.04 billion.

On January 15 and July 15, 2025, payment to concession fee was made amounting to P4.55 billion and P4.79 billion, respectively.

6. Business Combination under Common Control

As discussed in Note 1, on May 28, 2021, SGDPI entered into a share swap transaction in exchange for the shares of stocks of OTHI and P21. The business combination involving OTHI and P21 including NGCP (collectively referred to as the “acquired subsidiaries”) and SGDPI is considered to be a business combination of entities under common control as two major shareholders, through contractual agreement and with majority representation in the Board of Directors, jointly controls SGDPI and the acquired subsidiaries before and after the acquisition.

The Share Swap Transaction which is considered to be a business combination of entities under common control was accounted for retrospectively using the pooling of interests method with the consolidated financial statements being restated as if the entities had always been combined for the periods that the entities were under common control.

The Group recognized the assets acquired and liabilities assumed at their carrying amounts. The difference between the consideration paid or transferred and the net assets acquired is recognized under “Equity adjustments from common control transactions” account in the consolidated statements of changes in equity.

7. Non-controlling Interests

The details of the Group's material non-controlling interests as a result of the consolidation of OTHI, P21 and NGCP are as follows:

	June 30, 2026			December 31, 2025		
	Consolidated OTHI	**Consolidated P21**	**NGCP**	Consolidated OTHI	Consolidated P21	NGCP
Percentage of Non-controlling Interests	33%	33%	40%	33%	33%	40%
Carrying amount of non-controlling interests	**(P15,101,507,537)**	**(P18,792,419,884)**	**P139,113,698,549**	(P14,389,089,608)	(P18,079,505,575)	P113,929,930,725
Net income attributable to non-controlling interests	**(P198,729)**	**(P695,110)**	**P28,180,393,811**	(P5,610,626)	(P6,099,177)	P24,053,498,246
Other comprehensive income attributable to non-controlling interests	**P -**	**P -**	**P92,305,986**	P -	P -	(P10,945,608)
Dividends paid to non-controlling interests	**P712,219,200**	**P712,219,200**	**P2,904,320,000**	P700,669,200	P700,669,200	P2,904,320,000

The following are the financial information of OTHI, P21 and NGCP:

	June 30, 2026			December 31, 2025		
	Consolidated OTHI	**Consolidated P21**	**NGCP**	Consolidated OTHI	Consolidated P21	NGCP
Current assets	**P92,616,365**	**P53,687,085**	**P55,526,207,695**	P50,237,215	P46,199,170	P54,693,824,723
Noncurrent assets	**74,493,522,935**	**64,243,552,150**	**569,632,590,662**	62,587,403,152	52,337,400,708	510,615,830,432
Current liabilities	**36,522,119**	**846,442,362**	**120,924,080,667**	1,572,419	844,848,054	119,630,067,808
Noncurrent liabilities	**2,815**	**3,932**	**265,429,035,440**	2,815	3,932	250,601,506,984
Net assets	**P74,549,614,366**	**P63,450,792,941**	**P238,805,682,250**	P62,636,065,133	P51,538,747,892	P195,078,080,363
Revenues/Income	**P14,131,076,761**	**P14,130,927,678**	**P73,431,148,472**	P12,070,314,491	P12,070,001,649	P85,211,880,237
Net income	**P14,118,074,820**	**P14,116,570,636**	**P51,897,594,495**	P12,020,299,212	P12,018,818,755	P44,297,418,500
Other comprehensive income (loss)	**(46,285,587)**	**(46,285,587)**	**(162,992,608)**	5,488,527	5,488,527	20,157,657
Total comprehensive income	**P14,071,789,233**	**P14,070,285,049**	**P51,727,601,887**	P12,025,787,739	P12,024,307,282	P44,317,576,157
Cash flows provided by (used in) operating activities	**P20,789,149**	**(P14,109,007)**	**P14,977,938,652**	(P20,642,332)	(P21,034,426)	P40,283,470,453
Cash flows provided by (used in) investing activities	**2,178,240,000**	**2,178,240,000**	**(25,190,672,919)**	2,178,240,000	2,178,240,000	(53,493,532,495)
Cash flows provided by (used in) financing activities	**(2,158,240,000)**	**(2,158,240,000)**	**10,147,478,216**	(2,123,240,000)	(2,123,240,000)	11,470,879,972
Effect of exchange rate changes on cash and cash equivalents	**34,543**	**48,258**	**8,197,332**	11,261	15,730	2,734,675
Net increase (decrease) in cash and cash equivalents	**P40,823,692**	**P5,939,251**	**(P57,058,719)**	P34,368,929	P33,981,304	(P1,736,447,395)

8. **Intangible Asset** - net

This account consists of:

	Note	June 30, 2026	December 31, 2025
Cost:			
Concession fee	*2, 5*	**P159,799,296,948**	P160,296,289,265
Cost of completed projects	*2*	**278,013,819,635**	252,341,409,021
Computer software	*2*	**487,983,237**	487,983,237
		438,301,099,820	413,125,681,523
Less accumulated amortization		**149,765,878,459**	142,284,755,131
		288,535,221,361	270,840,926,392
Contract assets		**194,047,276,597**	194,272,836,677
		P482,582,497,958	P465,113,763,069

Concession Fee
This represents the right to operate the entire regulated transmission business of TRANSCO during the concession period. The Concession Fee is subsequently adjusted by the Adjustments to Concession Fee disclosed in Note 5 pursuant to Schedule 6 of the Concession Agreement.

Amortization expense recognized in profit or loss amounted to P2.91 billion and P3.19 billion in June 30, 2026 and 2025, respectively, and is presented as part of "Amortization of intangible asset" in the statements of comprehensive income.

Costs of Completed Projects
This pertains to the intangible asset resulting from completed transmission projects from Commencement Date to report date which will be transferred to TRANSCO at the end of the concession period in accordance with the Concession Agreement.

Amortization expense recognized in profit or loss amounted to P4.57 billion and P3.35 billion in June 30, 2026 and 2025, respectively, and is presented as part of "Amortization of intangible asset" in the statements of comprehensive income.

Contract Assets
This pertains to the intangible asset related to costs of assets under construction resulting from the construction of transmission assets as part of the Concession Agreement and will be transferred to TRANSCO at the end of the concession period.

Computer Software and License
This pertains to the costs incurred for the Enterprise Resource Planning (ERP) Project, Enterprise Document Management System (EDMS), Integrated Human Resource Application (IHRA), Integrated Meter Data Validation System (IMDVS), Medical Information System (MEDYSIS) and Visitor's Management System (VMS) amounting to P487.98 million as at June 30, 2026 and December 31, 2025.

Amortization expense recognized in profit or loss amounted to nil and P5.64 million for June 30, 2026 and 2025, respectively, and is presented as part of "Amortization of intangible asset" in the statements of comprehensive income.

The movements and balances of the accounts are as follows:

	Per Concession Right					
	Concession Fee	Completed Projects/Others	Contract Assets	Total	Computer Software	Total
Cost						
January 1, 2025	P160,296,289,265	P191,634,567,825	P201,601,930,147	P553,532,787,237	P487,983,237	P554,020,770,474
Additions/adjustments	-	60,706,841,196	(7,329,093,470)	53,377,747,726	-	53,377,747,726
December 31, 2025	160,296,289,265	252,341,409,021	194,272,836,677	606,910,534,963	487,983,237	607,398,518,200
Additions/adjustments	(496,992,317)	25,672,410,614	(225,560,080)	24,949,858,217	-	24,949,858,217
June 30, 2026	**159,799,296,948**	**278,013,819,635**	**194,047,276,597**	**631,860,393,180**	**487,983,237**	**632,348,376,417**
Accumulated Amortization						
January 1, 2025	102,915,220,611	25,079,147,015	-	127,994,367,626	481,274,816	128,475,642,442
Additions/adjustments	6,375,674,295	7,426,729,973	-	13,802,404,268	6,708,421	13,809,112,689
December 31, 2025	109,290,894,906	32,505,876,988	-	141,796,771,894	487,983,237	142,284,755,131
Additions/adjustments	2,910,106,146	4,571,017,182	-	7,481,123,328	-	7,481,123,328
June 30, 2026	**112,201,001,052**	**37,076,894,170**	-	**149,277,895,222**	**487,983,237**	**149,765,878,459**
Net Carrying Amount						
December 31, 2025	P51,005,394,359	P219,835,532,033	P194,272,836,677	P465,113,763,069	P -	P465,113,763,069
June 30, 2026	**P47,598,295,896**	**P240,936,925,465**	**P194,047,276,597**	**P482,582,497,958**	P -	**P482,582,497,958**

9. Goodwill

Goodwill amounting to P10.47 billion as at June 30, 2026 and December 31, 2025 arise from the acquisition of OTHI of 100% equity interest in MOGRC and acquisition of MOGRC and CHPC of 30% interest each in NGCP.

The recoverable amount of goodwill has been determined based on valuation using cash flow projections (value in use) covering a five-year period based on long range plans approved by management. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and were based on historical data from both external and internal sources. Cash flows beyond the five-year period are extrapolated using a constant growth rate determined to arrive at its terminal value. The average growth rate used is 14.5% and 17.7% in 2026 and 2025, respectively, are based on Group's expectations of market developments and past historical performance. The discount rate applied to after tax cash flow projections is 11.98% in 2026 and 2025. The discount rate also imputes the risk of the cash-generating units compared to the respective risk of the overall market and equity risk premium. The recoverable amount of goodwill has been categorized as Level 3 in the fair value hierarchy based on the inputs used in the valuation technique (see Note 3).

No impairment loss was recognized for goodwill for the year ended June 30, 2026 and December 31, 2025.

Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause their carrying amounts to exceed their recoverable amounts.

The calculations of value in use are most sensitive to discount rate. The risk-adjusted weighted average cost of capital is used as the discount rate, which reflects management's estimate of the risk specific to each unit. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals.

10. Property and Equipment - net

The movements of this account are as follows:

	Structures and Improvements	Transportation Equipment	Machinery and Equipment	Office Furniture and Fixtures	Total
Cost					
January 1, 2025	P557,562,324	P4,609,835,066	P5,906,786,324	P4,722,023,746	P15,796,207,460
Additions during the year	234,042,930	106,968,267	318,959,761	120,636,360	780,607,318
December 31, 2025	791,605,254	4,716,803,333	6,225,746,085	4,842,660,106	16,576,814,778
Additions during the period	50,720,475	74,764,880	187,988,412	116,180,076	429,653,843
June 30, 2026	**842,325,729**	**4,791,568,213**	**6,413,734,497**	**4,958,840,182**	**17,006,468,621**
Accumulated Depreciation					
January 1, 2025	425,310,945	2,801,061,849	3,861,262,507	3,439,040,960	10,526,676,261
Depreciation during the year	129,800,916	337,391,935	263,688,520	144,968,223	875,849,594
December 31, 2025	555,111,861	3,138,453,784	4,124,951,027	3,584,009,183	11,402,525,855
Depreciation during the period	68,002,569	159,859,188	142,238,468	74,366,918	444,467,143
June 30, 2026	**623,114,430**	**3,298,312,972**	**4,267,189,495**	**3,658,376,101**	**11,846,992,998**
Net Carrying Amount					
December 31, 2025	P236,493,393	P1,578,349,549	P2,100,795,058	P1,258,650,923	P5,174,288,923
June 30, 2026	**P219,211,299**	**P1,493,255,241**	**P2,146,545,002**	**P1,300,464,081**	**P5,159,475,623**

	Structures and Improvements	Transportation Equipment	Machinery and Equipment	Office Furniture and Fixtures	Total
Cost					
January 1, 2024	P557,225,152	P3,867,070,592	P5,702,259,407	P4,567,164,166	P14,693,719,317
Additions during the year	337,172	742,764,474	204,526,917	154,859,580	1,102,488,143
December 31, 2024	557,562,324	4,609,835,066	5,906,786,324	4,722,023,746	15,796,207,460
Additions during the year	234,042,930	106,968,267	318,959,761	120,636,360	780,607,318
December 31, 2025	791,605,254	4,716,803,333	6,225,746,085	4,842,660,106	16,576,814,778
Accumulated Depreciation					
January 1, 2024	302,218,673	2,528,070,506	3,611,087,880	3,259,470,424	9,700,847,483
Depreciation during the year	123,092,272	272,991,343	250,174,627	179,570,536	825,828,778
December 31, 2024	425,310,945	2,801,061,849	3,861,262,507	3,439,040,960	10,526,676,261
Depreciation during the year	129,800,916	337,391,935	263,688,520	144,968,223	875,849,594
December 31, 2025	555,111,861	3,138,453,784	4,124,951,027	3,584,009,183	11,402,525,855
Net Carrying Amount					
December 31, 2024	P132,251,379	P1,808,773,217	P2,045,523,817	P1,282,982,786	P5,269,531,199
December 31, 2025	P236,493,393	P1,578,349,549	P2,100,795,058	P1,258,650,923	P5,174,288,923

Depreciation expense recognized in statements of comprehensive income amounted to P444.47 million and P437.27 million in June 30, 2026 and 2025, respectively.

11. Cash and Cash Equivalents

This account consists of:

	Note	**June 30, 2026**	December 31, 2025
Cash on hand		**P24,930,172**	P25,180,853
Cash in banks		**6,910,834,387**	4,093,245,651
Short-term placements		**2,053,241,425**	3,298,613,160
	24	**P8,989,005,984**	P7,417,039,664

Cash in banks generally earn interest at rates based on daily bank deposit rates. Short-term placements have average tenors of three (3) months or less and earn interests ranging from 1.00% - 5.02% and 1.00% - 6.05% in June 30, 2026 and December 31, 2025, respectively. Interest income earned amounted to P711.66 million and P66.17 million in June 30, 2026 and 2025, respectively.

12. Receivables

This account consists of:

A. Current Receivables

	Note	**June 30, 2026**	December 31, 2025
Power receivables	*24*	**P5,514,407,966**	P5,394,987,968
Due from customers	*24*	**13,861,280,436**	9,179,531,286
Accrued power receivables	*20, 24*	**5,385,178,826**	7,882,487,792
Output VAT receivable		**1,983,455,372**	1,964,948,465
Due from officers and employees and other receivables	*24*	**170,760,222**	226,776,493
Restructured power receivables	*24*	**6,640,800**	52,512,497
Interest receivable	*24*	**707,278**	2,622,306
		P26,922,430,900	P24,703,866,807

B. Noncurrent Receivables

	Note	**June 30, 2026**	December 31, 2025
Restructured power receivables		**P138,196,142**	P138,196,142
Accrued power receivables	*20*	**78,779,852,366**	37,569,726,624
Power receivables		**86,280,676**	1,246,491,182
Due from customers		**382,157,180**	694,668,981
Other noncurrent account receivable		**1,189,155,736**	1,189,155,736
	24	**P80,575,642,100**	40,838,238,665
Less allowance for impairment losses		**(217,266,545)**	(2,200,808,659)
		P80,358,375,555	P38,637,430,006

Details of movements of allowance for impairment losses are as follows:

	June 30, 2026	December 31, 2025
Balance at beginning of year	**P2,200,808,659**	P2,136,138,659
Provision for impairment losses on receivables during the year	**640,373,700**	64,670,000
Write-off	**(2,623,915,814)**	-
Balance at end of year	**P217,266,545**	P2,200,808,659

Current and Non-current receivables consist of amounts due from power customers relating to transmission and sub-transmission services, ancillary services, the claim from Department of Public Works and Highways (DPWH) for the damaged Amlan-Samboan submarine cable, Value Added Tax and other Receivables.

Non-current receivables pertain mainly to the claim from Department of Public Works and Highways (DPWH) for the damaged Amlan-Samboan submarine cable to be collected beyond one (1) year, the Under Recovery from ERC approved 4th Regulatory Period (RP) Final Determination to be implemented over a period of eighty-four (84) months or until such time that the approved amount have been fully recovered, Under Recovery for CY2023 to 2025, and the 2026 unbilled MAR following the approved ERC Order Case No. 2023-025 MAR for the 5th Final Determination promulgated on May 15, 2026.

As of June 30, 2026, the unbilled current and non-current power receivables amounting to P5.38 billion and P78.78 billion, respectively, includes the unbilled P24.03 billion Under Recovery from ERC approved 4th RP Final Determination, unbilled under recoveries for CY 2023-2025 amounting to P47.28 billion and 2026 unbilled MAR amounting to P12.85 billion following the approved ERC Order Case No. 2023-025 MAR for the 5th Final Determination promulgated on May 15, 2026.

As of December 31, 2025, the unbilled current and non-current power receivables amounting to P7.88 billion and P37.57 billion, respectively, includes the P26.20 billion Under Recovery from ERC approved 4th RP Final Determination, P2.73 billion unbilled receivables for January to June 2025, P13.26 billion unbilled MAR Differential for CY2023 and 2024, P1.62 billion unrecovered depreciation and P0.90 billion 2015 PIS.

Due from customers pertains to receivables for ancillary service charges (ASC), FIT-ALL and universal charges billed to the customers on behalf of the ancillary service providers, TRANSCO and PSALM. These charges will ultimately be remitted to ancillary providers, TRANSCO and PSALM. The noncurrent portion pertains to customers with dispute resolution cases pending with ERC.

Accrued power receivables refers to the estimated amount of revenues earned but not yet billed to the customers at year-end. This contract asset is generally reversed upon billing and recognition of power receivables. This includes the true up receivables amounting to P30.07 billion in Note 20.

Output VAT Receivables is the value added tax due from sales of goods and services both to customers and to other businesses.

Restructured power receivables represent that portion of restructured power customers' accounts subject to repayment by pre-determined installments.

Accrued interest receivable from short-term placements amounted to P0.03 million and P2.17 million as at June 30, 2026 and December 31, 2025, respectively.

13. Prepaid Expenses and Other Assets

A. Prepaid Expenses and Other Current Assets

This account consists of:

	June 30, 2026	December 31, 2025
Advance payment to suppliers and contractors	**P10,561,934,816**	P12,915,458,130
Court and other deposits	**4,589,337,320**	4,126,767,497
Materials, supplies and spare parts - net	**3,640,966,104**	3,658,208,465
Input VAT	**1,214,334,071**	1,326,983,068
Other deposits	**623,998,479**	594,239,606
Prepaid expenses	**1,066,937,615**	384,976,886
Materials, supplies and spare parts in transit	**15,063,089**	37,024,407
Other supplies	**30,329,141**	21,646,604
Guaranty deposit	**9,093,675**	9,090,730
Calamity loan fund	**1,029,766**	1,387,266
	P21,753,024,076	P23,075,782,659

Advance payment to suppliers and contractors includes the balance advanced by the Group to suppliers and contractors in relation with its contracts for the construction of the project or for services rendered.

Court and other deposits include various amounts deposited with the provincial, municipal or city courts and other entities as guaranty for the fulfillment of obligation and for other purposes. These are mostly provisional deposits relative to right of way and/or lot acquisition cases (Note 25).

Materials, supplies and spare parts before write-down to net realizable value amounted to P3.99 billion and P4.00 billion as at June 30, 2026 and December 31, 2025, respectively, which resulted to an accumulated write-down amount of P346.27 million as at June 30, 2026 and December 31, 2025.

Materials, supplies and spare parts and other supplies charged in the consolidated statements of income amounted to P25.29 million and P87.40 million in June 30, 2026 and 2025, respectively.

Materials, supplies and spare parts are items that will be used in the operations and maintenance of utility plants, substation and transmission lines.

Input VAT is the value-added tax added to the price on purchases of goods and services to suppliers/contractors liable to VAT. It is deductible to the amount of Output VAT payable to the Bureau of Internal Revenue (BIR). The holding companies primarily earn dividend income and interest income which are not subject to output VAT. As a result, management assessed that the input VAT balance may not be recoverable in the foreseeable future. Accordingly, the holding companies recognized an impairment loss on input VAT in 2025 amounting to P48 million.

Other deposits consist of amounts advanced by the Group such as refundable and security deposits.

Prepaid expenses refer to advance payments made for rent, insurance, communication license and all expenditures related to preliminary surveys, studies, investigations and other related undertakings to determine the feasibility of a project for development by the Group.

Materials, supplies and spare parts in transit pertain to items that were already purchased by the Group but not yet received.

Guaranty deposits include the amount of letters of credit (LC) opened in favor of suppliers corresponding to the marginal guaranty deposits and other charges applicable to the LC. These also include other transactions requiring deposit to guarantee for the fulfillment of an obligation.

Calamity loan fund pertains to the cash advances provided to the employees for the damages suffered by them due to the typhoon calamities.

B. Other Noncurrent Assets

This account consists of:

	June 30, 2026	December 31, 2025
Deferred input VAT	**P3,826,600**	P6,616,204
Project prepayment - noncurrent	**1,528,723,713**	1,684,228,000
	P1,532,550,313	P1,690,844,204

Deferred Input VAT refers to the balance of input VAT of acquired capital goods with cost of P1.00 million and above and amortized for five (5) years.

Project prepayment represents cash advances to contractors in connection with the contract for the construction of project or for services rendered which will not be recouped within one year from the date of payment. These are expenses to be converted into cash once contractor did not fulfill obligation.

14. Loans Payable

Outstanding Balance and Maturities
Outstanding balance of loans payable is presented below:

	Note	**June 30, 2026**	December 31, 2025
Loan Facilities (Net of Debt Issuance Costs)			
Fixed-rate peso corporate notes		**P5,100,000,000**	P5,100,000,000
Peso denominated term loan		**267,841,189,606**	244,504,560,850
	24	**272,941,189,606**	249,604,560,850
Less current portion		**36,452,510,393**	33,150,269,782
		P236,488,679,213	P216,454,291,068

Movements in debt issuance costs are as follows:

	June 30, 2026	December 31, 2025
Balance at beginning of year	**P1,394,589,150**	P1,414,720,558
Debt issuance costs during the year	**398,064,516**	310,524,194
Amortization during the year	**(221,363,272)**	(330,655,602)
Balance at end of year	**P1,571,290,394**	P1,394,589,150

Repayment Schedule
As at June 30, 2026, the annual maturities of loans payable are as follows:

Year	**Gross Amount**	**Debt Issuance Costs**	**Net**
2026	**36,840,840,000**	**388,329,607**	**36,452,510,393**
2027	**40,818,640,000**	**308,392,587**	**40,510,247,413**
2028	**45,201,000,000**	**267,515,987**	**44,933,484,013**
2029	**47,322,000,000**	**191,080,541**	**47,130,919,459**
2030	**35,047,500,000**	**129,927,394**	**34,917,572,606**
More than 5 years	**69,282,500,000**	**286,044,278**	**68,996,455,722**
	274,512,480,000	**1,571,290,394**	**272,941,189,606**

As at December 31, 2025, the annual maturities of loans payable are as follows:

Year	Gross Amount	Debt Issuance Costs	Net
2026	P33,498,340,000	P348,070,218	P33,150,269,782
2027	33,973,810,000	318,404,659	33,655,405,341
2028	37,298,000,000	259,243,591	37,038,756,409
2029	40,604,000,000	193,228,937	40,410,771,063
2030	35,360,000,000	125,655,503	35,234,344,497
More than 5 years	70,265,000,000	149,986,242	70,115,013,758
	P250,999,150,000	P1,394,589,150	P249,604,560,850

Details, Description and Terms of the Loans
Following are the details, description and terms of the loans:

Financing of Capital Expenditures

a. The Group, through NGCP, entered into a P7.00 billion Peso Bilateral Unsecured Term Loan drawn on January 12, 2026, then drawn P6.00 billion on January 13, 2026, P4.50 billion on February 18, 2026, P4.50 billion on April 7, 2026, P4.00 billion on May 13, 2026, and P3.00 billion on June 17, 2026 from the P25.00 billion Peso Bilateral Unsecured Term Loan, and entered into a P10.00 billion Peso Bilateral Unsecured Term Loan drawn on March 17, 2026.

b. The Group, through NGCP, drew P5.00 billion on January 14, 2025 and P2.00 billion on March 18, 2025 from the P10.00 billion Peso Bilateral Unsecured Term Loan then, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan drawn on January 14, 2025, then drew P4.00 billion on April 8, 2025 and Php7.50 billion on June 16, 2025 from the Php25.00 billion Peso Bilateral Unsecured Term Loan, entered into a P7.00 billion Peso Bilateral Unsecured Term Loan drawn on July 9, 2025, entered into a P3.00 billion Peso Bilateral Unsecured Term Loan drawn on July 10, 2025, entered into a P5.00 billion Peso Bilateral Unsecured Term Loan drawn on July 11, 2025, entered into a P10.00 billion Peso Bilateral Unsecured Term Loan drawn P5.00 billion on July 30, 2025, P3.00 billion on September 17, 2025 and P2.00 billion on November 13, 2025, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan drawn on October 16, 2025, and entered into a P5.00 billion Peso Bilateral Unsecured Term Loan drawn on December 17, 2025.

c. The Group, through NGCP, drew P5.00 billion on January 14, 2025 and P2.00 billion on March 18, 2025 from the P10.00 billion Peso Bilateral Unsecured Term Loan then, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan drawn on January 14, 2025, then drew P4.00 billion on April 8, 2025 and Php7.50 billion on June 16, 2025 from the Php25.00 billion Peso Bilateral Unsecured Term Loan, entered into a P7.00 billion Peso Bilateral Unsecured Term Loan drawn on July 9, 2025, entered into a P3.00 billion Peso Bilateral Unsecured Term Loan drawn on July 10, 2025, entered into a P5.00 billion Peso Bilateral Unsecured Term Loan drawn on July 11, 2025, entered into a P10.00 billion Peso Bilateral Unsecured Term Loan drawn P5.00 billion on July 30, 2025, P3.00 billion on September 17, 2025 and P2.00 billion on November 13, 2025, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan drawn on October 16, 2025, and entered into a P5.00 billion Peso Bilateral Unsecured Term Loan drawn on December 17, 2025, entered into a P7.00 billion Peso Bilateral Unsecured Term Loan drawn on January 12, 2026, and entered into a Php25.00 billion Peso Bilateral Unsecured Term Loan drawn P6.00 billion on January 13, 2026, and Php4.50 billion on February 18, 2026.

d. The Group, through NGCP, entered into a P15.00 billion Peso Bilateral Unsecured Term Loan Agreement - P4.00 Billion drawn on February 13, 2024, P8.00 billion drawn on March 15, 2024 and final tranche of P3.00 billion on April 5, 2024 then, a P5.00 billion Bilateral Unsecured Term Loan Agreement drawn on April 8, 2024, another P5.00 billion Bilateral Unsecured Term Loan Agreement drawn on May 22, 2024, a P25.00 billion Bilateral Unsecured Term Loan Agreement - P12.00 billion drawn on July 10, 2024, P1.50 billion drawn on December 11, 2024, a P10.00 billion Bilateral Unsecured Term Loan Agreement - P3.00 billion drawn on September 23, 2024, P5.50 billion drawn on November 11, 2024 and final tranche of P1.50 billion on December 11, 2024 and a P10.00 billion Bilateral Unsecured Term Loan Agreement - P3.00 billion drawn on October 14, 2024.

e. The Group, through NGCP, entered into a P4.60 billion Peso Bilateral Unsecured Term Loan drawn on January 9, 2023; P3.30 billion from P6.00 billion Peso Bilateral Unsecured Term Loan drawn on January 16, 2023; P5.00 billion drawn on March 7, 2023, P8.00 billion drawn on June 6, 2023, P7.00 billion drawn on July 14, 2023, P2.70 billion drawn on September 29, 2023 and P2.30 billion drawn on November 16, 2023 from P25.00 billion Peso Bilateral Unsecured Term Loan; P5.00 billion Peso Bilateral Unsecured Term Loan drawn on March 31, 2023; P5.00 billion Peso Bilateral Unsecured Term Loan drawn on July 14, 2023; P1.50 billion Peso Bilateral Unsecured Term Loan drawn on September 14, 2023 and P5.00 billion Peso Bilateral Unsecured Term Loan drawn on December 13, 2023, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P3.30 billion from P6.00 billion, for P5.00 billion, P8.00 billion, P7.00 billion, P2.70 billion and P2.30 billion from P25.00 billion, for P5.00 billion and for another P5.00 billion; Seven-year Peso Bilateral Unsecured Term Loan for P4.60 billion and for P1.50 billion; and Five-year Peso Bilateral Unsecured Term Loan for P5.00 billion. For the P4.60 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the third anniversary of the Drawdown Date and (ii) the Interest Rate, for the period beginning on the day immediately following the third anniversary of the Drawdown Date until the Maturity Date. For the P3.30 billion from the P6.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the day immediately following the fifth anniversary of the initial Drawdown date until Maturity Date. For the P5.00 billion, P8.00 billion, P7.00 billion, P2.70 billion and P2.30 billion from the P25.00 billion, the applicable interest rate for the Loan shall be: (i) the Initial Interest Rate for the period beginning on the relevant Drawdown Date until the Reset Date and (ii) the Reset Interest Rate, for the period beginning on the day immediately following the Reset Date until the Maturity Date. For the P5.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the Reset Date and (ii) the Reset Interest Rate, for the period beginning on the day immediately following the Reset Date until the Maturity Date. For the P5.00 billion, the applicable interest rate for the Loan shall be the Interest Rate for the period beginning on the relevant Drawdown Date until the Maturity Date. For the P1.50 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the second anniversary of the Drawdown Date and (ii) the Interest Rate, for the period beginning on the day immediately following the second anniversary of the Drawdown Date until the Maturity Date. For the P5.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the day immediately preceding the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the fifth anniversary of the initial Drawdown Date until the Maturity Date.

f. The Group, through NGCP, entered into a P5.90 billion from P20.90 billion Peso Bilateral Unsecured Term Loan drawn on January 10, 2022; P5.00 billion Peso Bilateral Unsecured Term Loan drawn on February 24, 2022, P10.00 billion Peso Bilateral Unsecured Term Loan drawn on April 7, 2022 (P5.00 billion) and July 14, 2022 (P5.0 billion), P3.20 billion Peso Bilateral Unsecured Term Loan drawn on September 9, 2022, P2.70 billion from P6.00 billion Peso Bilateral Unsecured Term Loan drawn on September 20, 2022 (P1.40 billion) and December 12, 2022 (P1.30 billion), and P4.70 billion Peso Bilateral Unsecured Term Loan drawn on November 14, 2022, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P5.90 billion from P20.90 billion, for P5.00 billion, for P10.00 billion, for P3.20 billion, for P2.70 billion from P6.0 billion and Five-year Peso Bilateral Unsecured Term Loan for P4.70 billion. The applicable interest rate for the P5.90 billion from P20.90 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P5.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the fifth anniversary of the Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P10.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P3.20 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the fifth anniversary of the Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P2.70 billion from P6.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the day immediately following the fifth anniversary of the initial Drawdown Date until the Maturity Date. For the P4.70 billion, the applicable interest rate for the Loan shall be the Interest Rate for the period beginning on the Drawdown Date until the Maturity Date.

g. The Group, through NGCP, entered into a P4.00 billion; P5.00 billion; P3.00 billion from P6.00 billion; P5.00 billion, P6.00 billion and P4.00 billion from P20.90 billion; and P2.50 billion Peso Bilateral Unsecured Term Loan which were drawn on February 24, 2021, May 21, 2021, June 21, 2021, July 14, 2021, September 13, 2021, November 9, 2021 and December 16, 2021 respectively, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P4.00 billion; Five-year Peso Bilateral Unsecured Term Loan for P5.00 billion, Ten-year Peso Bilateral Unsecured Term Loan for P3.00 billion from P6.00 billion; Ten-year Peso Bilateral Unsecured Term Loan for P6.00 billion and P4.00 billion from P20.90 billion and Five-year Peso Bilateral Unsecured Term Loan for P2.50 billion drawn as at December 31, 2021. The applicable interest rate for the P4.00 billion Term Loan shall be: (i) the Interest Rate for the period beginning on the Drawdown Date until the fifth anniversary of the Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P5.00 billion, the applicable interest rate shall be the Interest Rate for the period beginning on the Drawdown Date until the Maturity Date. For the P3.00 billion from P6.00 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P5.00 billion, P6.00 billion and P4.00 billion from P20.90 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P2.50 billion, the applicable interest rate for the Loan shall be (i) the Interest Rate for the period beginning on the Drawdown Date until the second anniversary of the Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date.

h. The Group, through NGCP, into a P4.20 billion from P7.00 billion, P1.00 billion, P10.00 billion, P3.00 billion from P6.0billion, and P1.00 billion Peso Bilateral Unsecured Term Loan which was drawn on March 10, 2020, April 2, 2020, April 28, 2020, and the last two (2) loans both on July 10, 2020, respectively, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Five-year Peso Bilateral Unsecured Term Loan for P1.00 billion and Ten-year Peso Bilateral Unsecured Term Loan for P10.00 billion and the balance of P4.20 billion from P7.00 billion term loan, Ten-year Peso Bilateral Unsecured Term Loan for P6.00 billion, and Five-year Peso Bilateral Unsecured Term Loan for P1.00 billion drawn as at December 31, 2020. The applicable interest rate for the P1.00 billion Term Loan shall be: (i) the Interest Rate for the period beginning on the Drawdown Date until the second anniversary of the Drawdown Date and (ii) the Interest Rate, for the period beginning on the day immediately following the second anniversary of the Drawdown Date until the Maturity Date whereas the applicable interest rate for the P10.00 billion Term Loan shall be: (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P4.20 billion from P7.00 billion Term Loan, the applicable interest rate shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of such Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the relevant Maturity Date. For the P6.00 billion, the applicable interest rate shall be (i) the Interest Rate for the period beginning on the relevant Drawdown Date until the fifth anniversary of the initial Drawdown Date and (ii) the Reset Interest Rate, for the period beginning on the Reset Date until the Maturity Date. For the P1.00 billion, the applicable interest rate shall be the Interest Rate for the period beginning on the Drawdown Date until the Maturity Date.

i. The Group, through NGCP, entered into a P5.00 billion, P5.00 billion, P2.00 billion, P15.00 billion and P2.80 billion from P7.00 billion Peso Bilateral Unsecured Term Loan which was drawn on March 29, 2019, June 17, 2019, September 30, 2019, December 5, 2019 and December 10, 2019, respectively, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P5.00 billion, P5.00 billion, P2.00 billion, P15.00 billion and P2.80 billion from P7.00 billion TL drawn as at December 31, 2019. The applicable Interest rate for the first 5-years is based on 5-Yr BVal plus spread. Interest rate shall be reset on the fifth anniversary from the Drawdown Date and shall be applicable for the next 5-years.

j. The Group, through NCGP, entered into a P2.50 billion Peso Bilateral Unsecured Term Loan which was drawn on December 10, 2019, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Five-year Peso Bilateral Unsecured Term Loan for P2.50 billion drawn as at December 31, 2019. The applicable interest rate is based on 5-Yr BVal plus spread.

k. In December 2018, the Group, through NGCP, entered into a P2.00 billion, P1.35 billion and P2.00 billion Peso Bilateral Unsecured Term Loan intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Drawdowns of the P2.00 billion and P1.35 billion loan were made on December 18, 2018, and the remaining P2.00 billion was drawn on January 25, 2019. Terms of these loans include Five-year Peso Bilateral Unsecured Term Loan for P2.00 billion, P1.35 billion and P2.00 billion, of which P3.35 billion has been drawn as at December 31, 2018 and the balance of P2.00 billion has been drawn as at December 31, 2019. Applicable interest rate shall be the Interest Rate for the period beginning on the Drawdown Date until the Maturity Date whereas the other P2.00 billion applicable interest rate shall be: (i) the Interest Rate for the period beginning on the Drawdown Date until the second anniversary of the Drawdown Date and (ii) the Interest Rate, for the period beginning on the day immediately following the second anniversary of the Drawdown Date until the Maturity Date.

l. The Group, through NGCP, entered into a P5.00 billion, P7.00 billion, P3.80 billion and P5.00 billion Peso Bilateral Unsecured Term Loans which was drawn on May 30, 2018, July 10, 2018, September 26, 2018, and October 16, 2018, respectively, intended for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P5.00 billion, P3.80 billion, P7.00 billion and P5.00 billion drawn as at December 31, 2018. The applicable interest rate shall be: (i) the Interest Rate for the period beginning on the Drawdown Date until the Reset Date and (ii) the Reset Interest Rate, for the period beginning the day immediately following the Reset date until Maturity Date where the interest rate means from the Drawdown Date to the Reset Date of the aggregate of (a) the Fixed Rate Margin and (b) the applicable Base Rate.

m. In September 2017, the Group, through NGCP, entered into a P5.00 billion Peso Bilateral Unsecured Term Loan intended to repay the P4.95 billion Peso Term Loan that matured on November 29, 2017. Another P10.00 billion Peso Bilateral Term Loan was availed in December 11, 2017 for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures. Terms of these loans include Ten-year Peso Bilateral Unsecured Term Loan for P5.00 billion and P10.00 billion drawn as at December 31, 2017. Interest rate for the first 5-years is based on 5-Yr PDST-R2 plus spread. Interest rate shall be reset on the fifth anniversary from the Drawdown Date and shall be applicable for the next five years.

n. In May 2016, the Group, through NGCP, entered into a P17.00 billion Peso Corporate Note Financing for purposes of financing New Projects or for any other purpose related to carrying out the Concession including, but not limited to, financing capital expenditures and paying the fees and expenses on the Facility. Drawdowns were made in the amount of P4.00 billion, P2.00 billion, and P3.00 billion on July 11, 2016, September 30, 2016, and December 15, 2016, respectively. The balance amounting to P8.00 billion was drawn in March 21, 2017. Terms of these loans include Ten-year, Unsecured Corporate Notes Facility with a consortium of five (5) local banks for P17.00 billion, of which P9.00 billion has been drawn as at December 31, 2016 and the balance of P8.00 billion has been drawn as at December 31, 2017. It bears an interest based on 5-Yr PDST-R2 plus spread and the principal payable beginning on the 12th month from initial issue date and the remaining for eighteen (18) semi-annual installments as a percentage of principal amount of borrowing.

o. In July 2015, the Group, through NGCP, entered into a P15.00 billion Peso Corporate Note Financing for purposes of financing New Projects or for any other purpose related to carrying out the Concession including but not limited to financing capital expenditures and paying the fees and expenses on the Facility. Drawdowns were made in tranches of P5.00 billion, P3.00 billion and P5.00 billion, on July 10, 2015, September 10, 2015, and December 10, 2015, respectively. The balance amounting to P2.00 billion was drawn on March 31, 2016. Terms of these loans include Ten-year, Unsecured Corporate Notes Facility with a consortium of four (4) local banks for P15.00 billion, of which P13.00 billion has been drawn as at December 31, 2015 and the balance of P2.00 billion has been drawn as at December 31, 2016. It bears an interest based on 5-Yr PDST-R2 plus spread and the principal payable beginning on the 12th month from initial issue date and the remaining for eighteen (18) semi-annual installments as a percentage of principal amount of borrowing.

p. In April 2014, the Group, through NGCP, entered into a P21.00 billion Peso Corporate Financing Facility to cover its funding requirements for calendar year 2014 including the financing of maturing obligations and approved capital expenditures. Initial drawdown amounting to P6.00 billion was made on April 10, 2014, to pay off the maturing US Dollar Bridge Loan. The succeeding drawdown of P8.00 billion, P5.00 billion and P2.00 billion were made on July 10, 2014, December 10, 2014 and January 30, 2015, respectively, to cover the funding of the Company's capital expenditures. Terms of these loans include Ten-year, Unsecured Corporate Notes Facility with a consortium of nine (9) local banks for P21.00 billion, of which P19.00 billion has been drawn as at December 31, 2014 and P2.00 billion has been drawn as at December 31, 2015. It bears an interest based on 5-yr PDST-F plus spread and the principal payable beginning on the 12th month from initial issue date and the remaining for eighteen (18) semi-annual installments as a percentage of principal amount of borrowing. Amendment was made effective April 10, 2019. Interest rate from 5-yr PDST-F to 5-yr BVal and noteholders were decreased to four (4).

Interest from these loans amounting to P5.18 billion and P3.89 billion in June 30, 2026 and 2025, respectively, were capitalized, with average capitalization rate of 0.34% and 3.47% in June 30, 2026 and 2025, respectively, and recognized in Contract Assets under "Intangible asset" in the statements of financial position (see Note 8). Interest expense recognized in profit or loss amounted to P2.80 billion and P6.59 billion for the periods ended June 30, 2026 and December 31, 2025, respectively.

These loan agreements contain, among others, covenants relating to the Concession Agreement and maintenance of certain financial ratios such as the Debt Service Coverage Ratio and Debt-Equity Ratio. As at June 30, 2026 and December 31, 2025, the Company is in compliance with the covenants of its debt agreements.

Changes in Liabilities Arising from Financing Activities
The movements and balances of this account are as follows:

	Loans Payable
Balance at January 1, 2026	**P249,604,560,850**
Changes from financing cash flows:	
Proceeds from loans	**39,000,000,000**
Payment of loans payable and debt issue costs	**(15,486,670,000)**
Others - debt issue costs related transactions	**(176,701,244)**
Total liability related changes	**23,336,628,756**
Balance at June 30, 2026	**P272,941,189,606**

	Loans Payable
Balance at January 1, 2025	P220,182,769,442
Changes from financing cash flows:	
Proceeds from loans	53,500,000,000
Payment of loans payable and debt issue costs	(24,098,340,000)
Others - debt issue costs related transactions	20,131,408
Total liability related changes	29,421,791,408
Balance at December 31, 2025	P249,604,560,850

15. Trade and Other Current Payables

This account consists of:

	Note	June 30, 2026	December 31, 2025
Accounts payable	*24*	**P21,914,827,682**	P22,188,096,614
Accrued expenses	*24*	**5,313,831,113**	12,480,908,628
Due to government agencies and others		**15,881,848,628**	11,420,030,830
Interest payable	*5, 14, 24*	**7,139,936,304**	6,684,290,621
Current portion of lease liability	*22, 24*	**196,381,623**	257,533,920
Franchise tax payable to BIR	*26*	**187,362,674**	169,279,182
		P50,634,188,024	P53,200,139,795

Accounts payable include amounts incurred by the Group for trade-related purchases.

Accrued expenses include accruals on capital expenditures, purchases of materials and supplies, personal services, and other operating services.

Due to government agencies and others include amounts accruing to the ancillary services providers, TRANSCO and PSALM for the ancillary service charges, FIT-ALL and universal charges which are being billed and collected from the Group's customers on behalf of the ancillary service providers, TRANSCO, PSALM and the amount due to SSS, Philhealth, HDMF, withholding taxes and output VAT payable due to BIR. (see Notes 12, 13, 26 and 27).

Interest payable pertains to the interest due in relation to the Deferred Payments of the Concession Fee and interest related to loans payable (see Notes 5, 14 and 24).

Current portion of liability arising from lease is the balance of Financing Lease-Current amounting to P196.38 million and P257.53 million as of June 30, 2026 and December 31, 2025, respectively.

16. Other Liabilities

This account consists of:

A. Other Current Liabilities

	Note	June 30, 2026	December 31, 2025
Retention on contract payments	*24*	**P18,829,981,176**	P18,643,835,974
Advances for construction		**4,066,469,457**	4,365,106,888
Advances from shareholders	*21, 24*	**843,274,843**	843,274,843
Dividends payable	*17*	**11,436,859**	32,583,622
Bidders/suppliers deposits	*24*	**170,192,864**	146,514,003
		P23,921,355,199	P24,031,315,330

B. Other Noncurrent Liabilities

	Note	June 30, 2026	December 31, 2025
Noncurrent portion of lease liability	*22, 24*	**P199,987,392**	**P219,047,374**
Deferred tax liability	*26*	**8,499**	**8,499**
		P199,995,891	**P219,055,873**

Advances for construction pertains to advances made by third parties particularly generators for the construction of transmission facilities under Section 9 of the EPIRA consistent with the Transmission Development Plan subject to prior authorization by the ERC or for the cost of assets owned by third parties but reclassified as transmissions assets by ERC.

Retention on contract payments pertains to the amounts withheld from payments to contractors which shall be returned to the latter upon final acceptance of the project at the end of warranty period or upon posting by the contractor of warranty security if still within the warranty period.

Bidders'/suppliers' deposits include all amounts received in compliance to specifications of contract bids or to ensure the fulfillment of contracts.

17. Equity

Capital stock consists of:

	Period Ended					
	June 30, 2026		December 31, 2025		December 31, 2024	
	Shares	**Amount**	Shares	Amount	Shares	Amount
Capital Stock						
Authorized - P1 par value per share	**5,300,000,000**	**P5,300,000,000**	5,300,000,000	P5,300,000,000	5,300,000,000	P5,300,000,000
Issued, fully paid and outstanding balance at beginning of year*	**5,265,866,000**	**P5,265,866,000**	5,265,866,000	P5,265,866,000	5,265,866,000	P5,265,866,000
Issued common shares to major shareholders during the year	-	-	-	-	-	-
Issued common shares during FOO	-	-	-	-	-	-
Issued, fully paid and outstanding balance at end of year	**5,265,866,000**	**P5,265,866,000**	5,265,866,000	P5,265,866,000	5,265,866,000	P5,265,866,000
Additional Paid-in Capital						
Additional paid-in capital balance at beginning of year	-	**P88,928,018,694**	-	P88,928,018,694	-	P88,928,018,694
Additional paid-in capital from issued common shares during FOO	-	-	-	-	-	-
Shares issuance costs	-	-	-	-	-	-
Total Paid-up Capital	-	**P88,928,018,694**	-	P88,928,018,694	-	P88,928,018,694

**includes retroactive effect of Share Swap (Note 6)*

As at June 30,2026, December 31, 2025 and 2024, the Parent Company's share offer price is P29.50, P16.56, and P9.80, respectively.

On January 27, 2025, the Parent Company was authorized to transact with Maharlika Investment Corporation (MIC) for the subscription of shares representing approximately 20% equity interest in the Corporation. MIC shall subscribe to convertible preferred shares to be created and issued out of the increase in the authorized capital stock of the Parent Company. As of date, no further developments yet regarding this transaction.

In relation to the Parent Company's Share Purchase Agreement and the stockholders of OTHI and P21, discussed in Note 1, the BOD of the Parent Company approved the increase in the authorized capital stock of the Parent Company from P50.00 million divided into 50.00 million common shares at par value of P1.00 per share to P5.05 billion divided into 5.05 billion common shares at par value of P1.00 per share on November 14, 2019.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was approved by the SEC on May 28, 2021.

On November 10, 2021 SGDPI, under the symbol "SGP", the Parent Company publicly listed its 1,053,500,000 shares from its Follow-On Offering (FOO) on the Philippines Stock Exchange with overallotment option of up to 101,000,000 secondary shares at PHP12.00 per common share.

SGP indirectly controls 60% is the outstanding voting capital stock of NGCP, SGP's sole operating asset with an effective equity interest of 40.20%.

Cash Dividends
On August 10, 2021, the BOD of the Parent Company approved the adoption of the policy to declare dividends equivalent to up to 100% of the prior year's net income after tax based on the Parent Company's audited financial statements as of such year, upon declaration of the BOD and subject to the availability of unrestricted retained earnings and settlement of operational expenses and other relevant taxes , cost and expense required to pay the ordinary course of business and subject to any financing covenants, if applicable.

On March 27, 2026, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 1st quarter of 2026 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of April 15, 2026 on May 4, 2026.

On June 24, 2026, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 2nd quarter of 2026 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of July 8, 2026 on July 24, 2026.

In 2026, the BOD of OTHI approved the declaration of cash dividends amounting to P2.16 billion to all shareholders of record as of date of the meeting.

In 2026, the BOD of P21 approved the declaration of cash dividends amounting to P2.16 billion to all shareholders of record as of date of the meeting.

For the period ended June 30,2026, the BOD of NGCP approved the declaration of cash dividends amounting to P8.00 billion to all shareholders of record as of the date of the meeting. Of the total amount declared, P2.90 billion pertains to the share of the Parent Company which is eliminated during consolidation.

On September 4, 2025, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 2nd quarter of 2025 totaling to P1.83 billion. These cash dividends were paid to shareholders of record as of September 18, 2025 on September 25, 2025.

On November 27, 2025, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 4th quarter of 2025 amounting to P1.83 billion. These cash dividends will be paid to shareholders of record as of December 12, 2025 on December 19, 2025.

In 2025, the BOD of OTHI approved the declaration of cash dividends amounting to P2.12 billion to all shareholders of record as of date of the meeting.

In 2025, the BOD of P21 approved the declaration of cash dividends amounting to P2.12 billion to all shareholders of record as of date of the meeting.

For the year ended December 31, 2025, the BOD of NGCP approved the declaration of cash dividends amounting to P8.00 billion to all shareholders of record as of date of the meeting. Of the total amount declared, P2.90 billion pertains to the share of the Parent Company which is eliminated during consolidation.

On April 8, 2024, the BOD of the Parent Company approved the declaration of P0.3474 cash dividends per share for the 1st quarter of 2024 totaling to P1.83 billion. These cash dividends were paid to shareholders of record as of April 26, 2024 on May 10, 2024.

In 2024, the BOD of OTHI approved the declaration of cash dividends amounting to P1.06 billion to all shareholders of record as of date of the meeting.

In 2024, the BOD of P21 approved the declaration of cash dividends amounting to P1.05 billion to all shareholders of record as of date of the meeting.

For the year ended December 31, 2024, the BOD of NGCP approved the declaration of cash dividends amounting to P4.00 billion to all shareholders of record as of date of the meeting. Of the total amount declared, P1.45 billion pertains to the share of the Parent Company which is eliminated during consolidation.

On March 8, 2023, the BOD of the Parent Company approved the declaration of P0.1737 cash dividends per share for the 1st quarter of 2023 totaling to P914.68 million. These cash dividends were paid to shareholders of record as of March 23, 2023 on April 13, 2023.

On June 21, 2023, the BOD of the Parent Company approved the declaration of P0.1737 cash dividends per share for the second quarter of 2023 totaling to P914.68 million. These cash dividends were paid to shareholders of record as of July 6, 2023 on July 21, 2023.

In 2023, the BOD of OTHI approved the declaration of cash dividends amounting to P1.08 billion to all shareholders of record as of date of the meeting.

In 2023, the BOD of P21 approved the declaration of cash dividends amounting to P1.08 billion to all shareholders of record as of date of the meeting.

For the year ended December 31, 2023, the BOD of NGCP approved the declaration of cash dividends amounting to P4.00 billion to all shareholders of record as of date of the meeting. Of the total amount declared, P1.45 billion pertains to the share of the Parent Company which is eliminated during consolidation.

Total dividends paid amounted to P8.08 billion, P6.37 billion and P3.65 billion on June 30, 2026 and December 31, 2025 and 2024, respectively.

As of June 30, 2026 and December 31, 2025, dividends payable from the above declaration amounted to P11.44 million and P32.58 million, respectively.

Retained Earnings
The retained earnings of the Group include the accumulated earnings in subsidiaries not available for declaration as dividends until declared by the respective investee. Retained earnings includes the P24.03 billion Under Recovery from ERC approved 4th RP Final Determination, Accrual of under recoveries for CY 2023-2025 based on SMAR of P47.28 billion and Accrual of MAR 2026 differential of P12.02 billion (see Notes 20 and 27).

18. Earnings Per Share

Basic and diluted earnings per share at June 30, 2026 and December 31, 2025 and 2024 are computed as follows:

	Note	**2026**	2025	2024
(a) Net income attributable to Equity holders of the Parent Company		**P23,687,524,974**	P20,159,916,964	P7,884,429,113
Issued common shares at January 1*		**5,265,866,000**	5,265,866,000	5,265,866,000
Weighted average number of issued common shares to major shareholders during the year	*1*	**-**	-	-
Weighted average number of issued common shares during FOO	*1*	**-**	-	-
(b) Weighted average common shares outstanding		**5,265,866,000**	5,265,866,000	5,265,866,000
Basic/Diluted earnings per share (a/b)		**P4.50**	P3.83	P1.50

**includes retroactive effect of Share Swap (Note 6)*

As at June 30, 2026 and December 31, 2025, the Group does not have any potential common shares or other instruments that may entitle the holder to common shares. Consequently, diluted earnings per share is the same as basic earnings per share in June 30, 2026 and December 31, 2025 and 2024.

19. Segment Reporting

The Group operates through its transmission services across Luzon, Visayas and Mindanao. The Group's results of operations are reviewed by Management on a monthly basis to make decisions and to assess the Group's financial performance and financial position, and for which discrete information is available.

Accordingly, management has assessed that the Group is considered as a single business/operating segment and, hence, there are no operating segments required to be disclosed under PFRS 8*, Operating Segments,* except the revenue per geographical areas and electric power industry participants disclosed in Note 20. There is no reliance on a single major customer.

20. Revenues

This account at June 30 consists of:

	2026	2025	2024
Transmission services	**P41,169,432,680**	P38,841,692,813	P25,825,388,815
Regulatory true-up for under recoveries	**31,498,564,636**	-	-
Connection and residual sub-transmission services	**763,151,156**	765,707,907	770,117,432
	P73,431,148,472	P39,607,400,720	P26,595,506,247

Transmission services pertain to service charges for the use of the transmission facilities under the Concession Agreement where power delivery, system operation and metering services are provided by the Group.

The regulatory true-up for under-recoveries refers to the recognition of ERC approved recoupment pertaining to the years 2016 to 2022 and 2023 to 2025. The recognition of regulatory true-up for under-recoveries in calendar year 2025 followed the approval from the ERC, given the substantive nature of ERC's approval in resolving NGCP's 4th Regulatory Period Revenue Reset Application for its MAR for the 4th RP. NGCP's application was decided through the promulgation of ERC Case No. 2022-089 RC last July 7, 2025 resolving that NGCP is entitled to recover under-recoveries as specified on NGCP 4th RP FD and approved ERC Order Case No. 2023-025 MAR for the 5th Final Determination promulgated on May 15, 2026. Receivables from regulatory true up for under-recoveries was recognized as part of "Accrued power receivables" (see Notes 2 and 12).

For the period ended June 30, 2026, the transmission service is based on the P82.15 billion and includes under-recovery for 2023-2025 amounting to P31.50 billion following ERC's issuance of its Decision and the Final Determination (FD) on NGCP's 5th Regulatory Period.

For the period ended June 30, 2025, the revenue includes differential between the unbilled incremental iMAR 2020 for years 2020, 2021, four (4) months of 2022 and PIS and the under recovery based on ERC approved 4th RP Final Determination (2016-2022) dated April 11, 2025 amounting to P9.79 billion. It also includes unbilled revenue for January to June 2025 amounting to P3.31 billion.

For the period ended June 30, 2024, the transmission services operating income amounting to P25.82 billion were based on the iMAR2020 approved by ERC in an order dated March 23, 2022 amounting to P51.47 billion.

Connection charges are charges to recover the reasonable costs associated with connecting the transmission customers' facilities to the transmission providers' facilities. Residual sub-transmission charges are charges to recover the reasonable costs associated with sub-transmission assets that are not otherwise recovered through the connection charge.

In the following table, revenue is disaggregated by geographical market and electric power industry participants.

2026:

	Transmission Services	Connection and Residual Sub-transmission Services	Total
Luzon	**49,131,518,833**	**413,332,518**	**49,544,851,351**
Distribution utilities	**24,151,259,336**	**378,932,257**	**24,530,191,593**
Generators	**517,097,771**	**2,847,559**	**519,945,330**
Directed Connected/Non-DUs	**444,711,642**	**31,552,702**	**476,264,344**
Regulatory true-up for under recoveries and Revenue Accruals	**24,018,450,084**	**-**	**24,018,450,084**
Visayas	**11,932,446,273**	**126,339,411**	**12,058,785,684**
Distribution utilities	**4,257,446,487**	**119,993,910**	**4,377,440,397**
Generators	**117,448,264**	**14,828**	**117,463,092**
Directed Connected/Non-DUs	**75,572,413**	**6,330,673**	**81,903,086**
Regulatory true-up for under recoveries and Revenue Accruals	**7,481,979,109**	**-**	**7,481,979,109**
Mindanao	**11,604,032,210**	**223,479,227**	**11,827,511,437**
Distribution utilities	**4,318,804,567**	**219,646,433**	**4,538,451,000**
Generators	**107,097,919**	**-**	**107,097,919**
Directed Connected/Non-DUs	**62,603,920**	**3,832,794**	**66,436,714**
Regulatory true-up for under recoveries and Revenue Accruals	**7,115,525,804**	**-**	**7,115,525,804**
June 30, 2026 Total	**72,667,997,316**	**763,151,156**	**73,431,148,472**

2025:

	Transmission Services Operating Income	Connection and Residual Sub-transmission Income	Total
Luzon	P28,193,562,803	P415,889,269	P28,609,452,072
Distribution utilities	P18,482,364,790	P378,850,051	P18,861,214,841
Generators	338,469,025	2,838,318	341,307,343
Directed Connected/Non-DUs	338,623,438	34,200,900	372,824,338
Accruals of Under-recovery 2016-2022	9,034,105,550	-	9,034,105,550
Visayas	P5,336,758,811	P126,339,411	P5,463,098,222
Distribution utilities	P2,936,132,534	P119,993,910	P3,056,126,444
Generators	61,016,451	14,828	61,031,279
Directed Connected/Non-DUs	91,648,959	6,330,673	97,979,632
Accruals of Under-recovery 2016-2022	2,247,960,867	-	2,247,960,867
Mindanao	P5,311,371,199	P223,479,227	P5,534,850,426
Distribution utilities	P3,367,973,156	P219,646,433	P3,587,619,589
Generators	74,029,780	-	74,029,780
Directed Connected/Non-DUs	48,028,013	3,832,794	51,860,807
Accruals of Under-recovery 2016-2022	1,821,340,250	-	1,821,340,250
June 30, 2025 Total	P38,841,692,813	P765,707,907	P39,607,400,720

2024:

	Transmission Services Operating Income	Connection and Residual Sub-transmission Income	Force Majeure Event	Total
Luzon	P19,220,426,371	P419,222,676	P38,719	P19,639,687,766
Distribution utilities	P18,689,148,821	P381,480,793	P -	P19,070,629,614
Generators	147,501,662	2,838,318	38,719	150,378,699
Directed Connected/Non-DUs	383,775,888	34,903,565	-	418,679,453
Visayas	P3,104,225,375	P124,398,948	P -	P3,228,624,323
Distribution utilities	P2,911,788,175	P118,053,447	P -	P3,029,841,622
Generators	78,251,968	14,828	-	78,266,796
Directed Connected/Non-DUs	114,185,232	6,330,673	-	120,515,905
Mindanao	P3,500,696,796	P226,495,807	P1,555	P3,727,194,158
Distribution utilities	P3,343,143,920	P222,663,013	P -	P3,565,806,933
Generators	112,339,913	-	1,555	112,341,468
Directed Connected/Non-DUs	45,212,963	3,832,794	-	49,045,757
June 30, 2024 Total	P25,825,348,542	P770,117,431	P40,274	P26,595,506,247

Based on the ERC-promulgated Transmission Wheeling Rate Guidelines (TWRG) of May 2003, amended in 2009 as the Rules for Setting the Transmission Wheeling Rates (RTWR), the Group is regulated under a performance-based regulation (PBR) revenue cap methodology.

During the reset process, the ERC makes a determination of the annual revenue requirements (ARR) of the transmission business as well as the price control arrangements that will apply during the regulatory period.

The Fourth Regulatory Period (4^{th} RP) reset process for the transmission business under the PBR has been delayed. Under the RTWR, the Group would have filed its revenue application for the 4^{th} RP covering the periods of 2016 to 2020 in 2015. To bridge the gap, on October 2, 2015, the Group filed an Application for the Approval of an Interim Maximum Annual Revenue for 2016 ($iMAR_{2016}$) in the amount of P45.29 billion.

In an Order dated January 21, 2016, the ERC provisionally approved an $iMAR_{2016}$ of P41.65 billion. Subsequently, the Group filed a Motion for Reconsideration dated February 24, 2016 and an Omnibus Motion dated December 6, 2016.

As resolution of the foregoing, the ERC issued an Order dated December 19, 2016, authorizing NGCP to implement an adjusted $iMAR_{2016}$ of P43.79 billion. Further, the ERC directed that the difference between the provisionally-approved $iMAR_{2016}$ of P41.65 billion and the approved iMAR of P43.79 billion, in the amount of P2.14 billion, be collected by NGCP in 2017 (see Note 27).

Furthermore, the same Order provides that NGCP is authorized to continuously bill its transmission customers using an adjusted iMAR of P43.79 billion for the succeeding regulatory years until the ERC's issuance of the Final Determination for the 4^{th} RP, thus the billing of an iMAR of P43.79 billion in 2018 and 2019.

On October 29, 2019, NGCP filed an Application with the ERC for the Approval of an Interim Maximum Annual Revenue for Calendar Year 2020 ($iMAR_{2020}$) in the amount of P58,846 million, docketed as ERC Case No. 2019-086RC. Subsequently, the ERC, in its Order dated February 13, 2020, granted NGCP a provisional authority to implement an $iMAR_{2020}$ in the amount of P47.05 billion effective April 2020 billing month. Billing of the incremental revenue, however, has been deferred in consideration of the situation brought about by the Corona Virus Disease 2019 (COVID-19) pandemic.

Following the easing of quarantine arrangements, NGCP gradually billed portion of the $iMAR_{2020}$ differential in the total amount of P300 million for both billing months of July and August 2020. However, in September 2020, the ERC directed the suspension of the billing of the $iMAR_{2020}$ providing among others that the demand forecast used in the determination are no longer valid and would need to be re-assessed. In compliance with the Order issued in September 2020, NGCP discontinued the billing resulting in an unbilled $iMAR_{2020}$ differential in the amount of P2.96 billion.

In compliance with the ERC's directive during the September 24, 2020, public hearing and with the ERC's Order dated October 23, 2020 which was received by NGCP on October 29, 2020, NGCP submitted the following information to the ERC in December 2020 to substantiate the proposed $iMAR_{2020}$.

a. Reconciliation of the actual CAPEX with NGCP's Financial Statements;
b. Actual and Forecast Billing Determinant for CY 2019-2021;
c. NGCPs Actual and Forecasted CAPEX for 2011 to 2020 (Updated);
d. Percentage Completion of ERC-approved CAPEX Projects under/outside of the 3rd Regulatory Period Final Determination, as at October 2020;
e. Indicative 2020 Transmission Rate; and
f. Possible approach on the collection of unbilled portions of the ERC-approved $iMAR_{2020}$ in the forthcoming year of 2021.

ERC issued a subsequent Order dated December 15, 2020, directing NGCP to submit the following additional information in support of its $iMAR_{2020}$ Application and which was submitted by NGCP on January 28, 2021, as follows:

a. Updated Actual Demand for Year 2020;
b. Detailed Analysis and Basis of the Forecast Demand for Year 2021;
c. Updated Rate Movement on a Per kW and per kWh as at December 2020;
d. Updated Actual and Forecast CAPEX for Calendar Years 2011 to 2020;
e. Estimated Demand Data particularly for the Battery Energy Storage System (BESS) and transmission services to the Kalayaan Pumped Storage Power Plant (KPSPP) which NGCP included in the said forecast; and
f. Load Billing Determinant with and without BESS and KPSPP.

Relative to the directives of the ERC on the $iMAR_{2020}$ Application, NGCP submitted Compliances with Motion dated December 3, 2020 and January 28, 2021, which prayed for, among others, the confirmation from ERC that the approved $iMAR_{2020}$ level shall be implemented continuously until a new MAR is issued, or until the issuance of a Final Determination for the succeeding regulatory period, whichever is earlier. As at report date, the ERC is yet to issue its resolution on said Compliances.

Given the significant recovery of the demand and energy consumption in the country in 2021, in contrast with the recorded data in 2020, NGCP deemed that the circumstances surrounding the issuance of the July 28, 2020 Order no longer exist and that there are justifiable grounds to lift the said Order. Hence, the filing of the Reiteratory Motion in October 2021 praying for the following:

a. lifting the July 28, 2020 Order;
b. allowing NGCP to recover the deferred 2020 iMAR on top of the current iMAR and iMAR for 2022, to be implemented starting October 2021 to March 2022 billing period;
c. allowing NGCP to recover the unbilled 2021 iMAR on top of the iMAR for 2022, to be implemented from April 2022 to December 2022;
d. confirming that the approved iMAR2020 level of P47.05 billion shall be implemented continuously until a new MAR is issued, or until the issuance of the Final Determination for the succeeding regulatory period, whichever is earlier.

As at December 31, 2021, management assessed that the suspension order merely defers the implementation of the P47.05 billion, and that there is no other ERC issuance or directive that states otherwise (i.e., that revenue has been modified), similar to the practice adopted by the industry.

On January 17, 2022, NGCP submitted its compliance to the January 5, 2022, ERC Order to submit documents to facilitate the final evaluation of the application, which was received by NGCP on January 7, 2022, more specifically on the following:

a. Latest actual demand for CY 2021 and forecast demand for 2022 onwards, including economic indicators demand justification; and
b. Latest actual Capital Expenditure (CAPEX) for CYs 2011 to 2021 (including, but not limited to, Disbursement and Percent Completion as of December 2021) and forecast CAPEX for CY 2022)

On April 29, 2022, the ERC promulgated an Order dated March 23, 2022, resolving the iMAR2020 Application and approving an iMAR2020 of P51.47 billion effective January 2020 until a new transmission revenue has been determined.

Starting May 2022 Billing Period, NGCP has already implemented the billing based on the PhP51.47 billion iMAR pursuant to the 23 March 2022 Order of the ERC.

On June 8, 2022, in compliance with the direction of the Commission, NGCP submitted to ERC its Compliance dated June 2, 2022, on NGCP's proposed manner of recovery of the unbilled $IMAR_{2020}$ for the years 2020, 2021 and four (4) months of 2022, for the total amount of P17,62 billion, starting September 2022 to 2024.

On March 10, 2023, NGCP filed its Motion (To Approve Implementation of Recovery Scheme) reiterating its prayer for the approval of the billing and recovery of the unbilled iMAR for 2020 under a new proposed recovery scheme, i.e., from May 2023 to April 2024.

On May 17, 2023, NGCP filed an Urgent Reiteratory Motion to Resolve with the ERC on the implementation of the new proposed recovery scheme. Subsequently, on June 22, 2023, NGCP once again filed a Reiteratory Motion with Motion to Resolve on the billing and recovery of the unbilled iMAR for 2020 in accordance with the same proposed recovery scheme.

On September 12, 2023, October 10, 2023, June 5, 2024 and March 11, 2025, NGCP filed Reiteratory Motions with Motion to Resolve for the immediate issuance of an Order approving the billing and recovery of the CY 2020 unbilled iMAR.

On July 7, 2025, NGCP received the ERC Decision and Final Determination on NGCP's 4th Regulatory Period Revenue Reset Application. In the said Decision, the ERC approved NGCP's 2016-2022 Annual Revenue Requirement (ARR) in the amount of P335.79 billion. The ERC also directed NGCP to collect, as a separate line item in the power bill of transmission customers, an Under Recovery of P28.30 billion, with an equivalent rate of P0.0384/kWh, to be implemented over a period of approximately eighty-four (84) months or until such time that the said amount shall have been fully recovered. NGCP was further directed to accomplish and submit a report based on the prescribed format from the ERC on or before the 30th day of the following month until such time that the amount of under recovery shall have been fully collected.

Following ERC's issuance of its Decision and the Final Determination on NGCP's 4th Regulatory Period Revenue Reset Application on July 7, 2025 as well as the posting of ERC's Explainer on its website on July 18, 2025, ERC has authorized NGCP to bill the P58.10 billion as its MAR for 2025 and the "Under-recovery 2016-2022" of P28.30 billion with the fixed rate of PhP0.0384/kWh to be collected in 84 months or until such time the amount is fully recovered.

NGCP commenced the billing of the authorized MAR and the "Under-recovery 2016-2022" to Transmission Customers effective July 2025 billing month (or June 26 to July 25, 2025), which was then billed by Distribution Utilities (DUs) to their customers in August 2025.

In the ERC Decision on ERC Case No. 2023-025RC on *NGCP's Application for the Approval of the Maximum Annual Revenue for the 5th Regulatory Period (5th RP) covering the years 2023 to 2027*, which was promulgated on 30 January 2026, the ERC approved NGCP's Annual Revenue Requirement (ARR) covering 2023 to 2027 in the total amount of P374.98 billion or a total Smoothed Maximum Allowable Revenue (SMAR) of P376.42 billion. Furthermore, NGCP was directed by the ERC to implement the MAR for RY 2023 in the amount of P63.45 billion starting 01 August 2026 until otherwise directed by the ERC.

On 20 February 2026, NGCP filed an Omnibus Motion seeking clarification on the Commission's Decision and the 5th RP Final Determination.

On 16 May 2026, NGCP received the ERC's Order dated 15 May 2026 resolving NGCP's Omnibus Motion dated 20 February 2026 in its 5th RP Revenue Reset Application. One of the most relevant motions granted in the said Omnibus Motion is the reconsideration of the Weighted Average Cost of Capital (WACC) and its setting at 11.92% thereby modifying the NGCP's 5th RP ARR and SMAR for years 2023 to 2027 to P378.71 billion and P380.45 billion, respectively. Moreover, the ERC directed NGCP to implement the approved MAR for CY 2023 in the amount of P63.659 million effective October 2026 billing month.

21. Related Party Disclosures

Relationship with Related Parties	Year	*Note*	Amount of Transaction (in Millions)	Outstanding Balance (in Millions)	Terms and Conditions	
Companies with the Same BOD						
▪ PGAI	**June 30, 2026**	*a*	**P39.69**	**P1.12**	On demand;	Unsecured
	December 31, 2025	*a*	241.57	51.12	non-interest	
	December 31, 2024	*a*	191.32	2.44	bearing	
▪ SMDC	**June 30, 2026**	*b*	**P -**	**P -**		
	December 31, 2025	*b*	**-**	-		
	December 31, 2024	*b*	3.85	-		
Shareholders	**June 30, 2026**	*c*	**P -**	**P843.27**	On demand;	Unsecured
	December 31, 2025	*c*	-	843.27	non-interest	
	December 31, 2024	*c*	-	843.27	bearing	
Key Management Personnel						
▪ Short-term benefits	**June 30, 2026**	*d*	**P276.56**	**P -**		
	December 31, 2025	*d*	459.46	-		
	December 31, 2024	*d*	424.04	-		
▪ Post-employment benefits	**June 30, 2026**	*d*	**P 20.79**	**P -**		
	December 31, 2025	*d*	38.43	-		
	December 31, 2024	*d*	30.82	-		
	June 30, 2026			**P844.39**		
	December 31, 2025			P894.39		
	December 31, 2024			P845.71		

a. The Group, through NGCP, has related party transactions with Prudential Guaranty Assurance, Inc. (PGAI) amounting to P39.69 million, P241.57 million, and P191.32 million on June 30, 2026 and December 31, 2025 and 2024, respectively, representing insurance premiums. The outstanding insurance payable to PGAI amounting to P1.12 million and P51.12 million as of June 30, 2026 and December 31, 2025, respectively, are recorded under the "Trade and other current payables" account in the consolidated statements of financial position. This pertains to motor vehicle insurance, aviation, commercial general liability insurance, PGA protect, motor comprehensive, industrial all risk, engineering electronic equipment insurance and warehouse insurance in nature (see Note 15).

b. The Group, through NGCP, also has existing lease agreement for parking space with SM Development Corporation (SMDC) amounting to nil in June 30, 2026 and December 31, 2025 and P3.85 million in December 31, 2024. There was no outstanding balance payable to SMDC amounting as of June 30, 2026 and December 31, 2025, which are recorded under the "Trade and other current payables" account in the consolidated statements of financial position (see Note 15).

c. As at and June 30, 2026 and December 31, 2025, the Group, through P21, has outstanding payables to its stockholders amounting to P843.27 million, which are included under "Other current liabilities" account in the consolidated statements of financial position. These payables were obtained for working capital requirements and part of these payables were used to pay for CHPC's professional fees and other various expenses and liabilities. These payables are non-interest bearing, payable on demand and will be settled in cash. On September 23, 2021, the Parent Company paid its outstanding advances from its two major stockholders amounting to P250.05 million which was used by the Group as its source of fund in relation to the share swap transactions (see Note 16).

d. Total remunerations of key management personnel which represent short-term benefits in June 30, 2026 and December 31, 2025 and 2024 amounted to P276.56 million, P459.46 million and P424.04 million respectively. Total key management compensation relating to post-employment benefits in June 30, 2026 and December 31, 2025 and 2024 amounted to P20.79 million, P38.43 million and P30.82 million, respectively.

Short-term benefits are consist of salaries, terminal leave, 13th month/bonus and other statutory contributions to Social Security System (SSS), Philippine Health Insurance Corporation (Philhealth, Home Development Mutual Fund (commonly known as the Pag-IBIG Fund).

Post-employment benefits consist of Retirement Benefits, under Republic Act No. 7641, The Retirement Pay Law (the "Act") which provides compulsory retirement at the age of sixty-five (65) or upon optional retirement at the age of sixty (60) or more but not more than sixty-five (65) with at least five (5) years in service. The retirement benefits as required by the Act are equivalent to 22.5 days for every year of service, a fraction of at least six (6) months being considered as one (1) whole year. The 22.5 days shall be defined as follows:

One half month (15 days) plus one-twelfth (1/12) of the 13th month pay and the cash equivalent of 5 days of service incentive leaves.

Amounts owed to related parties will be settled in cash.

22. Leases

Leases as Lessee

The Group, through NGCP, leases vehicles, parking lots and office spaces. The leases typically run for a period of five (5) years. Some leases include an option to renew the lease for an additional five years after the end of the non-cancellable lease period. Some leases provide for additional rent payments that are based on change in local price indices.

The Group leases other vehicles, printers and copiers which are short term and/or leases of low-value items. The Group has elected not to recognize right-of-use assets and lease liabilities for these leases.

Information about leases for which the Group is a lessee is presented below.

Right-of-Use Assets

	June 30, 2026	December 31, 2025
Balance at January 1	**P450,081,532**	P503,020,399
Additions	**70,286,084**	244,701,222
Retirements/disposals	**-**	(396,532)
Depreciation for the period	**(145,075,026)**	(297,243,557)
Balance at June 30	**P375,292,590**	P450,081,532

Depreciation is recorded as part of “Depreciation Expense” in the consolidated statements of income.

The Group classified its lease liability as part of "Trade and other current payables" and "Other noncurrent liabilities" in the consolidated statements of financial position as follows:

	June 30, 2026	December 31, 2025
Balance at beginning of the period	**P476,581,294**	P515,655,774
Additions	**70,286,084**	244,701,222
Retirement	**-**	(396,532)
Lease payments inclusive of interest payments	**(163,914,868)**	(321,750,597)
Interest expense	**13,416,505**	38,398,049
Adjustments	**-**	(26,622)
Balance at end of the period	**P396,369,015**	P476,581,294

Adjustments on the lease liability is due to recomputation of present value due to change in monthly amortization in the contract.

Expenses relating to short-term leases amounted to P66.10 million and P63.56 million in June 30, 2026 and 2025, respectively, were recorded as part of "Rent" in the statements of comprehensive income.

The Group had total cash outflows for the above leases amounting to P230.02 million and P385.31 million in June 30, 2026 and December 31, 2025, respectively.

The following table sets out a maturity analysis of lease payments, showing undiscounted and discounted lease payments to be made after the reporting date:

June 30, 2026	**Future Minimum Lease Payments**	**Interest**	**Present Value of Minimum Lease Payments**
Less than one year	**P210,062,609**	**P13,680,986**	**P196,381,623**
Between one and five years	**213,111,100**	**13,123,708**	**199,987,392**
	P423,173,709	**P26,804,694**	**P396,369,015**

December 31, 2025	Future Minimum Lease Payments	Interest	Present Value of Minimum Lease Payments
Less than one year	P278,686,461	P21,152,541	P257,533,920
Between one to five years	236,882,039	17,834,665	219,047,374
	P515,568,500	P38,987,206	P476,581,294

23. Retirement Benefits

As at June 30, 2026 and December 31, 2025, the Group, through NGCP has funded, noncontributory defined benefit retirement plan covering all its regular employees. The current service cost and the present value of obligations were derived on the basis of the projected unit credit method.

The latest actuarial valuation report of the Group is dated January 30, 2026 for the period ended June 30, 2026.

Salient Provisions of the Retirement Plan

The plan provides retirement benefits under Republic Act No. 7641 (the Act) upon compulsory retirement at the age of sixty-five (65) or upon optional retirement at age sixty (60) or more but not more than age sixty-five (65) with at least five (5) years in service. The benefits as required by the Act are equivalent to 22.5 days for every year of service, a fraction of at least six (6) months being considered as one (1) whole year. The 22.5 days shall be defined as follows: One half month (15 days) plus one-twelfth (1/12) of the 13th month pay and the cash equivalent of 5 days of service incentive leaves.

Funding Arrangements

The Group, through NGCP's Compensation Committee, in a meeting on February 26, 2014, approved the establishment of the Employee Retirement Plan in compliance with Republic Act No. 7641. On December 22, 2014, the retirement fund has been established by the Group. Benefit claims under the retirement obligation are paid directly by the Group when they become due.

The following table shows a reconciliation of the net defined benefit retirement liability and its components:

	Fair Value of Plan Assets		Present Value of Defined Benefit Obligation		Net Defined Benefit Retirement Liability	
	June 30, 2026	Dec. 31, 2025	**June 30, 2026**	Dec. 31, 2025	**June 30, 2026**	Dec. 31, 2025
Balance at beginning of period	**P401,003,690**	P378,928,198	**P3,601,472,762**	P3,331,223,247	**P3,200,469,072**	P2,952,295,049
Recognized in Profit or Loss and Statement of Financial Position						
Service costs	**-**	-	**127,270,292**	248,996,145	**127,270,292**	248,996,145
Interest expense	**-**	-	**115,247,128**	203,204,618	**115,247,128**	203,204,618
Interest income	**12,832,118**	23,114,620	**-**	-	**(12,832,118)**	(23,114,620)
	12,832,118	23,114,620	**242,517,420**	452,200,763	**229,685,302**	429,086,143
Recognized in Other Comprehensive Income						
Remeasurements:						
Actuarial losses (gains) arising from:						
Experience adjustments	**-**	-	**166,650,640**	57,637,635	**166,650,640**	57,637,635
Changes in financial assumptions	**-**	-	**-**	(78,834,420)	**-**	(78,834,420)
Return (loss) on plan asset excluding interest	**(3,341,968)**	(1,039,128)	**-**	-	**3,341,968**	1,039,128
	(3,341,968)	(1,039,128)	**166,650,640**	(21,196,785)	**169,992,608**	(20,157,657)
Others						
Contributions	**65,589,956**	160,754,463	**-**	-	**(65,589,956)**	(160,754,463)
Benefits paid	**(65,589,956)**	(160,754,463)	**(65,589,956)**	(160,754,463)	**-**	-
	-	-	**(65,589,956)**	(160,754,463)	**(65,589,956)**	(160,754,463)
Balance at end of period	**P410,493,840**	P401,003,690	**P3,945,050,866**	P3,601,472,762	**P3,534,557,026**	P3,200,469,072

Plan assets consist of the following:

	June 30, 2026	December 31, 2025
Deposits in banks	**0.02%**	0.02%
Debt securities	**74.12%**	74.12%
Equity securities	**24.08%**	24.08%
Investment in unit investment trust fund	**0.72%**	0.72%
Other assets	**1.06%**	1.06%
	100%	100%

The retirement benefits cost under "Salaries, wages and employees' benefits" in the consolidated statements of income is recognized as follows:

	June 30, 2026	December 31, 2025
Current service cost	**P109,452,451**	P214,136,685
Interest cost	**99,112,530**	174,755,971
Interest Income of plan asset	**(11,035,621)**	(19,878,573)
	P197,529,360	P369,014,083

The retirement benefits cost under "Intangible asset - net" in the consolidated statements of financial position is recognized as follows:

	June 30, 2026	December 31, 2025
Current service cost	**P17,817,841**	P34,859,460
Interest cost	**16,134,598**	28,448,647
Interest income of plan asset	**(1,796,497)**	(3,236,047)
	P32,155,942	P60,072,060

Actuarial Assumptions

The following are the principal actuarial assumptions at the reporting date (expressed as percentages under weighted averages):

	June 30, 2026	December 31, 2025
Discount rate	**6.40%**	6.40%
Future salary growth	**5.00%**	5.00%

Assumptions regarding future mortality have been based on published statistics and mortality tables.

The mortality and the disability rate used in the valuation were based on 100% of the 1985 Unisex Annuity Table and 100% of the 1952 Disability Table, respectively. The discount rate assumed was based on single-weighted present value approach using bootstrapped-derived zero rates from the BVAL index.

The weighted average duration of the defined benefit liability as at June 30, 2026 and December 31, 2025 is 7 years.

Assumptions and Relevant Information

Sensitivity Analysis

The calculation of the defined benefit obligation is sensitive to the assumptions set out above. The following table summarizes how the impact on the defined benefit obligation at the end of the reporting period would have increased (decreased) as a result of a change in the respective assumptions by 1%.

	June 30, 2026	
	1% Increase	**1% Decrease**
Discount rate	**(P239,035,324)**	**P277,290,613**
Salary increase rate	**258,138,155**	**(226,451,234)**

	December 31, 2025	
	1% Increase	1% Decrease
Discount rate	(P239,035,324)	P277,290,613
Salary increase rate	258,138,155	(226,451,234)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

This defined benefit plan exposes the Group to actuarial risks, such as interest rate risk, longevity and salary risk.

The Group plans to make additional funding in 2026, subject to the approval of the Management.

24. Financial Instruments

The accounting policies for financial instruments classified under loans and receivables have been applied to the line items below:

	Note	**June 30, 2026**	December 31, 2025
Current assets:			
Cash and cash equivalents	*11*	**P8,989,005,984**	P7,417,039,664
Accrued power receivables	*12*	**5,385,178,826**	7,882,487,792
Power receivables	*12*	**5,514,407,966**	5,394,987,968
Due from customers	*12*	**13,861,280,436**	9,179,531,286
Restructured power receivables	*12*	**6,640,800**	52,512,497
Interest receivable	*12*	**707,278**	2,622,306
Due from officers and employees and other receivables	*12*	**170,760,222**	226,776,493
Total current financial assets		**P33,927,981,512**	30,155,958,006
Noncurrent assets:			
Accrued power receivables		**P78,779,852,366**	37,569,726,624
Restructured power receivables		**138,196,142**	138,196,142
Power receivables		**86,280,676**	1,246,491,182
Due from customers		**382,157,180**	694,668,981
Other noncurrent account receivable		**1,189,155,736**	1,189,155,736
Total noncurrent financial assets	*12*	**P80,575,642,100**	40,838,238,665
Total financial assets		**P114,503,623,612**	P70,994,196,671

Details of movements of allowance for impairment losses are as follows:

	June 30, 2026	December 31, 2025
Balance at beginning of year	**P2,200,808,659**	P2,136,138,659
Provision for impairment losses on receivables during the year	**640,373,700**	64,670,000
Write-off	**(2,623,915,814)**	-
Balance at end of year	**P217,266,545**	P2,200,808,659

Trade and other current payables, concession fee payable, loans payable, customers' and other deposits and other current liabilities in the consolidated statements of financial position as at June 30, 2026 and December 31, 2025 are designated as other financial liabilities. Except for concession fee payable and loans payable, the balances disclosed are the contractual undiscounted cash flows which equal their carrying amounts, as the impact of discounting is not significant.

In the Energy Regulatory Commission's (ERC) Clarificatory Questions on NGCP's 5th Revenue Reset Process Application per ERC Case No. 2023-025 RC, NGCP was directed to provide those accounts already written-off for the past three (3) historical years (2022, 2023 & 2024) and proof of actual accounts written-off considered in the Audited Financial Statements (AFS).

In compliance herewith and after NGCP has exhaustedly, prudently and diligently exerted all legal and administrative remedies to collect the four (4) customers problematic accounts totaling to P2.624 billion, NGCP has decided to write-off these accounts.

Bulk of the problematic account has been outstanding for more than a decade. The customer has committed providing its proposal for the settlement of the unpaid power bills totaling to P2.193 billion but has not provided the same. Also, NGCP has religiously informed the Department of Energy and National Electrification Administration seeking assistance and intervention for the collection of the unsettled account but the same remains unsettle as of this date.

The remaining three (3) problematic accounts totaling to P430.895 million were subjected to collection cases filed sometime in 2013 and 2018 wherein the respective Regional Trial Courts (RTC) have favorably decided with finality for NGCP. The respective Writs of Execution were also issued by the RTCs but after due diligence conducted the Court's Sheriffs, no properties and monies can be found to execute the judgment award.

In line with this, NGCP has no other recourse than to write-off the outstanding receivable of the above-mentioned customers totaling to P2.624 billion and recover the same in the 6th Revenue Reset Process.

Financial Risk Management

The Group's activities expose it to a variety of financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. Taking risk is core to the financial business, and the operational risks are an inevitable consequence of being in business. The Group's aim is therefore to achieve an appropriate balance between risk and return and minimize potential adverse effects on the Group's financial performance.

The Group's BOD has overall responsibility for the establishment and oversight of the Group's risk management framework. The BOD has delegated to management the responsibility of developing and monitoring the Group's risk management policies.

The Group's risk management policies are designed to identify and analyze these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practices.

The BOD oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Group has exposure to the following risks from its use of financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risks, and the Group's management of capital.

Credit Risk

Credit risk represents the risk of loss the Group would incur if counterparties failed to perform their contractual obligations. The Group has established controls and procedures in its credit policy to determine and to monitor the credit worthiness of customers and counterparties. The carrying amount of each financial asset represents the Group's maximum credit exposure.

The Group's aging per class of financial assets is as follows:

	Neither Past Due nor Impaired	Past Due but not Impaired			Past Due and Impaired	Total
		1 to 30 Days	31 to 60 Days	More than 60 Days		
June 30, 2026						
Cash and Cash Equivalents						
Cash in banks	**P6,910,834,387**	**P -**	**P -**	**P -**	**P -**	**P6,910,834,387**
Short-term placements	**2,053,241,425**	**-**	**-**	**-**	**-**	**2,053,241,425**
Receivables						
Accrued						
Power receivables	**89,545,722,259**	**68,692,561**	**18,415,903**	**46,608,039**	**86,281,072**	**89,765,719,834**
Due from customers	**9,511,435,274**	**1,962,819,256**	**628,005,591**	**2,027,741,576**	**113,435,919**	**14,243,437,616**
Due from officers and employees and other receivables	**168,741,893**	**-**	**-**	**-**	**2,018,329**	**170,760,222**
Restructured power receivables	**100,107,225**	**-**	**-**	**29,198,492**	**15,531,225**	**144,836,942**
Interest receivable	**104,320**	**-**	**-**	**602,958**	**-**	**707,278**
Other accounts receivable	**1,189,155,736**	**-**	**-**	**-**	**-**	**1,189,155,736**
	P109,479,342,519	**P2,031,511,817**	**P646,421,494**	**P2,104,151,065**	**P217,266,545**	**P114,478,693,440**

	Neither Past Due nor Impaired	Past Due but not Impaired			Past Due and Impaired	Total
		1 to 30 Days	31 to 60 Days	More than 60 Days		
December 31, 2025						
Cash and Cash Equivalents						
Cash in banks	P4,093,245,651	P -	P -	P -	P -	P4,093,245,651
Short-term placements	3,298,613,160	-	-	-	-	3,298,613,160
Receivables						
Accrued						
Power receivables	50,767,056,412	54,613,450	9,099,602	16,405,174	1,246,518,928	52,093,693,566
Due from customers	5,744,947,102	1,392,249,199	776,362,794	1,135,607,692	825,033,480	9,874,200,267
Due from officers and employees and other receivables	191,925,675	424,132	1,323,505	31,084,852	2,018,329	226,776,493
Restructured power receivables	47,311,388	-	-	16,470,687	126,926,564	190,708,639
Interest receivable	2,258,997	-	-	51,951	311,358	2,622,306
Other accounts receivable	1,189,155,736	-	-	-	-	1,189,155,736
	P65,334,514,121	P1,447,286,781	P786,785,901	P1,199,620,356	P2,200,808,659	P70,969,015,818

The Group generally applies lifetime ECL, except for cash and cash equivalents, to financial assets which substantially comprise power receivables and other short-term balances. The Group applies 12-month ECL on cash and cash equivalents.

Credit Risk Concentration. The Group's exposure to credit risk arises from default of counterparty. Generally, the maximum credit risk exposure of receivables is its carrying amount without considering collaterals or credit enhancements, if any. The Group has no significant concentration of credit risk since the Group deals with a large number of customers. The Group does not execute any credit guarantee in favor of any counterparty.

Credit Quality. In monitoring and controlling credit extended to counterparty, the Group adopts a comprehensive credit rating system based on financial and non-financial assessments of its customers. Financial factors being considered comprised of the financial standing of the customer while the non-financial aspects include, but are not limited to, the assessment of the customer's nature of business, management profile, industry background, payment habit and both present and potential business dealings with the Group.

a) Cash in banks and Short-term Placements

   Cash in banks and short-term placements are deposited to banks that qualify as universal and commercial banks as defined by the Philippine Banking System.

b) Receivables Neither Past Due nor Impaired

   These refer to accounts of satisfactory financial capability, credit standing and collectability.

c) Receivables Past Due but not Impaired

   Past due but not impaired receivables consist mainly of trade receivables which are currently being negotiated for collection with third party customers. Management believes that no provision for impairment losses is required for these receivables as at June 30, 2026 and December 31, 2025.

d) Past Due and Impaired Accounts

   Receivables with an aggregate nominal value of P217.27 million and P2.20 billion as at June 30, 2026 and December 31, 2025, respectively, were assessed to be impaired and hence, provided with allowance. There is a high concentration of credit risk with respect to these customers. These refer to accounts from customers in default due to financial difficulties without clear indication of recoverability and disputed charges already decided by ERC in favor of the customers. These accounts are in default and assessed as delinquent.

Cash and Cash Equivalents
The Group does not expect material ECL on cash in banks and cash equivalents as these financial assets are deposited with universal and commercial banks with good credit ratings and are either payable on demand or have very short maturities.

Receivables and Contract Assets
The Group estimates ECL for power receivables, due from customers, and accrued transmission revenue by applying both collective assessment and assessment of specific customers, considering what is appropriate under the circumstances.

For the collective assessment, the Group used a provision matrix to separate customer segments sharing common credit risk characteristics. ECLs are calculated based on the probability of a receivable progressing through successive stages of delinquency until finally determined uncollectible. Loss rates are based on the actual credit loss experience over twelve (12) months. The Group has assessed and currently does not expect that the effects of any adjustment for forecasts of future economic conditions could be material considering that power receivables have short credit terms and ordinarily collected substantially within one month. The collective assessment excludes specific customer balances with circumstances that are deemed not representative of the credit risk exposure of a group.

For specific customers that are separately assessed, circumstances specific to the customer are considered in estimating cash flows for ECL measurement, including historical experience with the customer, its current financial condition, and where billing disputes are involved, the status of ERC cases and court cases.

The Group assessed that no material ECL is required for current receivables as at June 30, 2026 and December 31, 2025. As at June 30, 2026 and December 31, 2025, the Group recognized total impairment allowance amounting to P217.27 million and P2.20 billion, respectively, attributable to and covers substantially all noncurrent receivables.

Liquidity Risk
Liquidity risk is the risk that the Group will have difficulty in meeting its financial obligations as they fall due.

As part of the Group's prudent liquidity risk management policies and procedures, management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows. Financing requirements for working capital, loan repayments, and capital expenditures are reviewed on a monthly basis. Results of management's review are reported to the Board on a regular basis.

The Group's ability to make payments on its indebted ness and to fund its operations depend on its future performance and financial results, which to a certain extent, are subject to general economic, financial, competitive and interest rate environment that are beyond its control. The Group projects monthly cash flows from operating, investing and financing activities and evaluates actual cash flow information to ensure that the immediate requirements of the Group are attended to.

The contractual maturities of financial liabilities including estimated payments as at June 30, 2026 and December 31, 2025 are as follows:

		As at June 30, 2026			
	Note	Carrying Amount	Contractual Cash Flow	Less than 1 Year	More than 1 Year
Non-derivative financial liabilities:					
Trade and other current payables*	***15***	**P34,564,976,722**	**P34,564,976,722**	**P34,564,976,722**	**P -**
Concession fee payable (current and noncurrent)	***5***	**35,516,353,153**	**35,516,353,153**	**10,814,668,088**	**24,701,685,065**
Loans payable (current and noncurrent)	***14***	**272,941,189,606**	**340,697,145,272**	**53,994,833,692**	**286,702,311,580**
Customers' and other deposits		**504,126,744**	**504,126,744**	**-**	**504,126,744**
Other current liabilities**	***16***	**19,854,885,742**	**19,854,885,742**	**19,854,885,742**	**-**
Other noncurrent liabilities**	***16***	**199,987,392**	**199,987,392**	**-**	**199,987,392**
		P363,581,519,359	**P431,337,475,025**	**P119,229,364,244**	**P312,108,110,781**

**excluding due to government agencies and others and franchise tax payable to BIR..*
***excluding advances for construction and deferred tax liability.*

	Note	As at December 31, 2025 Carrying Amount	Contractual Cash Flow	Less than 1 Year	More than 1 Year
Non-derivative financial liabilities:					
Trade and other current payables*	*15*	P41,610,829,783	P41,631,982,324	P41,631,982,324	P -
Concession fee payable (current and noncurrent)	*5*	40,555,005,331	40,555,005,331	10,323,092,266	30,231,913,065
Loans payable (current and noncurrent)	*14*	249,604,560,850	314,513,698,833	49,301,881,257	265,211,817,576
Customers' and other deposits		495,786,405	495,786,405	-	495,786,405
Other current liabilities**	*16*	19,666,208,442	19,666,208,442	19,666,208,442	-
Other noncurrent liabilities**	*16*	219,047,374	236,882,039	-	236,882,039
		P352,151,438,185	P417,099,563,374	P120,923,164,289	P296,176,399,085

**excluding due to government agencies and others and franchise tax payable to BIR.*
***excluding advances for construction.*

Market Risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other market prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return. The Group is subject to various risks, including foreign currency and interest rates.

Foreign Currency Exchange Risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group's foreign currency exchange risk for the period ended June 30, 2026 and December 31, 2025 pertains to its cash in banks, prepaid expenses and other current assets, trade and other liabilities denominated in US dollar, Euro, NZD, JPY and IDR.

The Group regularly monitors outstanding financial assets and liabilities in foreign currencies and maintains them at a level responsive to the current exchange rates so as to minimize the risks related to these foreign currency denominated assets and liabilities.

Information on the Group's foreign currency denominated assets and liabilities and their Philippine peso equivalent are as follows:

	June 30, 2026					
	U.S. Dollar	**Euro**	**NZD**	**JPY**	**IDR**	**Peso Equivalent**
Assets						
Cash and cash equivalents	**3,843,571**	**-**	**-**	**-**	**-**	**235,338,033**
Advance payment to suppliers and contractors	**60,218,136**	**(79,672)**	**-**	**-**	**-**	**3,681,522,366**
	64,061,707	**(79,672)**	**-**	**-**	**-**	**3,916,680,399**
Liabilities						
Accounts payable and accrued expenses	**(478,297,333)**	**(3,991,811)**	**(3,261)**	**(608,192,759)**	**-**	**(29,795,067,097)**
Net Foreign Currency-denominated Liabilities	**(414,235,626)**	**(4,071,483)**	**(3,261)**	**(608,192,759)**	**-**	**(25,878,206,698)**

	December 31, 2025					
	U.S. Dollar	Euro	NZD	JPY	IDR	Peso Equivalent
Assets						
Cash and cash equivalents	3,676,918	-	-	-	-	216,221,152
Advance payment to suppliers and contractors	70,764,975	1,835	-	-	-	4,161,461,429
	74,441,893	1,835	-	-	-	4,377,682,581
Liabilities						
Accounts payable and accrued expenses	(555,800,693)	(3,602,205)	(3,261)	(179,840,812)	(27,500,000)	(33,001,085,137)
Net Foreign Currency-denominated Liabilities	(481,358,800)	(3,600,370)	(3,261)	(179,840,812)	(27,500,000)	(28,623,402,556)

With the translation of these foreign currency denominated assets and liabilities, the Company reported net foreign exchange loss of P616.34 million and gain of P339.36 million in June 30, 2026 and 2025, respectively.

The following are the closing exchange rates applied as at June 30, 2026 and December 31, 2025:

	USD	Euro	NZD	JPY	CHF	IDR
2026	**61.229**	**69.9603**	**34.6128**	**0.3782**	**75.8160**	**0.0034**
2025	58.805	69.2546	34.2304	0.3756	74.6047	0.0035

Sensitivity Analysis. The following table demonstrates the sensitivity to a reasonably possible change in the exchange rates, with all other variables held constant, of the Group's net income and equity:

	June 30, 2026		
	Strengthening/ Weakening of the Philippine Peso	**Effect on Profit**	**Effect on Equity**
US Dollar	**+10%**	**2,536,323,314**	**(2,536,323,314)**
	-10%	**(2,536,323,314)**	**2,536,323,314**
JPY	**+10%**	**23,001,850**	**(23,001,850)**
	-10%	**(23,001,850)**	**23,001,850**
NZD	**+10%**	**11,287**	**(11,287)**
	-10%	**(11,287)**	**11,287**
EURO	**+10%**	**28,484,219**	**(28,484,219)**
	-10%	**(28,484,219)**	**28,484,219**
IDR	**+10%**	**-**	**-**
	-10%	**-**	**-**
CHF	**+10%**	**-**	**-**
	-10%	**-**	**-**

	December 31, 2025		
	Strengthening/ Weakening of the Philippine Peso	Effect on Profit	Effect on Equity
US Dollar	+10%	2,830,630,424	2,830,630,424
	-10%	(2,830,630,424)	(2,830,630,424)
JPY	+10%	6,754,821	6,754,821
	-10%	(6,754,821)	(6,754,821)
NZD	+10%	11,163	11,163
	-10%	(11,163)	(11,163)
EURO	+10%	24,934,223	24,934,223
	-10%	(24,934,223)	(24,934,223)
IDR	+10%	9,625	9,625
	-10%	(9,625)	(9,625)

Interest Rate Risk. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest cost by using an optimal combination of fixed and variable rate debt instruments. The management is responsible for monitoring the prevailing market-based interest rate and ensures that the mark-up rates charged on its borrowings are optimal and benchmarked against the rates charged by other creditor banks.

Capital Management

Management's objectives in managing capital are to safeguard the ability of the Group to operate as a going concern, ensure that it has sufficient cash flows to service long-term debt, and to satisfy both maturing short-term debt and upcoming operational expenses, thereby providing returns to shareholders and other stakeholders.

Capital is defined as the Group's capital stock, additional paid-in capital and retained earnings.

Management uses debt-to-equity ratio to monitor and review, on a regular basis, the Group's capital.

There were no changes in the Group's approach to capital management during the year.

The Group, through NGCP has to meet Debt to Equity Ratio required by the concession agreement. For the periods ended June 30, 2026 and December 31, 2025, the Group is in compliance with these requirements.

Fair Values

The Group analyzes financial instruments carried at fair value by valuation method as at June 30, 2026 and December 31, 2025. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data.

As at June 30, 2026 and December 31, 2025, the Group has no financial instruments valued based on Levels 1 and 3 and has not introduced any movement among Levels 1, 2 and 3 classifications.

The following summarizes the major methods and assumptions used in determining the fair values of financial instruments:

Cash and Cash Equivalents, Receivables, Trade and Other Current Payables and Other Current Liabilities. The carrying amounts of these financial assets and financial liabilities approximate fair values primarily due to the relative short-term nature/maturities of these financial instruments.

Receivables - Net of Current Portion and Customers and Other Deposits. These accounts are reported at their carrying amounts which approximates its amortized cost as the impact of discounting is immaterial. Carrying amounts approximates the cash amounts that would be settled at reporting date.

Concession Fee Payable and Loans Payable. The carrying value of interest-bearing concession fee payable and loans payable is the present value which approximates the cash amount that would be fully settled as at reporting date. These are classified as current liabilities when they become payable within twelve (12) months from the reporting date.

25. Contingencies

The Group, in the ordinary course of business, is a party to certain cases or claims under protest pending with administrative bodies or the courts, including but not limited to those set out below, the outcome of which are not presently determinable.

a. Civil Cases
NGCP is a defendant in an Arbitration case filed by Kalpataru Power Transmission Limited (KPTL) before the Construction Industry Arbitration Commission (CIAC) where the Arbitral Tribunal awarded damages in favor of KPTL, as follows:

	DAMAGES		
PROJECT	**PHP**	**USD**	**INR**
Abaga-Kirahon	28,749,664	93,041	1,329,869
Kirahon-Maramag	16,658,168	77,369	2,333,347
Ormoc-Babatngon	27,053,362	-	394,743

Moreover, the Arbitral Tribunal also directed NGCP to release the Retention Money previously withheld by NGCP from the payments to KPTL, as follows:

	RETENTION MONEY	
PROJECT	**PHP**	**USD**
Abaga-Kirahon	30,000,000	2,000,000
Kirahon-Maramag	21,929,714	143,563

NGCP filed a Petition for Review with the Court of Appeals assailing the erroneous award and also posted a bond before the CIAC in an amount equal to the award in order to restrain the implementation of the Final Award pending the resolution of NGCP's Petition. In its Decision dated June 29, 2018, the Court of Appeals deleted all the actual damages granted by the Arbitral Tribunal in favor of Kalpataru but ordered NGCP to release the retention money to Kalpataru. The June 29, 2018, Decision of the Court of Appeals is now subject of separate Petitions for review by NGCP and Kalpataru before the Supreme Court which is pending resolution.

In a case involving customer High Street (SPV-AMC), Inc., (High Street) concerning the manner of calculating the transmission charge of High Street, NGCP filed on March 10, 2022 a Motion (to remand the Case) before the Supreme Court requesting that case be remanded to the Energy Regulatory Commission (ERC) for proper disposition, particularly, on the implementation and computation of the billing due from High Street consistent with the Decision and Resolution of the Court of Appeals, as affirmed by the Supreme Court, declaring the non-coincident peak demand (NCPD) as the correct billing determinant in the computation of transmission charges of High Street, Inc. Consequently, on September 9, 2022, NGCP filed with the Supreme Court a Reiteratory Motion praying that case be remanded to the ERC to implement and compute the billing due from High Street. On November 2, 2022, the 1st Indorsement of the Supreme Court to the Court of Appeals - the case was remanded to CA on June 14, 2021. And on December 12, 2022, NGCP received the CA letter transmitting the records of the case to ERC for proper disposition. Hence, on March 9, 2023, NGCP filed with the ERC its Motion to Set the Case for hearing to finally determine the billings of High Street in relation to the Supreme Court ruling. Said motion is pending action by the ERC. NGCP on 03 June 2026, filed a reiteratory motion (to set case for hearing) for the determination of the billing due from High Street for the relevant period consistent with the consolidated Decision of the Court of Appeals dated 9 June 2016 as affirmed by the Supreme Court in its Resolutions dated 27 August 2020 and 01 March 2021

NGCP is the Plaintiff in the case of NGCP vs Posadas docketed as Civil Case No. 14-2547-M for Quieting of Title with Prayer for the issuance of Writ of Preliminary Injunction and/or TRO filed before the RTC Branch 80 of Morong Rizal. On 30 June 2022, NGCP received the hard copy of the Decision dated June 20, 2022, dismissing the quieting of title, partially granting counterclaims of defendants such as P500,000 temperate damages, P100,000 exemplary damages, P 25,000 Attorney's fees and setting aside the writ of preliminary injunction case of NGCP. On July 15, 2022, NGCP through external counsel filed a Motion for Reconsideration of the Decision dated June 20, 2022. On August 23, 2022, NGCP received the Order dated August 12, 2022, denying NGCP’s Motion for Reconsideration dated July 15, 2022. On August 26, 2022, NGCP filed a Notice of Appeal assailing the Decision dated June 20, 2022. RTC gave due course to the Notice of Appeal and transmitted the records to the CA. NGCP received the Notice to file Appellant’s Brief on 23 February 2026. NGCP filed Appellant’s Brief on 1 April 2026. Awaiting receipt of Appellee’s Brief.

NGCP is the Plaintiff in the case of NGCP vs Bulcio et al. docketed as Civil Case No. 19-CV-3500 for the issuance of Writ of Preliminary Injunction with TRO filed before the RTC Branch 10 of La Trinidad, Benguet. Defendants prayed for the dismissal of the complaint as well as P50,000.00 for moral damages, P500,000.00 for exemplary damages and P20,000.00 cost of litigation expenses. On April 27, 2022, NGCP received the Memorandum of defendants. On May 18, 2023, NGCP received the decision dismissing the complaint. On July 14, 2023, NGCP received a resolution denying MR of NGCP. On August 8, 2023, NGCP received an order finding the Notice of Appeal by NGCP filed within the reglementary period and immediately transmitting records of the case to CA. On January 31, 2025, NGCP filed its Appellant’s Brief. On 15 April 2025, NGCP filed its Reply-Brief. On 18 August 2025, NGCP received the Court of Appeals Resolution dated 7 August 2025 resolving that the case is submitted for decision. On 21 January 2026, NGCP received the Decision dated 15 January 2025 denying the Appeal. On 09 February 2026, NGCP submitted its Motion for Reconsideration. On 15 March 2026, NGCP received the Comment on the Motion for Reconsideration filed by Bulcio. On 11 June 2026, NGCP received the Resolution that NGCP's Motion for Reconsideration is submitted for resolution.

NGCP is the Plaintiff in the case of NGCP v. Consolidated Mines, Inc. and Benguet Corporation, docketed as Civil Case No. R-QZN-13-04310-CV for Breach of Contract, Collection of Sum of Money with Damages with Prayer for Issuance of Writ of Attachment. On August 3, 2018, the RTC issued a Decision directing CMI and Benguet to pay NGCP the principal amount of P8.93 million. NGCP was able to garnish P16.13 million from Benguet Corporation. Consolidated Mines Inc. appealed to the Court of Appeals, and, upon denial of its Petition therein, to the Supreme Court. The Supreme Court similarly denied Consolidated Mines Inc.'s appeal, and the case was remanded to the RTC for execution. Consolidated Mines Inc. submitted a Compromise Settlement Proposal to NGCP, which was accepted. The payment of the settlement amount is currently ongoing, while the Writ of Execution of the Judgment is held in abeyance pending full settlement of the compromise amount.

NGCP is the Defendant in the case of Melanie Villarao vs NGCP docketed as Civil Case No. II-6665 for Damages based on Quasi-delict before the RTC Branch 08 of Aparri, Cagayan. Plaintiff prayed for incurred medical and other related expenses in the total amount of P8.02 million consisting of P1,050, funeral expenses of P92,700, Loss of earning capacity of P6.42 million, P1.00 million for moral damages, and P500,000 for exemplary damages. On March 12, 2025, NGCP, through its external counsel, received a copy of the Decision in favor of the plaintiff and ordering NGCP to pay total amount of P6.58 million as damages. NGCP filed Motion for Reconsideration on March 27, 2025. NGCP is still waiting for RTC Resolution to the Motion for Reconsideration. On April 4, 2025, the RTC denied the Motion for Reconsideration. On April 29, 2025, NGCP, filed its Notice of Appeal with the Court of Appeals. On 22 June 2026, NGCP, through its external counsel, filed its Appellant's Brief.

NGCP is the Defendant in the case of Leonardo San Pedro vs NGCP represented by Rodolfo Ilarde Jr. docketed as Civil Case No. 3333 for Removal of Structures and Damages before the MTCC Branch 03 of Tuguegarao City, Cagayan. Plaintiff prayed for the removal of electrical posts and payment of P50,000.00 cost of litigation expenses, P50,000.00 for Attorney's Fee and P50,000.00 for exemplary damages as well as payment of the cost of suit. During trial, the Plaintiff moved for amendment of the Complaint to which the Court granted. In the Amended Complaint dated May 15, 2024, the Plaintiff included another parcel of land on which he claims the structures are erected and amended the prayer for cost of litigation expenses to P100,000.00. Accordingly, NGCP also filed its Amended Answer. On August 21, 2024, the Plaintiff submitted an Offer of Compromise allowing the retention of the structures within his property subject to the payment of just compensation amounting to PhP1,000,000. NGCP did not accept the proposal since it was the Plaintiff who requested TransCo in 2005 to relocate the poles in their current location and that such request is covered by a Memorandum of Agreement. Moreover, in the relocation of poles, ROW Grants were executed and duly annotated in the Titles. The presentation for the evidence of the plaintiff was terminated on 16 October 2024. NGCP filed its formal offer of evidence on 30 September 2025. In the Order dated 06 November 2025, considering that NGCP has yet to receive the Judicial Affidavit of the plaintiff on rebuttal, the initial reception of rebuttal evidence was reset to January 22, 2026. The testimony on the plaintiff's rebuttal evidence was terminated on February 26, 2026. Upon motion of plaintiff's counsel, the Court ordered the issuance of a subpoena duces tecum and ad testificandum directed to the authorized representative of the Registry of Deeds, Tuguegarao, requiring him/her to produce in court the muniments of title covering the subject properties and to testify in relation thereto. The next hearing is scheduled on April 20, 2026. On 03 March 2026, NGCP received an Order ordering the issuance of a subpoena duces tecum and

ad testificandum to the authorized representative of the Registry of Deeds, Tuguegarao. The representative is ordered to bring the muniments of title, together with the supporting documents relating to the transfer of ownership, and to testify in connection thereto. In an Order dated 28 May 2026, the court ordered that the plaintiff is deemed to have waived further presentation of rebuttal evidence considering the number of postponements and failure to pay postponement fees.

NGCP is the Plaintiff in the case of NGCP vs Sps. Manolo Hernal and Mildred Villaroman-Hernal docketed as Civil Case No. 6740-AF for the issuance of Writ of Preliminary Injunction with TRO filed before the RTC Branch 30, Cabanatuan City. In a Decision dated January 25, 2024, NGCP is ordered to pay just compensation in the total amount of P19.61 million. NGCP filed MR which the court denied hence, NGCP filed Notice of Appeal. RTC gave due course to the Notice of Appeal and transmitted the records to the CA. NGCP is still waiting for the CA's action on the appeal. Received on November 13, 2025 the Notice to File Appellant's Brief dated October 23, 2025. On December 23, 2025, NGCP filed the Appellant's Brief before the Court of Appeals. On 09 February 2026, NGCP received the Appellee's Brief. On 03 March 2026, NGCP received the Motion to Dismiss with Motion for leave to file and admit rejoinder. On 04 March 2026, NGCP filed the Comment/Opposition.

NGCP is the Defendant in the case of Heirs of Miguel D. Guansing Et. Al. vs TRANSCO and NGCP docketed as Civil Case No. 180-M-2021 for Inverse Condemnation before the RTC Branch 19 of Malolos, Bulacan. Plaintiffs prayed for payment of just compensation for the alleged area occupied by the transmission lines and Attorney's fees of P50,000.00 including all litigation expenses and cost of suit. The case is set for Pre-trial on 20 May 2024 per order received on 05 April 2024. Received on 19 June 2024 is the Order resetting the pre-trail on 19 August 2024 and requiring the counsel for NGCP to put into writing the motion she orally raised during the hearing on 20 May 2024 (i.e. dropping of NGCP as defendant). On 16 August 2024, NGCP received an Order denying the Motion to drop NGCP as defendant in the above subject case. Initial presentation of witness for the plaintiff is set on February 10, 2025. On May 27, 2025, TransCo deposited P160.93 million as provisional deposit and moved for the issuance of Writ of Possession. On June 9, 2025, the RTC ordered the issuance of Writ of Possession in favor of Transco and/or NGCP. The RTC likewise noted the manifestation of the parties to adopt the report of the commissioners as to the determination of just compensation. The commissioners have yet submitted their reports. On 05 March 2026, NGCP received an Order dated 26 February 2026, the court acknowledged the manifestation reporting the death of plaintiff Apolonia B. De Leon and allowed her heirs to substitute her in the case upon submission of the required original or certified true copies of supporting documents. It also held in abeyance the resolution of the Motion to Tender Deposit of Provisional Compensation until the heirs comply with these documentary requirements.

NGCP is the Defendant in the case of Angel Tan Chua vs NPC, PSALM, NTC and NGCP docketed as Civil Case No 352-M-2022 for Just Compensation before the RTC Branch 15 of Malolos Bulacan. Plaintiff prayed for just compensation for the alleged affected total area of 37,261 square meters and consequential damages of no less than P1.00 billion, P500,000.00 for exemplary damages, P200,000.00 for attorney's fees and the cost of litigation. The case is set for pre-trial. The commissioners have been nominated by the parties for the purpose of determining just compensation. Commissioner Ernesto Borja and Gina De Guzman have summitted their reports. However, in an Order dated 20 May 2024, the Court ordered the commissioners to submit further report. Commissioner Gina De Guzman submitted her further report on 17 June 2024. In an Order dated 27 December 2024, the court waived the further report from commissioner Ernesto Borja so as not to delay the resolution of the case. In the same Order, the court ordered the parties to comment on the further report of commissioner Gina De Guzman within 30 days from the receipt of the Order. The comment to the report was submitted to the court on January 20, 2025. On 28 May 2026, NGCP received the Decision dated 30 April 2026 ordering the defendants to pay the plaintiff just compensation amounting to PhP248,700.00 plus interest, Temperate Damages amounting 300,000.00 and Exemplary Damages amounting 1,000,000.00. NGCP and NPC filed their Motion for Reconsideration on 10 June 2026 and 11 June 2026, respectively.

NGCP is the Defendant in the case of American Technologies, Inc. v. NGCP, docketed as R-MND-24-00551-CV for Specific Performance with Damages before RTC Branch 213 of Mandaluyong. Plaintiff prayed for the return of 99 GPS units that NGCP previously leased, or, in the alternative, the payment of the value of the said GPS units, and the payment of P100,000 exemplary damages, P30,000 attorney's fees, P5,000 additional attorney's fees per appearance of plaintiff's counsel, and the costs of litigation. The case is set for Court-Annexed Mediation and Pre-Trial Conference. NGCP offered to pay for the unreturned GPS, and ATI accepted such settlement offer. NGCP has already paid the amount of Php370,000.00 to ATI, and the parties have already signed a Compromise Agreement. A Motion to Render Judgment based on Compromise is set to be filed for the dismissal of the case with prejudice. During the hearing set for Pre-Trial, the parties manifested that the Compromise Agreement had been executed, and that all of ATI's remaining monetary claims had been settled. On 19 September 2025, the RTC issued a Decision approving the Compromise Agreement.

NGCP is the Defendant in the case of Palisoc et.al. v. TransCo and NGCP docketed as Special Civil Action Case No. 143-R for Inverse Condemnation before the RTC, Branch 53 of Rosales, Pangasinan. Plaintiffs prayed for just compensation in consonance with RA No. 10752 and attorney's fees amounting to P60,000, appearance fee of P15,000 for every hearing of this case as well as litigation expenses and cost of suit. NGCP filed Motion for Extension of Time to file Answer on March 6, 2025. NGCP filed it Answer on 04 April 2025. On 18 August 2025, the plaintiffs filed a Motion to Withdraw Complaint to explore other possibilities of settlement of their claim for just compensation. On 05 September 2025, NGCP received the Order dated 27 August 2025 expunging the case from records.

NGCP is Defendant in the case of Ester Untalan, et. al. vs. TransCo and NGCP docketed as Civil Case No. 1757-R for Inverse Condemnation before RTC, Branch 53 of Rosales, Pangasinan. Plaintiffs prayed for just compensation in consonance with RA No. 10752 and attorney's fees amounting to P80,000, appearance fee of P25,000 for every hearing of this case as well as litigation expenses and cost of suit. NGCP filed its Answer on June 18, 2025. On 28 August 2025, OGC received the Plaintiff's Motion to Withdraw Complaint to explore other possibilities of settlement of their claim for just compensation. On 05 September 2025, NGCP received the Order dated 27 August 2025 expunging the case from records.

NGCP is Defendant in the case of Felicidad E. Rapisura vs. Spouses Mario Donato and Jeneleine Alfonso-Donato, NGCP, et. al., docketed as Civil Case No. Sm-1341 for Annulment of Land Title/Tax Declaration/ Deed of Quitclaim and Waiver of Rights/Other Documents, Reconveyance and Damages before 7th Municipal Circuit Trial Court of Asingan-San Manuel, Pangasinan. The Plaintiff impleaded NGCP as an indispensable and necessary party and prayed that NGCP will be ordered to transact business with the plaintiff and pay just compensation for the use and utilization of subject property. On June 25, 2025, NGCP received the Answer of Defendant Spouses Donato with a Crossclaim against NGCP for indemnity for any judgement, damages, or liabilities that may be adjudged against them. NGCP filed its Answer on 17 July 2025. Pre-trial conference was conducted on 18 September 2025. The court set the case for Mandatory conciliation on 16 October 2025; however, the mediation was unsuccessful. The Pre-Trial Conference is rescheduled on 05 March 2026 due to unavailability of the Court Stenographer. On 05 March 2026, Counsel for the Plaintiff manifested that they would like to propose new terms of compromise with Defendant Spouses Donato. To afford the parties additional time to deliberate on the proposal, the hearing is reset to 14 May 2026. On 14 May 2026, the parties manifested that no compromise had been reached; hence, the Pre-Trial Conference proceeded. The initial presentation of Plaintiff's evidence is set on 06 August 2026.

NGCP is the Defendant in the case of Sps. Jeoffrey and Novelie Pascua et al vs NTC and NGCP docketed as Civil Case No. U-11767 for Inverse Condemnation before the RTC, Branch 49 of Urdaneta City, Pangasinan. Plaintiffs prayed for just compensation in the total amount of P117.99 million as provisional compensation for alleged areas occupied by the transmission lines and attorney's fees amounting to P60,000.00, hearing expenses of P25,000.00 as well as litigation expenses and cost of suit. Upon motion of NGCP the case was dismissed with Prejudice during Pre-trial on October 12, 2023. The Plaintiffs filed a Motion for Reconsideration which the Court granted and set the case for pre- trial conference. In an Order dated February 29, 2024, the Court discharged NGCP as defendant in the case in view of the manifestation in open court of the Plaintiffs' counsel that they are amenable to drop NGCP as defendant.

NGCP is the Respondent in the case of Phirst Park Homes, Inc. vs NGCP Et Al. docketed as Civil Case No. 57-M-2023 for Indirect Contempt before the RTC Branch 82 of Malolos, Bulacan. Plaintiff prays to impose appropriate fines and imprisonment in accordance with law against respondents. The case was transferred and consolidated to under Civil Case No. 221-M-2022 before the RTC, Br. 12 (121) Meycauayan Bulacan, where the case for expropriation is being heard. In a Resolution dated February 28, 2024, the Supreme Court dismissed the Petition for Prohibition w/ Urgent Prayer of Issuance of a TRO and WPI. Accordingly, the TRO issued by the Court on July 3, 2023 is lifted. The case proceeded to trial. On 6 May 2025, the plaintiff submitted its formal offer of evidence. The case is ongoing trial for presentation of witnesses of the defendant.

NGCP is the defendant in the two cases of Dinalupihan Green Residences, Inc. (DGRI) v NGCP docketed as DH-1746-25 and DH-1747-25, both for payment of just compensation. DRGI prayed payment of just compensation amounting to at least P5,000 per square meter for its 14,270-lot subject of DH-1746-25 and 16,175sqm lot subject of DH-1747-25. NGCP filed its Answer on 29 August 2025. Endorsed to retained counsel on 4 September 2025. On 8 September 2025, DGR filed its Reply with Urgent Motion to Require Defendant NGCP to comply with section 6(a)(1) of RA No. 10752 and immediately pay the provisional value prior to trial. On 16 September 2025, NGCP, through retainer, filed its Comment/Opposition to the Motion. On 29 September 2025, DGRI filed its Reply to NGCP's Comment/Opposition. The Motion and Comment/Opposition is set for hearing on 8 October 2025. Pre-trial is set on 9 December 2025. In an Order dated 9 December 2025, the Pre-trial and the hearing on Motion and Comment/Opposition is reset to 11 March 2026. On 21 April 2026, NGCP received the Orders dated 13 April 2026. The motion to require NGCP to comply with Sec 6(a)(1) of RA 10752 is partially granted. NGCP is ordered to pay the plaintiff provisional deposit for the affected properties. On 30 April 2026, NGCP filed its Motion for Reconsideration. A Judicial Dispute Resolution was set on 01 July 2026 during which the parties failed to reach an amicable settlement. The initial presentation of Plaintiff's evidence is set on 15 July 2026.

NGCP is the defendant in the ten (10) Inverse Condemnation Cases filed by Perlita Barauidan vs NGCP, Ailyn Caypuno vs NGCP, Lucila Pagatpatan vs NGCP, Leonardo Torres vs NGCP, Cesar Barauidan vs NGCP, Orlando Pagatpatan vs NGCP, Edelmar Balbin and Dolores Macugay vs NGCP, The Heirs of Agapito Gagarin vs NGCP, The Heirs of Esperidion Eslabra vs NGCP, and Pedro Roque and Gina Roque vs NGCP docket as Special Civil Action Nos. 22-132 to 22-141pending before RTC Branch 22 of Cabagan, Isabela. The Plaintiffs pray for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752, exemplary and consequential damages and recovery of costs of litigation and attorney's fees. On 02 March 2026, NGCP received the Summons and Amended Complaints. On 31 March 2026, NGCP filed its answers. On 08 April 2026, NGCP received the Defendant's Reply. On 15 April 2026, NGCP filed its Rejoinder. On 28 April 2026, NGCP received the Plaintiff's Motion to expunge rejoinder. On 30 April 2026, NGCP filed its Comment/Opposition to the motion to expunge. On 04 May 2026 NGCP received the Plaintiff's Reply to the Comment/Opposition. On 12 May 2026 NGCP filed its Motion to Expunge Plaintiff's Reply. On 04 May 2026, NGCP received the Notice of Pre-Trial Conference set on 02 June 2026 at 1:30PM. On 26 May 2026, NGCP received the plaintiff's Motion to require NGCP to strictly comply with section 6 of RA No. 10752. On 28 May 2026, NGCP filed its Pre-trial Brief. On 01 June 2026, NGCP received the Plaintiff's Pre-Trial Brief and Motion to Reset Pre-trial hearing. On 02 June 2026, NGCP received the Order dated 2 June 2026 resetting the Pre-Trial Conference on 25 August 2026 in view of the Motion to Reset by the Plaintiffs and pending the resolution of the affirmative defenses of NGCP. On 04 June 2026, NGCP filed its Comment/Opposition to the Plaintiff's Motion to comply with Section 6 of RA 10752. On 29 June 2026, NGCP received the plaintiffs' Manifestation with Motion for leave to admit updated verification and certification against forum shopping. On 08 July 2026, NGCP filed its Comment/Opposition to the Manifestation of the plaintiffs.

NGCP is the defendant in the case of Heirs of Patrocinio D. Agpoon and Leonora G. Agpoon, Rep. by Florence A. Gapay et al vs. TransCo and NGCP, docketed as Civil Case No. 36-4562 for Inverse Condemnation pending before RTC Branch 36, Santiago City, Isabela. The Plaintiffs pray for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752, and litigation costs. On 18 May 2026, NGCP received the Notice of Pre-trial Conference scheduled on 22 June 2026. On 15 May 2026, NGCP received the Order from the court denying all the affirmative defenses of NGCP. On 09 June 2026, NGCP received the Amended Pre-Trial Brief of the Plaintiff. On 22 June 2026, the pre-trial conference was conducted, during which the Court also ordered a joint inspection on 9 July 2026 to determine the right-of-way of the transmission lines allegedly traversing the Plaintiffs' properties.

NGCP is the defendant in the case of Edgardo LL. Padilla vs TransCo and NGCP, docketed as Special Civil Action No.: 24-8621 for Inverse Condemnation, with Interest and Damages before the RTC Branch 5 of Iligan City. Plaintiff prays for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752 and consequential damages in the amount of P2.00 million and recovery of costs of litigation and attorney's fees in the amount of Php200,000.00. On 29 April 2025 Pre-trial was reset to September 2, 2025, counsel for the plaintiff moved that the presentation of plaintiff's evidence be deferred pending resolution of the petition for certiorari filed by the plaintiff before the CA, Cagayan de Oro City. Further, plaintiff's counsel manifested that plaintiff Edgardo Padilla failed t appear as he was not able to catch up the last flight from Manila, counsels of Transco and NGCP did not interposed any objections, the court reset the plaintiff's presentation of evidence to October 21, 2025 at 8:30 in the morning. Defendant's retained counsel filed Comment to the Petition. The Status hearing was held on January 27, 2026. On February 4, 2026, retained counsel Atty Prospero sought OGC Min "advice and guidance on our next course of action," since plaintiff insists the 'provisional deposit' requirement is still applicable in inverse condemnation proceedings. OGC-Min advised filing of the appropriate pleading with the RTC considering NGCP is only a NOMINAL party. Atty. Prospero agreed "that it was only Transco who was directed to make a (provisional) deposit. Atty. Prospero confirms further that upon "an initial discussion with plaintiff Atty. Edgardo Padilla, that he is willing to drop NGCP from the case." Presentation of plaintiff's first witness is set on September 14, 2026 at 8:30 in the morning.

NGCP is the defendant in the case of Aissah M. Tomawis and Aga Khan M. Tomawis represented by Acmad M. Tomawis vs TransCo and NGCP, docketed as Civi Case No. 2379-MTCC for Recovery of Ownership and Possession with Damages before the MTCC Branch 1, Ozamis City. Plaintiff prays that defendant to immediately vacate or surrender its possession and use of a portion of Lot No. 4191-A to the plaintiffs, to reimburse the plaintiffs Php50,000.00 for legal consultation expenses and Php25,000.00 for court fees and other amount litigation expenses, to reimburse plaintiffs Php150,000.00 for attorney's fees, to pay moral and exemplary damages in the amount of at least Php50,000.00 and directing for the installation and restoration of plaintiff's to the peaceful possession and enjoyment of Lot No. 4191-A. Endorsed to retained counsel Atty. Edgardo B. Prospero to handle the case. Pre-trial conference on July 23, 2025 @ 2:00 o'clock in the afternoon. Mediation is set on 13 January 2026 and pre-trial on 16 January 2026. On February 13, 2026, Mediator Alex Dapitan "was left with no other course but to return back the case to the court for trial. It has been observed that there is no possibility that the said case may be settled as TRANSCO Lawyer failed again to appear in the mediation despite due notice." Pre-trial conference is set on 22 July 2026 at 1:30 in the afternoon.

NGCP is the defendant in the case of Paul Salvador LL. Padilla vs TransCo and NGCP, docketed as Special Civil Action No. 24-8622 for Inverse Condemnation, with Interest and Damages before the RTC Branch 5, Iligan City. Plaintiff prays for the payment of true and fair market value of the land and the damaged improvements thereon, to have a provisional deposit related to the land affected by the transmission line project pursuant to Section 6 of Republic Act No. 10752 and consequential damages in the amount of P2.00 million and recovery of costs of litigation and attorney's fees in the amount of Php200,000.00. On September 2, 2025, Pre Trial schedule, counsel for the plaintiff moved that the presentation of plaintiff's evidence be deferred pending resolution of the petition for certiorari filed by the plaintiff before the CA, Cagayan de Oro City. Further, plaintiff's counsel manifested that plaintiff Edgardo Padilla failed to appear as he was not able to catch up the last flight from Manila, counsels of Transco and NGCP did not interposed any objections, the court reset the plaintiff's presentation of evidence to October 21, 2025 at 8:30 in the morning. Plaintiff's filed motion to comply with the provisional deposit, awaits resolution of the motion. On November 7, 2025, NGCP was directed to file a Comment to the "Plaintiff's Motion to Comply with RA 10752 and Make Provisional Deposit." Status hearing on January 27, 2026. Pre-trial conference is set on 17 August 2026 at 8:30 in the morning.

NGCP is the defendant in the case of Jessica Morandarte represented by Lea M. Bustalino and Renan Morandarte, docketed as Civil Case No. 255 for Recovery of Possession, Payment of Rental and Damages before the MTC of Polanco, Zamboanga del Norte. Plaintiff prays for a rental from 2012 until final turn-over of the possession of the subject portion of land, moral damages, attorney's fee in the amount of Php30,000.00, filing fees and other litigation expense, and exemplary damages. Filed Answer on June 13, 2025. For endorsement to retained counsel. Initial hearing on 09 December 2025 at 1:30 in the afternoon was reset on 29 January 2026 for the initial presentation of plaintiff's evidence. Plaintiff has presented her fourth witness, thereafter seeking continuance. Court granted: next setting on April 14, 2026. On July 7, 2026, defendant NGCP presented its first witness in the person of Roger R. Alferez , Regional Right-of - Way (ROW) Senior Associate of NGCP He testified on the authenticity and contents of his Judicial Affidavit that he had executed and was cross examined by Atty. Somorostro, counsel for the plaintiff. The court set the next hearing on July 22, 2026 at 2:00 o' clock in the afternoon. Further, the court issued subpoena ad testificandum to Mr. Cresencio Galve, the Attorney-in-Fact of the twenty-one (21) co-owners who executed a Joint Special Power of Attorney (SPA) in 2011 authorizing Cresencio Galve to sign a Right-of-Way Grant in favor of NGCP to appear in the July 22, 2026 scheduled hearing.

NGCP is the defendant in the case of Farnissah Nafissah N.A.T. Mogawan vs National Transmission and National Grid Corporation of the Philippines, docketed as Civil Case No. 25-8647 for Payment of Just Compensation before the Regional Trail Court of Iligan City. Plaintiff's prayed for the payment of just compensation based on the present valuation of the property amounting to Php92,916,000.00. Subject case was scheduled for pre-trial last December 17, 2025. However, counsel for the plaintiff manifested that they are not ready as they have not yet submitted their pre-trial brief and NGCPs retained counsel Atty. Edgardo Prospero manifested that defendant TRANSCO who is an indispensable party failed to appear and did not even submit a pre-trial brief. Hence, the court reset the pre-trial on February 4, 2026 ,8:00 am. Non-appearance of the plaintiff's counsel on the pre-trial schedule, the court reset the hearing on June 3, 2026 at 8:00 o'clock in the morning. On July 8, 2026 hearing, the court noted the manifestation of Atty. Jamil, counsel for the plaintiff that he had file a motion to make deposit representing the BIR zonal value of the portion of the property affected by the Abaga-Tagoloan-Lugait 138 kV Transmission Line Project. The undersigned manifested that plaintiff has not received a copy of the said motion. The court directed TRANSCO and NGCP to file comment to the motion to make provisional deposit filed by the plaintiff with ten (10) days from receipt of the Order. The court set the case for status hearing on August 12, 2026 @ 8:00 o'clock in the morning.

NGCP is the defendant in the case of Gerardo Nunez Butanas vs National Transmission Corporation (TransCo) and National Grid Corporation of the Philippines, docketed as Civil Case No. 2025-2073 for Inverse Condemnation before the Regional Trial Court Branch 44 of Misamis Oriental. Plaintiff prayed for the just compensation with legal interest, to pay defendant for damages in the amount of Php500,000.00 with legal interest and to pay for the costs of suit. Endorsed to retained counsel Atty. Norossana A. Sani to handle the case. Plaintiff failed to sufficiently averred the existence of the essential elements of a cause of action, thus in its Order dated 14 May 2026, defendant NGCP's affirmative defense is granted. The instant complaint is dismissed.

NGCP is the defendant in the case of Heirs of Spouses Fidel S. Teñoso and Felipa R. Teñoso, represented y Marilyn T. Urbiztondo vs National Grid Corporation of the Philippines, docketed as Civil Case No. 1313 for Recovery of Possession and/or Accion Publiciana and Damages before the Municipal Trial Court in Cities of Tandag City, Surigao del Sur. Plaintiff prayed for to immediately remove the two (2) transmission towers constructed on the subject land and turn-over the possession of the land to the plaintiffs, to pay the plaintiffs the amount of Php100,000.00 as exemplary damages, Php100,000.00 for moral damages and attorney's fee of Php50,000.00. Endorsed to retained counsel Atty. Peter Neil E. Trinidad to handle the case.

NGCP is the defendant in the case of Artemio Ramirez, docket as Civil Case No. R-TAC -15-00462-CV before RTC Br. 34, Tacloban City for Sum of Money, Recovery of Real Property and Damages with Prayer for TRO and Writ of Preliminary Injunction for the property the property that was taken the 230 KV Ormoc-Babatngon 230 KV TL. Plaintiff is seeking for a monthly rentals reckoned from 1995 to 2015, inclusive, which to date has reached the total amount of P6,600,000.00, Moral Damages of P25,000.00, Attorney's Fees – P25,000.00, plus P2,000.00 per court appearance and reimbursement of incidental expenses of no less than P25,000.00. The Case is set for the presentation of the complainant for their rebuttal witness on July 17, 2026.

NGCP is the defendant in the case of Hilario Alferez & Lucia A. Paras, docketed as Civil Case No. SPCA T-168 for Reverse Expropriation, Payment of Just Compensation, Damages and Attorney's Fees before the Regional Trial Court of Toledo City, Cebu. Plaintiff seeking for payment of just Compensation, damages and attorney's fees for the property that was taken for the Calong-calong-Toledoc-Colon TL. The court set the hearing the case (presentation of complainant's witness) on August 10, 2026.

NGCP is the defendant in the case of Leon Cartilla et al , docketed as AV-2455 for Payment of Just Compensation and Damages (Inverse Expropriation) before the Court of Appeals, Cebu City. Plaintiffs seeking for payment of just compensation and Damages for the property that was taken by the Santander-Dumanjug 350 KV under the component project of the MVIP. On May 31 2024, NGCP filed its Answer wherein NGCP raised two major defenses raised in its Special and Affirmative Defenses that the action filed by plaintiffs against NGCP should be dismissed outright for (1) lack of jurisdiction, and (2) Failure to State a Cause of Action because of Payment of just compensation and execution of Contract of Right of Way Grant by the plaintiff's in favor of NGCP. On 20 December 2024, the RTC Br. 93, Argao, Cebu, dismissed the case for Lack of Jurisdiction. The case is on appeal by the plaintiffs. Plaintiff filed is Appellees Brief and NGCP also filed its Appellees Brief before the CA.

NGCP is one of the defendants in the case of Estate of Lourdes De La Rama Osmena, rep. by its Court Appointed Special Administrator, TOMAS OSMENA, docketed as Civil Case No. RTC-24-1859 before RTC Br. 57, San Carlos City, Negros Occidental. Plaintiff filed a complaint for reverse expropriation seeking for payment of just compensation against defendants National Transmission Corp. (TRANSCO), North Negros Electric Coop. (NONECO) and NGCP for the properties allegedly affected by the Cadiz-San Carlos 69 KV TL. Defendant NGCP counters that plaintiff failed to state a cause of action against NGCP because of the following ratiocination: 1) NGCP is not liable for plaintiff's claim for just compensation for the portion of his properties traversed by the Cadiz-San Carlos 69KV TL. The Cadiz-San Carlos 69 KV TL was constructed by the NPC in 1991 and NGCP was not yet created or existing in 1991. 2) Plaintiff's claim is barred by prescription, lachjes and estoppel. The said power facility has stood undisturbed on the subject properties for almost twenty (20) years until plaintiff sought for payment of just compensation. The court set the Pre-trial on September 1, 2026.

NGCP is one of the defendants in the case Lily C. Matulac, rep. by Dr. Joan Marie Franco-Sueta, as AIF, docketed as Civil Case NO. 2025-1479 before RTC Br. 66, Barotac, Veijo, Iloilo. Plaintiff seeking for payment of just compensation of P11,832,000.00 as indicated in the Appraiser's Report and interest of 12% per annum from June 2007, from the alleged date of taking and 6% thereafter until fully paid and to pay for the damages and attorney's fees, including the cost of suit. The Court set the Pre-trial on 29 July 2026.

NGCP is one of the defendants in the case Rep. of the Phil, rep by the Department of Public Works and Highways, Negros Island Region, docket as Civil Case No. SCA 26-268-S, RTC Br. 73, Sagay City, Negros Occidental for Expropriation. Answer is due for filing on July 15, 2026.

There are several other cases for ejectment, damages, recovery of possession, inverse condemnation and other cases which are civil in nature filed by and against NGCP and pending with the different courts and quasi-judicial bodies nationwide. The total estimated amount of claim against NGCP for these civil cases is P578 million.

b. Revenue Applications
On December 22, 2022, NGCP filed its revenue application for the 4th Regulatory Period (2016-2020). In the Application, NGCP proposed its Annual Revenue Requirement for the years 2016 to 2020 for the ERC's approval.

Section 4.6 of the 4th RP Draft Final Determination (DFD) provides the ERC's review on NGCP's proposed recovery of the acquisition of assets performing transmission function. This asset acquisition is consistent with Section 9 of the Electric Power Industry Reform Act of 2001 (EPIRA) stating that a generation company may develop and own or operate dedicated point-to-point limited transmission facilities that are consistent with the Transmission Development Plan (TDP) provided that such facilities are required only for purposes of connecting to the transmission system and are used solely by the generating facility, subject to prior authorization by the ERC, and in the event that such assets are required for competitive purposes, ownership of the same shall be transferred to the Regulated Entity at a fair market price. The standard legal instrument covering such turnover of assets between a generation company and the Regulated Entity is the Deed of Absolute Sale (DOAS), and the standard feature of which is that the maximum payment to the generation company for the acquisition of such assets shall only be limited to the ERC Final Approved amount.

On March 30, 2023, NGCP filed its revenue application for the 5th Regulatory Period (2021-2025). While NGCP has already submitted its evidence, presented its witnesses, and submitted various data and information in compliance with ERC orders, the Application is still under evaluation by the ERC.

On December 4, 2023, NGCP also filed a Petition with the Supreme Court seeking for the nullification of Art. IV of the 2022 Rules for Setting of Transmission Wheeling Rates. The Petition will have an impact on the on-going 4th and 5th RP applications. The Supreme Court issued a Resolution dated August 19, 2024 directing the ERC, through the Office of the Solicitor General (OSG) to file its Comment on the Petition. The ERC, through the OSG filed its Comment on April 15, 2025. On 20 August 2025, NGCP filed a Motion to Withdraw Petition citing the release of the ERC's 4th RP Final Determination, and NGCP's implementation of the same. The Supreme Court resolved to grant the Motion to Withdraw Petition through a Resolution dated 26 November 2025.

On April 11, 2025, the ERC released a notice informing the public of a resolution to adopt the following parameters in relation to the determination of the final rate for the 4th RP of NGCP:

Net Efficiency Adjustment	zero (0)
WACC	11.33%
CAPEX Determination Approach	As spent

Subsequently, on April 15, 2025, ERC posted in its official website a Notice of Commission Action in relation to NGCP's 4th RP Revenue Application wherein the Honorable Commission resolved to approve the basic Maximum Allowable Revenue (MAR) adjustment (increase) of P0.0629/kWh, and an Under Recovery of P0.0384/kWh with a recovery period of eighty-four (84) months, and a MAR for 2016 to 2022 in the amount of P335.79 billion.

On 7 July 2024, NGCP received the ERC's Decision for the 4th Regulatory Period dated 11 April 2025, which included the release of the 4th RP FD and affirmed the figures stated in the Notice of Commission Action. The Transco and PSALM appealed the 11 April 2025 Decision with the Court of Appeals and the appeal is pending resolution.

On 06 February 2026, NGCP received the ERC's Decision in its 5th Regulatory Period Reset Application, which attached the 5th RP Final Determination. NGCP filed an Omnibus Motion on 20 February 2026, which includes a motion for partial reconsideration of the Final Determination.

On May 15, 2026, NGCP filed its revenue application for the 6th Regulatory Period (2028-2032) docketed as ERC Case No. 2026-070RC. Owing to the issuance of the resolution of the ERC as regards NGCP's the Omnibus Motion in the 5th RP Final Determination, NGCP filed an Amended Application for the 6th Regulatory Period on May 28, 2026.

In relation to the 6th Regulatory Reset Application, NGCP is in receipt of the Order of the ERC dated June 10, 2026 setting the case for hearings.

c. Show Cause Orders

There are also forty-seven (47) pending cases arising from show cause orders (SCOs) issued by the ERC. These SCOs involve allegations of possible violations of the Philippine Grid Code (PGC), the Ancillary Services Procurement Plan (ASPP), the 2021 DOE AS-CSP Circular, the Rules for Setting Transmission Wheeling Rates (RTWR), Commonwealth Act No. 146, and the Republic Act No. 9136, and various ERC Orders and Decisions involving CAPEX applications.

In one SCO (ERC Case No. 2022-129 to 131 SC), after NGCP has filed its Explanation, the ERC issued a Decision and ruled that NGCP violated the 2021 DOE AS-CSP Circular and meted out a penalty in the amount of P5.10 million. NGCP timely filed a Motion for Partial Reconsideration of the Decision and paid the penalty imposed with reservation. Said motion is pending resolution. However, on May 17, 2023, NGCP received Order stating that Commissioner did not receive the NGCP's Motion for Reconsideration of the Decision dated October 27, 2022 and that the said case is being closed and terminated. NGCP filed on the following day, May 18, 2023, the Urgent Motion to Withdraw/Recall the said Order. This case is still pending for Resolution.

NGCP has also timely filed its Explanations on various dates for the other SCOs which are pending resolution.

[ERC CASE NO. 2024-010 MC]

In the February 06, 2024, Order of the ERC (ERC Case No. 2024-010MC), the ERC commenced its investigation on the January 02, 2024, Panay Sub-Grid Blackout Incident. Hearings were conducted attended by NGCP, the Generators located in Panay, and the interim Grid Management Committee. The result of the investigation is still pending with ERC.

[ERC CASE NO. 2023-196 TO 232 SC]

For the SCOs on the alleged delayed implementation of thirty-seven (37) CAPEX projects (ERC Case No. 2023-196 to 232 SC), NGCP timely filed its written Explanations on July 29, 2023, through a Compliance [Submission of Written Justifications in compliance with the Order dated June 14, 2023] dated July 28, 2023.

In 2024, the ERC conducted clarificatory hearings on ten (10) of the 37 SCOs. On August 30, 2024, NGCP received the Decision dated June 25, 2024 on the above-mentioned 10 SCOs (ERC Case No. 2023-197 et al.) where NGCP was declared administratively liable for violation of the Orders and Decision of the Commission in seven out of the ten SCOs. NGCP was ordered to pay the total administrative penalty of Three Million Five Hundred Thousand Pesos. NGCP filed the Motion for Partial Reconsideration to the 25 June Decision 2024 on September 16, 2024. In addition, on October 02, 2024 NGCP received an Order where NGCP's Motion for Confidential Treatment of Information is denied.

In the February 6, 2024, Order of the ERC (ERC Case No. 2024-010MC), the ERC commenced its investigation on the January 02, 2024, Panay Sub-Grid Blackout Incident. Hearings were conducted attended by NGCP, the Generators located in Panay, and the interim Grid Management Committee. The result of the investigation is still pending with ERC.

On November 26, 2024, NGCP received the ERC's Decision (ERC Case No. 2023-196 to 232SC) dated January 16, 2024 where NGCP was declared administratively liable for violation of the remaining twenty-seven (27) Orders and Decisions of the Commission and was ORDERED to pay the total administratively penalty of Twelve Million Three Hundred Thousand Pesos (PhP12,300,000.00) within Fifteen (15) days from receipt of the Decision. NGCP filed a Motion for Reconsideration on 10 December 2024 and Supplemental Submission on December 16, 2024.

On 30 April 2025, NGCP received the ERC's Order dated 05 March 2025 where NGCP's Motion for Reconsideration challenging the ERC Order dated 25 June 2024 (denying its Motion for Confidential Treatment of its ROW Manual) was denied. On 30 May 2025, NGCP filed a Petition for Review with the Court of Appeals challenging the above orders. The Petition for Review was dismissed by the Court of Appeals. Said dismissal is subject of NGCP's Motion for Reconsideration currently pending before the CA.

d. Tax Cases

In the case of National Grid Corporation of the Philippines vs. Ofelia M. Oliva, G.R. No. 213157, August 10, 2016, and Ofelia M. Oliva vs. National Grid Corporation of the Philippines, G.R. No. 213558, August 10, 2016 (Oliva case), the Supreme Court ruled that NGCP is exempt from payment of real property tax on properties used in connection with its franchise. The cases were remanded to the Central Board of Assessment Appeals (CBAA), Case No. V-31, and on April 10, 2019, the CBAA ruled that the maintenance office and warehouse buildings are used in connection with NGCP's franchise. However, the Supreme Court also ruled in the Oliva cases that NGCP cannot ask for refund from the Cebu City Government for the taxes it paid from 2001-2008 in the amount of P2.79 million but shall take its relief from NPC/TransCo. NGCP may only ask for reimbursement from the City of Cebu the amount paid in excess of the correct tax that should have been collected if the tax is computed applying the 10% assessed value for the period 2001-2008, and refund of the amount paid for the year 2009. Likewise, in another similar case, NGCP vs Local Board of Assessment Appeals (LBAA) and the City Treasurer of Cebu, CBAA Case No V- 35, the CBAA recognized NGCP's exemption from payment of real property tax pursuant to the Supreme Court decision in the Oliva case and ordered the refund of taxes paid for the year 2009 on two office buildings used in the Talamban substation. The refund of the taxes paid in both cases are still under negotiation with the City of Cebu.

NGCP obtained another favorable Resolution, dated June 23, 2021, from the Supreme Court in the consolidated cases docketed as G.R. Nos. 218289-90 (NGCP vs. CBAA, LBAA of Cabanatuan City and Ms. Heidi Pangilinan, in her capacity as City Assessor of Cabanatuan and NGCP vs. CBAA, LBAA of Cabanatuan City and Ms. Florida Oca, in her capacity as the City Treasurer of Cabanatuan City). NGCP questioned the assessment issued by the Assessor of Cabanatuan City in the first case; while in the second case, NGCP paid under protest the real property tax in the amount of P3.82 million for the period 2009 to 2010. In its Resolution, the Supreme Court reiterated its ruling in the case of NGCP vs. Oliva that NGCP is exempt from payment of real property tax on properties that are used for electric power transmission. As in the Oliva case, the SC ordered to remand the cases to the CBAA to determine the actual use of subject machineries, buildings and lands for the purpose of resolving the merits of NGCP's claim for exemption from paying the real property taxes. The CBAA rendered its decision on January 23, 2023 granting NGCP's exemption from payment of Real Property Taxes effective taxable year 2009 and the City of Cabanatuan was ordered to issue revised tax declarations on the subject

properties with annotation tax exempt and to refund the Real Property Taxes for taxable year 2009-2010 in the total amount of P3.82 million. Likewise, the City of Cabanatuan was ordered to cancel subsequent assessments and collection of real property taxes inclusive of penalties on the subject properties. The City of Cabanatuan filed a Motion for Reconsideration of the decision, but this was denied by the CBAA. A Petition for Review was then subsequently filed by the City of Cabanatuan before the CTA. On 22 December 2024 NGCP received a favorable Decision from the CTA dated December 13, 2024 granting NGCP's exemption from real property taxes and the City Government of Cabanatuan City has fifteen days to act upon their receipt of the said decision. As of June 30, 2025, NGCP has not received any Motion for Reconsideration filed by the City Government of Cabanatuan City regarding the said decision. On January 21, 2025, an Entry of Judgment was rendered by the CTA, making its Decision final and executory. On 27 January 2026, NGCP sent a formal letter to the City Assessor and Treasurer for the refund of the amount that was paid under protest.

On September 24, 2024, NGCP received a favorable resolution in GR. No. 265730, dated 05 June 2024, issued by the Second Division of the Supreme Court in the case of NGCP vs. the City of Tacloban, in her capacity as Treasurer of Tacloban. This case involves the assessment of contractor's tax, including surcharges and penalties, for the period from 2001 to 2009, initially amounting to Php29,493,740.00. The assessment was subsequently reduced to Php2,022,864, covering only the period from January to December 2009, upon NGCP's filing of a written protest pursuant to Section 195 of the Local Government Code. As a result, NGCP filed a petition before the Regional Trial Court (RTC) challenging the revised assessment issued by the City Government of Tacloban. The RTC dismissed NGCP's appeal as premature due to its failure to file a written protest against the revised assessment from the City Treasurer. NGCP's subsequent filed petition for review before the Court of Tax Appeals (CTA) which was denied for failure to prove payment of the required 3% franchise tax for 2009. After elevating the case to the CTA En Banc, which also denied the petition without considering the BIR certifications from NGCP, NGCP filed a Petition for Review on Certiorari with the Supreme Court. The Supreme Court found merit in NGCP's case, ruling that it had been denied due process by not being allowed to present evidence of tax payment and that the CTA En Banc erred in disregarding the BIR Certification presented by NGCP. Thus, the Supreme Court reversed the CTA En Banc's decision and remanded the case to the RTC in Tacloban City for further proceedings to determine whether the amounts collected, as mentioned in the BIR certifications submitted by NGCP, were the same franchise taxes referred to in Section 9 of RA 9511 and whether the franchise taxes collected from NGCP in 2009 corresponded to 3% of NGCP's gross receipts for that year.

In NGCP vs. the OIC, Provincial Assessor of South Cotabato and the Municipal Assessor of Tupi, South Cotabato, a case involving properties with assessed value of Php78.89 million was dismissed on appeal by the CTA in its Decision dated February 27, 2018, for failure to pay the tax under protest. This was brought to the Supreme Court by way of Petition for Review, docketed as G.R. No. 241105. A Reply to the Comment of Respondents to NGCP's Petition for Review dated January 3, 2019, was filed by NGCP on September 16, 2020. On August 24, 2023, NGCP received Resolution dated March 27, 2023, requiring parties to file a Manifestation as to the subsequent development that may help the disposition of the case. Hence, on September 8, 2023, NGCP filed a Manifestation informing the Supreme Court of a pending negotiation for settlement by the parties and acknowledged the same on its Notice dated April 2, 2025. On 04 June 2026, NGCP received a Notice from the Supreme Court dated 06 October 2025, denying its Petition for Review and remanding the case to the Local Board of Assessment Appeals (LBAA) for further proceedings, subject to the payment of the assessed real property taxes under protest.

Likewise, in G.R. No. 208225 (NGCP vs. CBAA and Butuan City), NGCP filed a Petition for Review dated September 9, 2013, praying for exemption from real property taxes on properties located in Butuan City. Adverse decisions denying NGCP's petition were issued by the LBAA on December 28, 2009, CBAA on September 2, 2010, and CTA on July 8, 2013. Consequently, the case proceeded to the Supreme Court. In a Resolution dated January 15, 2025, the SC First Division required the parties, to inform the Court of any supervening events or subsequent developments necessary for the immediate disposition of the case or for the Court to determine if the case has been rendered moot and academic. In compliance, NGCP filed its manifestation on January 9, 2025, informing the Supreme Court that six (6) out of the fifteen (15) properties involved are already exempt and that NGCP is coordinating with the LGU of Butuan City for the possible exemption of the remaining properties subject of this petition.

In CTA EB No. 2795 (NGCP v. Municipality of Bayombong, Nueva Vizcaya, as represented by Ma. Ceselma D. Parong, in her capacity as Municipal Treasurer of Bayombong) for cancellation of Mayor's Permit Fee for calendar years 2020 and 2021 in total amount of Php4,000 and Php2,000, respectively. The CTA En Banc dismissed NGCP's Petition for Review on October 10, 2024, for lack of jurisdiction. NGCP subsequently filed an MR on November 6, 2024. On May 21, 2026, NGCP received a Notice of Resolution directing the Respondent to file its Comment/Opposition, after which the MR shall be deemed submitted for resolution.

On 7 January 2026, the CTA– First Division issued a favorable decision to NGCP in the case of NGCP v. City Government of Tacloban, as represented by Mayor Alfred S. Romualdez, in his official capacity as City Mayor and Ms. Jennifer S. Guy, in her official capacity as Acting City Treasurer of Tacloban, CTA AC NO. 349, This case involves the assessment of Contractor's/City tax for calendar year 2009 to 2022 in the total amount of ₱34,598,981.94.00. After the dismissal of NGCP's Petition and denial of its Motion for Reconsideration before the RTC, Branch 09, Tacloban City, NGCP filed a Petition for Review before the Court of Tax Appeals on October 10, 2024. In its appeal, NGCP invoked its exemption from payment of local taxes upon payment of 3% franchise tax to the national government pursuant to its franchise granted under Section 9 of R.A. 9511. In its Decision on January 7, 2026, the CTA held that NGCP sufficiently proved its payment of the 3% franchise tax based on its gross receipts pursuant to R.A. No. 9511, as evidenced by BIR Certifications and BIR Forms presented before the RTC of Tacloban City. In arriving at its decision, the court cited the ruling of the

Supreme Court in NGCP v. Cordano, which held that NGCP is exempt from payment of Contractor's Tax upon presentation of proof of payment of 3% franchise tax. In said case, the Supreme Court reversed the CTA En Banc decision rendered in favor of Tacloban City due to violation of due process as NGCP was not given the opportunity to present proof of payment of 3% franchise tax. Further, the CTA cites the case of NGCP v. Oliva and Oliva v. NGCP, where the Supreme Court recognized the tax exemption granted to NGCP under Section 9 of R.A. 9511. Thus, the CTA reversed and set aside the Decision of the RTC, Branch 09, Tacloban City dated 27 June 2024, declared NGCP as exempt from the payment of Contractor's/City Tax, and ordered the cancellation, of the Contractor's/City Tax in the amount of ₱34,598,981.94. On May 21, 2026, respondent Tacloban City filed an MR.

In the case of NGCP vs. Fatima Tenorio, et al, the CTA in its Decision dated April 26, 2017, dismissed the Petition filed by NGCP for failure to pay the tax under protest. However, since a similar case involving the same properties is also pending before the LBAA of Ilocos Sur, NGCP subsequently paid the real property tax under protest in the amount of P10.17 million. NGCP then filed another Petition before the LBAA on November 5, 2018, contesting the collection and payment of the tax. The cases are still pending before the LBAA.

Also, in the case of NGCP vs. LBAA of Batangas City and Guadalupe Judy Tumambing, City Assessor of Batangas City, involving properties with assessed value of P1.40 million, the Supreme Court dismissed the Petition for Review filed by NGCP in a Resolution dated February 28, 2022. NGCP subsequently filed a Motion for Reconsideration of said Resolution on March 15, 2022, praying, among others, that the properties involved be classified as exempt from the payment of RPT in the Assessment Roll. On July 13, 2022, NGCP received a Resolution denying its Motion for Reconsideration. On 20 August 2025, NGCP received a letter from Office of the City Legal Officer of Batangas demanding payment of delinquent RPT for the years 2009 to 2025 in the total amount of P28.42 million. Considering the number of properties to be verified (178 properties), OGC requested more time for the South Luzon O&M Team to complete the verification process. The Office of the City Legal Officer of Batangas informed OGC that the demand for payment sent to NGCP is to prompt compliance with the requirement to apply for exemption so that the subject properties may be removed by the City Assessor from the assessment roll. Further, the City Legal Officer of Batangas suggested NGCP to make partial submissions for application. Hence, on 30 October 2025, OGC filed a letter (covering 8 properties verified by South Luzon O&M Team) addressed to the Offices of the Legal Officer, Assessor and Treasurer of Batangas City to request the recognition of NGCP's exemption for payment of RPT. As of this writing, NGCP is yet to receive a response from said offices. With respect to the other properties, the same are still pending verification by South Luzon O&M for application for recognition of NGCP's exemption for payment of RPT.

With regards to the pending Petition for Injunction with TRO (NGCP vs. The Province of Cebu, et al.) for Declaratory Relief with Prayer of Cancellation of TDs, with Urgent Application for TRO and/or Preliminary Injunction against the collection of RPT in the amount of P192.00 million, filed with the Regional Trial Court Regional Trial Court (RTC) of Cebu, the parties already submitted their respective Memoranda on July 19, 2019, , and the case is still pending for resolution.

On October 12, 2020, NGCP received a copy of the CTA Decision, dated September 23, 2020, in CTA EB No. 2110 (City Assessor's Office of Valenzuela City vs. NGCP) reversing and setting aside the Decision dated August 22, 2012, of the LBAA and the October 8, 2018 Decision and May 31, 2019 Resolution of the CBAA. The CTA declared the Notice of Assessment dated October 9, 2012, as final, executory and unappealable. On October 23, 2020, NGCP filed its Motion for Reconsideration. Thereafter, NGCP received on October 23, 2020, the Statement of Account issued by the City Treasurer on the 37 machineries/transmission towers subject of the case in the total amount of P421.75 million. On October 30, 2020, NGCP wrote a letter and requested the City Treasurer and City Assessor the following: (a) refer to TransCo the notice of delinquency for real property tax covering years 2002 to 2008; (b) classify the 37 machineries/transmission towers, as exempt from payment of real property tax from year 2009 onwards; and (c) issue revised tax declarations on 37 machineries/transmission towers and indicate thereon that NGCP is the beneficial user of the same and to re-classify said properties from taxable to exempt. On June 28, 2021, NGCP received the CTA Resolution dated June 2, 2021, denying NGCP's Motion for Reconsideration. NGCP filed Petition for Review dated July 13, 2021, which is still pending resolution before the Supreme Court. On October 27, 2023, NGCP filed a Motion to Leave to File Comment to the Respondent's Consolidated Compliance which was granted through a Notice dated January 22, 2024.

In CA-G.R.-SP No. 12437-MIN, NGCP vs. Hon. Louela S. Maybituin, in her official capacity as City Treasurer of Iligan City, on 22 August 2025, NGCP received the Notice of Resolution and Certification on 08 August 2025, granting NGCP's MR and directing respondent to file a Comment on the Petition. No Comment has yet been filed by the respondent.

In Civil Case No. R-CDO-20-01925-CV, NGCP vs. Municipal Gov't of Opol, Misamis Oriental, on May 12, 2020, NGCP filed a petition praying for the cancellation of business tax assessment amounting to Php765,273.68 for taxable years 2018, 2019 and 2020. On 7 July 2026, NGCP received a favorable resolution dated 20 June 2026, granting the MR and setting aside the Judgment dated 14 April 2026.

In Civil Case No. 417-D, NGCP filed on 23 June 2026 a petition seeking the cancellation of the assessment of the Mayor's Permit Fee and Annual Inspection Fee amounting to Php846,000.00 before the 13th Municipal Circuit Trial Court (MCTC), Dumanjug, Cebu, entitled NGCP v. Municipal Government of Dumanjug, Cebu, represented by Hon. Efren Guntraco Gica, in his official capacity as Municipal Mayor, and Letecia Cabillon, in her official capacity as Municipal Treasurer. Thereafter, on 03 July 2026, the Court issued an Order directing the Process Server to serve copies of the Petition upon the Respondents.

In Civil Case No. R-QZN-26-05775, NGCP vs. City Government of Quezon City, which involves a petition for the cancellation of tax billings and refund of the amount of Php29.22 million for Tax Bill CY2026, on June 3, 2026, the case was raffled to RTC-QC Branch 85.

In Civil Case No. Q-10-68076, NGCP vs. City Government of Quezon City, which involves a petition for the cancellation of tax billings and refund of the amount of P18.14 million, the RTC-QC Branch 85 rendered a decision on February 25, 2025, dismissing the petition for lack of merit. NGCP filed a Motion for Reconsideration (MR) on May 13, 2025. The Respondent, City Government of Quezon City, submitted its Comment on March 10, 2025. On 19 June 2025, the RTC issued an Order denying the MR. Hence, NGCP filed an appeal by way of Petition for Review before the Court of Tax Appeals on 10 October 2025. On 23 February 2026, NGCP received the CTA Order noting that the Respondent failed to electronically file its Motion for Extension of Time to File Comment. For failure to strictly comply with the rules on electronic filing, the motion was deemed not filed. Accordingly, the case is now deemed submitted for decision. In addition, on 4 April 2026 NGCP received the compliance of RTC Br. 85 to transmit the entire records of this case to CTA.

Under Civil Case No. R-QZN-21-07791, entitled NGCP vs. City Government of Quezon City, the RTC-QC Branch 225 in its Resolution dated September 8, 2022, dismissed due to lack of merit NGCP's Petition questioning the assessment issued by the LGU of Quezon City for the year 2021 and seeking the refund of the amount of P21.98 million which NGCP paid under protest. The RTC subsequently denied NGCP's Motion for Reconsideration (MR). NGCP filed a Petition for Review before the CTA docketed as CTA Case No. AC-273. This was partially granted by the CTA in a decision dated May 29, 2024, and ordered the remand of the case to the RTC-QC Br. 225 for further proceedings, more particularly on the reception of evidence on the payment of 3% franchise tax and determination of the amount to be refunded to NGCP. Respondent Quezon City filed a Motion for Reconsideration (MR) of the Decision. On February 27, 2025, NGCP filed an Urgent Motion to Suspend Proceedings before the RTC which assumed jurisdiction over the remanded case, despite the pendency of the MR filed by Quezon City before the CTA. On May 31, 2025, the RTC granted NGCP's Urgent Motion to Suspend the Proceedings, citing a jurisdictional issue considering that the CTA Decision had not yet become final and executory due to the respondent's pending MR. On May 4, 2026, the CTA issued a Resolution declaring the Decision dated May 29, 2024, as final and executory and ordered its entry in the Book of Entries of Judgments. On June 5, 2026, the RTC denied the MR (of the Resolution dated February 13,2025) and set the continuation of trial on July 22, 2026.

On May 24, 2024, NGCP received a favorable decision in the case of NGCP vs. Quezon City under Civil Case No. R-QZN 22-05086 CV Br. 215. The court ruled that NGCP is exempt from payment of local business tax, city tax, Mayor's Permit Fee, local franchise tax and other regulatory fees and charges pursuant to it legislative franchise (RA 9511) and ordered the cancellation of the assessment for said taxes, fees and charges in the amount of P22.27 million for calendar year 2022, declaring the same as null and void. Also, the court ordered the City Treasurer of Quezon City to refund in favor of NGCP the amount of P22.27 million. Quezon City filed a Motion for Reconsideration (MR) of the Decision dated December 27, 2023, but the Court denied the said MR. Hence, the City Government of Quezon City filed a Petition for Review on November 12, 2024, before the Court of Tax Appeals, and the CTA ordered NGCP to file a comment within 10 days, or until January 20, 2025. On January 20, 2025, NGCP filed its Comment, praying that the instant Petition for Review filed by Petitioner Quezon City be dismissed for utter lack of merit. On 28 January 2025, the CTA issued a Minute Resolution ordering the parties to submit their respective Memoranda. The City Government of Quezon City filed a Memorandum on April 4, 2025, while NGCP filed its Memorandum on May 2, 2025. On 04 August 2025, NGCP received a Minute Resolution dated 04 May 2025, indicating that

this case is now deemed submitted for decision. On May 29, 2026, NGCP received a favorable decision from CTA Special Second Division denying the Petition for Review of Quezon City and ordering the refund in the amount of P22,237,443.78 to NGCP. On 8 June 2026, NGCP filed its Comment/Opposition to the MR of Quezon City and on July 7, 2026, a Minute Resolution issued by the Court that the MR is now deemed submitted for resolution.

In Civil Case No. R-QZN-20-05148-CV (NGCP vs Quezon City), RTC-QC Branch 223 for Cancellation of Tax Billings for CY 2020 and Claim for Refund of the amount of Php19.07 million which was paid under protest, Formal Offer of Evidence was filed on April 8, 2026. On 4 June 2026, NGCP received the Court's Order dated 19 May 2026 submitting the case for decision.

On May 12, 2023, NGCP filed Petition before the RTC of Quezon City (NGCP vs. The City Government of Quezon City) under Civil Case No. R-QZN-23-045425-CV Branch 230 relative to the Appeal of Assessment and Claim for Refund of Business Tax for CY 2023 in the amount of P26.53 million. On 4 September 2025, RTC rendered a decision in favor of NGCP ordering the refund of the amount paid by NGCP. On 01 October 2025, the Respondent, Quezon City, filed a Motion for Reconsideration (MR). On 08 October 2025, NGCP filed its Comment/Opposition. The matter remains pending resolution of the MR filed by the Respondent.

On June 05, 2024, a Petition was also filed before the RTC-QC Br. 226 of Quezon City (NGCP vs. The City Government of Quezon City) under Civil Case No. R-QZN-24-04776 relative to the Appeal of Assessment and Claim for Refund of Business Tax for CY 2024 in the amount of Php26.50 million. On October 23, 2024, the Respondent QC raised the affirmative defense of estoppel which was denied in the Order of the Court dated May 8, 2025. The case was referred for mediation. However, on 21 October 2025, the parties failed to reach an agreement and consequently terminated the mediation proceedings. The pre-marking of documentary evidence was concluded on 03 July 2026, during which all documentary exhibits were permanently marked. The initial presentation of the Petitioner's evidence was set on 12 August 2026.

In Civil Case No. R-QZN-25-05150-CV Br. 224 (NGCP vs. City Government of Quezon City), NGCP filed a petition on June 17, 2025, appealing the assessment for business tax for CY 2025 and claiming refund of the amount of Php27.83 million which NGCP paid under protest. On June 30, 2025, NGCP received the Order of the Court dated June 19, 2025, issuing and summons to respondent City Government of Quezon City. On 29 August 2025, respondent Quezon City filed an Answer to the Petition with Affirmative Defense of Prescription. On 12 September 2025, NGCP filed Comment (To the respondent's affirmative defense of prescription stated in their Answer dated 29 August 2025). On 07 November 2025, the Respondent’s Affirmative Defenses in the Answer to the Petition were denied due to lack of merit. On 23 February 2026, the parties appeared before Court-Annexed Mediation. As no amicable settlement was reached, Judicial Dispute Resolution was cancelled, and trial shall proceed on May 21, 2026. On May 6,2026, NGCP received the Order of the Court denying the Motion (For Issuance of Subpoena Duces Tecus and Ad Testificandum) which NGCP filed an MR dated May 29, 2026, which subsequently denied in the Resolution dated 29 June 2026. The presentation for the petitioner of second witness, Ms. Marteza is set on July 30, 2026.

On June 21, 2023, another Petition was filed before the MTCC Branch 1 - Davao City entitled NGCP vs. City Government of Davao City, as represented by Atty. Lawrence D. Batinding, in his official capacity as City Treasurer of Davao involving an Appeal of Assessment and Claim for Refund of Business Tax and other regulatory fees in the total amount of P184,942. On 03 July 2024, the MTCC issued a Decision denying NGCP's petition for failure to establish sufficient and competent evidence that it is exempt from paying business taxes. NGCP filed a Motion for Reconsideration on 19 November 2024 and the same is still pending resolution.

With the ruling of the Supreme Court in Oliva cases, Tacloban Case, Cabanatuan City cases and BLGF Memorandum Circulars and letters confirming NGCP's exemption from RPTs, local franchise tax and business taxes, NGCP is continuously and actively asserting its exemption on all properties used in connection with its franchise and is pro-actively negotiating with various LGUs for the recognition of its exemption, and for the refund of all real property taxes paid under protest. Constant communication and coordination meetings and negotiations with the various LGUs are being conducted all year round for this purpose.

As of July 14, 2026, NGCP obtained four thousand six hundred eighty-three (4,683) tax exemptions covering lands, buildings and machineries located in various cities, municipalities, provinces with assessed value in the total amount of Php12.416 billion.

As of July 14, 2026, NGCP has a total of ninety-seven (97) RPT, franchise and business tax cases pending before the LBAA, RTC, Municipal Trial Court in Cities (MTCC), the CTA, Court of Appeals (CA) and the Supreme Court, broken down as follows:

(i) Real Property Tax cases:

a. Thirty-seven (37) cases pertain to Petitions filed contesting the Notices of Assessment issued by the Provincial or City Assessors involving properties with an estimated tax due of P122.9 million (2% of the total assessed value of properties);
b. Ten (10) cases pertain to Petition filed contesting the tax billing issued by the Provincial or City Assessors involving properties with total tax due of 1 billion; and
c. Thirty-seven (37) cases with Payment Under Protest contesting the Statements of Account or Billings issued by the Local Treasurers in the total amount of P43 million.

(ii) Franchise/Business Tax Cases:

a. Thirteen (13) cases with Payment Under Protest contesting the assessment for Franchise/Business Taxes and Fees issued by the Provincial or City or Municipal Treasurers in the total amount of P201 million.

(iii) Suspension of Pass-on of Franchise Tax

On 15 August 2023, the Energy Regulatory Commission (ERC) promulgated Resolution No. 10, Series of 2023 (the "2023 ERC Resolution"), entitled "A Resolution Suspending the Inclusion of the National Franchise Tax of the National Grid Corporation of the Philippines (NGCP) in the Total Monthly Transmission Cost Billing of Distribution Utilities." Citing Republic v. Manila Electric Company (MERALCO) and Maynilad Water Services, Inc. v. National Water and Resources Board, et al. (Maynilad).

In its Decision dated April 11, 2025 in NGCP's 4th Regulatory Period Revenue Application (ERC Case No. 2022-089RC) received by NGCP on July 7, 2025, the ERC ruled that NGCP's Franchise Tax which is a direct tax imposed upon it by virtue of the NGCP Franchise Law, are direct liabilities of the NGCP and cannot be shifted or passed-on to its customers.

e. Right of Way (ROW) Expropriation Cases

Pursuant to R.A. No. 9511, NGCP is authorized to exercise the right of eminent domain insofar as it may be reasonably necessary for the construction, expansion, and efficient maintenance of the transmission system and grid. Thus, NGCP may acquire private property as is actually necessary for the realization of the purposes for which its franchise (R. A. 9511) was granted.

One of the relevant expropriation cases filed on May 6, 2016 by NGCP is NGCP v. Social Security System (SSS), a government-owned and -controlled corporation, for the acquisition of the site for the Pasay 230kV Substation Project. An Omnibus Motion to Withdraw Complaint and Provisional Deposit in the amount of P1.46 billion was filed with the Regional Trial Court of Pasay City (RTC-Pasay) on March 12, 2020. However, the resolution was deferred since the records of the case were forwarded and still with the Supreme Court. Unfortunately, hearings of the court were suspended due to Covid 19 Pandemic at the start of March 2020.

On January 22, 2021, NGCP filed with the Supreme Court a Motion to Enforce the Court's Order to remand the records of the case to RTC-Pasay. On March 18, 2021, NGCP's Motion to Enforce Court Order was granted by the Supreme Court. Consequently, the records were transmitted to the RTC-Pasay on July 13, 2021. The Omnibus Motion to Withdraw Complaint and Provisional Deposit was granted by the RTC-Pasay after the hearing on July 21, 2021. NGCP filed a Partial Motion for Reconsideration regarding the interest on the provisional deposit which was denied by the said court in its Order dated November 5, 2021.

On December 10, 2021, NGCP filed a Notice of Appeal before the Court of Appeals (CA). The provisional deposit's principal amount of P1.46 billion was withdrawn by NGCP on December 22, 2021. On November 7, 2022, NCGP received a Notice to File Brief dated September 17, 2022, from the CA, requiring NGCP to file its Appellant's Brief within 45 days from receipt of the said Notice. On December 22, 2022, the Appellant's Brief praying for the release of the interest on the P1.46 billion principal amount of provisional deposit was filed. On October 3, 2024, NGCP received a copy of the Decision of the CA dated September 13, 2024 denying the appeal. On October 18, 2024, NGCP filed a Motion for Reconsideration (MR). Subsequently, the Court of Appeals denied the MR based on its Resolution dated October 2, 2025, from which NGCP did not appeal.

As of 30 June 2026, the reported cases filed with the Courts, including Projects Under Construction (PUC) cases turned over to the company by the National Transmission Corporation (TRANSCO), is 7,391, with the total estimated amount involved of Php10.660 billion (based on provisional deposits).

f. Reclassification Cases

There are twenty-two (22) reclassification cases filed before the ERC, twelve (12) of which were filed by NGCP. However, this is a non-exhaustive list of reclassified assets since the ERC may also reclassify assets in other cases (i.e., Dispute Resolution, Point-To-Point, Sale of Sub transmission Assets, and Capital Expenditure Applications) when the assets are currently not part of NGCP's Regulatory Asset Base (RAB) but are performing transmission functions and, therefore, should be transferred to NGCP pursuant to R.A. No. 9136.

It must also be noted that although the nature of reclassification cases do not require the approval of ERC for the purchase price, NGCP needs ERC's approval on its RAB to include payments equivalent to the corresponding fair market price of each asset. However, considering that only 8 of the reclassification cases were approved in NGCP's Fourth RP Final Determination and NGCP's Fifth RP Final Determination is yet to be issued, there are still no approved CAPEX for the acquisition of all other assets.

g. Permit Fees

There are six (6) cases pending with the Supreme Court (which were consolidated and will be resolved in one decision) involving ERC's imposition of Fees in relation to approved various CAPEX projects. The issue involved is whether or not NGCP is liable to pay all types of fees taking into consideration the provisions of R.A. No. 9511 which exempts NGCP from paying all other kinds of fees, taxes, and charges in consideration of its payment of the 3% Franchise Tax. The resolution of these cases may not have an impact on NGCP's revenue considering that the ERC considers Permit Fees as part of the capital expense in NGCP's Final Determination. NGCP has paid these permit fees under protest. NGCP has already obtained favorable decisions from the Court of Appeals where the court declared NGCP exempt from payment of permit fees pursuant to its Franchise. These decisions are now subject of appeals by the ERC with the Supreme Court. There are also motions for reconsideration still pending with ERC where NGCP, upon obtaining approval of CAPEX applications, filed motions relative to the imposition of permit fees.

NGCP has already obtained favorable decisions from the Court of Appeals where the court declared NGCP exempt from payment of permit fees pursuant to its Franchise. These decisions are now subject of appeals by the ERC with the Supreme Court. There are also motions for reconsideration still pending with ERC where NGCP, upon obtaining approval of CAPEX applications, filed motions relative to the imposition of permit fees.

The ERC, on various dates, issued 28 Resolutions denying NGCP's Motions for Reconsideration on several CAPEX and FME applications wherein NGCP prayed for the reversal of ERC's decisions imposing permit fees, and directing payment of the same.

On October 08, 2024, NGCP received the Decision in one of the Petitions, CA G.R. No. 182328. In the Decision, the Court of Appeals, 9th Division granted NGCP's Petition for Review, reversing and setting aside ERC's Decision and Order directing NGCP to pay Permit Fees, and stating that NGCP is not liable to pay permit fees. OSG filed a Motion for Reconsideration and NGCP has already filed a Comment on the said Motion.

However, on October 11, 2024, the Court Appeals 4th Division, in another case, CA GR. No. 182321, issued a decision dismissing the petition since the question raised by NGCP is purely matters of law and, according to the said Division, should have been brought to the Supreme Court via a Rule 45 Petition instead of under Rule 43 to the Court of Appeals. On 23 April 2025, the CA rendered a Resolution denying NGCP's Motion for Reconsideration. On 7 May 2025, NGCP filed a with the Supreme Court challenging the decision of the Court of Appeals.

On February 25, 2025, the CA issued a Decision in GR No. 182324 granting NGCP's Petition and declaring NGCP exempt from payment of permit fees. OSG filed a Motion for Reconsideration and NGCP filed a Comment thereto. The Motion is currently pending Resolution.

On October 3, 2025, the CA issued a Decision in CA-G.R. SP No. 182330 granting NGCP's Petition declaring NGCP exempt from payment of permit fees. OSG filed a Motion for Reconsideration and NGCP filed a Comment thereto.

Likewise, on December 3, 2025, the CA issued a consolidated Decision for CA-G.R. SP No. 182314-182320, 182322-182327, 182329, 182456, and 182457 granting NGCP's Petitions and declaring NGCP exempt from payment of permit fees.

Lastly, CA-GR SP Nos. 194428, and 194676 are still pending with the Court of Appeals and 7 more Petitions are due to be filed raising the same issue on permit fees.

h. Supervision and Regulation Fees; Metering Authority Fees
Similar to Permit Fees, NGCP is being assessed by the ERC of Supervision and Regulation Fees in the amount of P468.00 million annually and Metering Authority Fees in the amount of P15.00 million every three years upon the renewal of NGCP's authority as the metering service provider. The Supervision and Regulation Fee is required to be paid on or before September 30th of each year with a penalty of fifty per centum in case of delinquency; Provided, further, that if the fees or any balance thereof are not paid within sixty days from the said date, the penalty shall be increased one per centum for each month of delinquency thereafter. On the other hand, the metering fee is being assessed by ERC based on the authority granted to NGCP as the WESM metering service provider.

The assessment is based on ERC Resolution No. 21, Series of 2007 entitled 'A Resolution Approving the Revised Schedule of ERC Fees and Charges' which provides that supervision and regulatory fees are for annual reimbursement of the expenses incurred by the ERC in the supervision of electric utilities, transmission companies and/or in the regulation or fixing of their rates. Both the supervision and regulatory fee and metering authority assessment fee are computed at one peso for each one hundred pesos or fraction thereof, of the capital stock subscribed or paid.

NGCP is paying both Fees although under protest on the ground that NGCP should be exempt from payment of these fees pursuant to Section 9 of R.A. No. 9511, which provides that NGCP's payment of 3% franchise tax shall be in lieu of, and expressly exempted from paying all other kinds of fees, taxes, and charges. The resolution of its protest may not have an impact on NGCP's revenue because the ERC considers the Supervision and Regulation Fees as part of the operating expense.

These legal issues are still pending before the Supreme Court for resolution.

i. Labor Cases
There are thirteen (13) labor cases pending before the Court of Appeals, National Labor Relations Commission, and the Department of Labor and Employment filed either by (i) former NGCP employees against NGCP in different areas/regions for illegal dismissal, with prayer for reinstatement, and payment of backwages and damages or for other money claims; (ii) by employees of service providers with service contracts with NGCP wherein NGCP was impleaded as co-defendant; or (iii) employees of Nominated Partner of NGCP's Contractor. The contingent liabilities arising from the labor cases are difficult to estimate considering that in most of the complaints, the monetary claims are not specified by the complainants.

j. SIAC Case
On February 14, 2018, NGCP filed with the Singapore International Arbitration Centre ("SIAC") a Notice of Arbitration, docketed as SIAC Case No. ARB044/18/CHB, against Power Sector Assets & Liabilities Management Corporation (PSALM) and National Transmission Corporation (TRANSCO) pursuant to the Arbitration Clause in Section 16 of the Concession Agreement relative to the implementation and interpretation of the parties' Concession Agreement. In the arbitration, NGCP sought, among other things, a declaration that the prepayment made on July 15, 2013 amounting to ₱57.88 billion was valid, and the payment of other monetary claims of approximately ₱4 billion which should have been borne by TRANSCO under the Concession Agreement, but were advanced by NGCP.

On February 19, 2025, the Arbitral Tribunal of the SIAC rendered a Final Award in the case filed by NGCP against the PSALM and TRANSCO. The Arbitral Tribunal declared:

1. NGCP did not breach the nationality restrictions in the Philippine Constitution, the Anti-Dummy Law, and its obligations under the Concession Agreement in relation to permitted indebtedness or insurance;

2. NGCP validly exercised its right to make the prepayment in the amount of P57.88 billion that it effectuated on July 15, 2013;

3. NGCP shall pay only approximately PhP372.77 million to TRANSCO out of its claim of around PhP3.90 billion;

4. The agreed difference for the Projects Under Construction in the amount of P10.11 billion shall be converted into US Dollars at the rate of 1 USD: 49.62 PhP;

5. NGCP is entitled to an indemnification from PSALM and TRANSCO up to the amount of PhP56.50 million for expenses on right of way claims with interest;

6. NGCP shall be compensated by TRANSCO through a corresponding reduction in the Concession Fee for Sub-Transmission Assets (STAs) that were on the Bid Date the subject of an ongoing negotiation, and as such, remain within the transferred assets;

7. NGCP's claim for capital expenditures on STAs was denied as TRANSCO is not obliged to account to NGCP in respect of any portion of the proceeds that may be attributable to NGCP's capital expenditure;

8. NGCP has, during the Concession Period, the exclusive right and responsibility of preparing the Transmission Development Plan (TDP) on an annual basis and is entitled to deal directly, and without intervention (or prior approval) by TRANSCO, with the regulators;

9. NGCP shall be reimbursed by TRANSCO for its Retained Obligations of PhP51.80 million;

10. NGCP has the exclusive right during the Concession Period to use the Transmission Assets which includes the right to use such assets for a Related Business, including for a telecommunications system;

11. Finally, the Tribunal declared that title to any Documented Property Rights acquired by NGCP in the exercise of its power of eminent domain is to be registered in the name of TRANSCO.

Under the UNCITRAL Rules, the Tribunal's award is final and binding on the parties and the parties are obligated to carry out the award without delay. As of report date, NGCP is in the process of execution of the above Arbitral Award.

k. Other Cases
While the ERC already issued NGCP's Final Determination for the 4th Regulatory Period, there are a total of two (2) NGCP separate CAPEX Applications that pending with the ERC for approval. Due to urgency of the projects, NGCP is constrained to file separate CAPEX Applications for approval of the ERC. Moreover, the ERC has not yet issued NGCP's Final Determination for the 5th Regulatory Period.

The Company has other possible claims from or obligations to other parties from past events and whose existence may only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

26. Taxes

Income Tax
The components of income tax expense are shown below:

	June 30, 2026	December 31, 2025	December 31, 2024
Current	**P480,000**	P962,101	P960,000
Deferred	**-**	(17,768)	26,267
Final tax	**2,428,945**	5,094,525	5,061,709
	P2,908,945	P6,038,858	P6,047,976

Current income tax expense of the Group in June 30, 2026 and December 31, 2025 and 2024 represents MCIT amounting to P480,000, P962,101 and P960,000 which was computed based on the tax rate of 2%.

The reconciliation of the taxes computed at the statutory income tax rate to the taxes as shown in profit or loss follows:

	June 30, 2026	December 31, 2025	December 31, 2024
Income before income tax	**P51,869,933,890**	P44,207,744,265	P17,356,306,632
Tax on income at statutory tax rate	**P12,967,483,473**	P11,051,936,066	P4,339,076,658
Tax effects of:			
Movement in unrecognized deferred tax	**10,401,471**	(18,782,979)	27,222,295
Final tax on interest income	**2,428,945**	5,094,525	5,061,709
Nondeductible expense	**192,455**	12,002,686	52,588
Interest income subjected to final tax	**(3,198,775)**	(10,792,952)	(6,694,342)
Expiration of NOLCO	**-**	40,935,207	-
Expiration of MCIT	**-**	930	220
Income subject to franchise tax	**(12,974,398,624)**	(11,074,354,625)	(4,358,671,152)
	P2,908,945	P6,038,858	P6,047,976

The Group did not recognize the deferred tax assets in respect of the following items since management does not expect the Group to have sufficient taxable profit that will be available against which the Group can utilize the benefit there from:

	June 30, 2026	December 31, 2025	December 31, 2024
NOLCO	**P522,065,090**	P482,379,210	P559,934,647
MCIT	**3,125,518**	2,645,518	2,164,559
Accrued expenses	**-**	-	1,573,699
	P525,190,608	P485,024,728	P563,672,905

As at June 30, 2026 and December 31, 2025 and 2024, the movement in the Group's deferred tax liability is as follows:

	June 30, 2026	December 31, 2025	December 31, 2024
Beginning balance	**P8,499**	P26,267	P -
Deferred tax (reversal of deferred tax) on unrealized foreign exchange gain	**-**	(17,768)	26,267
	P8,499	P8,499	P26,267

The Group has NOLCO that can be claimed as deduction from future taxable income as follows:

Year				Balance		
Incurred	Expiry	Amount	Expired	**June 30,2026**	December 31, 2025	December 31, 2024
2020	2025*	P69,372,730	(P69,372,730)	**P -**	P -	P69,372,730
2021	2026*	200,980,161	-	**200,980,161**	200,980,161	200,980,161
2022	2025	94,368,101	(94,368,101)	**-**	-	94,368,101
2023	2026	88,998,745	-	**88,998,745**	88,998,745	88,998,745
2024	2027	106,214,910	-	**106,214,910**	106,214,910	106,214,910
2025	2028	86,185,393	-	**86,185,393**	86,185,394	-
2026	2029	39,685,881	-	**39,685,881**	-	-
		P685,805,921	(P163,740,831)	**P522,065,090**	P482,379,210	P559,934,647

**Per Section 4 of Revenue Regulations No. 25-2020 of Bureau of Internal Revenue provides that businesses or enterprises which incurred net operating loss for taxable years 2020 and 2021 shall be allowed to carry over the same as a deduction from gross income for the next five (5) consecutive taxable years, immediately following the year of such loss, unless otherwise disqualified.*

The Group has carryforward benefit of MCIT which can be claimed as tax credits against future income tax liabilities. Details of MCIT are as follows:

Year			Addition/	Balance		
Incurred	Expiry	Amount	(Expired)	**June 30, 2026**	December 31, 2025	December 31, 2024
2022	2025	481,142	(481,142)	**P -**	P -	481,142
2023	2026	723,417	-	**723,417**	723,417	723,417
2024	2027	960,000	-	**960,000**	960,000	960,000
2025	2028	962,101	-	**962,101**	962,101	-
2026	2029	-	480,000	**480,000**	-	-
		P3,126,660	(P1,142)	**P3,125,518**	P2,645,518	P2,164,559

Franchise Tax

As discussed in Note 1 to the consolidated financial statements, in consideration of the franchise and rights granted by R.A. 9511, the Group is required to pay a franchise tax equivalent to three percent (3%) of all gross receipts/actual collection derived from its operations under the franchise, in lieu of income tax and any and all taxes, duties, fees and charges of any kind, nature or description levied, established or collected on its franchise, rights, privileges, receipts, revenues and profits, and on properties used in connection with its franchise except for real property tax on real estate, buildings and personal property, exclusive of the franchise.

In view thereof, the Group's income from business activities included within the scope of its authority under Section 1 of R.A. 9511 is exempt from income tax, and consequently from withholding taxes, minimum corporate income tax (MCIT), improperly accumulated earnings tax (IAET), Value-Added Tax (VAT) and documentary stamp tax (DST). Subsequently, effective January 1, 2018, the implementation of TRAIN Law has changed the classification of NGCP from non-VAT to VAT entity which made all transactions affected therein to be subject to VAT.

Pursuant to Third Regulatory Period Final Determination under Clause 5.20, ERC Final Decision on Other Taxes, particularly Section 5.20.1 specifically states that "the 3% national franchise tax will not be included in the maximum allowed revenue (MAR) but will be recovered through a surcharge on the Regulated Entity's customers' invoices". NGCP started billing its customers the 3% national franchise tax effective on the billing period December 26, 2010 to January 25, 2011 as approved by the ERC under Resolution No. 07, series of 2011, "A Resolution Allowing the Distribution Utilities to Include Their Monthly Transmission Cost the NGCP's National Franchise Tax Billing." The Group adopted an accounting treatment for franchise tax that upon billing to its customers, both franchise tax receivable and franchise tax payable to BIR are set-up. As such, franchise tax recovery is not recognized in the profit or loss in view of the pass-through nature of the 3% national franchise tax (see Note 15).

On August 8, 2023, ERC issued Resolution No. 10, Series of 2023 entitled, "A Resolution Suspending the Inclusion of the National Franchise Tax of the NGCP in the Total Monthly Transmission Cost Billing of Distribution Utilities". This resolution suspends the passing-on of the 3% national franchise tax by NGCP to its customers and the effectivity of Resolution No. 7, series of 2011 which allowed NGCP to pass on to consumers a 3% franchise tax on gross receipts derived from its operations, is likewise suspended.

On August 23, 2024, the Company sent the Request for Reconsideration of Suspension of ERC Resolution No. 7 Series of 2011 and withdrawal of ERC Resolution No. 10 Series of 2023. To date, NGCP is yet to receive ERC's resolution on the said request. For the years ended December 31, 2025 and 2024, the related franchise tax expense amounted to P1.75 billion and P1.59 billion, respectively, which is part of miscellaneous expense in the "Other Charges - net" in the statement of comprehensive income. The remaining items on "Other Charges - net" are immaterial individually.

27. Final Determination and Others

"The Final Determination, Regulatory Reset for the NGCP for 2011 to 2015" (Final Determination) was approved by the Energy Regulatory Commission (ERC) on November 22, 2010.

Pursuant to the Electric Power Industry Reform Act (EPIRA) of 2001 and its Implementing Rules and Regulations (IRR), the ERC promulgated the Guidelines on the Methodology for Setting Transmission Wheeling Rates (TWRG) on May 29, 2003, which was subsequently updated and revised on September 16, 2009 as the Rules for Setting Transmission Wheeling Rates (RTWR) for 2003 to around 2027. The RTWR provides for Performance-Based Regulation (PBR) using a revenue cap methodology to determine the maximum rates that may be charged by the Regulated Entity to its customers for the provision of Regulated Transmission Services. The RTWR amends the TWRG which formed the basis for setting the revenue cap of the Regulated Entity. The methodology in the TWRG, now the RTWR, was applied in setting the revenue for Second Regulatory Period (2nd RP) of January 1, 2006 to December 31, 2010 and for the Third Regulatory Period (3rd RP) of January 1, 2011 to December 31, 2015, with the issuance of the Final Determination on June 13, 2006 and November 22, 2010, respectively.

On September 28, 2022, the ERC issued ERC Resolution No. 08, Series of 2022, *A Resolution Adopting the Amended Rules for Setting Transmission Wheeling Rates (Amended RTWR).* The Amended RTWR provides, among others, the relevant provisions that would govern the filing of the revenue reset applications of NGCP for the Fourth and Fifth Regulatory Periods (4th and 5th RP).

Relative to this, on October 27, 2022, NGCP filed an Omnibus Motion in ERC Case No. 2018-004RM, requesting ERC to subject Article IV of the 2022 Amended RTWR to public consultation and public hearings, clarify pertinent provisions and hold in abeyance the regulatory reset process for the 4th and 5th RP.

In response to NGCP's Petition, in its Order dated November 25, 2022, the ERC denied NGCP's motion to hold in abeyance the regulatory reset process and directed it to file the 4th RP Revenue Application within a non-extendable period of fifteen (15) calendar days from the receipt of the issuance and the 5th RP Revenue Application by January 19, 2023.

Accordingly, NGCP filed its 4th RP Revenue Application on December 22, 2022 under ERC Case No. 2022-089RC entitled, "*In the Matter of the Application of the Maximum Annual Revenue for the Fourth Regulatory Period (2016 to 2020) of the National Grid Corporation of the Philippines (NGCP) in accordance with the Alternative Form of Rate Setting Methodology under the Rules for Setting the Transmission Wheeling Rates (RTWR) with Prayer for Confidential Treatment of Information".*

In an Order dated January 4, 2023, the ERC set the determination of compliance with the jurisdictional requirements on January 27, 2023, the expository presentation for Luzon, Visayas, and Mindanao Stakeholders on January 27, 2023, January 31, 2023, and February 3, 2023, respectively, the pre-trial conference on February 10, 2023, and presentation of evidence on February 10 and 14, 2023.

In an Order dated March 3, 2023, the ERC set additional hearing dates on March 14 and 17, 2023. Likewise, hearings were conducted on March 28, 2023 and April 4, 2023.

As regards the 5th RP Revenue Application, NGCP, in a letter dated January 13, 2023, requested for the ERC to allow NGCP to file the 5th RP Revenue Application by April 28, 2023.

In a letter-response from the ERC dated March 3, 2023, which was received by NGCP on March 15, 2023, NGCP was directed to file its 5th RP Revenue Application within fifteen (15) days from receipt of the said letter, i.e., on or before March 30, 2023.

Accordingly, NGCP filed its 5th RP Revenue Application on March 30, 2023 under ERC Case No. 2023-025RC entitled, *"In the Matter of the Application of the Maximum Annual Revenue for the Fifth Regulatory Period (2021 to 2025) of the National Grid Corporation of the Philippines (NGCP) in Accordance with the Alternative Form of Rate Setting Methodology Under the Rules in Setting the Transmission Wheeling Rates (RTWR)"*.

In an Order dated April 13, 2023, the ERC set the determination of compliance with the jurisdictional requirements on May 30, 2023, the expository presentation for Luzon, Visayas, and Mindanao Stakeholders on May 30, 2023, June 6, 2023, and June 13, 2023, respectively, the pre-trial conference on June 20, 2023, and the presentation of evidence on June 20 and 22, 2023.

During the May 30, 2023 Expository Presentation for Luzon Stakeholders, the ERC directed for the cancellation of the Pre-trial Conference and Presentation of Evidence on June 20 and 22, 2023 and had scheduled a clarificatory hearing on July 10-14, 2023.

In an Order dated September 13, 2023, the ERC issued its initial findings on Phase 1 of the 4th RP Revenue Application as embodied in the Partial Initial Determination. On this, NGCP filed its Comment *Ex Abundanti Ad Cautelam* [To ERC's 4th Regulatory Period (RP) Phase 1: Partial Initial Determination] -with- Motion to Lift Suspension of ERC Resolution No. 07, Series of 2011 and its Supplemental Comment (To Phase 1: Partial Initial Determination).

In an Order dated November 22, 2023, the ERC set the Pre-trial Conference and presentation of evidence on the 5th RP Revenue Application on December 5, 2023 and January 16 and 23, 2024. Following various hearings and submission of compliances to the directives of the ERC in January to March 2024, NGCP filed its Formal Offer of Evidence dated March 22, 2024.

The ERC, in an Order dated August 21, 2024 issued the 4th RP Draft Final Determination (DFD) which was received on November 8, 2024. Accordingly, NGCP submitted its comments on the aforesaid documents on November 25, 2024

In an ERC Order dated September 27, 2024, NGCP was directed to submit data and information, as well as its responses to the clarificatory questions on its land and land-related capital expenditure (CAPEX) projects covering the period from calendar years 2009 to 2023. NGCP filed before the ERC its Partial Compliance and Full Compliance dated October 28, 2024 and November 7, 2024, respectively.

In an ERC Order dated November 26, 2024, a Clarificatory Hearing was set on December 5 and 6, 2024 and NGCP was directed to submit its Compliance to the Commission's clarificatory questions, including all relevant information and supporting documents. NGCP filed before the ERC its Partial Compliance, Second Partial Compliance, and Full Compliance dated December 17, 2024, December 27, 2024, and January 27, 2025, respectively.

Inspection activities with the ERC and its consultant were scheduled from March 3 to 21, 2025, of the sample land and land related CAPEX of NGCP pursuant to the Terms of Reference on the Consulting Services for the Prudency Review of Land and Land-Related Capital Expenditure (CAPEX) Projects of the National Grid Corporation of the Philippines (NGCP) and the National Transmission Corporation (TransCo) covering the period from the calendar years (CY) 2009 to 2023.

On March 20, 2025, NGCP received the following draft reports of ERC's Consultants: (1) Determination of Performance Incentive Scheme (PIS) for National Grid Corporation of the Philippines (NGCP) for the Fifth Regulatory Period (5th RP) and Review of NGCP's Proposed PIS for the 5th RP dated 03 January 2025; (2) Validation of the Forecasts Expenditure for the Fifth Regulatory Period of the National Grid Corporation of the Philippines in Setting the Transmission Wheeling Rates dated 06 October 2023; and (3) Determination of the Regulatory WACC for Transmission for the 5th Regulatory Period (2023-2027) and Review of the NGCP WACC Report for the 5th Regulatory Period (5th RP) (commencing 2021 per NGCP) dated 17 March 2024 (Revised 16 June 2024) and 18 March 2024 (Revised 15 June 2024), respectively. NGCP submitted its comments before the ERC on the aforesaid drafts on April 4, 2025. NGCP submitted a Supplemental Comment (To the Final Reports of the Commission's Consultants) dated May 13, 2025.

On April 11, 2025, the ERC posted in its website, www.erc.gov.ph, the Notice of Commission Action during the 1125th Regular Commission Meeting held on March 26, 2025 providing the overview of the Decision related to NGCP's 4th RP Application. The summary of the Commission Action provides, among others, that after due deliberation, the Majority resolved to adopt the following parameters in relation to the determination of the final rate for the 4th RP of NGCP: zero (0) Net Efficiency Adjustment (NEA); Weighted Average Cost of Capital (WACC) of 11.33%; and As Spent Approach. The Notice also provides that the Majority likewise resolved to approve the recommendation to make permanent NGCP's 2015 Maximum Allowable Revenue (MAR) in the amount of PhP43,078.95 Million and grant NGCP's Net Performance Incentive (NPI) reward claim for 2014 in the amount of PhP783.06 Million - both under ERC Case No. 2014-155RC entitled, *"In the Matter of the Application for the Maximum Allowable Revenue (MAR) for Calendar Year (CY) 2015 and the Net Performance Incentive for 2014 Under the Rules for Setting the Transmission Wheeling Rates, With Prayer for Provisional Authority - National Grid Corporation of the Philippines, Applicant"*.

On April 15, 2025, the ERC posted in its website the Notice of Commission Action Application during the 3rd Special Commission Meeting No. 03-2025 held on April 11, 2025 providing the overview of the Decision related to the NGCP 4th RP Application. The summary of the Commission Action provides that after careful deliberation, the Majority resolved to approve the basic Maximum Annual Revenue adjustment (increase) of PhP0.0629/kWh, and an Under Recovery of P0.0384/kWh with a recovery period of eighty-four (84) month, thus a total rate impact (total increase) amounting to P0.1013/kWh. The computed MAR for the lapsed period is equivalent to P335.79 billion.

NGCP filed to ERC a *"Very Urgent Motion to Resolve 4th Regulatory Period Reset Application"* dated May 23, 2025.

NGCP filed to ERC a "*Very Urgent Reiteratory Motion to Issue Final Determination of 4th Regulatory Period Reset Application"* dated June 18, 2025.

NGCP filed to ERC a *"Very Urgent Third Motion to Issue Final Determination of 4th Regulatory Period Reset Application"* dated June 30, 2025.

On July 7, 2025, NGCP received the ERC Decision and Final Determination on NGCP's 4th Regulatory Period Revenue Reset Application. In the said Decision, the ERC approved NGCP's 2016-2022 Annual Revenue Requirement (ARR) in the amount of P335.79 billion. The ERC also directed NGCP to collect, as a separate line item in the power bill of transmission customers, an Under Recovery of P28.30 billion, with an equivalent rate of P0.0384/kWh, to be implemented over a period of approximately eighty-four (84) months or until such time that the said amount shall have been fully recovered. NGCP was further directed to accomplish and submit a report based on the prescribed format from the ERC on or before the 30th day of the following month until such time that the amount of under recovery shall have been fully collected.

On 18 July 2025, the ERC, on its website, posted an Explainer entitled "*ERC Releases Explainer on Final Determination for NGCP's 4th Regulatory Reset",* stating that,

> *XXX*
>
> *The under-recoveries and the increased MAR will result in an increase in transmission charges effective in the billing month of August. The Commission set a seven-year recovery period for the PhP28.29-Billion under-recoveries. The total average increase of P0.1013 per kilowatt-hour (kWh) in transmission charges is the sum of the average increase of P0.0629/kWh in the basic transmission charge resulting from the higher MAR and P0.0384/kWh for the under-recovered portion (to be collected over 84 months). (emphasis supplied)*
> *XXX*

As detailed *in the Results of the Final Determination for the National Grid Corporation of the Philippines' Rate Reset for Years 2016-2022* included in the said explainer, the approved MAR for 2022 of NGCP is at P58.10 billion. The incremental increase in revenue from the currently implemented interim MAR of P51.47 billion is anticipated to result in an increase in transmission rates by P0.0629/kWh. This, along with the 4th RP-approved "Under Recovery 2016 - 2022" of P0.0384/kWh translates to a total indicative increase of P0.1013/kWh.

With the foregoing, ERC has authorized NGCP to bill the P58.10 billion as its MAR for 2025 and the "Under-recovery 2016-2022" of P28.30 billion with the fixed rate of P0.0384/kWh to be collected in 84 months or until such time the amount is fully recovered.

Accordingly, NGCP shall commence the billing of the authorized MAR and the "Under-recovery 2016-2022" to Transmission Customers effective July 2025 billing month (or June 26 to July 25, 2025), which will then billed by Distribution Utilities (DUs) to their customers in August 2025.

On July 22, 2025, NGCP filed a Motion for Partial Reconsideration (with Manifestation) on ERC Case No. 2022-089RC which was resolved by the ERC in an Order promulgated on October 29, 2025. In the said Order, the ERC approved the following: (1) provision of ARR and RAB Roll-forward computation, subject to the observance of appropriate confidentiality safeguards; (2) provision of the detailed computation and derivation of the Building Block components for (i) Transferred Assets, (ii) Found Assets, (iii) Optimized Assets, including the corresponding detailed information and breakdowns of: (i) 2016-2022 approved CAPEX, and (ii) 2016 Opening RAB, subject to the observance of appropriate confidentiality safeguards; (3) recognition of the 31 projects with a total amount of P16.10 billion which were not included in the computation of the RAB in the 4th RP FD, but shall only be considered for inclusion as adjustments to the RAB in the next RP reset; (4) recognition of the additional Return of Capital in the amount of P1.62 billion, but such correction or adjustment shall be considered in the next RP reset; (5) reconsideration on the unrecouped portion of the 2RP NEA, determined in the 3RP, subject to the results of the ERC's further verification and validation; and (6) re-computation of the 2015 NPI based on the 4RP FD 2016 ARR, the recomputed and validated amount, once confirmed, shall be reflected as part of NGCP's allowable revenue in the next RP reset. In the same Order, the ERC confirmed the following: (1) NGCP's MAR for 2025 amounts to P58.10 billion; (2) under recovery of P28.30 billion with the fixed rate of P0.0384/kWh to be collected in 84 months or until such time that the amount is fully recovered; (3) commencement of billing the authorized 2025 MAR and under recovery to Transmission Customers effective July 2025 billing month.

In an Order, under ERC Case No. 2023-025RC, promulgated on October 8, 2025, the ERC set a Clarificatory Hearing on October 20 and 22, 2025 and directed NGCP to prepare response to the ERC's clarificatory questions. NGCP submitted its Compliance dated October 15, 2025.

In a Notice, under ERC Case No. 2023-025RC, promulgated on 11 November 2025, the ERC posted, for comments of the interested parties, the Final Report of the ERC's Consultant, NCL Power Consulting Corporation (NCL) entitled, "Prudency Review of Land and Land-Related Capital Expenditure (CAPEX) Projects of the National Grid Corporation of the Philippines (NGCP) and the National Transmission Corporation (TransCo) Covering the Period from Calendar Years (CY) 2009 to 2023, dated 14 May 2025". NGCP submitted its comments before the ERC dated November 24, 2025.

In the ERC Decision on ERC Case No. 2023-025RC on *NGCP's Application for the Approval of the Maximum Annual Revenue for the 5th Regulatory Period (5th RP) covering the years 2023 to 2027*, which was promulgated on 30 January 2026, the ERC approved NGCP's Annual Revenue Requirement (ARR) covering 2023 to 2027 in the total amount of P374.98 billion or a total Smoothed Maximum Allowable Revenue (SMAR) of P376.42 billion Furthermore, NGCP was directed by the ERC to implement the MAR for RY 2023 in the amount of P63.45 billion starting 01 August 2026 until otherwise directed by the ERC.

On 20 February 2026, NGCP filed an Omnibus Motion seeking clarification on the Commission's Decision and the 5th RP Final Determination.

On 16 April 2026, NGCP received the ERC's Letter with subject "Commencement of the Sixth (6th) Regulatory Period (RP) and Directive for NGCP to file its 6th RP Rate Reset Application" directing NGCP to file its 6th RP Rate Reset Application within thirty (30) days from receipt thereof (on or before 16 May 2026).

On 14 May 2026 NGCP submitted and filed its 6th RP Revenue Reset Application dated 13 May 2026 containing data, reports, and information required under the Amended RTWR for NGCP's application for its proposed setting of Transmission Rates for the 6th RP covering a 5-year Regulatory Period from 01 January 2028 to 31 December 2032.

On 15 May 2026, said Application was docketed as ERC Case No. 2026-070RC. Subsequently, on 16 May 2026, NGCP received the ERC's Order dated 15 May 2026 resolving NGCP's Omnibus Motion dated 20 February 2026 in its 5th RP Revenue Reset Application. One of the most relevant motions granted in the said Omnibus Motion is the reconsideration of the Weighted Average Cost of Capital (WACC) and its setting at 11.92% thereby modifying the NGCP's 5th RP ARR and SMAR for years 2023 to 2027 to P378.71 billion and P380.45 billion, respectively. Moreover, the ERC directed NGCP to implement the approved MAR for CY 2023 in the amount of PhP63,659Mn effective October 2026 billing month.

As a consequence, on 28 May 2026, NGCP filed before the ERC an Amended Application dated 26 May 2026.

Regulated Entity
At the time the ERC issued its Final Determination for the 2nd RP (the 2006 Final Determination), Regulated Transmission Services were provided by the National Transmission Corporation (TRANSCO). Under R.A. 9511, which was signed by the President on December 1, 2008 and which became effective on January 15, 2009, a nationwide franchise to manage the transmission system was granted to NGCP.

As discussed in Note 4 to the consolidated financial statements, the Group, through NGCP, has signed a Concession Agreement with PSALM and TRANSCO, which covers the management and development of the transmission grid over the term of the franchise. Under the Concession Agreement, NGCP is responsible for the operation, management, and development of the grid, while TRANSCO continues to hold title over the transmission assets. Notwithstanding this, TRANSCO continues to be responsible for the settlement of Right of Way (ROW) claims in respect of projects that were ongoing at the time R.A. 9511 became effective, while NGCP is responsible for ROW claims for projects that were initiated subsequent to the effectivity of the Act.

Hence, while NCGP will incur the bulk of the costs of providing the Regulated Transmission Services over the 3rd RP, some residual costs for the provision of these services will be incurred by TRANSCO. For the Third Reset, the ERC is concerned only with the total cost of providing the Regulated Transmission Services and not with who incurs these costs.

Performance Based Regulation (PBR)
PBR is an internationally accepted method of rate setting that meets the requirements of Section 43(f) of EPIRA. PBR is forward looking and sets the MAR that the Regulated Entity can earn from the provision of Regulated Transmission Services for each five-year regulatory period. This provides an incentive for cost reduction over time, this leads to price efficiency since savings made in one regulatory period are built into the cost structure used to determine the MAR that will apply over the subsequent regulatory periods.

Maximum Allowed Revenue (MAR)
The ERC makes a determination of the annual revenue requirements (ARR) of the transmission business as well as the price control arrangements that will apply during the regulatory period. The RTWR requires the MAR to be smoothed to reduce the likelihood of price shocks to customers and revenue shocks to the Regulated Entity.

Following an annual rate verification and validation process, and using a price control formula, the ERC sets the MAR that NGCP can bill its transmission customers for each year in the regulatory period.

With the issuance of the Order dated January 21, 2016, NGCP billed an $iMAR_{2016}$ of P41.65 billion consistent with Module F of the 2006 Revised Open Access Transmission Service (OATS) Rules. As for the $iMAR_{2016}$ differential of P2.14 billion, following the ERC Order dated December 19, 2016, this was collected by NGCP in 2017. The approved $iMAR_{2016}$ amounting to P43.79 billion has been applied in CYs 2017, 2018 and 2019.

In its Order dated February 13, 2020, the ERC granted NGCP a provisional authority to implement an $iMAR_{2020}$ in the amount of P47.05 billion, an increase of P3.26 billion from the $iMAR_{2016}$ of P43.79 billion, effective April 2020 billing month. However, only P300.00 million of the incremental revenue was billed in July and August 2020 billing months following its deferment in consideration of the COVID-19 pandemic situation and the issuance of the July 28, 2020, directing the suspension of the billing of the $iMAR_{2020}$. As a result, there was an unbilled $iMAR_{2020}$ differential in the amount of P2.96 billion.

In October 2021, NGCP filed a Reiteratory Motion for Implementation of $iMAR_{2020}$ praying for the lifting of the July 28, 2020 Order, recovery of the 2020 iMAR and the unbilled iMAR for 2021 from October 2021 to December 2022, and confirmation that the approved $iMAR_{2020}$ level of P47.05 billion shall be implemented continuously until a new MAR is issued, or until the issuance of the Final Determination for the succeeding regulatory period, whichever is earlier.

On January 17, 2022, NGCP submitted its compliance to the January 5, 2022 ERC Order, which was received by NGCP on January 7, 2022.

On April 29, 2022, the ERC promulgated an Order dated March 23, 2022 resolving the $iMAR_{2020}$ Application and approving an $iMAR_{2020}$ of P51.47 billion. Moreover, the Commission directed the implementation of the approved $iMAR_{2020}$ in the next billing cycle and required the submission of NGCP's proposed recovery scheme on the unbilled $iMAR_{2020}$ in CYs 2020, 2021 and first four (4) months of 2022 within 60 days from receipt of the Order.

Accordingly, on June 8, 2022, NGCP submitted to ERC its Compliance dated June 2, 2022 on NGCP proposed manner of recovery of the unbilled $IMAR_{2020}$ for the years 2020, 2021 and four (4) months of 2022, in the total amount of PhP17.62 billion starting September 2022 to June 2024. Likewise, starting May 2022 Billing Period, NGCP has already implemented its billing based on the P51.47 billion iMAR pursuant to the March 23, 2022 Order of the ERC.

On March 10, 2023, NGCP filed its "Motion to Approve Implementation of Recovery Scheme" reiterating its prayer for the approval of the billing and recovery of the unbilled iMAR for 2020 under a new proposed recovery scheme, i.e., from May 2023 to April 2024.

On June 22, 2023, NGCP filed a Reiteratory Motion with Motion to Resolve (4th Motion) with the Commission on the *Proposed Recovery Scheme for the Recovery of the Unbilled iMAR in 2020* and respectfully prayed, among others, for the Commission to immediately issue an Order approving the billing and the recovery of the CY 2020 unbilled iMAR in the amount of P7.38 billion in accordance with the proposed recovery scheme discussed in its Motion dated March 10, 2023.

On September 12, 2023, October 10, 2023, and June 5, 2024, NGCP filed a Reiteratory Motion with Motion to Resolve for the immediate issuance of an Order approving the billing and recovery of the CY 2020 unbilled iMAR.

To date, NGCP is yet to receive ERC's resolution on NGCP's proposed manner of recovery of the unbilled iMAR..

Following ERC's issuance of its Decision and the Final Determination on NGCP's 4^{th} Regulatory Period Revenue Reset Application on July 7, 2025 as well as the posting of ERC's Explainer on its website on July 18, 2025, ERC has authorized NGCP to bill the P58.10 billion as its MAR for 2025 and the "Under-recovery 2016-2022" of P28.30 billion with the fixed rate of P0.0384/kWh to be collected in 84 months or until such time the amount is fully recovered.

NGCP commenced the billing of the authorized MAR and the "Under-recovery 2016-2022" to Transmission Customers effective July 2025 billing month (or June 26 to July 25, 2025), which was then billed by Distribution Utilities (DUs) to their customers in August 2025.

In the ERC Decision on ERC Case No. 2023-025RC, the ERC approved NGCP's ARR for the 5th RP covering 2023 to 2027 in the total amount of P374,98 billion or a total SMAR of P376.42 billion. Furthermore, NGCP was directed by the ERC to implement the MAR for RY 2023 in the amount of PhP63,449.70Mn starting 01 August 2026 until otherwise directed by the ERC.

On 20 February 2026, NGCP filed an Omnibus Motion seeking clarification on the Commission's Decision and the 5th RP Final Determination.

On 16 May 2026, NGCP received the ERC Order on the NGCP's Omnibus Motion. One of the most relevant motions granted in the said Omnibus Motion is the reconsideration of the WACC and its setting at 11.92% thereby modifying the NGCP's 5th RP ARR and SMAR for years 2023 to 2027 to P378.71 billion and P380.45 billion, respectively. Moreover, the ERC directed NGCP to implement the approved MAR for CY 2023 in the amount of PhP63,659Mn effective October 2026 billing month.

Forecast Capital Expenditures (CAPEX) and Forecast Operating Expenditures (OPEX)

The ERC building block cost calculations for the approved ARR include allowed forecast CAPEX and forecast OPEX. This entails responsibility on the part of NGCP as the regulated entity to implement projects and/or activities allowed by ERC to be able to perform its mandated function as transmission provider. A significant amount of NGCP's Revenues is used to fund the CAPEX and OPEX approved by the ERC in its Decision and Final Determination for the subsequent year/s. The utilization of these earned profits will allow NGCP to implement projects and meet its performance targets committed with the ERC and its customers.

In Section 5.4 of the Final Determination, ERC's approval on the operating and maintenance expenditures (OPEX) for the 3rd RP considered only, among others, inclusions of TRANSCO of the supervision and permit fees relating to its 2nd RP capital expenditures (CAPEX). However, instead of allowing its recovery as part of the OPEX for the 3rd RP, ERC deemed it more appropriate to treat it as an adjustment to the 3rd RP Revenue Requirement of NGCP thru the OPEX Efficiency Adjustment (OEA).

In Section 5.26 of Final Determination for the 3rd RP, ERC included provisions for the recovery of cost of capital on land-related CAPEX for years 2011 to 2015 based on NGCP's approved CAPEX requirements and the historical levels at which TRANSCO has been able to settle its right-of-way (ROW) claims. Further, ERC decided that land-related CAPEX is to be reflected as a separate item from the approved CAPEX levels of NGCP for the 3rd RP and is to be the subject of an ex-post prudency review during the 4th RP.

Outside the levels of CAPEX and OPEX approved by ERC, NGCP has to finance for the cost of ROW, operation/maintenance and rehabilitation of sub-transmission assets not disposed to distribution utilities (DUs), and value-added tax.

For the 4th RP and 5th RP, NGCP continues to undertake the implementation of CAPEX which it deems prudent and necessary and incur OPEX that is essential in its day-to-day operations to continuously fulfill its mandated function as the Transmission Provider.

Following the receipt of ERC's Decision on NGCP's 4th and 5th RP Applications, the ERC approved the CAPEX levels for the 4th and 5th RP, as provided in the Final Determination, in the amount of P187.77 billion (inclusive of Asset Acquisition and FME) and PhP182.34 billion, respectively.

Furthermore, in ERC's Decision for the 5th RP, the ERC approved additional 16 projects and the FME CAPEX for Typhoon Yolanda with a total amount of PhP13.44 billion and P930.73 million, respectively.

The ERC-approved OPEX for the 4th and 5th RP, as provided in the Final Determination, amount to P59.53 billion and PhP67.70 billion, respectively.

Operational Meals and Consumables
Operational Meals and Consumables refer to an expense account to record the costs of internal organizational meals consumed in direct connection with operation necessities that directly support transmission service delivery. The account covers meals essentially needed on events including but not limited to operation planning of maintenance activities prior to planned shutdown of equipment and transmission lines to ensure efficiency and safety; conduct of major maintenance activities; coordination meetings for the implementation of critical projects; scheduled management meetings related to status of targets, key performance indicators and areas for improvement; procurement; vendor monitoring and claims settlement to maintain performance standards and healthy relationship; logistics and facility support; and regulatory compliances that directly support transmission service delivery.

Weighted Average Cost of Capital (WACC)
The rate of return that the Regulated Entity can earn in its investment in transmission system assets is equal to the WACC as set by the ERC during each Reset based on a market analysis of the rate of return a business in the Philippines with a similar risk profile to the Regulated Entity can be expected to earn.

In the absence of a Final Determination for the 4th RP and 5th RP, which should provide, among others the WACC approved by the ERC for the years 2016 to 2020, as stated in Note 20, the ERC approved an interim revenue of P43.79 billion which was implemented in years 2016 to 2019, and subsequently provisionally approved a revenue of P47.05 billion for the year 2020. On April 29, 2022, the ERC promulgated an Order dated March 23, 2022 resolving the $iMAR_{2020}$ Application and approving an $iMAR_{2020}$ of P51.47 billion effective January 2020 until a new transmission revenue has been determined.

The ERC-approved WACC for the 4th and 5th RP, as provided in the Final Determination, were 11.33% and 11.74%, respectively.

Following the resolution of NGCP's Omnibus Motion on the 5th RP Final Determination, the modified WACC for the 5th RP is now at 11.92%.

Other Taxes
As stated in the 3rd RP Final Determination Section 5.20 ERC Final Decision - Other Taxes, the VAT payable on both CAPEX and OPEX inputs will be accounted separately and will not be included in either the CAPEX or OPEX forecasts for the third and subsequent regulatory periods. VAT payable on CAPEX inputs will not be capitalized but will be recovered from customers in full as the expenditure is incurred. It follows that asset valuations will continue to be undertaken on a VAT exclusive basis.

Input VAT related to CAPEX and OPEX presented under "Prepaid expenses and other current assets" and "Deferred input VAT" account in the statements of financial position amounted to P1.17 billion and P3.83 million, respectively as at June 30, 2026.

With the implementation of the TRAIN Law under R.A No. 10963 which took effect on January 1, 2018, Section 86 thereof, under Clause (bbb) repealed Section 9, with respect to VAT, of R.A. 9511 or the National Grid Corporation of the Philippines Franchise Act, which changes the classification of NGCP from Non-VAT to VAT entity, all transactions affected therein are made subject to VAT. Hence, effective January 1, 2018, all Input Taxes related to purchases of goods and services both for CAPEX and OPEX shall be considered as Input VAT, deductible from NGCP's Output VAT Payable pursuant to the BIR rules and regulations.

PIS
The PIS provides the Regulated Entity an incentive to improve the quality of service provided to customers. Under the PIS, key indicators of service performance are monitored annually. Should the quality-of-service performance be above targets set during the Reset, the Regulated Entity can earn an incentive of up to 3% of ARR or the unsmoothed MAR. Conversely, should the quality-of-service fall below the targets, a penalty of up to 3% of ARR can be applied.

In the 4th RP Final Determination, the ERC stated that the provisions of the Amended RTWR on PIS specifically refer to subsequent regulatory periods and are wholly inapplicable to the 4th RP. Hence, no implementation of the PIS for the 4th RP. Nonetheless, the ERC approved a net PIS under recovery for the following 3RP calendar years of 2012, 2013, and 2014 in the amount of P660.23 million to be recovered as part of the Under Recovery 2016-2022 of P28.30 billion

In the 5th RP Final Determination, the ERC approved the following PIS parameters: (1) System Interruption Severity Index (SISI), (2) Frequency of Tripping per 100 ckt-km (FOT), (3) System Availability (SA), (4) Frequency Limit Compliance (FLC), (5) Voltage Limit Compliance (VLC), and (6) Average Forced Outage Duration (AFOD).

Rate Arrears - Transferred Assets
An issue that has arisen since the Draft Determination is the recovery of rate arrears in respect of sub-transmission and connection assets that are to be transferred to the RAB at the beginning of the 3rd RP. The ERC has not enforced payment of the associated sub-transmission and connection charges from a number of electric cooperatives (ECs), as to have done so, would have been unduly onerous on the ECs' customers. The ERC has decided that the Regulated Entity can recover these arrears through the Final Determination.

In the Final Determination, the total rate arrears from transferred assets carried forward at Consumer Price Index (CPI) to 2011 and added to the 2011 unsmoothed MAR amounted to P1.46 billion.

Relative to this, in the 4th RP Final Determination, the ERC approved under-recoveries relating to the error in the computation of the 3rd RP rate arrears of MOPRECO and NORSAMELCO in the amount of P637.18 million.

Force Majeure Events
In the occurrence of Force Majeure Events (FME), transmission assets operated by NGCP may be damaged or destroyed. In such cases, increase in costs incurred by NGCP in addition to the maximum amounts that it is otherwise permitted to charge to its transmission customers through the MAR is allowed to be recovered through FME Pass Through charges, subject to the approval of ERC in accordance with Article XI of the 2022 Amended RTWR.

For capital expenditures (i.e., replacement with new assets), partial recovery through additional FME charges will be billed on top of the regulated charges from the time of its approval until the end of the current Regulatory Period. The remaining unrecovered cost will then form part of the RAB assets to be carried forward to the subsequent regulatory period and recovered through regulatory depreciation with reasonable rate of return based on WACC. For operating expenditures (e.g., repairs), recovery during the current regulatory period as additional OPEX, is allowable.

The assets destroyed by such FMEs are removed from the RAB in the succeeding regulatory reset, but recovery is allowable through application for "accelerated depreciation".

Management does not consider the occurrences of FMEs as impairment indications with respect to the future economic benefits.

For the year 2009 to June 30, 2026, the following FME Claims were submitted to the Commission:

2009	Typhoons Cosme and Frank, and for Sabotage of Transmission Towers in Mindanao (ERC Case No. 2009-049RC)	July 13, 2009
	Sabotage in Mindanao (ERC Case No. 2009-161RC)	November 16, 2009
2010	Destruction of the Matnog Repeater Station due to Lightning Strikes and the Sabotage of Tower 142 in Mindanao (ERC Case No. 2010-065RC)	June 15, 2010 (refer to note below)
	Typhoons Ondoy and Pepeng and Sabotage in Mindanao (ERC Case No. 2010-112RC)	September 24, 2010 (refer to note below)
2011	Typhoons Basyang and Juan (ERC Case No. 2011-112RC)	Filed on August 9, 2011 (refer to note below)
2012	Flooding in Mindanao, Typhoon Bebeng, Landslide in Midanano and Typhoon Juaning (ERC Case No. 2012-070 RC)	May 7, 2012
	Typhoons Quiel and Sendong (ERC Case No. 2012-106RC)	September 28, 2012
2013	Earthquake, Flooding and Lightning Incidents in Visayas (ERC Case No. 2013-019 RC)	February 6, 2013
	Flooding Caused by Monsoon Rains in Luzon, Sabotage Incidents in Mindanao, and Typhoon Pablo (ERC Case No. 2013-171 RC)	August 7, 2013
2014	Sabotage Incidents and Landslide due to Continuous Heavy Rains in Mindanao, Typhoons Santi and Vinta (ERC Case No. 2014-127 RC)	August 29, 2014
	Typhoon Yolanda (ERC Case No. 2014-163)	November 5, 2014
2015	Typhoon Agaton in Mindanao (ERC Case No. 2015-005RC)	January 14, 2015
	Typhoon Glenda in Visayas and Luzon (ERC Case No. 2015-136)	July 15, 2015
	Typhoons Ruby and Seniang in Visayas and Mindanao (ERC Case No. 2015-205)	December 4, 2015
2016	Typhoon Amang in Visayas and Sabotage Incidents in Mindanao (ERC Case No. 2016-003RC)	January 12, 2016
	Typhoon Ineng in Luzon (ERC Case No. 2016-163RC)	August 22, 2016
	Typhoon Lando in Luzon and Sabotage Incidents in Mindanao (ERC Case No. 2016-179RC)	October 07, 2016

	Typhoon Nona in Luzon and Sabotage Incidents in Mindanao (ERC Case No. 2016-196RC)	December 12, 2016
2017	Typhoons Karen and Lawin in Luzon (ERC Case No. 2017-090RC)	October 12, 2017
	Typhoon Nina in Luzon (ERC Case No. 2017-116RC)	December 22, 2017
2018	Earthquake in Visayas (ERC Case No. 2018-073RC)	July 05, 2018
	Lightning and Sabotage Incidents in Luzon and Bombing Incident in Mindanao (ERC Case No. 2018-100RC)	October 02, 2018
	Typhoon Urduja, Typhoon Vinta, Typhoon Basyang and Flash Flood in Mindanao (ERC Case No. 2018-117RC)	December 11, 2018
2019	Flood due to Enhanced Southwest Monsoon Rain caused by Tropical Depression Josie in Luzon (ERC Case No. 2019-055RC)	July 19, 2019
	Typhoon Ompong in Luzon (ERC Case No. 2019-071RC)	September 13, 2019
	Typhoon Rosita in Luzon (ERC Case No. 2019-085RC)	October 29, 2019
2020	Earthquake Incidents in Mindanao, Typhoon Tisoy in Luzon and Visayas, and Typhoon Ursula in Visayas (ERC Case No. 2020-039RC)	October 30, 2020
2021	Typhoon Quinta, Super Typhoon Rolly, and Tropical Storm Vicky and Landslide in Mindanao (ERC Case No. 2021-084RC)	October 20, 2021
2022	Typhoon Odette in Visayas and Mindanao	December 21, 2022

* Note: With ERC Decision dated December 10, 2012 authorizing Group, through NGCP, to collect the FM Event Pass-Through Amount Charge

The ERC in its decisions dated December 10, 2012 under ERC Case Nos. 2010-112 RC (Typhoons Ondoy and Pepeng and Sabotage in Mindanao), 2011-112 RC (Typhoons Basyang and Juan) and 2010-065 RC (Destruction of the Matnog Repeater Station due to Lightning Strikes and the Sabotage of Tower 142), authorized NGCP to collect the FM Event Pass-Through Amount Charge from its Luzon and Mindanao Grid customers, and allowed FME the billing of the rates corresponding to these FME claim applications until December 31, 2015, which is the last year under the Third Regulatory Period.

On September 28, 2021, NGCP received a copy of ERC Decision dated June 16, 2021, relative to the FME Claim Application for Typhoon Agaton in Mindanao (ERC Case No. 2015-005RC) resolving the instant application. On this, NGCP filed its Motion for Reconsideration on October 13, 2021, and prayed that the Commission reconsiders its June 16, 2021 Decision and issues a new decision on the said case.

Subsequently, NGCP received a copy of ERC Decision dated April 15, 2021, relative to the FME Claim Application for Typhoons Quiel and Sendong (ERC Case No. 2012-106RC) on November 2, 2021. Accordingly, NGCP filed its Motion for Reconsideration on November 16, 2021, and prayed that the Commission reconsiders its April 15, 2021 Decision and issues a new decision.

On March 18, 2022, NGCP received a copy of ERC Decision dated November 24, 2021, relative to the FME Claim Application for Sabotage Incidents and also for Landslide due to Continuous Heavy Rains in Mindanao and Typhoons Santi and Vinta in Luzon (ERC Case No. 2014-127RC). On this, NGCP filed its Motion for Partial Reconsideration dated April 1, 2022.

On April 5, 2022, NGCP received a copy of the ERC Decision dated November 24, 2021, relative to the FME Claim Application for Flooding in Mindanao, Typhoon Bebeng, Landslide in Mindanao and Typhoon Juaning (ERC Case No. 2012-070RC). On this, NGCP filed its Motion for Reconsideration dated April 19, 2022.

In summary, of the 29 FME cases filed with the ERC covering 2009 to 2025, three (3) FME cases have already been approved and billed, two (2) FME cases are for decision by ERC, eighteen (18) FME cases have resolved Motions for Reconsideration, and six (6) FME cases are pending for ERC Resolution of NGCP's Motions.

Twenty (20) of these 29 filed FME cases have been included in NGCP's 4th RP Revenue Application, seventeen (17) of which were approved in the 4th RP Final Determination with an approved total FME CAPEX of PhP249.86 million, one (1) of which was approved in the 5th RP Final Determination with an approved total FME CAPEX of PhP930.73 million and nine (9) with additional approved FME CAPEX in the amount of PhP21.03 million in the Orders resolving the Motions for Reconsideration on the relevant FME cases.

Excluded Services or Connection Services and Residual Sub-transmission Services (CC/RSTC)

The Group, through NGCP, is also engaged in the provision of other services and are earning revenues for these services over and above the MAR.

NGCP's excluded services, as provided in the RTWR. Currently, this includes the provision of Transmission Connection Services, and the management of Residual Sub-transmission Assets. Income from these excluded services is recognized under Connection and Residual Sub-transmission Service under "Revenues" account presented in profit or loss.

The ERC, in its Decision dated July 6, 2011 (ERC Case Nos. 2008-066RC and 2009-153 RC), approved the CC/RSTC for the years 2008 and 2009 with modification. Further, it required the filing of its application for the approval of the 2011 and 2012 CC/RSTC within 30 days from receipt of the Decision and within the same period as the filing of the MAR 2012, respectively.

In compliance with the ERC's directive in the said Decision, NGCP applied for the approval of CY 2011 and 2012 CC/RSTC in December 2011. Also, NCGP commenced billing customers of the ERC-approved 2009 CC/RSTC starting December 2011 billing month.

The ERC, in the same issuance, likewise directed NGCP to bill the approved re-computed charges for CY 2009 as its current charges to all customers effective December 2011 billing month. These re-computed charges considered the asset reclassification made in the 3rd RP Final Determination which brought changes in the charges resulting to over or under billings. On this, ERC directed for the refund/collection of the accounted over or under recovery of the CC/RSTC. NGCP, in December 2011 filed a Motion for Reconsideration (MR) which challenged the interest imposition. To date the ERC is yet to be resolved the MR.

Moreover, this ERC Decision effectively repealed the Deferment Orders issued in year 2008 covering the following nine (9) power customers, namely: Ifugao Electric Cooperative, Inc. (IFELCO), Eastern Samar Electric Cooperative, Inc. (ESAMELCO), Northern Samar Electric Cooperative, Inc. (NORSAMELCO), Leyte IV Electric Cooperative, Inc. (LEYECO IV), Davao Oriental Electric Cooperative, Inc. (DORECO), Surigao del Sur II Electric Cooperative, Inc. (SURSECO II), Mountain Province Electric Cooperative, Inc. (MOPRECO), Negros I Electric Cooperative, Inc. (NORECO I), Busco Sugar Milling Co., Inc. (BUSCO).

Consistent with the foregoing, the accounts of the nine (9) power customers were adjusted to consider the implementation of the approved CYs 2008 and 2009 CC/RSTC and the reclassification of assets.

Subsequent to this, NGCP in a letter dated October 16, 2013, requested for the deferment of the filing of the 2014 CC/RSTC Application to prioritize the re-computation of the CYs 2011, 2012 and 2013 CC/RSTC using the 2004 Sinclair Knight Merz (SKM) Valuation Report as directed by the Commission during the regulatory hearings on the said cases. In compliance, NCGP submitted the 2011, 2012 and 2013 Re-computed CC/RSTC on September 4, 2014.

On October 8, 2014, NGCP also requested the deferment of the filing of its 2015 CC/RSTC Application to allow it considerable time to submit a robust application given that it has just commenced with the preparations and the validation process for the determination of the 2014 as well as 2015 CC/RSTC.

On June 8, 2015, NGCP received a copy of the ERC Order dated June 2, 2015 directing NCGP to submit the refund/collect scheme and over/under recovery on the CC/RSTC for CYs 2008, 2009 and 2010. In compliance with the foregoing, NCGP submitted the CC/RSTC Over/Under-recoveries relative to the implementation of the Refund/Collect Scheme on the 2008 and 2009 CC/RSTC, and the resolution of NGCP's Application for the Approval of the 2010 CC/RSTC on July 13, 2015.

On October 6, 2017, NCGP filed with the ERC its 2014 and 2015 CC/RSTC Application docketed as ERC Case No. 2017-100 RC.

Pending the resolution of the 2010 to 2015 CC/RSTC cases filed with the ERC, NGCP continues to implement the 2009 CC/RSTC level approved by the ERC in its July 6, 2011 Decision with adjustments due to sale of sub-transmission assets and reclassification of assets, as applicable.

Sub-transmission Assets (STAs)
Pursuant to the EPIRA and Rule 6 of its IRR, the ERC adopted and mandated the segregation of transmission and sub-transmission functions and assets for transparency and disposal, and authorized TRANSCO to negotiate and transfer such sub-transmission assets and facilities to qualified DUs based on technical and functional criteria established in Article III of the Guidelines to the Sale and Transfer of the TRANSCO's Sub-transmission Assets and the Franchising of Qualified Consortiums (Guidelines).

ERC Resolution No. 15, Series of 2011, A Resolution Adopting the Amended Rules for the Approval of the Sale and Transfer of TRANSCO's Sub-transmission Assets and the Acquisition by Qualified Consortiums provides some payment option to ECs on the settlement of the sub-transmission cost of service provision brought by regulatory lag of one year (deferred CC/RSTC); capitalization of the CC/RSTC and inclusion of the same in the acquisition cost of the assets.

In ERC Resolution No. 04, Series of 2013, the ERC resolved and clarified, among others, that residual subtransmission assets (RSTAs) with two (2) or more connected Distribution Utilities (DUs) other than those listed in its Annex A, are reverted to NGCP's Regulatory Asset Base (RAB) effective January 1, 2013 and that subtransmission assets, both connection assets (CA) and RSTA with only one (1) connected DU and/or directly connected load end-users shall continue to be sold/divested until further notice.

ERC Resolution No. 7, Series of 2016 further extended deadline for the disposition of the RSTAs listed in Annex A of Resolution No. 4, Series of 2013, until June 30, 2016.

Valuation of STAs

Article V Section 2 of the Guidelines states "Asset valuation shall be the agreed value as negotiated between TRANSCO and the Qualified Distribution Utility or Qualified Consortium in a manner consistent with Section 8 of the Act. This negotiated value shall be deemed to be the Current Sound Value of the Sub- transmission Assets at the time of the acquisition of the assets."

Article V Section 2 of ERC Resolution No. 1, Series of 2009 states that "if the contract was entered after June 13, 2006, the sub-transmission assets shall be valued in reference to the Sinclair Knight Merz (SKM) valuation, or any subsequent valuation as approved by the Commission." This was further amended by ERC Resolution No. 18 Series of 2009.

Negative Pledge

Pursuant to Section 5.03 (Negative Pledge) of the Concession Agreement, TRANSCO shall not without the Concessionaire's prior written consent, sell, dispose of, or create any lien or encumbrance over Transmission Assets except that TRANSCO shall be entitled to dispose of Sub-Transmission Assets in accordance with Section 8 of the EPIRA and retain the proceeds thereof. The Concession Fee shall be reduced in accordance with paragraph 1 (c) of Schedule 6 (Adjustment to Concession Fee) to reflect any disposals of STAs after the Bid Date, subject to Section 6.04 regarding the Commencement Fee.

Sale of STAs

For the year 2016 to June 30, 2026, the following sub-transmissions assets were divested by TRANSCO to Qualified Distribution Utilities:

Year	Acquiring Distribution Utility	Assets Acquired
2016	Zamboanga City Electric Cooperative, Inc. (ZAMCELCO)	Putik Lateral 69 kV line Recodo Lateral 69 69 kV line Pitogo-Tulungatung 69 kV line Pitogo-San Jose Gusu 69 kV line
2017	Ilocos Norte Electric Cooperative, Inc. (INEC)	Currimao - San Nicolas 69kV San Nicolas - Laoag 69kV Laoag - Sarrat 69kV Sarrat - Marcos 69kV Sarrat - Piddig 69kV
	Central Pangasinan Electric Cooperative, Inc. (CENPELCO)	Mangaldan Bari S/S Site Establishment Transformer, two winding, 5 MVA 69/13.8 kV Structures and Improvements
	Isabela I Electric Cooperative, Inc. (ISELCO I)	Cauayan substation (all eqpt. and facilities incl. 15 MVA transformer)

	Mactan Electric Company (MECO)	Mactan Loadend S/S-GIS 69kV TMX/STR #20 MEPZ loadend S/S 69kV Mactan Loadend S/S #3 69kV MECO S/S 31 MECO S/S #3 69kV GIS-MECO S/S #2 69kV GIS 69kV Mactan Loadend S/S-Mulle Osmena 69kV Mactan-PAF 13.8kV Mandaue-Mactan Power Cable 69kV
2018	Cotabato Electric Cooperative (COTELCO)	Tacurong-Kidapawan 69kV Kidapawan-Mto. Apo 69kV Kidapawan-Matalam 69kV
	Iligan Light and Power Co. (ILPI)	Agus 6-Swyd-NSC L2 69kV Line Kiwalan-ICC 69kV Line Overton-ILPI 13.8kV Line Kiwalan-PFC 69kV Line Agus 6-Swyd-NSC L1
2019	La Union Electric Company, Inc. (LUECO)	Bauang-Poro 69kV line
2020	Manila Electric Company (MERALCO)	**Batch 2** Makban-Los Banos 69kV line Makban-Calamba 69kV line Portion Calamba-CSE 13.8kV line Los Banos-IRRI/ERDB/PPRDI 13.8kV Calamba S/S Eqpt., 10 MVA transformer Los Banos S/S Eqpt., 2x10MVA transformer Makban S/S termination Eqpt. **Batch 4** Tayabas 115kV Switchyard incl. 100 MVA Transformer Transformer (T1) - two winding 100MVA 1 - 115kV Power Circuit Breaker 6 - 115kV Current Transformer 4 - 115kV Voltage Transformer Site Establishment - Type 3-115 1 - Switch Bay 115kV with 1 CB Feeder 1 - Switch Bay 115kV with 1 CB Feeder Protection Ternate S/S Equipment, incl. 50MVA Transformer Transformer (T3) - two winding 50MVA 3 - 115kV Power Circuit Breaker 2 - 34.5kV Power Circuit Breaker 3 - 34.5kV Potential Transformer Ancillaries - 115kV Site Establishment - Type 3-115 Site Establishment - Type 2-69 1 - Switchbay 115kV 1 & 1/2 bay with 3 CB 1 - Switchbay 115kV 1 & 1/2 bay with 3 CB Protection 2 - Switchbay 34.5kV with 1 CB Feeder 2 - Switchbay 34.5kV with 1 CB Feeder Protection
2023	Lanao del Norte Electric Cooperative, Inc. (LANECO)	Agus 6 - Kauswagan 69kV Line

Revenue from Related Business
The Group, NGCP, provides the following services that utilize part of the RAB:

- Rental of facilities and equipment; and
- Co-location, antenna attachments, use of building lots and space, use of access roads, attachment of telephone cables, and tapping to AC/DC power sources.

NCGP also earns revenue from provision of the following services that do not involve the use of RAB assets like technical assistance, including assisting with the testing, commissioning, calibration, and maintenance of client's facilities.

Section 1 of RA 9511 provides that NGCP may engage in any related business which maximizes utilization of assets provided that a portion of the net income derived from such undertaking utilizing assets which form part of the rate base shall be used to reduce transmission wheeling rates as determined by the ERC. Such portion of net income used to reduce the transmission wheeling rates shall not exceed 50% of the net income derived from such undertaking.

Ancillary Service Charges
The Group, through NGCP, includes in its monthly billings to customers pass through charges for provision of Ancillary Services (AS) which are generation-related services.

Relative to this, NCGP has undertaken the reconciliation of its billing and payment of AS and AS VAT for years 2009 to 2018.

NCGP has also submitted its compliances with ERC on the Ancillary Services Procurement Agreements (ASPA) with National Power Corporation (NPC) and Therma Marine, Inc. (TMI) involving re-computation of AS costs and collection/refund of AS charges from/to customers pursuant to pertinent ERC Orders/Decisions.

ERC in its Order dated June 16, 2014 in ERC Case Nos. 2010-011 RC and 2010-014 RC entitled, "In the Matter of the Application for Approval of the Ancillary Services Procurement Agreement (ASPA) between the National Grid Corporation of the Philippines (NGCP) and Therma Marine, Inc. (TMI), with Prayer for Provisional Authority," directed NGCP to refund its customers the amount of P12.7 million and the corresponding VAT, for a period of twelve (12) months or the amount of P1.06 million plus VAT, per month starting its next billing cycle from receipt of the Order.

Consistent with the aforesaid Order, NCGP implemented the refund effective September 2014 billing month or August 26 to September 25, 2014 for a period of twelve (12) months or until August 2015 billing month (July 26 to August 25, 2015), equivalent to a monthly credit adjustment of P1.26 million refund of the AS Cost was funded by TMI deposited monthly to NCGP's accounts. TMI shall also fund the AS-VAT refund after its conduct of reconciliation with NCGP.

On March 15, 2016, ERC issued an Order approving the recovery of the Differential Charge for the Ancillary Service provided by NPC to NGCP representing the March 26, 2008 to October 25, 2009 billing period under ERC Case No. 2009-029 RC. Pursuant to this, NCGP commenced the billing of Ancillary Service Differential Charge of P31.38/kW-month for the Luzon, Visayas, and Mindanao grids effective May 2016 billing month or April 26 to May 25, 2016 to customers who benefitted from the Ancillary Services provision from April 2008 to October 2009 billing months. As at October 2016 billing month, NGCP has fully billed and stopped the billing of AS Differential Charge in Luzon.

In a letter from the ERC dated July 22, 2021, NGCP was directed to comply with the Decision on ERC Case No. 2006-049RC entitled, “In the Matter of the Application of Ancillary Services - Cost Recovery Mechanism (AS-CRM) of the Ancillary Services Procurement Plan, with Prayer for Provisional Authority”. Thus, in September 2021 Billing Period, NGCP implemented the full recovery of AS costs from the Load Customers and the cessation of the AS Charges in the power bills being issued to Embedded Generators (EGs).

On January 25, 2024, DOE issued an Advisory 2024-01-001-SEC declaring the start of the full commercial operations of the Reserve Market at dispatch interval 0005H of January 26, 2024.

On March 25, 2024, the ERC promulgated an Order in ERC Case No. 2023-002RC entitled, *“In the Matter of the Application for the Issuance of Rules on the Price Determination Methodology for the Implementation of the Co-Optimized Energy and Reserve Merket in the Wholesale Electricity Spot Market (WESM)”*, suspending the implementation of the Section 8 of the PDM Manual on the Billing and Settlement under the promulgated Interim Relief dated August 24, 2023. Such suspension will cover the March 2024 billing period and will remain in effect until otherwise lifted by the Commission.

In an ERC Order dated 09 May 2024, the ERC directed Philippine Electricity Market Corporation (PEMC) and Independent Electricity Market Operator of the Philippines (IEMOP) to allow the PARTIAL SETTLEMENT of the 30% of the total reserve trading amount of all WESM trading transactions for the March 2024 billing period for ERC Case No. 2023-002 RC entitled “In the Matter of the Application for the Issuance of Rules on the Price Determination Methodology for the Implementation of the Co-Optimized Energy and Reserve Market in the Wholesale Electricity Spot Market (WESM)”.

The ERC, in its Notice of Resolution (NOR) dated July 26, 2024, resolved to lift the suspension of the implementation of Section 8 of the PDM Manual and extended the Interim Relief granted to PEMC and IEMOP for the adoption and implementation of the proposed PDM for the co-optimized energy and reserve market in the Wholesale Electricity Spot Market (WESM).

On August 2, 2024, DOE issued an Advisory 2024-08-001-SEC directing the Market Operator to resume commercial operation of the RM effective at dispatch interval 0005H of August 5, 2024.

The ERC, in its Resolution No. 16, Series of 2024 dated December 17, 2024, resolved to approve and adopt an Interim Offer Price Cap and Floor Price equivalent toPhP25,000/MWh and PhP0/MWh, respectively, for the trading Reserves in the WESM.

In an Order dated 03 December 2024 which NGCP received on 23 December 2024, the ERC approved for the settlement of the 70% of the March 2024 AS transaction in a staggered manner starting January 2025 Billing Period - three (3) months for Luzon and Mindanao and six (6) months for Visayas.

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C O V E R S H E E T

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C	S	1	9	7	0	4	1	3	7	6

COMPANY NAME

SYNERGY GRID & DEVELOPMENT PHILS., INC AND SUBSIDIARIES

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

Unit 1602, 16th Floor, Tycoon Center Bldg. Condominium Pearl Drive, Pasig City Metro Manila

Form Type	Department requiring the report	Secondary License Type, If Applicable
AAFS		

COMPANY INFORMATION

Company's email Address	Company's Telephone Number/s	Mobile Number
synergy072015@yahoo.com	8584-3930	

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
		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
Justice Lady P. Soriano	tish.soriano@gmail.com	8584-3930	

CONTACT PERSON's ADDRESS

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

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

SYNERGY GRID & DEVELOPMENT PHILS., INC. and SUBSIDIARIES

SCHEDULE A. FINANCIALS ASSETS

Name of Issuing entity and association of each issue (i)	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet (ii)	Valued based on market quotation at balance sheet date (iii)	Income received and accrued

NOT APPLICABLE

SYNERGY GRID & DEVELOPMENT PHILS., INC. and SUBSIDIARIES

SCHEDULE B. AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN AFFILIATES)

Account Name	Balance at beginning of period	Additions	Amounts collected (ii)	Amounts written off (iii)	Current	Not Current	Balance at end of period
Calamity Loan Fund	P1,387,266	P115,000	(P472,500)	P -	P1,029,766	P -	P1,029,766
Due From Officers & Employees	6,257,387	8,681,152	(9,128,023)	-	5,810,516	-	5,810,516
Advances to Officers & Employees	99,984,077	1,087,447,469	(1,117,126,852)	-	70,304,694	-	70,304,694
Total	**P107,628,730**	**P1,096,243,621**	**(P1,126,727,375)**	**P -**	**P77,144,976**	**P -**	**P77,144,976**

SYNERGY GRID & DEVELOPMENT PHILS., INC. and SUBSIDIARIES

SCHEDULE C. AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF SEPARATE FINANCIAL STATEMENTS

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts collected (i)	Amounts written off (ii)	Current	Not Current	Balance at end of period

NOT APPLICABLE

SYNERGY GRID & DEVELOPMENT PHILS., INC. and SUBSIDIARIES

SCHEDULE D. INTANGIBLE ASSETS - OTHER ASSETS

Description (i)	Beginning balance	Additions at cost (ii)	Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions) (iii)	Ending balance
Intangible Assets	**P465,113,763,069**	**P24,949,858,217**	**(P7,481,123,328)**	**P -**	**P -**	**P482,582,497,958**

SYNERGY GRID & DEVELOPMENT PHILS., INC. and SUBSIDIARIES

SCHEDULE E. LONG TERM DEBT

Title of Issue and type of obligation (i)	Lender	Outstanding Balance	Amount shown under caption "Current portion of long-term debt" in related balance sheet (ii)	Amount shown under caption "Long-Term Debt" in related balance sheet (iii)	Interest Rates	Number of Periodic Installments
Long Term Debt	BDO Unibank, Inc., Land Bank of the Philippines, Philippine National Bank , Security Bank Corporation, Union Bank of the Philippines	5,100,000,000	5,100,000,000	-	5.0657%	10 years; Semi-annual
Long Term Debt	PHILIPPINE NATIONAL BANK	1,750,000,000	250,000,000	1,500,000,000	7.4767%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	3,500,000,000	500,000,000	3,000,000,000	7.5787%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	2,000,000,000	500,000,000	1,500,000,000	6.2102%	10 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	3,150,000,000	700,000,000	2,450,000,000	6.4825%	10 years ; Semi-Annual
Long Term Debt	BANK OF COMMERCE	1,710,000,000	380,000,000	1,330,000,000	7.2597%	10 years ; Semi-Annual
Long Term Debt	BANK OF THE PHILIPPINE ISLANDS	2,250,000,000	500,000,000	1,750,000,000	6.6242%	10 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	2,500,000,000	500,000,000	2,000,000,000	7.1926%	10 years ; Semi-Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	2,500,000,000	500,000,000	2,000,000,000	7.5281%	10 years ; Semi-Annual
Long Term Debt	SECURITY BANK CORPORATION	1,000,000,000	200,000,000	800,000,000	7.5281%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	5,500,000,000	1,000,000,000	4,500,000,000	5.0152%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	2,750,000,000	500,000,000	2,250,000,000	5.0152%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	1,540,000,000	280,000,000	1,260,000,000	6.9785%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	2,520,000,000	420,000,000	2,100,000,000	4.8424%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	3,080,000,000	480,000,000	2,600,000,000	7.0219%	10 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	2,460,000,000	330,000,000	2,130,000,000	6.9539%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	4,620,000,000	720,000,000	3,900,000,000	7.0219%	10 years ; Semi-Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	2,460,000,000	330,000,000	2,130,000,000	6.9539%	10 years ; Semi-Annual
Long Term Debt	CHINA BANKING CORPORATION	4,525,000,000	425,000,000	4,100,000,000	5.0514%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	5,430,000,000	510,000,000	4,920,000,000	5.0514%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	3,620,000,000	340,000,000	3,280,000,000	5.0514%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	2,500,000,000	2,500,000,000	-	6.7899%	5 years ; Semi-Annual
Long Term Debt	BANK OF CHINA LIMITED	5,339,500,000	501,500,000	4,838,000,000	5.1024%	10 years ; Semi-Annual
Long Term Debt	BDO UNIBANK, INC.	4,700,000,000	350,000,000	4,350,000,000	5.7040%	10 years ; Semi-Annual
Long Term Debt	SECURITY BANK CORPORATION	4,700,000,000	350,000,000	4,350,000,000	6.1294%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	4,700,000,000	350,000,000	4,350,000,000	7.0749%	10 years ; Semi-Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	3,056,000,000	160,000,000	2,896,000,000	6.8404%	10 years ; Semi-Annual
Long Term Debt	BANK OF COMMERCE	1,337,000,000	70,000,000	1,267,000,000	6.8281%	10 years ; Semi-Annual

Long Term Debt	CHINA BANKING CORPORATION	1,566,980,000	1,044,340,000	522,640,000	7.3000%	5 Years ; Quarterly
Long Term Debt	MIZUHO BANK, LTD. - MANILA BRANCH	1,241,500,000	65,000,000	1,176,500,000	7.2172%	10 Years ; Semi Annual
Long Term Debt	CHINA BANKING CORPORATION	3,680,000,000	920,000,000	2,760,000,000	7.5400%	7 Years ; Semi Annual
Long Term Debt	MUFG BANK, LTD.	3,151,500,000	165,000,000	2,986,500,000	6.9781%	9 Years ; Semi Annual
Long Term Debt	CHINA BANKING CORPORATION	4,850,000,000	150,000,000	4,700,000,000	6.8812%	10 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	4,850,000,000	150,000,000	4,700,000,000	6.7591%	10 Years ; Semi Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	7,760,000,000	240,000,000	7,520,000,000	6.4922%	10 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	6,790,000,000	210,000,000	6,580,000,000	7.1408%	10 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	2,500,000,000	1,000,000,000	1,500,000,000	7.2309%	5 Years ; Semi Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	1,350,000,000	300,000,000	1,050,000,000	7.2970%	7 Years ; Semi Annual
Long Term Debt	MUFG BANK, LTD.	2,619,000,000	81,000,000	2,538,000,000	7.1117%	10 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	2,231,000,000	69,000,000	2,162,000,000	7.1905%	10 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	4,875,000,000	100,000,000	4,775,000,000	6.7850%	10 Years ; Semi Annual
Long Term Debt	CHINA BANKING CORPORATION	3,920,000,000	40,000,000	3,880,000,000	6.9044%	10 Years ; Semi Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	7,840,000,000	80,000,000	7,760,000,000	6.9328%	10 Years ; Semi Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	2,940,000,000	30,000,000	2,910,000,000	7.0097%	10 Years ; Semi Annual
Long Term Debt	LAND BANK OF THE PHILIPPINES	3,000,000,000	1,000,000,000	2,000,000,000	7.2162%	5 Years ; Semi Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	5,000,000,000	1,000,000,000	4,000,000,000	7.3080%	7 Years ; Semi Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	10,800,000,000	1,200,000,000	9,600,000,000	6.7864%	8 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	2,940,000,000	120,000,000	2,820,000,000	6.4222%	7 Years ; Semi Annual
Long Term Debt	SECURITY BANK CORPORATION	2,625,000,000	750,000,000	1,875,000,000	6.2504%	5 Years ; Semi Annual
Long Term Debt	SECURITY BANK CORPORATION	5,390,000,000	220,000,000	5,170,000,000	6.4222%	7 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	1,350,000,000	150,000,000	1,200,000,000	6.7864%	8 Years ; Semi Annual
Long Term Debt	SECURITY BANK CORPORATION	1,470,000,000	60,000,000	1,410,000,000	6.4222%	7 Years ; Semi Annual
Long Term Debt	ASIA UNITED BANK CORPORATION	4,375,000,000	1,250,000,000	3,125,000,000	6.7091%	5 Years ; Semi Annual
Long Term Debt	BANK OF CHINA LIMITED	2,500,000,000	-	2,500,000,000	6.7091%	5 Years ; Semi Annual
Long Term Debt	ASIA UNITED BANK CORPORATION	1,750,000,000	500,000,000	1,250,000,000	6.5622%	5 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	3,600,000,000	400,000,000	3,200,000,000	6.7213%	8 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	6,750,000,000	750,000,000	6,000,000,000	6.8191%	8 Years ; Semi Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	7,000,000,000	700,000,000	6,300,000,000	6.6485%	8 Years ; Semi Annual
Long Term Debt	SUMITOMO MITSUI BANKING CORPORATION	3,000,000,000	600,000,000	2,400,000,000	6.6450%	5 Years ; Semi Annual
Long Term Debt	CHINA BANKING CORPORATION	5,000,000,000	500,000,000	4,500,000,000	6.5063%	8 Years ; Semi Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	4,500,000,000	1,000,000,000	3,500,000,000	6.5651%	5 Years ; Semi Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	2,700,000,000	600,000,000	2,100,000,000	6.4141%	5 Years ; Semi Annual

Long Term Debt	BANK OF COMMERCE	2,500,000,000	250,000,000	2,250,000,000	6.3327%	8 Years ; Semi Annual
Long Term Debt	METROPOLITAN BANK AND TRUST CO.	1,800,000,000	400,000,000	1,400,000,000	6.1461%	5 Years ; Semi Annual
Long Term Debt	ASIA UNITED BANK CORPORATION	5,000,000,000	375,000,000	4,625,000,000	6.2875%	7 Years ; Semi Annual
Long Term Debt	PHILIPPINE NATIONAL BANK	7,000,000,000	525,000,000	6,475,000,000	6.5340%	7 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	6,000,000,000	300,000,000	5,700,000,000	6.3801%	7 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	4,500,000,000	225,000,000	4,275,000,000	6.2348%	7 Years ; Semi Annual
Long Term Debt	DEVELOPMENT BANK OF THE PHILIPPINES	10,000,000,000	-	10,000,000,000	7.0180%	7 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	4,500,000,000	225,000,000	4,275,000,000	7.2199%	7 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	4,000,000,000	200,000,000	3,800,000,000	7.8016%	7 Years ; Semi Annual
Long Term Debt	BDO UNIBANK, INC.	3,000,000,000	150,000,000	2,850,000,000	7.2687%	7 Years ; Semi Annual
	Totals	**274,512,480,000**	**36,840,840,000**	**237,671,640,000**		

SYNERGY GRID & DEVELOPMENT PHILS., INC. and SUBSIDIARIES

SCHEDULE F. INDEBTEDNESS TO RELATED PARTIES (LONG TERM LOANS FROM RELATED PARTIES)

Name of Related Parties (i)	Balance at beginning of period	Balance at end of period (ii)

NOT APPLICABLE

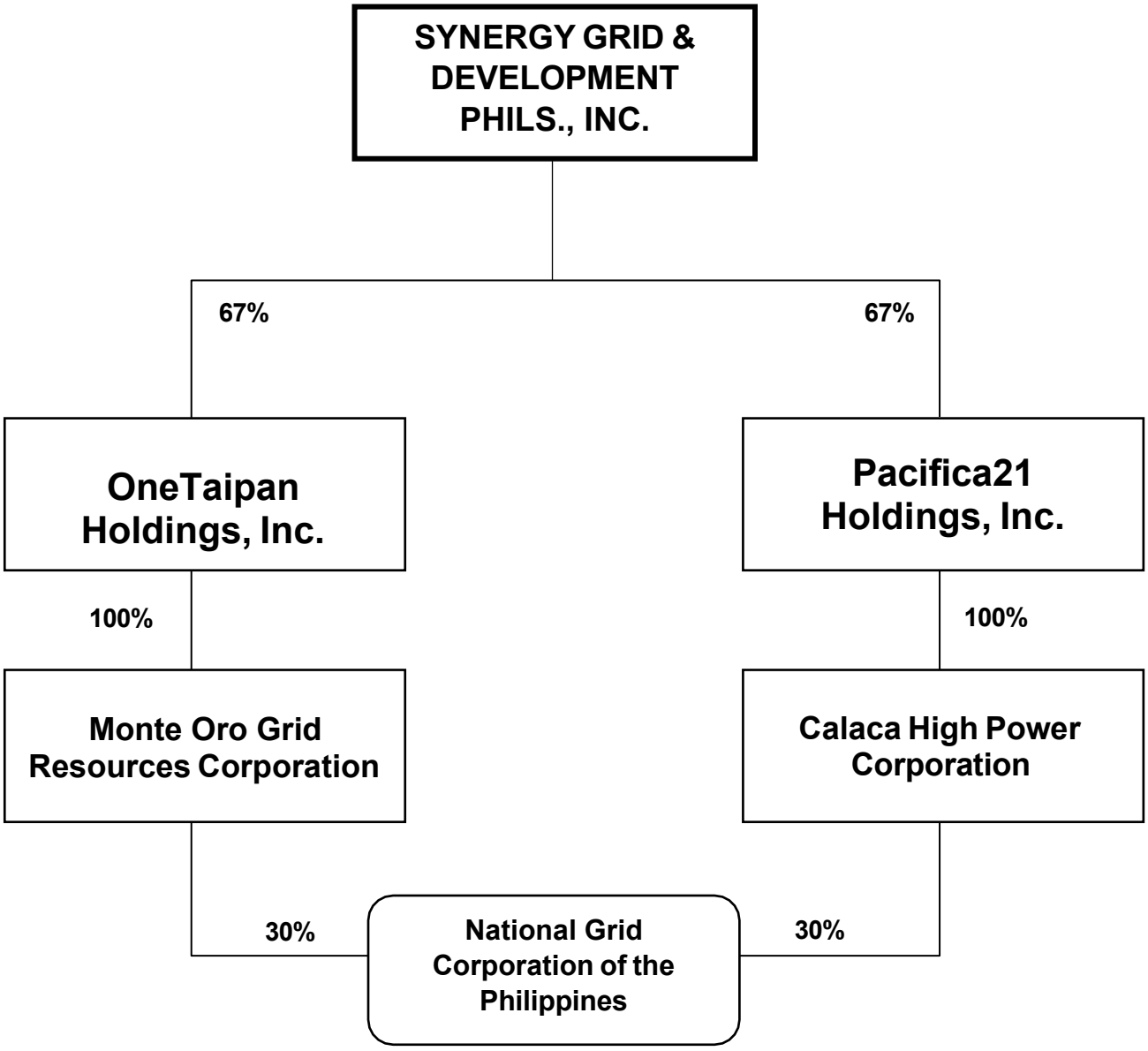
SYNERGY GRID & DEVELOPMENT PHILS., INC. and SUBSIDIARIES

SCHEDULE G. GUARANTEES OF SECURITIES OF OTHER ISSUERS

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding (i)	Amount owned by person for which statement is filed	Nature of guarantee (ii)
NOT APPLICABLE				

SYNERGY GRID & DEVELOPMENT PHILS., INC. and SUBSIDIARIES
SCHEDULE H. CAPITAL STOCK

Title of Issue (2)	Number of Shares authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by affiliates (3)	Directors, officers and employees	Others
Common Shares	**5,300,000,000**	**5,265,866,000**	**-**	**-**	**4,100,732,771**	**1,165,133,229**


SYNERGY GRID & DEVELOPMENT PHILS., INC.
67%
67%
OneTaipan Holdings, Inc.
Pacifica21 Holdings, Inc.
100%
100%
Monte Oro Grid Resources Corporation
Calaca High Power Corporation
30%
National Grid Corporation of the Philippines
30%

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Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

REPORT ON INDEPENDENT AUDITORS
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
Synergy Grid & Development Phils., Inc.
Unit 1602, 16th Floor
Tycoon Center Bldg. Condominium
Pearl Drive Pasig City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Synergy Grid & Development Phils., Inc. and Subsidiaries (the "Group") as at December 31, 2025 and 2024 and each of the three years in the period ended December 31, 2025, on which we have rendered our report dated April 13, 2026.

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until September 20, 2026
SEC Accreditation No. 0003-SEC, Group A, valid for the audit of annual financial statements for the year ended December 31, 2024 and until the audit of annual financial statements for the year ended December 31, 2025, pursuant to SEC Notice dated April 4, 2025
BSP Selected EAs of BSFIs-Group A, valid for five (5) years covering the audit of 2025 to 2029 financial statements under BSP Letter No. FSD VI-2025-02-0054g-FSD6L-External

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

R.G. Manabat & Co.

KPMG

Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements of the Group taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2025 and 2024 and each of the three years in the period ended December 31, 2025, and no material exceptions were noted.

R.G. MANABAT & CO.



MYRA LIZA S. STO. TOMAS
Partner
CPA License No. 0118513
SEC Accreditation No. 118513-SEC, Group A, valid for five (5) years covering the audit of 2023 to 2027 financial statements
Tax Identification No. 249-271-374
BIR Accreditation No. 08-001987-055-2023
Issued March 10, 2023; valid until March 10, 2026*
PTR No. MKT 10764415
Issued January 5, 2026 at Makati City

**BIR application processed*

April 13, 2026
Makati City, Metro Manila

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Annex 68-E

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

SYNERGY GRID & DEVELOPMENT PHILS., INC. & SUBSIDIARIES
As of December 31, 2025

Ratios	Formula	Current Period	Prior Year
Current ratio	Current assets / Current liabilities	**0.46**	**0.48**
Acid test ratio	Cash and cash equivalents+ marketable securities+accounts receivable / Current liabilities	**0.27**	**0.23**
Solvency ratio	Total assets / Total liabilities	**1.55**	**1.49**
Debt-to-equity ratio	Total liabilities / Equity	**1.81**	**2.04**
Asset-to-equity ratio	Total assets / Equity	**2.81**	**3.04**
Interest rate coverage ratio	Earnings before interest and tax / Interest expense	**5.23**	**3.17**
Return on equity	Net Income / Equity	**0.16**	**0.07**
Return on assets	Net Income / Average total assets	**0.08**	**0.04**
Net profit margin	Net Income / Net sales	**0.52**	**0.33**