



SBS Philippines
CORPORATION

ANNUAL SHAREHOLDERS' MEETING

**(A) NOTICE AND AGENDA
(B) INFORMATION STATEMENT
(SEC FORM 20-IS)**

Pursuant to Section 20 of the Securities Regulation Code

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of **SBS Philippines Corporation** ("SBS" or the "Company") will be held at **Function Room, Club Filipino Avenue, corner Eisenhower & Mckinley Street, Greenhills, San Juan City, Metro Manila, Philippines, on Friday, 26 June 2026 at 3:00 o' clock in the afternoon, to be conducted as an in-person meeting, with the following agenda:**

AGENDA

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Rules of Conduct and Procedures
4. Approval of the Minutes of the Previous Annual Stockholders' Meeting
5. Presentation of the 2025 Annual Report of the Management to the Stockholders and Approval of the 2025 Audited Consolidated Financial Statements of the Company and its subsidiaries
6. Ratification of all Acts, Resolutions, and Proceedings of the Board of Directors, the Committees of the Board, and Management since the Last Meeting of the Stockholders
7. Appointment of the Independent Auditors
8. Election of the Members of the Board of Directors
9. Consideration of such other business as may properly come before the meeting
10. Adjournment

Each agenda item for approval is explained in the Information Statement, with a brief description in the attached Annex "A."

Only stockholders of record at the close of business on Tuesday, May 05, 2026, are entitled to notice of, and to vote at this meeting. For this purpose and in accordance with Section 8, Article II of the Company's Amended By-Laws, the Stock and Transfer Book of the Company will be closed from May 06, 2026 to June 26, 2026.

WE ARE NOT SOLICITING YOUR PROXY. However, if you cannot personally attend the meeting and would like to be represented thereat, you are requested to accomplish the attached proxy form (to appoint a proxy and/or representative to attend, speak, and vote at the meeting on your behalf). To facilitate the timely inspection, processing, validation and acceptance of your proxy, please submit the duly executed and signed proxies (which need not

be notarized) addressed to the attention of the Corporate Secretary at SBS Philippines Corporation, No. 10 Resthaven Street, San Francisco Del Monte, Quezon City at least ten (10) days before date of the Annual Stockholders' Meeting on June 26, 2026.

Alternatively, you can submit your votes via electronic voting in absentia. Please refer to Annex "C" for the guidelines regarding voting in absentia.

Registration for the 2026 Annual Stockholders Meeting will begin at 1:00 PM and will close at 2:30 PM on the same date. For your convenience in registering your attendance, you are requested to present some proof of identification, such as a passport, company ID, driver's license, or other government-issued ID upon registration. If your shares of stock are held through PCD Nominee Corporation and its trading participants, kindly also bring with you a Broker's certification reflecting the number of shares held or an authorization letter from your registered holder signed by its duly authorized officer. Representatives of corporate stockholders and other entities should also present a duly sworn Secretary's Certificate or any similar document showing their authority to represent the corporation or entity.

This notice supersedes the notice filed on February 26, 2026 with the Securities & Exchange Commission and the Philippine Stock Exchange.

13 May 2026, Quezon City.



CHRISTINE P. BASE
Corporate Secretary

ANNEX “A”

DESCRIPTION OF AGENDA ITEMS

1. Call to Order

The Chairman of the Board, Mr. Ricardo Nicanor N. Jacinto will formally open the 2026 Annual Stockholders Meeting of SBS Philippines Corporation.

2. Proof of Notice and Determination of Quorum

The Corporate Secretary will certify that the notice requirements for the 2026 Annual Stockholders’ Meeting (ASM) have been complied with in accordance with the Company’s By-Laws, the Revised Corporation Code, and the Securities & Exchange Commission’s Rules and Regulations, and will attest whether a quorum is present for the valid transaction of the ASM and all matters included in the Agenda. Only stockholders of record as of May 05, 2026 will be entitled to notice, participate, and vote at the meeting. Quorum shall consist of stockholders owning the majority of the outstanding capital stock of the Corporation, represented in person or by proxy.

3. Rules of Conduct and Procedures

The Corporate Secretary will inform the stockholders of the following procedures to govern the registration and conduct of voting at the meeting:

- a. Stockholders attending in person and stockholders’ proxies shall register their attendance at the registration counter provided near the entrance of the designated meeting room.
- b. Upon registration, the stockholders and proxies attending in person will be presented with a pre-numbered ballot, which will be used to cast their votes in writing. The ballot would state the item on the agenda with the proposed action for consideration of the stockholders.
- c. The Stockholders and proxies attending in person may cast their votes at any time before the meeting. No re-casting of votes shall be allowed.
- d. To vote, the stockholder and proxies attending in person shall manually fill out the ballot provided to him upon registration, indicating the name of the registered stockholder, the number of shares owned, and the votes cast per item of the Agenda. Once completed, the stockholder shall place the ballot with the votes cast in the ballot boxes located at the registration table and inside the meeting hall.
- e. A stockholder may also cast his or her votes through electronic voting in absentia prior to the date of conduct of the ASM. A stockholder who will opt for this manner of voting shall follow the guidelines for voting in absentia attached herein as Annex “C”.

- f. Each outstanding share of stock entitles the registered holder to one vote, except for the election of the directors, where a stockholder may distribute his shares for as many nominees as there are directors to be elected, or he may cumulate his shares and give one nominee as many votes as the number of directors to be elected. The total number of votes cast should not exceed the total number of shares a stockholder owns.
- g. All votes received shall be tabulated by the Office of the Corporate Secretary, and the results of the tabulation shall be validated by Punongbayan & Araullo, the Company's Independent Auditors.
- h. During the meeting, as the stockholders take up an item on the Agenda, the Corporate Secretary will report the votes received and tabulated for the Agenda item and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes cast for each item for approval under the Agenda will be flashed on the projector screen during the meeting.
- i. Any stockholder who wishes to make a comment during the meeting shall first identify himself after being acknowledged by the Chairman and shall limit his comments to the Agenda item under consideration.

Matters for Stockholder Approvals:

A. As an ordinary business

4. Approval of Minutes of Previous Meeting

The Minutes of the Annual Stockholders Meeting held on June 27, 2025 are submitted to the Stockholders for approval as the official record of the decisions, actions, and discussion taken during the proceedings of the Annual Stockholders Meeting held on June 27, 2025 and to be confirmed as true and accurate in all material respects. Copies of the 2025 ASM Minutes are available at the Company's website at www.sbsph.com and will be made available to the Stockholders on the day of the Annual Stockholders Meeting.

5. Annual Report by Management and Audited Financial Statements for 2025

The Chairman of the Board will deliver his message to the Stockholders, providing for an overview of the macroeconomic trends and events that affected or will influence the Company's business and prospects, as well as the strategic moves to exploit opportunities and mitigate risks. The President & CEO of the Company will report to the Stockholders on the highlights of the Company's 2025 full-year financial condition and operational performance, the progress on its sustainability initiatives, and the business outlook for 2026. A more detailed discussion is presented in the Annual Report by Management to the Stockholders, copies of which are disseminated to all stockholders together with the Company's Information Statement.

The Stockholders will be given an opportunity to ask questions about the Company's performance and financial results. Thereafter, the Stockholders will vote to approve the

Consolidated Financial Statement of the Company and its Subsidiary as of December 31, 2025 (hereafter, the “2025 AFS”), comprising the consolidated accounts on the financial condition, which include the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows, and the notes. The 2025 AFS has been audited by the Company’s External Auditor, Punongbayan & Araullo, reviewed and endorsed for approval by the Company’s Audit and Risk Oversight Committee of the Board, and approved by the Board of Directors for release to the regulators and submission to the Stockholders for the latter’s approval. A summary of the key highlights of the report is discussed in the Company’s Information Statement, and the full copy of the 2025 AFS is provided with the Information Statement and SEC 17-A Annual Report of the Company, which are all posted on the Company’s website at www.sbsp.com.

6. General Ratification of All Acts and Proceedings of the Board of Directors, Committees of the Board, and Management since the last annual meeting of the stockholders

The matters being proposed for general approval and ratification of the stockholders refer to all acts undertaken and resolutions passed by the Company’s Board of Directors and its Committees in the exercise of its delegated powers from the Board since the last meeting of the stockholders on June 27, 2025 and up to this meeting as well as all acts of Management performed during the same period in accordance with the resolutions of Board of Directors and its Committees or those undertaken in the general conduct of the business and affairs of the Company in accordance with the Company’s By-laws. These acts of the Board and Board Committees include, among others, the approval of significant contracts and agreements, investments and capital expenditures, related party transactions, and policy matters that are reflected in the minutes of the Board meetings, and which include matters covered by disclosures to the SEC and the Philippine Stock Exchange. The acts of Management include, among others, those that involve the day-to-day operation, administration, and management of the corporate affairs of the Company. These matters are described in the Information Statement provided to the Shareholders and also summarized in the Annual Report (17A), which is posted at the Company’s website.

7. Appointment of Independent Auditor

After having considered the adequacy of resources and experience of the audit firm, the Company’s Audit and Risk Oversight Committee has satisfied itself of the suitability of the Punongbayan & Araullo to provide assurance to the directors and stockholders regarding the integrity of the Company’s financial statements and adequacy of its internal controls and together with the Board of Directors jointly endorse the re-appointment of Punongbayan & Araullo as the Company’s independent auditors for Financial Year 2026. Information describing the Company’s relationship with Punongbayan & Araullo is provided in the Information Statement furnished to the stockholders; a copy is also available on the Company website www.sbsp.com.

8. Election of Directors (including the Independent Directors)

In the exercise of their rights as stockholders in accordance with Section 23 of the Revised Corporation Code and the Company’s By-Laws, the following persons have been nominated

by the stockholders for election to the Board of Directors, all of whom have accepted their nominations:

Mr. Ricardo Nicanor N. Jacinto
Ms. Aylene Y. Sytengco
Mr. Necisto Y. Sytengco II
Mr. Gerry D. Tan
Mr. Esmeraldo A. Tepace
Ms. Lali Y. Sytengco
Mr. Geocel D. Olanday
Ms. Helen T. De Guzman
Mr. Nestor L. Felicio

Eight (8) of the nominees are incumbent members of the Board of Directors of the Company and one (1) is a new nominee, and, based on the Fit & Proper assessment undertaken by the Nomination & Remuneration Committee of the Board, were determined to continue to possess all of the qualifications and none of the disqualifications for directors, including independent directors, under the Securities Regulations Code and its implementing rules, SEC Code of Corporate Governance, Company's Manual of Corporate Governance and such other applicable laws and regulations. Of the nominees, Mr. Geocel D. Olanday, Ms. Helen T. De Guzman, and Mr. Nestor L. Felicio are eligible for election as independent directors in accordance with SRC Rule 38 and its implementing rules and regulations.

The directors may be elected by a plurality of votes using the cumulative voting method. A stockholder may distribute his voting shares for as many nominees as there are directors to be elected, or he may cumulate his voting shares and give one candidate as many votes as the number of directors to be elected, provided that the total number of votes cast does not exceed his shares in the Company. The nine nominees receiving the highest number of votes will be declared elected as directors of the Company.

9. Consideration of such other business as may properly come before the meeting

The Chairman of the meeting will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.

ANNEX “C”

**SBS PHILIPPINES CORPORATION
ANNUAL STOCKHOLDERS’ MEETING
June 26, 2026, at 3:00 p.m.
Guidelines for Stockholders Voting in Absentia**

The Annual Stockholders’ Meeting (ASM) of SBS PHILIPPINES CORPORATION (SBS or the Company) is scheduled on June 26, 2026 (Friday) at 3:00 p.m. with the end of trading hours of the Philippine Stock Exchange on May 05, 2026 (Record Date) as the record date for the determination of stockholders entitled to the notice of, to attend, and to vote at such meeting and any adjournment thereof.

Pursuant to Section 7 of the Company’s By-Laws, Sections 23 and 57 of the Revised Corporation Code of the Philippines, and SEC Memorandum Circular No. 6-2020, SBS shall allow stockholders to vote in absentia through secured electronic voting.

Step 1. Pre-ASM Registration/Validation/Voting Procedures

To exercise their right to vote in absentia, a stockholder must pre-register online through <https://cmol2wnhx00026wbi2p8kiu28.zapier.app/stockholder-registration>.

Pre-registration at <https://cmol2wnhx00026wbi2p8kiu28.zapier.app/stockholder-registration>, by uploading all the documentary requirements, will start on June 8, 2026 at 09:00 a.m. and should be made no later than June 17, 2026 at 11:59 p.m.

A. For Certificated Individual Stockholders

1. A clear copy of the stockholder’s valid government-issued ID (such as passport, driver’s license, or unified multipurpose ID) showing photo, signature, and personal details, preferably with residential address;
2. Stock certificate number/s;
3. A valid and active e-mail address and contact number of the stockholder.

Attachment/s should be clear copies in JPG or PDF format, with each file size no larger than 2MB.

B. For Certificated Multiple Stockholders or Joint owners

1. A clear copy of the ALL stockholders’ valid government-issued IDs (such as passport, driver’s license, or unified multipurpose ID) showing photo, signature, personal details, and contact number, preferably with residential address;
2. Stock certificate number/s;
3. A valid and active email address and contact number of the authorized representative;
4. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need not be notarized).

Attachment/s should be clear copies in JPG or PDF format, with each file size no larger than 2MB.

C. For Certificated Corporate/Partnership Stockholders

1. Secretary's Certification of Board resolution attesting to the authority of the representative to participate by remote communication for, and on behalf of the Corporation/Partnership;
2. Stock certificate number/s;
3. A clear copy of the valid government-issued ID (such as passport, driver's license, or unified multipurpose ID) of the stockholder's authorized representative showing photo, signature, and personal details, preferably with residential address;
4. A valid and active email address and contact number of an authorized representative for verification.

Attachment/s should be clear copies in JPG or PDF format, with each file size no larger than 2MB.

D. For Stockholders with Shares under PCD Participant/Broker Account

1. Certification from the broker as to the number of shares owned by the stockholder, with contact details of the PCD Participant/Broker for verification. Please note that should SBS be unable to verify the shares of a shareholder because the PCD Participant/Broker is inaccessible, this may result in failure of registration of the concerned shareholder;
2. A clear copy of the stockholder's valid government-issued ID (such as passport, driver's license, or unified multipurpose ID) showing photo, signature, and personal details, preferably with residential address;
3. A valid and active email address and contact number of the stockholder.

Attachment/s should be clear copies in JPG or PDF format, with each file size no larger than 2MB.

Stockholders will receive an email reply from SBS Office of the Corporate Secretary as soon as practicable. The Office of the Corporate Secretary's email reply will either confirm successful registration and provide the link for voting or require submission of deficient documents. If you have not received any email reply, please call tel. no. 88443871.

Important Reminders:

- a. Please refrain from sending duplicate and inconsistent information/documents as this can result in failed registration.
- b. All documents/information shall be subject to verification and validation by the Company.
- c. Each successful registration will be counted to determine the quorum. However, should a successful registrant fail to cast his/her vote, the Chairman of the meeting shall be automatically appointed/designated as proxy to cast the vote of said registrant.
- d. No re-casting of votes shall be allowed.

Step 2: Voting in Absentia Procedure

Stockholders who have successfully registered shall be notified via email from the Office of the Corporate Secretary of their validated registration for voting. Registered stockholders can then cast their votes for specific items on the agenda by voting through the link provided in the email from the Office of the Corporate Secretary.

1. Validated registered shareholders can vote through the link on each agenda item. A brief description of each item for stockholders' approval can be found in the Information Statement.
 - 1.1 A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval, except for the election of directors, where every stockholder will be entitled to cumulate his votes.
2. Once the stockholder has finalized his vote, he can proceed to submit his ballot online from June 15, 2026 at 09:00 a.m. and no later than June 24, 2026 at 11:59 p.m.

For any clarifications, please contact:

**ATTY. MONINA JANE S. NAZAL
CORPORATE INFORMATION OFFICER
SBS PHILIPPINES CORPORATION
10 RESTHAVEN ST., SFDM, QUEZON CITY 1105
tel. nos. 88443871**

For other ASM-related queries, stockholders may contact SBS at legalassistant@sbsph.com

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: **SBS PHILIPPINES CORPORATION**
(the "Company")

3. Province, country or other jurisdiction of incorporation or organization **PHILIPPINES**

4. SEC Identification Number: **A200110402**

5. BIR Tax Identification Code: **213-054-503**

6. Address of principal office & Postal Code: **NO. 10 RESTHAVEN STREET**
SAN FRANCISCO DEL MONTE, QUEZON CITY 1105

7. Registrant's telephone number, including area code: **(63 2) 8371 1111**

8. Date, time, and place of the meeting of security holders:

DATE : June 26, 2026

TIME : 3:00 IN THE AFTERNOON

**PLACE : Club Filipino Avenue, corner Eisenhower & Mckinley Street, Greenhills,
San Juan City, Metro Manila, Philippines**

9. Approximate date on which the Information Statement is first to be sent or given to security holders:
May 26, 2026

10. In case of Proxy Solicitations: NOT APPLICABLE

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

	Title of Each Class (as of December 31, 2025)
No. of Registered Shares Issued & Outstanding	1,890,999,999 common shares With Par Value of P1.00 per share
Amount of Outstanding Registered Debt	None

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

Yes No

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

A total of 1,890,999,999 common shares of the Company are listed on the Philippine Stock Exchange.

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

(a) **2026 Annual Stockholders' Meeting**

DATE : June 26, 2026
TIME : 3:00 IN THE AFTERNOON
PLACE : Club Filipino Avenue, corner Eisenhower & McKinley Street, Greenhills,
San Juan City, Metro Manila, Philippines

Mailing Address : **No. 10 Resthaven Street**
San Francisco del Monte, Quezon City 1105
Philippines

(b) **Approximate date on which the information statement is to be sent or given to security holders.**
May 26, 2026

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

The Philippine Revised Corporation Code grants a shareholder a right of appraisal and demand payment of the fair value of his shares in certain circumstances where he has dissented and voted against a proposed corporate action, including:

- an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- the sale, lease, exchange, transfer, mortgage, pledge, or other disposal of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- a merger or consolidation; and
- investment of corporate funds in any other corporation or business for any purpose other than the primary purpose of the corporation

In any of these circumstances, the dissenting shareholder may require the corporation to purchase its shares in accordance with the following procedure:

- (a) The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares: Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right.
- (b) If the proposed corporate action is implemented or affected, the corporation shall pay to such stockholder, upon surrender of the certificate or certificates of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.
- (c) If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the

shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: and Provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

The Regional Trial Courts will, in the event of a dispute, determine any question about whether a dissenting shareholder is entitled to this right of appraisal. From the time the shareholder makes a demand for payment until the corporation purchases such shares, all rights accruing on the shares, including voting and dividend rights, shall be suspended, except the right of the shareholder to receive the fair value of such shares. No payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings sufficient to support the purchase of the shares of the dissenting shareholders.

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

- (a) Other than their election to office, there is no matter to be acted upon in which any director or officer is involved or has a direct, indirect, or substantial interest.
- (b) No director has informed the Company of his intention to oppose any matter to be acted upon at the annual stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) Securities entitled to be voted at the meeting

Under the Company's By-Laws, each holder of the Company's common share has full voting rights. Each stockholder is entitled to one vote for each share of the capital stock held by the stockholder, in person or by proxy.

However, the Revised Corporation Code and the Company's By-Laws provide that voting rights cannot be exercised with respect to shares declared by the Board of Directors as delinquent, treasury shares, or if the shareholder has elected to exercise his right of appraisal

As of May 05, 2026, the number of shares outstanding, net of treasury shares, is 1,890,999,999 common shares. Each common share is entitled to one vote, except in the election of directors, where one share is entitled to as many votes as there are directors to be elected

- (b) Record Date

Only stockholders of record as of May 05, 2026 shall be entitled to notice of, and to vote, at the Annual Stockholders' Meeting.

- (c) Election of Directors and Voting Rights (Cumulative Voting)

Stockholders may nominate candidates for directors, subject to the pre-screening and pre-qualification by the Nominations & Remuneration Committee within the period set forth in the Company By-Laws and relevant regulations. Stockholders of record may then vote for the nominees for election as directors in accordance with the following rules:

The vote at the elections of Directors is by stock vote and by ballot. In accordance with the Revised Corporation Code, each shareholder holding common shares as of May 05, 2026 is entitled to as many

votes as there are directors to be elected. Thus, if there are nine (9) directors to be elected, each common share is entitled to nine (9) votes. Such a shareholder may cumulate and cast all his votes in favor of one candidate or distribute them among as many candidates as he shall see fit, provided that the total number of votes cast by him does not exceed the number of shares owned by him multiplied by the number of directors to be elected.

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

i. Security ownership of certain records and beneficial owners of more than 5%.

As of May 05, 2026, the following are known to the Company as the PCD Nominee Corporation participants' holdings of more than five percent (5%) of the Company's voting securities:

Class of Shares	Name & Address of Record Owner & Relationship with Company	Name of Beneficial Owner & Relationship with Record Owner ²	Citizenship	Number of Shares held as of 05 May 2026	Ownership Percentage
Common	PCD Nominee Corporation (Filipino) ¹ 37 F Tower I The Enterprise Center, Ayala Avenue, Makati City	BDO Securities Corporation ² acting for themselves or for their clients	Filipino	1,242,414,033	65.70
		Abacus Securities Corporation ² acting for themselves or for their clients	Filipino	407,293,043	21.54

¹ PCD Nominee Corporation (PCD) is not related to the Company. PCD is a corporation wholly owned by Philippine Depository and Trust Corporation (PDTC) which is the central securities depository of, among others, securities listed and traded on the Philippine Stock Exchange (PSE). PCD is a nominee corporation whose sole purpose is to hold legal title holder of all PSE listed shares of stock lodged in the PDTC. Under the current system of the PDTC, only its Trading Participant -brokers and custodians are recognized by PDTC as the beneficial owners of the lodged shares. Under the PDTC procedures, when an issuer of a PDTC -eligible security will hold a stockholders' meeting, PCD shall execute a pro-forma proxy in favor of the Participants for the total number of shares in their respective principal securities account as well as for the total number of shares in their client securities account. For the shares held in the principal securities account, the Participant concerned is appointed as proxy with full voting rights and powers as registered owner of such shares. For the shares held in the client securities account, the Participant concerned is appointed as proxy, with the obligation to constitute a sub-proxy in favor of its clients with full voting and other rights for the number of shares beneficially owned by such clients.

² This includes the common shares beneficially owned by the Company's parent company, Anesy Holdings Corporation, comprising of total combined shareholdings of 1,238,119,799 common shares representing 65.47% shareholding interest in the Company. Mr. Ned Bryan Y. Sytengco, President of Anesy, will vote on the shares held by Anesy Holdings Corporation.

ii. Security ownership of Directors and Management as of May 05, 2026

As of May 05, 2026, the total number of shares owned by the Company's directors and officers as a group is 190,179,788 shares, which is equivalent to 10.06% of the outstanding capital stock of the Company.

(a) Security Ownership, as of May 05, 2026, of the incumbent members of the Company's Board of Directors:

Class of Shares	Name of Beneficial Owner	Citizenship	Nature of Beneficial Ownership		Ownership Percentage
			Direct (D)	Indirect (I)*	
Common	RICARDO NICANOR N. JACINTO <i>Non-Executive Director & Chairman of the Board</i>	Filipino	D	32,000	0.004%
			I	46,791	
Common	AYLENE Y. SYTENGCO <i>Executive Director & Vice Chairperson & Treasurer</i>	Filipino	D	14,174,206	3.116%
			I	44,754,330	
Common	NECISTO Y. SYTENGCO II <i>Executive Director & Vice Chairman, Chief Operating Officer & Asst. Treasurer</i>	Filipino	D	13,709,498	3.197%
			I	46,757,567	
Common	GERRY D. TAN <i>Executive Director & President & Chief Executive Officer</i>	Filipino	D	1,220	0.002%
			I	38,175	
Common	ESMERALDO A. TEPACE <i>Executive Director & EVP for Regulatory and Corporate Affairs</i>	Filipino	D	1,220	0.012%
			I	222,059	
Common	LALI Y. SYTENGCO <i>Executive Director & Vice President - Supply Chain</i>	Filipino	D	64,898,416	3.725%
			I	5,540,352	
Common	ROBERTO F. ANONAS, JR. <i>Independent Director</i>	Filipino	D	1,220	0.000%
			I	294	
Common	GEOCEL D. OLANDAY <i>Independent Director</i>	Filipino	D	1,220	0.000%
Common	HELEN T. DE GUZMAN <i>Independent Director</i>	Filipino	D	1,220	0.000%

(b) Security Ownership of Other Officers of the Company as of May 05, 2026

Class of Shares	Name of Beneficial Owner	Citizenship	Nature of Beneficial Ownership		Ownership Percentage
			Direct (D)	Indirect (I)*	
Common	CHRISTINE P. BASE <i>Corporate Secretary</i>	Filipino	0		-
Common	AILEEN LOU G. CODAMON <i>Chief Risk Officer and Chief Financial Officer</i>	Filipino	0		-
Common	EMERSON P. PAULINO <i>Chief Audit Executive</i>	Filipino	0		-
Common	MONINA JANE S. NAZAL <i>Corporate Information Officer and Chief Compliance Officer</i>	Filipino	0		-
Common	JOSE MA. JASON J. FRANCISCO <i>Data Protection Officer</i>	Filipino	0		-

Common	SABRINA ADAMELLE POON-SYTENGCO <i>Investor Relations Officer</i>	Filipino	*0	-
--------	---	----------	----	---

The indirect shares of Ms. Sabrina Adabelle Poon-Syteneco, through an officer she is related to and lives in the same household, are no longer reflected in this report as the said indirect interests already correspond to the direct shareholdings of her spouse, Mr. Necisto Y. Syteneco, which are disclosed and already tallied in this report.

- Security Ownership of Nominees for Election to the Board of Director as of May 05, 2026

As of the date of this report, the Company received nominations for the nine (9) individuals for election as directors of the Board.

Class of Shares	Name of Beneficial Owner	Citizenship	Nature of Beneficial Ownership		Ownership Percentage
			Direct (D)	Indirect (I)	
Common	RICARDO NICANOR N. JACINTO <i>Non-Executive Director & Chairman of the Board</i>	Filipino	D	32,000	0.004%
			I	46,791	
Common	AYLENE Y. SYTENGCO <i>Executive Director & Vice Chairperson & Treasurer</i>	Filipino	D	14,174,206	3.116%
			I	44,754,330	
Common	NECISTO Y. SYTENGCO II <i>Executive Director & Vice Chairman, Chief Operating Officer & Asst. Treasurer</i>	Filipino	D	13,709,498	3.197%
			I	46,757,567	
Common	GERRY D. TAN <i>Executive Director & President & Chief Executive Officer</i>	Filipino	D	1,220	0.002%
			I	38,175	
Common	ESMERALDO A. TEPACE <i>Executive Director & EVP for Regulatory and Corporate Affairs</i>	Filipino	D	1,220	0.012%
			I	222,059	
Common	LALI Y. SYTENGCO <i>Executive Director & Vice President - Supply Chain</i>	Filipino	D	64,898,416	3.725%
			I	5,540,352	
Common	GEOCEL D. OLANDAY <i>Independent Director</i>	Filipino	D	1,220	0.000%
Common	HELEN T. DE GUZMAN <i>Independent Director</i>	Filipino	D	1,220	0.000%
Common	NESTOR L. FELICIO <i>Independent Director</i>	Filipino	D	1,000	0.000%

iii. Voting trust holders of 5% or more

The Company knows of no person holding more than 5% of a class of shares of the Company under a voting trust or similar agreement.

iv. Change in control

Since the beginning of its last fiscal year, there have been no arrangements that resulted in a change in control of the Company. The Company is not aware of any contractual arrangement or otherwise between its shareholders and/or third parties, which may result in a change in control of the Company.

Item 5. Directors and Executive Officers

A. Directors

Article Sixth of the Company’s Amended Articles of Incorporation states that the number of directors of the Company is nine (9). Article III, Section 2 of the Company’s Amended By-Laws provides that members of the Board to be elected annually by the stockholders shall hold office for a term of one (1) year and shall serve until their respective successors have been elected and qualified. Under the Company’s Manual of Corporate Governance, the Board shall be composed of nine (9) directors, one-third of whom shall be composed of independent directors.

The Board of Directors (the “Board”) is the principal governing body responsible for overseeing the business and affairs of the Company and charting its sustainable development goals. The Board works together to provide strategic direction, entrepreneurial leadership, and responsible stewardship guidance to Management. It is responsible, among others, for approving of the Company’s annual business plans, the issue of its financial statements, adoption or amendment of an internal control system and procedures for the acquisition or disposal of assets, lending funds to other parties, material transactions of assets, monetary loans, endorsements or guarantees and offering, issuance, or private placement of any equity-type securities.

The Board of Directors currently comprises of nine (9) directors, five (5) of whom are executive directors with specialized competencies in business management, supply chain, sales and marketing, and finance and the rest by non-executive directors, three (3) of whom are independent directors, comprising of 1/3 of the Board, with specialized competencies in audit and internal control, corporate governance and risk management, business development and strategy formulation. There is an appropriate degree of female representation (1/3 of the Board) and age diversity in the Board composition

Attendance of two-thirds of the entire membership of the Board shall constitute a quorum for the transaction of corporate business, thus ensuring the attendance of a non-executive director in every meeting.

The write-ups below include personal data and positions held by the directors and executive officers as of the date of this report and in the past five years, unless otherwise stated.

As of the date of this report, the Board of Directors of the Company is composed of the following individuals:

Name	Age	Nationality	Position	Year First Elected/ Appointed as Director	Date of Last Election
RICARDO NICANOR N. JACINTO	65	Filipino	Non-Executive Director, Chairman of the Board & of the Nomination and Remuneration Committee of the Board	2015	27 June 2025
AYLENE Y. SYTENGCO	42	Filipino	Executive Director & Vice-Chairperson of the Board Chairperson of the Finance & Investments Committee of the Board	2008	27 June 2025

NECISTO Y. SYTENGCO II	41	Filipino	Vice-Chairman of the Board & Chief Operating Officer and Assistant Treasurer	2010	27 June 2025
GERRY D. TAN	59	Filipino	Executive Director, Chairman of the Executive Committee, President & Chief Executive Officer	2016	27 June 2025
ESMERALDO A. TEPACE	73	Filipino	Executive Director & EVP for Regulatory and Corporate Affairs	2013	27 June 2025
LALI Y. SYTENGCO	75	Filipino	Executive Director & Vice President for Supply Chain	2020	27 June 2025
GEOCEL D. OLANDAY	70	Filipino	Independent Director & Chairperson of the Corporate Governance & Sustainability Committee of the Board	2018	27 June 2025
*ROBERTO F. ANONAS, JR.	70	Filipino	Independent Director & Chairman of the Related Party Transaction Committee of the Board	2017	27 June 2025
HELEN T. DE GUZMAN	68	Filipino	Independent Director & Chairperson of the Audit & Risk Oversight Committee of the Board	2019	27 June 2025

**Mr. Roberto F. Anonas Jr. has served his maximum term of 9 years as an Independent Director*

B. Principal Officers

Except for the Chairman of the Board, Mr. Ricardo Nicanor N. Jacinto, who is a non-executive director, Ms. Aylene Y. Sytengco, Mr. Necisto Y. Sytengco II, Mr. Gerry D. Tan, Mr. Esmeraldo A. Tepace, and Ms. Lali Y. Sytengco also concurrently serve as the executive officers of the Company.

C. Profile and Business Background of Incumbent Directors and Principal Officers

Ricardo Nicanor N. Jacinto, Filipino, 65 years old, Non-Executive Director of the SBS Philippines Corporation since 2015. He has been Chairman of SBS Philippines Corporation since 2020 and concurrently the Chairman of the Nomination and Remuneration Committee. He also is the Board Chairman of Maybank Capital, Inc. and Maybank Securities, Inc., a position he has held since 2020, a non-executive Director of PSE listed company, Metro Retail Stores Group, Inc. since 2023 (formerly an independent director from 2015-2023), an independent director of Maybank Securities (Thailand) Public Co., Ltd. since August 2021 and Etiqa Life and General Assurance Philippines since 2019. Furthermore, he is an Independent Director of Torre Lorenzo Development Corporation and a Non-Executive Director of SBS Holdings and Enterprise Corporation. He was formerly a Managing Director of Ayala Corporation at the time of his retirement in 2011 and a director of Manila Water Corporation from 2011 to 2014. He also served in various civic boards as President & CEO of Habitat for Humanity Philippines from 2010 to 2012, as a member of the Board of Trustees of the Judicial Reform Initiative, and of the Institute of Corporate Directors from 2013 to 2017. Mr. Jacinto earned his BS Business Economics *magna cum laude* from the University of the Philippines and holds a Master's Degree in Business Administration from the Harvard Business School.

Aylene Y. Sytengco, Filipino, 42 years old, Executive Director of SBS Philippines Corporation since 2008. She has been the Company's Vice Chairperson of the Board and Chairman of its Finance and Investment Committee since 2020. She is also a member of the Executive Committee and the Nomination and Remuneration Committee. Concurrently, she has been the Company's Treasurer since 2008 and Chief Financial Officer from 2013 to 2025. She also currently serves as an executive director of the Company's various affiliates. She holds a degree in BS Management of Applied Chemistry from Ateneo De Manila University and completed her executive education from Stanford Graduate School of Business.

Necisto Y. Sytengco II, Filipino, 41 years old, Executive Director of SBS Philippines Corporation since 2010. He has been the Vice Chairman of the Company since 2020 and a member of the Executive, Corporate Governance & Sustainability, Nomination & Remuneration, and Finance & Investment Committees of the Board. He started in the Company as Purchasing Officer in 2008, became its VP Sales in 2010, and SVP - Marketing Operations in 2015. He was appointed as Chief Operating Officer on June 27, 2025. He is concurrently the Assistant Treasurer. He also currently serves as an executive director of the Company's various affiliates. Mr. Necisto Y. Sytengco II has more than 15 years of experience in the distribution and chemical business. He earned his BS Entrepreneurial Management Degree *cum laude* from the University of Asia and the Pacific.

Gerry D. Tan, 59 years old, joined the Company in January 2016 as President & Chief Executive Officer. He was first elected as director of the Company in 2016 and as Chairman of the Executive Committee on 17 September 2020, and a member of the Finance and Investment Committee. Mr. Tan has over 35 years of experience in the chemical distribution industry in the Philippines and the Asia-Pacific region. Prior to his appointment in the Company, he was Senior Adviser and General Manager of Bluestar Silicones Asia-Pacific and a board director of Bluestar Silicones Shanghai. He led a successful career spanning key senior positions at Bluestar Silicones Asia-Pacific (2007 - 2015), Rhodia Silicones Asia-Pacific (1998-2007), and Rhone-Poulenc Philippines (1986-1998). Mr. Tan earned his BS Chemistry degree *magna cum laude* from Siliman University and holds a Master's Degree in Business Administration from the Ateneo de Manila University.

Esmeraldo A. Tepace, Filipino, 73 years old, Executive Director of SBS Philippines Corporation since 2015. Mr. Tepace joined the Company in 2004 and has served as its Chief Operating Officer/General Manager since 2004 until 2025. He served as the Chief Compliance Officer of the company from June 27, 2025 until May 12, 2026 when he was appointed by the board as the EVP for Regulatory and Corporate Affairs. He has been an executive director of the Company since March 5, 2015, and a member of the Executive Committee and Corporate Governance & Sustainability Committee. Prior to joining the Company, he was the Sales & Marketing executive of Baler Industrial Corporation, JY International Marketing Corporation, CAWC, Inc., and Chemphil Manufacturing Corporation. Mr. Tepace has over 40 years of experience in the chemical distribution business in the Philippines. He is concurrently an executive director of some of the Company's affiliates. Mr. Tepace is a member & Past President of the Rotary Club of River City Marikina and a Past Assistant. Governor of Rotary District 3800. He earned his BS Chemical Engineering degree from Manuel L Quezon University.

Lali Y. Sytengco, 75 years old, joined the Company in 2001 and has since served as the VP for Purchasing. She was first elected as director of the Company and a member of the Executive Committee on 17 September 2020. She is responsible for overall procurement, including product sourcing, supplier relationship

management, and the supply chain of the company. She has over 20 years of experience in the chemical procurement business. She is a graduate of the University of Sto. Tomas and holds a degree in BS Medical Technology.

Geocel D. Olanday, Filipino, 70 years old, Independent Director of SBS Philippines Corporation since 2018. Mr. Olanday has served as Lead Independent Director of the Company since 2019 and as Chairman of the Corporate Governance & Sustainability Committee since 2022. He is a member of the Audit & Risk Oversight, the Related Party Transactions, the Finance & Investment, and Nomination & Remuneration Committees of the Board. He is also an Independent Director of the PSE-listed commercial bank, Philippine National Bank. Mr. Olanday currently serves as the Chief Executive Officer and Chief Advisor of Amaris Global Advisory Services (HK) Ltd. and sits on the Board of i-Home Foundation, Inc. He is also a Teaching Fellow at the Institute of Corporate Directors. He previously was a member of the Board of Mindoro Resources Ltd (a TSX-V listed junior mining company), real estate businesses of the Villar Group of Companies, and Star 8 Green Technology Corporation, makers and distributors of solar e-vehicles. He has over 40 years of extensive business experience in the area of strategic marketing and advertising, finance, business development, and restructuring, having held senior executive positions in Citibank NA Manila Branch, Unilever Philippines, Baxter Healthcare Corporation, the Villar Group of Companies, Moldex Realty Corporation, and Greenfield Development Corporation. He is a Certified Public Accountant and holds a Master's degree in Business Administration from the University of the Philippines, where he also obtained his Bachelor of Science in Business Administration and Accountancy.

Roberto F. Anonas, Jr., Filipino, 70 years old, has been an Independent Director of SBS Philippines Corporation since 2017. On June 27, 2025, he was appointed as the new Lead Independent Director. He has been the Chairperson of the Related Party Transaction Committee since 2022 and is also a member of the Nomination and Remuneration Committee, Audit and Risk Oversight, the Corporate Governance & Sustainability, and Finance & Investment Committees of the Board. He was formerly an Independent Director at Macay Holdings, Inc. and currently serves on the Boards of Fuji Haya Electric Corporation and Fuji Haya International Corporation and its group of companies. He also sits on the Boards of Pentarch Stalwork Builders, Inc., Accubend, Inc., Kendo Marketing, Inc., and RDA Holdings Inc. Mr. Anonas holds a Master's Degree in Business Administration from IMEDE, a Management Development Institute under the University of Lausanne, Switzerland. He is currently a member of the faculty of the University of Asia and the Pacific, School of Management, as Head of the New Business Ventures Module in the Entrepreneurial Management Program. He has extensive experience in the field of investment banking and finance, having held senior executive posts in PLDT, PCI Capital Corporation, and Philippine Commercial Capital, Inc.

Helen T. De Guzman, Filipino, 68 years old, Independent Director of SBS Philippines Corporation since 2019. Ms. De Guzman is concurrently the Chairperson of the Audit and Risk Oversight Committee and a member of the Related Party Transactions and the Corporate Governance & Sustainability Committees of the Board. She also serves as an Independent Member of the Audit Committee of the Peace and Equity Foundation Inc. since 2020. Ms. De Guzman has been the Treasurer of Couples for Christ Global Mission Foundation, Inc. since 2021. She has extensive years of experience in financial management, external auditing, managing risk-based internal audit activities, and overseeing accounting, tax management, and risk management functions. She has held various directorship positions in Miescor Builders, Inc., Customer Frontline Solutions, Inc., and the Philippine Institute of Certified Public Accountants, the Institute of Internal Auditors, Philippines, and the Asian Confederation of Institutes of Internal Auditors. Ms. De Guzman is a seasoned chief audit executive and has held senior executive positions in comptrollership, treasury operations, and general management in various companies, which include Metro, Inc., Computer Information System, Inc., and the Manila Electric Company. Ms. De Guzman holds an Executive Master's degree in Business Administration (EMBA) from the Asian Institute of Management. She likewise earned a certificate of specialization in "Women on Boards: Succeeding as a Corporate Director" from the Harvard Business School. Ms. De Guzman is a certified public accountant, certified internal auditor, and has a global certification in risk management assurance.

D. Other Officers of the Company

Provided below are the Other Officer's profiles and business experience:

Name	Age	Nationality	Position	Date First Appointed
CHRISTINE P. BASE	55	Filipino	Corporate Secretary	01 January 2017
AILEEN LOU G. CODAMON	45	Filipino	Chief Financial Officer and Chief Risk Officer	27 June 2025
EMERSON P. PAULINO	45	Filipino	Chief Audit Executive	10 August 2021
MONINA JANE S. NAZAL	46	Filipino	Corporate Information Officer and Chief Compliance Officer	03 July 2023
SABRINA ADAMELLE POON-SY Tengco	41	Filipino	Investors Relations Officer	01 January 2017
JOSE MA. JASON. J. FRANCISCO	39	Filipino	Data Protection Officer	25 June 2021

Christine P. Base, 55 years old, was appointed as Corporate Secretary of the Company in January 2017. Atty. C. P. Base is a senior partner of Pacis & Reyes Law Offices and is both a lawyer and a CPA by profession. She obtained her J.D. degree from Ateneo De Manila University. She also serves as corporate secretary and director of Italpinas Development Corporation, Anchor Land Holdings, Inc., and other private companies. She also serves as the corporate secretary for SL Agritech Corporation, Ever Gotesco Resources and Holdings, Inc., Asiasec Equities, Inc., and Araneta Properties, Inc.

Aileen Lou G. Codamon, Filipino, 45 years old, has been serving as the Chief Financial Officer and Chief Risk Officer of SBS Philippines Corporation since June 27, 2025. She joined the company in February 2020 and was formally appointed Assistant Vice President - Controller in September 2020 before progressing to her current roles. Prior to joining SBS, Ms. Codamon served as AVP - Finance at Gigawatt Power Inc. She has also held various key finance roles at Solaire Resort and Casino, World Citi Group, and Crowne Plaza Manila Galleria. She is a Certified Public Accountant and holds advanced studies in the Master of Business Administration program at the Graduate School of Business of De La Salle University.

Emerson P. Paulino, Filipino, 45 years old, has been the Chief Audit Executive of SBS Philippines Corporation since August 2021. He joined the Company in 2016 as the Internal Auditor and organized the Internal Audit Department, and set up a risk-based internal audit plan. Mr. Paulino is a certified public accountant (CPA) and a certified internal auditor (CIA) with over 20 years of experience in internal auditing or related finance roles in the areas of manufacturing, IT, project management, finance (SOX), sales, and administration. His professional work experience also extends to SAP security and IT audit involving multinational firms and conglomerate businesses. From 2018 to 2020, he was the project manager for the ERP project implementation of the Company. Mr. Paulino earned his Bachelor of Science in Accountancy from the University of Perpetual Help and the Philippine School of Business Administration Manila (PSBA Manila).

Monina Jane S. Nazal, 46 years old, was appointed as the Chief Compliance Officer and Corporate Information Officer of the company on 03 July 2023. She was re-appointed as the Chief Compliance Officer in 2024 and was subsequently appointed as the Corporate Information Officer on 27 June 2025. On May 12, 2026, she was duly appointed by the board as the Chief Compliance Officer. She also served as the Assistant Vice President for Legal Governance and Corporate Social Services of Clark International Airport. She earned her Bachelor's Degree in Law at the Arellano University School of Law, and Bachelor of Arts Major in Political Science at De La Salle University. She is currently a Senior Associate at Pacis and Reyes, Attorneys. She was a director of Italpinas Development Corporation from 2020 to 2021. She is also a director and/or corporate secretary for several private corporations.

Sabrina Adabelle Poon-Sytengco, Filipino, 41 years old, has been the Investor Relations Officer of the Company since January 2017. Prior to her joining the Company, Ms. Poon previously worked as a Program Officer in the Office of the Presidential Adviser on the Peace Process. She holds a Bachelor of Arts degree in International Studies, Major in International Relations from Miriam College, and continuing education units in Women and Gender Studies from the University of Delaware.

Jose Ma. Jason J. Francisco, Filipino, 39 years old, is the Data Privacy Officer (DPO) of the Company. He received his DPO Certification from the University of Asia Pacific in 2023. He is a member of the Philippine Bar and holds Bachelor's degrees in Law and in Legal Management from Far Eastern University and University of Santo Thomas. He is the Managing Partner of Mendoza and Francisco Law.

The officers of the Company are elected annually by the Board during its organizational meeting.

E. Board Assessments and Board Evaluation Process

The Board conducts a formal self-assessment of its effectiveness, including those of its committees, the Chairman of the Board, and each director, in order to appraise its performance, processes, composition, roles, and functions. The evaluation process provides for the Board of Directors to undergo a self-evaluation, respectively, as a body and as members, as well as to evaluate all Board committees that report to the Board of Directors. Factors considered in the performance assessment include regular attendance in meetings, preparedness for meetings, active participation and contribution to Board decisions, strategic insights and candid communication, diversity of experience and background of directors, among others.

This Board Assessment is a continuing and ongoing annual evaluation process of the Board dynamics and functioning, which is also undertaken with an external facilitator every three years. The results of these evaluations are discussed with the Corporate Governance & Sustainability Committee and the Board as a whole.

F. Training and Continuing Education Programs for the Incumbent Directors and Principal Officers

As part of the continuing development program for the members of the Board and Company officers, all directors and officers attended training and seminar courses on corporate governance and/or developments in the business and regulatory environments, including emerging risks relevant to the Company, as part of their annual continuing professional development during their term of office as follows:

DIRECTORS AND OFFICERS	SEMINAR	DATE AND SEC ACCREDITED TRAINING PROVIDER
RICARDO NICANOR N. JACINTO	Beyond the Algorithm: Exploring the Cybersecurity and AI Revolution	29-30 May 2025 Institute of Corporate Directors
GERRY D. TAN	Responsible AI for Good Governance	30 October 2025 Center for Global Best Practices
AYLENE Y. SYTENGO	ACGS & CGS Workshop for Publicly Listed Companies	13-14 March 2025 Institute of Corporate Directors
	Master Class: The Board's Role in Succession, Leadership and Rewards	25 July 2025 Institute of Corporate Directors
	Master Class: The Board's Role in the Human Capital Strategy of a Company	26 September 2025 Institute of Corporate Directors

	Master Class: AI Governance and Strategy	12 December 2025 Institute of Corporate Directors
ESMERALDO A. TEPACE	ACGS & CGS Workshop for Publicly Listed Companies	13-14 March 2025 Institute of Corporate Directors
NECISTO Y. SYTENGO, II	ACGS & CGS Workshop for Publicly Listed Companies	13-14 March 2025 Institute of Corporate Directors
LALI Y. SYTENGO	Igniting Innovation Creativity for the Modern Leader	19 November 2025 Center for Global Best Practices
GEOCEL D. OLANDAY	Board Education Series: The Sustainable Financing Alternative	28 August 2025 Institute of Corporate Directors
	12th SEC Corporate Governance Forum	21 November 2025 Securities and Exchange Commission
HELEN DE GUZMAN	Directors in the Digital Age: Governance of Technology, AI, and Cybersecurity	13 November 2025 Institute of Corporate Directors
ROBERTO F. ANONAS, JR.	A Guide to Developing a Strategically-Aligned Organization	12 December 2025 Center for Global Best Practices
CHRISTINE P. BASE	Master Class: AI Governance and Strategy	12 December 2025 Institute of Corporate Directors
ATTY. MONINA JANE NAZAL	Best Practices of Effective Boards	25 November 2025 Center for Global Best Practices
AILEEN G. CODAMON	Beyond the Algorithm: Exploring the Cybersecurity and AI Revolution	29-30 May 2025 Institute of Corporate Directors
	Global Standards in Artificial Intelligence Management	30-31 July 2025 Center for Global Best Practices
SABRINA POON-SYTENGO	Women on Board	27 March 2025 Institute of Corporate Directors
	The Board's Role in the Human Capital Strategy of a Company	26 September 2025 Institute of Corporate Directors
EMERSON PAULINO	Master Class: Governance of Internal Audit by the Board Audit Committee	30 October 2025 Institute of Corporate Directors
JOSE MA. JASON FRANCISCO	Data Fraud Prevention & AML Best Practices	23 April 2025 Institute of Corporate Directors
	Data Fraud Prevention & AML Best Practices	01 August 2025 Institute of Corporate Directors

G. Other Directorships held in reporting companies of the Directors

During the last five (5) years, the following incumbent Company directors are also directors of other reporting companies:

DIRECTOR	OTHER DIRECTORSHIPS IN REPORTING COMPANIES	
Ricardo Nicanor N. Jacinto	Independent Director (2019 to-date)	Maybank Securities (Thailand) Public Co., Ltd. ¹
	Non-Executive Director (2021 to-date)	Metro Retail Stores Group, Inc. ²
	Board Chairman & Independent Director (2020 to-date)	Maybank Capital Inc. ³
	Board Chairman & Independent Director (2020 to-date)	Maybank Securities Inc. ³
	Independent Director (2019 to-date)	Etiqa Life and General Assurance Philippines ³
Geocel D. Olanday	Independent Director (2024 to-date)	Philippine National Bank ²
Helen T. De Guzman	Independent Director (2021 to July 2025)	Etiqa Life and General Assurance Philippines ³
Roberto F. Anonas, Jr.	Independent Director (2014 - 2023)	Macay Holdings Inc. ²

¹ Listed on the Stock Exchange of Thailand (SET)

² Listed on the Philippine Stock Exchange (PSE)

³With secondary licenses with the SEC and Insurance Commission

H. The attendance of the directors at the meetings of the Board of Directors (“Board”) held in 2025 is as follows:

Board Meeting Attendance in 2025		
Director	No. of Meetings Attended/Held	Attendance Percentage
Ricardo Nicanor N. Jacinto	8/8	100%
Aylene Y. Sytengco	8/8	100%
Necisto Y. Sytengco II	8/8	100%
Gerry D. Tan	8/8	100%
Esmeraldo A. Tepace	8/8	100%
Lali Y. Sytengco	8/8	100%
Helen T. De Guzman	8/8	100%
Roberto F. Anonas Jr.	8/8	100%
Geocel D. Olanday	8/8	100%

All the directors were also present during the annual stockholders' meeting on June 27, 2025. The independent directors held a separate meeting on December 18, 2025 with all independent directors present in the meeting.

To assist the Board in discharging its responsibilities, six (6) standing committees of the Board were constituted, namely, the Executive Committee of the Board, the Audit and Risk Oversight Committee, the Corporate Governance and Sustainability Committee, the Related Party Transaction Committee, the Nomination and Remuneration Committee, and the Finance and Investment Committee.

The work and actions of these committees are regularly reported to and monitored by the Board. The meetings are conducted in a manner that ensures open communication and meaningful participation. The materials are generally received in advance to adequately prepare for the meeting, and the amount of information received is appropriate for discussion and decision-making purposes.

Except for the Executive Committee, independent directors have membership in all of the other Board committees, ensuring objective review & examination and independent oversight. In 2025, all independent directors attended all meetings of the Board and the Committees where they are members. Through their effective participation, they help balance the interests of shareholders, management, and other stakeholders, ensuring accountability and transparency in decision-making processes.

Executive Committee (ExeCom)

The Executive Committee, composed entirely of all the five (5) executive directors, take actions on behalf of the Board during the period between Board meetings to address immediate operational needs in the normal routine of managing the principal trade or business of the Company such as the sale or purchase of goods, property or services, leases and non-material transfers, credits and accommodations. All such actions taken by the Executive Committee are subject to ratification by the full Board at its next meeting.

Audit and Risk Oversight Committee (AROC)

The Audit and Risk Oversight Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, enterprise risk management, system of internal control, the audit process, and monitoring compliance with laws and regulations. It is composed of three (3) directors, all of whom are independent directors, and meets at least on a quarterly basis or as often as may be necessary.

Corporate Governance and Sustainability Committee (CGSC)

The Corporate Governance and Sustainability Committee of the Board assists the Board through periodic reviews and assessments in ensuring that a well-functioning and robust corporate governance framework is in place for the responsible management of the Company's business and its sustainable development. The CGSC is composed of three (3) independent directors and two (2) executive directors and meets at least twice a year or as often as may be necessary.

Related Party Transaction (RPT) Committee

The RPT Committee assists the Board in fulfilling its oversight responsibilities for the prudent and sound management of related party transactions of the Company in alignment with the principles and rules established in the RPT Policy of the Company. The Committee, composed of three (3) directors, all of whom are independent directors, meets at least twice a year or as often as may be necessary to evaluate transactions of the Company with its related parties to ensure they are carried out in accordance with the corporate interest, on arms'-length terms, and with appropriate protection for the interest of the Company, shareholders and other stakeholders.

Nomination and Remuneration (NomRem) Committee

The Nomination and Remuneration Committee of the Board leads the screening process for nominations for election to the Board of Directors and appointments as executive officers of the Company with the goal of selecting competent candidates to foster the long-term success of the Company and promote the best interests of its stakeholders. The Committee focuses on building the composition of the Board and of senior management to ensure its current makeup in terms of skills, experience, and diversity is best suited for the Company's growth and strategy. Screening for director nominations prioritizes skills and attributes for board oversight areas such as finance, risk management, and operations, while those for executive management, industry, regulatory, and environmental/sustainability expertise are the valued competencies. The Committee also assists the Board in setting the compensation policies of directors and senior executive officers, the standards and criteria for their leadership development, and ensuring that the Company's

human capital and talent pool are adequate. The Committee is currently composed of three (3) Non-Executive, one of whom is the lead independent director, and two (2) Executive Directors, and meets at least twice a year or as often as may be necessary.

The Finance and Investment Committee (FIC)

The Finance and Investment Committee of the Board assists the Board in overseeing the financial affairs of the Company and makes recommendations regarding the Company’s investments and projects, its funding allocations, and other significant financing activities. The committee, composed of five (5) directors, two (2) of whom are independent directors, meets at least twice a year or as often as may be necessary.

- I. The attendance of the directors at the meetings of the Standing Committees of the Board held in 2025 is as follows:

2025 EXECUTIVE COMMITTEE			
Composition	Name	No. of Meetings Attended/Held	Attendance Percentage
Chairman Executive Director	Gerry D. Tan	13	100%
Member Executive Director	Esmeraldo A. Tepace	13	100%
Member Executive Director	Aylene Y. Sytengco	13	100%
Member Executive Director	Necisto Y. Sytengco II	13	100%
Member Executive Director	Lali Y. Sytengco	12	92%

2025 AUDIT AND RISK OVERSIGHT COMMITTEE			
Composition	Name	No. of Meetings Attended/Held	Attendance Percentage
Chairperson Independent Director	Helen T. de Guzman	*6	100%
Member Independent Director	Roberto F. Anonas, Jr.	*6	100%
Member Executive Director	Geocel D. Olanday	*6	100%

*Five (5) Regular and One (1) Executive Meeting with Internal Auditor, External Auditor, Chief Compliance Officer, and Chief Risk Officer

2025 CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE			
Composition	Name	No. of Meetings Attended/Held	Attendance Percentage
Chairman Independent Director	Geocel D. Olanday	3	100%
Member Independent Director	Roberto F. Anonas, Jr.	3	100%
Member Independent Director	Helen T. de Guzman	3	100%
Member Executive Director	Necisto Y. Sytengco II	3	100%
Member Executive Director	Esmeraldo A. Tepace	3	100%

2025 RELATED PARTY TRANSACTION COMMITTEE			
Composition	Name	No. of Meetings Attended/Held	Attendance Percentage
Chairman / Independent Director	Roberto F. Anonas, Jr.	2	100%
Member / Independent Director	Helen T. De Guzman	2	100%
Member / Independent Director	Geocel D. Olanday	2	100%

2025 FINANCE AND INVESTMENT COMMITTEE			
Composition	Name	No. of Meetings Attended/Held	Attendance Percentage

Chairperson Executive Director	Aylene Y. Sytengco	2	100%
Member Executive Director	Necisto Y. Sytengco II	2	100%
Member Executive Director	Gerry D. Tan	2	100%
Member Independent Director	Robert F. Anonas, Jr.	2	100%
Member Independent Director	Geocel D. Olanday	2	100%

2025 NOMINATION AND REMUNERATION COMMITTEE			
Composition	Name	No. of Meetings Attended/Held	Attendance Percentage
Chairperson Non-Executive Director	Ricardo Nicanor N. Jacinto	*2	100%
Member Executive Director	Necisto Y. Sytengco II	2	100%
Member Executive Director	Aylene Y. Sytengco	2	100%
Member Independent Director	Geocel D. Olanday	2	100%
Member Lead Independent Director	**Roberto F. Anonas, Jr.	***1	100%

* The NomRem Committee had 2 meetings conducted on April 28 and December 04, 2025

**Mr. Anonas Jr. was appointed by the board as member of the NomRem committee on its October 09, 2025 meeting

***Mr. Anonas Jr. attended the December 04, 2025 meeting of the committee

- The following persons have been nominated for election to the Board of Directors at the Annual Stockholders' Meeting to be held on June 26, 2026, and have accepted their nominations:

Mr. Ricardo Nicanor N. Jacinto
Ms. Aylene Y. Sytengco
Mr. Necisto Y. Sytengco II
Mr. Gerry D. Tan
Mr. Esmeraldo A. Tepace
Ms. Lali Y. Sytengco
Mr. Geocel D. Olanday
Ms. Helen T. De Guzman
Mr. Nestor L. Felicio

As of the date of this report, all of the nine (9) individuals have been nominated for election to the Board of Directors of the Company for the ensuing term.

As of the date of this report, all of nine (9) individuals were duly nominated by stockholders for election as directors at the Annual Stockholders Meeting on June 26, 2026, and they have accepted their respective nominations.

Mr. Ricardo Nicanor N. Jacinto, Mr. Necisto Y. Sytengco II, Mr. Gerry D. Tan, and Ms. Lali Y. Sytengco are nominated by shareholder, Ms. Aylene Y. Sytengco, who holds 58,928,536 common shares or approximately 3.12% of the outstanding capital stock of the Company. Ms. Aylene Y. Sytengco and Mr. Esmeraldo A. Tepace are nominated by the shareholder, Atty. Wilfredo L. Bathan, who holds 872,303 common shares or approximately 0.046% of the outstanding capital stock of the Company. Mr. Geocel D. Olanday, Ms. Helen T. De Guzman, and Mr. Nestor L. Felicio were nominated by shareholder Nancy Legaspi, who holds 122,448 common shares or approximately 0.0065% of the outstanding capital stock of the Company.

A summary of the qualifications of the incumbent directors, who are also nominees for directors for election at the stockholders' meeting, is set forth above, pages 18-19. Below is the summary of the qualifications of the new nominee as an independent director:

Nestor L. Felicio, 64, has been a Senior Consultant of the Asian Development Bank since 2021. Mr. Felicio has over 40 years of experience in Philippine and international supply chain management and technical management operations. He previously held senior executive posts as Corporate Vice President at United Laboratories from 2005 to 2020, Director of Operations at SC Johnson & Son, Inc.

for the Philippines, Vietnam, and ASEAN from 1999 to 2005, and senior management roles at Unilever Philippines from 1984 to 1999. He is currently a member of the Supply Chain Leaders Advisory Council of the Supply Chain Management Association of the Philippines (SCMAP). He holds an MITx Micromasters Credential in Supply Chain Management from the Massachusetts Institute of Technology and was the topnotcher in the Chemical Engineering Board Examination in 1984. He completed his degree in BS in Chemical Engineering, Magna Cum Laude, from the University of the Philippines.

Mr. Geocel D. Olanday, one of the nominees for re-election as an independent director of the Company, is currently serving as a consultant for the Department of Education (DepED). The nominees for independent directors comply with term limits set by the Securities and Exchange Commission. The certifications of the eligibility of the nominees for independent directors are attached herewith as Annexes A-1 to A-3.

The Nomination & Remuneration Committee endorsed to the Board the committee's approved final list of nominees, whose qualifications are evaluated, by virtue of the authority delegated to it by the Board of Directors in accordance with the criteria provided in the Amended By-Laws, Manual of Corporate Governance, and the Board Charter of the Company on April 27, 2026. The decision of the Nominations Committee on the final list of nominees concurred in by a vote of a majority of its members shall be final and binding on the stockholders, and additional nominations will no longer be accepted during the annual meeting.

The following are the procedures and criteria for the screening of persons nominated for election to the Board of Directors:

- (a) Written nominations by the stockholders shall be received by the Company not later than sixty (60) calendar days before the date of the Annual General Meeting of the Stockholders;
- (b) The Nomination and Remuneration Committee (NRC) shall assess and determine if the person nominated for election to the Board of Directors possess all the qualifications and none of the disqualifications prescribed for directors, including independent directors, under the Securities Regulations Code and its implementing rules, SEC Code of Corporate Governance, Company's Manual of Corporate Governance and such other applicable laws and regulations.
- (c) Thereafter, the NRC shall identify and recommend a shortlist of qualified nominees for election at the Annual Meeting of the Stockholders to the Board of Directors.

To date, no director has resigned from, or declined to stand for re-election to the Board since the last Annual Meeting of Stockholders due to any disagreement with the Company relative to its operations, policies and practices.

J. Significant Employee

The Company's executive officers are enumerated in Item 5, B and C above. The Company's employees, together with the other officers, collectively contribute to the growth and success of the Company's business. The Company has no employee, who is not an executive officer, that is expected to make a significant contribution to the business in his individual capacity.

K. Family Relationships

Ms. Lali Y. Sytengco, VP for Purchasing and Director, is the mother of Aylene Y. Sytengco, Director, Vice-Chairperson, & Treasurer, and Necisto Y. Sytengco II, Director, Vice-Chairman, Chief Operating Officer, SVP-Marketing Operations & Assistant Treasurer. Aylene Y. Sytengco and Necisto Y. Sytengco II are siblings. Ms. Sabrina Adamelle Poon-Sytengco, Investor Relations Officer, is the spouse of Necisto Y. Sytengco II.

There are no known family relationships between the current members of the Board and officers of the Company other than the above.

L. Involvement in Certain Legal Proceedings

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

- (i) Any insolvency or bankruptcy petition filed by or against any business of which such persons were a general partner or executive officer either at the time of insolvency or bankruptcy or within two years prior to that time;
- (ii) Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (iii) Any final and executory order, judgment, or decree of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking activities; and
- (iv) Any final and executory judgment by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

Neither the Company nor any of its subsidiaries, affiliates, or its directors, or executive officers is named or involved, or of which any of its material properties is subject or involved, during the last five years, in any legal proceedings which will have any material effect on the Company, its operations, reputation, or financial condition.

M. Ownership Structure and Parent Company

As of the date of this report, Anesy Holdings Corporation owns 65.47% of the outstanding voting shares of the Company. Anesy Holdings Corporation is owned by Lali Y. Sytengco (34.70%), Aylene, Necisto II, and Ned Bryan, all surnamed Sytengco (19.44% each, respectively), hereafter referred to as the “Sytengco Family”, and Evelyn T. Ching (6.98%).

N. Certain Relationships and Related Transactions

The Company, in the ordinary course of business, engages in transactions with its subsidiaries, certain of its affiliates, and substantial shareholders and/or directors. These include credit accommodation and equity contribution, purchases, sales, and supply of goods and materials, rendering or receiving of services, including shared services, outsourcing arrangements, leasing of property, selling or disposing of or buying of property, extending guarantees or sureties, and advances and reimbursement of expenses.

These transactions between the Company and its related parties are carried out in accordance with the corporate interest, on arm’s length terms given to other unrelated parties and businesses of comparable risks, ensuring transparency in the process and observing the principle of equitable treatment of shareholders in the same condition, and in accordance with applicable laws and regulations.

In February 2025, the Company updated its Related Party Transaction (RPT) policy in accordance with the SEC regulations and leading best practices in corporate governance of related party transactions.

The Revised RPT policy defines the Company’s related party relationships and transactions and sets the general criteria and procedure for the review, approval, and ratification of these transactions by the Related Party Transaction Committee of the Board whose members are all independent directors, the Board of Directors, and Shareholders of the Company, where applicable, its disclosure in accordance with Philippine Accounting Standard (PAS) 24 on Related Party Disclosures and the rules of the Securities and Exchange Commission on Material Related Party Transactions, the adoption of materiality thresholds, identification

and prevention or management of potential or actual conflicts of interest which arise from RPTs, whistleblowing mechanisms, and restitution of losses and other remedies for abusive RPTs.

The following factors, among others, are considered in the review and evaluation of Related Party Transactions (RPTs):

- (i) All RPTs entered into by the Company shall be transacted on a fair and arm's length basis. The Company adopts generally accepted practices and principles in determining whether the RPT is at "arm's length" made under terms and conditions no less favorable to the Company than what could be obtained in an arm's length negotiation with a non-related or independent party, taking into consideration similar facts and circumstances, and prevailing market terms;
- (ii) The RPT shall not be unfairly prejudicial to the Company and other shareholders; and
- (iii) The Company shall endeavor to exercise due diligence in determining a fair price for the RPTs. The price discovery mechanism may include, but is not limited to, acquiring the services of an external independent expert, such as auditing/accounting firms, third-party consultants, and appraisers, opening the transaction to a bidding process, or publication of available property for sale.
- (iv) For Material Related Party Transactions, either individually or in aggregate over a twelve (12) - month period with the same Related Party, that amount to ten percent (10%) or higher of the Company's total consolidated assets based on its latest audited financial statements, an independent expert report will be required in respect of Material Related Party Transactions to evaluate the fairness of the terms of the Material RPT. The Board of Directors shall appoint the external independent party to prepare such a report, which shall be provided to the Board of Directors before approval and execution of the relevant transaction.

The following are approval protocols for related party transactions, including material related party transactions:

- (a) Review of the Related Party Transaction Committee. Proposals involving related party transactions are referred to the Related Party Transaction Committee for its prior independent review, evaluation, and endorsement to the Board of the terms thereof for approval.
- (b) Approval of the Board. The RPT is subject to the final review and approval of the Board of Directors, which shall have at least two independent directors who have no interest in the transaction favorably voting for its approval. For Material RPT, the approval of the Board of Directors shall be obtained by affirmative vote of two-thirds (2/3) of the entire membership of the Board of Directors, with at least a majority of the independent directors with no interest in the transaction voting to approve the Material RPT.
- (c) Approval of Shareholders. In case a majority vote of the independent directors is not secured, the Material Related Party Transaction may be ratified by a vote of the stockholders representing at least two-thirds of the outstanding capital stock entitled to vote.

Other than Equity in Investment in Associates that includes trust and nominee agreement, which are discussed under Notes 7 and 18.6, respectively, of the Group's audited consolidated financial statements, the outstanding balances of the Company with related parties as at the end of December 31, 2025, are shown below:

Related Party	Relationship	Nature of Transaction	Amount (in PPh thousands) Receivables (Payables)
¹ Aneco Philippines Holdings Corporation	Under Common Ownership	Lease (right-of-use assets)	31,749
		Lease security deposit	4,288
		Lease Liabilities	(17,287)
² Bridgewell Property Leasing	Stockholder	Lease (right-of-use assets)	6,448
		Lease security deposit	886
		Lease Liabilities	(3,212)
³ I Care Holdings Corporation	Associate of subsidiary	Lease (right-of-use assets)	40,050
		Lease security deposit	5,667
		Lease Liabilities	(19,184)
⁴ Smyte Holdings Corporation	Associate	Refundable deposit	453,750

¹Aneco Philippine Holdings Corporation is under the common ownership of Directors- Lali Sytengco (23.44%), Aylene Y. Sytengco 25.44%, & Necisto Y. Sytengco II (25.44%) and their relative (25.44%);

²Bridgewell Property Leasing is a single proprietorship owned by Director Aylene Y. Sytengco (100%);

³I Care Holdings Corporation is also under common ownership with Directors- Lali Sytengco (23.75%), Aylene Y. Sytengco (14.75%), & Necisto Y. Sytengco II (14.75%) and their relative (14.75%);

⁴Smyte Holdings Corporation is under common ownership with Directors- Aylene Y Sytengco (10.16%), Necisto Y. Sytengco II (10.16%) and their relative (10.16%)

For the period ended December 31, 2025, there were no material self-dealing or related party transactions by any director.

These transactions are conducted by the Company in the ordinary course of its business with these related parties. The Company leases its corporate offices and certain of its warehouse facilities from its associate and affiliate companies at lease rates comparable with the prevailing market rates offered by unrelated parties within the locality. The lease arrangement allows the Company to continue with its asset-light approach to reduce costs and increase the flexibility of its chemical business operations.

Refundable deposits and Advances to associate and affiliate companies are agreed upon with the relevant counterparty. The Company, from time to time, borrows and lends a certain portion of its funds to related parties as temporary financing measures to address short-term funding gaps or as part of its working capital management for the enhanced ability to manage inventory levels and cash flow. These are generally non-interest-bearing and unsecured transactions that are payable on demand or upon completion of certain conditions, and in cash. These payables normally have no fixed repayment dates. The advances are generally settled between the parties within a brief period of time.

Other recurring customary Company transactions with its related parties in 2025 are as follows:

- (a) Purchase and Sale of Goods - The Company, in the normal course of business, provides or obtains goods from its affiliates. Provision of goods to a related party is sold based on terms and conditions that are standardized and apply on an across-the-board basis to a large number of customers. Acquisition of goods in the ordinary and usual course of business from a Related Party is on normal commercial terms or at prices or rates established on a general basis by the party acting as supplier of the goods or services.
- (b) Sharing of Administrative and Support Services (Shared Services and Facilities) - The Company and its affiliates have entered into a resource-sharing arrangement to benefit from the operating efficiencies created from the pooling of certain manpower resources and the sharing of certain facilities. Under these shared services agreements, the Company extends back office services for company secretarial and legal services, accounting and treasury services, human resources, management information systems, and general administrative services between the Company and a related party. The shared services operations provide for a centralized delivery of back-office services and are intended to manage costs through the sharing of facilities and equipment and the standardization of business processes for greater efficiency,

especially on compliance matters. The Company is paid a monthly service fee, which takes into consideration the fully allocated or distributed costs of the services provided, depending on whether the serviced company is an inactive company or an operating company.

For further information on the Company's related party transactions, please refer to Notes 7 and 18 to the Company's 2025 Audited Consolidated Financial Statements included in this Report as Appendix I.

Item 6. Compensation of Directors and Executive Officers

A. Compensation of Directors

In 2022, acting on the recommendation of the Nomination and Remuneration Committee, the shareholders of the Corporation approved and fixed the per diem allowances for the Board meeting attendance of each Independent and Non-Executive Director as follows: This has remained unchanged to date:

Independent and Non-Executive Directors	Board Meetings (Regular & Special)	Board Committee Meetings
	P35,000.00 per meeting attended	P20,000.00 per meeting attended

Directors who hold executive or management positions do not receive director fees or per diem allowances for services rendered as a director.

In accordance with the requirement of Sections 29 and 49 of the Revised Corporation Code relating to an annual report of the total compensation of each director, the following are the total annual compensation received by the Directors for services provided as a Director of the Company for FY 2023, 2024, and 2025.

Director	DIRECTORS' Compensation FY 2023	DIRECTORS' Compensation FY 2024	DIRECTORS' Compensation FY 2025
Ricardo Nicanor N. Jacinto <i>Non-Executive Director, Chairman of the Board and Chairman of the Nomination & Remuneration Committee</i>	Php 415,000	Php 320,000	Php 285,000
Roberto F. Anonas, Jr <i>Lead Independent Director & Chairman of the Related Party Transaction Committee</i>	Php 555,000	Php 580,000	Php 505,000
Geocel D. Olanday <i>Independent Director & Chairman of the Corporate Governance & Sustainability Committee</i>	Php 655,000	Php 640,000	Php 525,000
Helen T. De Guzman <i>Independent Director & Chairperson of the Audit & Risk Oversight Committee</i>	Php 515,000	Php 540,000	Php 445,000
Lali Y. Sytengco <i>Executive Director</i>	Executive Directors do not receive any compensation		
Gerry D. Tan <i>Executive Director & Chairman of the Executive Committee</i>			
Esmeraldo A. Tepace <i>Executive Director</i>			

Aylene Y. Sytengco <i>Executive Director & Chairperson of the Finance & Investment Committee</i>	as directors.
Necisto Y. Sytengco II <i>Executive Director</i>	

Other than the payment of reasonable per diem allowances as discussed above, there are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director.

B. Compensation of Officers

The officers of the Company are covered by appointment letters which describe their responsibilities, compensation package, and other conditions of work. The remuneration framework for executive officers generally includes fixed pay, performance bonuses, and, when considered as key management personnel, eligibility for grant of stock option benefits under the Company's Employee Stock Option Plan.

Meanwhile, except for the legally mandated benefits for termination of employment or retirement from office, there are no special arrangements for compensation to be paid to the officers in the event of termination of employment, resignation, or change in control of the Company. Neither stock options nor stock warrants are also payable to officers. The Company has no other arrangement with regard to the remuneration of its existing officers aside from the compensation received as herein stated.

The total remuneration paid to the President & CEO and the top four senior officers, as well as other officers, is shown in the table below. The total annual compensation reported includes the basic salary, variable bonus pays, and other allowances received.

SUMMARY COMPENSATION TABLE OF EXECUTIVE DIRECTORS

Name and Principal Position	Year	Salary	Bonuses	Others
<ul style="list-style-type: none"> • Gerry D. Tan, President & CEO • Necisto Y. Sytengco II - COO, SVP Marketing Operations & Assistant Treasurer • Aylene Y. Sytengco - Treasurer; • Aileen G. Codamon - CFO & CRO • Esmeraldo A. Tepace - EVP & CCO 	Projected 2026	11,166,039.48	450,000.00	4,501,129.73
	Actual 2025	9,022,331.75	275,000.00	3,125,136.42
	Actual 2024	8,640,847.63	345,000.00	2,794,677.03
	Actual 2023	7,234,308.67	345,000.00	3,569,087.53
All other officers and directors as a group unnamed	Projected 2026	3,502,027.99	80,000.00	1,020,166.76
	Actual 2025	3,144,059.96	10,000.00	756,464.52
	Actual 2024	3,144,828.27	0	683,188.87
	Actual 2023	2,977,216.99	10,000.00	719,483.74

Item 7. Independent Public Accountants

- (a) The Audit and Risk Oversight Committee of the Board determines the independence and competence of external auditor for appointment based on the following qualifications, namely: knowledge, experience in business auditing, audit approach, performance, and independence of the auditor in accordance with the Code of Ethics for Professional Accountants in the Philippines and the regulations of the Securities and Exchange Commission, as well as their appropriate audit fees.

After having considered the adequacy of its resources, experience, and prior performance, the Audit and Risk Oversight Committee, composed of all independent directors (with Ms. Helen De Guzman, as Chairperson, and Messrs. Roberto Anonas Jr. and Geocel Olanday as members) has satisfied itself of the suitability of Punongbayan & Araullo to meet the audit requirements of the Company for the financial year 2026 and together with the Board of Directors, recommends the re-appointment of Punongbayan & Araullo as the Company’s independent auditors for the financial year 2026.

- (b) Mr. Renan A. Piamonte, a partner in the Audit and Assurance Division of Punongbayan & Araullo, is the audit engagement and signing partner assigned to handle the audit of the Company starting 2023 in compliance with the requirement of SRC Rule 68 (3)(b)(ix) on the five (5) year rotation of external auditors signing partners.
- (c) Representatives of the firm for the current year and for the most recently completed fiscal year will be expected to be present at the Annual Meeting of Stockholders to be held on 26 June 2026, and they will have the opportunity to make a statement, if they so desire, and are expected to be available to respond to appropriate questions.
- (d) Changes in and disagreements with accountants on accounting and financial disclosure

Punongbayan & Araullo has been the Independent Accountants/external auditor of the Company since 2013, and it has not resigned, been dismissed, or had its services cease since its first appointment. The Company has had no material disagreement with Punongbayan & Araullo on any matter of accounting principles or practices or disclosures in the Company’s financial statements.

For two most recent fiscal years and since the Company’s IPO in 2016, there was no instance where the Company’s external auditor resigned or indicated that they decline to stand for re-election or were dismissed, nor was there any instance where the Company had any disagreement on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure with the said external auditor.

- (e) Audit and audit-related fees

The aggregate fees paid, inclusive of the value-added tax (VAT), for each of the two (2) most recent financial years for the audit of the financial statement of the Company for which the Company’s external has expressed an opinion and other assurance services rendered by the external auditors of the Company as follows:

	FY 2024	FY 2025
Audit Fees	PhP 1,130,000.00	PhP 1,164,000.00
Fees for Non-Audit Services	50,000.00	50,000.00
	=====	=====
Total Audit and Non Audit Fees Paid	PhP 1,180,000.00	PhP 1,214,000.00

In connection with the statutory and regulatory reporting, Punongbayan & Araullo performed the separate audits of the annual financial statements of the Company and the consolidated annual financial statements of the Company and its subsidiary for 2025 and 2024, which comprise the statements of financial position, profit or

loss, comprehensive income, changes in equity, and cash flows and notes to the final statement, including material accounting policy information. Punongbayan & Araullo also extended non-audit services for attending to the tabulation and validation of votes of the stockholders during the 2025 and 2024 Annual Stockholders' Meetings of the Company.

For FY 2024 and FY 2025, Isla Lipana & Co (PriceWaterhouse Coopers Philippines) performed the audit of the annual financial statements of the Company's subsidiary, SBS Holding and Enterprises Corporation, and were paid audit fees of P220,000.00 and P240,000.00 in 2024 and 2025, respectively.

No tax consultancy services were provided by Punongbayan & Araullo in the past two years.

Audit and Risk Oversight Committee Policies and Procedures

The Audit and Risk Oversight Committee ("ARO Committee") of the Company makes recommendations to the Board for the appointment, re-appointment, acceptance of resignation, and removal of its external auditor, subject to stockholder ratification, as well as their remuneration and terms of engagement. For this purpose, the ARO Committee evaluates the qualifications, independence, and performance of the Company's external auditors, and pre-approves the audit engagement fees and terms and all non-audit services to be provided by the external auditors. As part of such evaluation, the ARO Committee obtains and reviews a report from the Company's external auditors describing the latter's internal quality-control procedures, all relationships with the Company, and the timetable, scope, and approach of its audit plan for the Company. The ARO Committee reviews with external auditors significant financial reporting issues and judgments in the Company's financial statements, the rotation of the lead audit or reviewing partner as required by the regulations to assure continuing auditor independence, and, in conjunction with management, the Company's public disclosures regarding the Company's annual earnings and other financial information.

Item 8. Compensation Plans

On July 3, 2023, the Company's shareholders representing at least 2/3 of the issued and outstanding capital stock of the Company approved the adoption of an Employee Share Option Plan (the "Plan") with reserve allocation of up to 15,000,000 common shares for the grant of stock options and plan duration of 10 years from its date of its adoption and authorized the Board of Directors to define and finalize the terms and conditions of the ESOP subject to the prior approval of the regulatory authorities. The total reserve allocation for shares to be issued pursuant to the Plan represents 0.79% of the total issued and outstanding shares of the Company at present.

On 6 November 2025, the Board of Directors of the Company adopted the ESOP Plan Rules. The key terms of which are as follows:

NAME OF PLAN	SBS Employee Stock Option Plan 2025
ADOPTION DATE	<ul style="list-style-type: none"> • November 06, 2025 - date of the Board of Directors' meeting approving the implementing rules pursuant to the authority granted by the Shareholders in the 2023 ASM
ADMINISTRATION OF THE PLAN	<ul style="list-style-type: none"> • Plan shall be administered by the Board of Directors who shall have plenary authority and absolute discretion to grant Share Options pursuant to the terms of the Plan: <ul style="list-style-type: none"> ➤ Authorize the delegation to designated members of the Board or officers of the Company such of its powers and authority under the Plan as it deems appropriate ➤ Select the employees, officers and executive directors to whom Option Shares may be granted based on such factors as the Board shall determine; ➤ Determine whether Share Options are to be granted ➤ Determine the number of Shares to be covered by each Share Option granted, the terms and conditions of any Share Options granted, including but not limited to, the

	<p>exercise price, any vesting condition, restriction or limitation and any acceleration of vesting or forfeiture regarding any Grant based on such factors as the Board shall determine;</p> <ul style="list-style-type: none"> ➤ Adopt, alter and repeal such administrative rules, guidelines and practices governing the Plan ➤ Any dispute and uncertainty as to the interpretation of the Plan or any rule, regulation, or procedure thereunder or any rights under the Plan shall be determined by the Board in its absolute discretion <ul style="list-style-type: none"> • Executive Directors shall abstain from voting on the resolution in relation to his/her participation to Plan and grant of Share Options to him/her • Non-executive directors of the Company will not be eligible to participate in the Plan
<p>SELECTION OF ESOP PARTICIPANTS</p>	<p>Criteria:</p> <ul style="list-style-type: none"> • Satisfaction or achievement of certain performance conditions of the Company and/or the Employee for the relevant period, • Their capability, skill set, innovativeness, entrepreneurship, or resourcefulness, • Their position and responsibilities, • Their present and/or potential contribution to the growth and success of the Company, • Other factors that the Board of Directors may consider at its absolute discretion. <p>Procedure:</p> <ul style="list-style-type: none"> • The Executive Committee of the Board to select, screen, and recommend to the NomRem Committee the Key Employees (but excluding executive directors) eligible to participate in the Plan as well as the number of Share Options to be granted to each • The NomRem Committee to review the recommendations of the Executive Committee and endorse to the Board, on an advisory capacity, the shortlist of candidate Employees, including officers and executive directors, eligible for the Share Option Grant and their recommendations on the number of Share Options subject of each Grant to a Participant and the conditions for exercise of the right to subscribe for the underlying shares of the Grant.
<p>SIZE & LIMITATION OF THE PLAN</p>	<ul style="list-style-type: none"> • Aggregate number of Shares over which the Board may grant Share Options shall not exceed Fifteen Million (15,000,000) Shares
<p>GRANT/OFFER OF SHARE OPTIONS</p>	<ul style="list-style-type: none"> • It is anticipated that an annual Stock Option Program will be implemented pursuant to the Plan where Grants would in general be made once a year. • No Share Options shall be granted during the period of 10 days immediately preceding the date of the announcement of the Company's interim or final results (whichever the case may be) and up to two (2) Trading days from the date of such announcement • in the event that an announcement by the Company on any matter of an exceptional nature involving unpublished price or trade sensitive information is imminent, offers to grant Options may only be made on or after the third (3rd) trading day from the date on which the aforesaid announcement is released. • Board to decide on <ul style="list-style-type: none"> (a) the Grant Date; (b) the number of Share Options which are the subject of the Grant; (c) the prescribed Vesting Period and Vesting Date for the Share Options subject of the Grant; (d) The Exercise Price; (e) The Exercise Period; and (f) Such other condition(s) which the Board may determine in relation to the Grant. • Each Grant to a Participant shall be covered by a Grant Letter be accepted within 30 days from the Grant Date & shall automatically lapse and become null and void and of no effect, and shall not be capable of acceptance if Participant <ul style="list-style-type: none"> (i) dies prior to his acceptance of the Share Option;

	<ul style="list-style-type: none"> (ii) ceases to be an employee, officer or executive director for any reason whatsoever prior to his acceptance of the Share Option. • Share Options are personal to the Participant to whom it is granted and shall not be transferred (other than the duly appointed legal personal representatives of the Participant upon the death of that Participant), charged, assigned, pledged or otherwise disposed of, in whole or in part, unless with the prior approval of the Board.
EXERCISE PRICE	<ul style="list-style-type: none"> • May be fixed with or without a discount with reference to either the latest valuation, or average market value of the Shares; provided, that: <ul style="list-style-type: none"> ➤ The latest valuation for each Share shall be determined based on: <ul style="list-style-type: none"> (a) A valuation methodology that is consistent with generally accepted valuation methodologies for pricing financial instruments as may be deemed appropriate by the Board; or (b) The average market value for each Share shall be determined based on the volume-weighted average prices (VWAP) of the Shares of the Company at the PSE over the consecutive Thirty (30) Trading Days immediately prior to the Grant Date of the Stock Options. ➤ In no event shall the Exercise Price for the grant of Share Options be less than the book value of the Share based on the latest annual audited financial statements of the Company preceding the date of the Grant; provided always that the net Exercise Price shall not be less than the par value of the Share.
RIGHT TO EXERCISE SHARE OPTIONS & VESTING SCHEDULE	<ul style="list-style-type: none"> • The Vesting Schedule(s) shall not be earlier than the first anniversary of the Grant Date nor shall it extend beyond the 5th anniversary of the Grant Date (i.e., between one (1) to five (5) years); • The Exercise Period shall commence upon completion of the Vesting Period and/or Vesting Schedule, as the case may be, and up to maximum of five (5) years from Vesting at the discretion of the Board. • Carry forward of unexercised and non-expiring Share Options to subsequent period until such time as it shall lapse upon expiry of the Exercise Period • Owners of Share Options, vested or unvested, are not entitled to the rights of a stockholder such as voting rights and payment of dividends until such Share Option is exercised
SPECIAL LEAVER PROVISIONS	<ul style="list-style-type: none"> • To the extent unexercised, the share option shall lapse and become null and void <ul style="list-style-type: none"> ➤ in the event of termination of his employment for cause including but not limited to misconduct, as of the effective date of the notice of termination of employment tendered or given to him; or ➤ If an order is made for the winding-up of the Company on the basis of its insolvency, all Share Options, to the extent unexercised, shall lapse and become null and void. • To the extent unexercised, the share option vesting schedule shall be accelerated to a period of one year or 365 days after the date of such cessation of employment, or before the expiry of the Exercise Period in respect of the Vested Share Option, whichever is earlier If a Participant cease to be employed by the Company by reason of his: <ul style="list-style-type: none"> ➤ long-term ill health, injury or disability (in each case, would prevent the Participant from physically carrying out his duties in the Company in a satisfactory manner, and is evidenced to the satisfaction of the Board); ➤ retirement at or after the legal retirement age (as prescribed by the relevant local legislation); ➤ redundancy; ➤ early retirement before the legal retirement age (as prescribed by the relevant local legislation) with the consent of the Board; ➤ a transfer of employment to Company’s subsidiary or associated companies; or ➤ for any other reason approved in writing by the Board,

	<ul style="list-style-type: none"> • If a Participant dies and at the date of his death holds any unexercised Share Option, such Share Option may, at the absolute discretion of the Board, be exercised by the duly appointed legal personal representatives of the Participant • Unless the Board provides otherwise, vesting of the Share Options shall be suspended during any unpaid leave of absence or disciplinary action for suspension (including preventive suspension) of the Participant during the Vesting Period (with penalty of suspension also suspending or withholding the pertinent attendance-related benefits).
CLAWBACK PROVISION	<ul style="list-style-type: none"> • The Share Options and Share Option Shares received by a Participant shall be subject to potential cancellation, recoupment, rescission, payback or other action if: <ul style="list-style-type: none"> ➤ The grant or vesting of the Share Option was based on the achievement of financial results that were subsequently the subject of a restatement of the Company's financial statement filed with the Securities and Exchange Commission; or ➤ The Board determines in its sole discretion exercised in good faith with due process that the Participant engaged in fraud or serious misconduct against the Company.
ADJUSTMENTS AND ACCELERATED VESTING	<ul style="list-style-type: none"> • In the event of any change in corporate capitalization (e.g., stock split, reverse stock split, stock dividend, share combination, recapitalization or similar event affecting the capital structure of the Company) or a corporate transaction, (e.g., merger, consolidation, acquisition of property or shares, stock rights offering, liquidation, disaffiliation, separation, including a spin-off, or other distribution of stock or property of the Company (including an extraordinary cash dividend), any reorganization or any partial or complete liquidation of the Company, or similar event affecting the Company: <ul style="list-style-type: none"> ➤ make such substitution or adjustments, including cancellations, in the aggregate number and kind of shares reserved for issuance under the Plan, in the aggregate limit on grants to Employees, in the number, kind and exercise price of shares subject to outstanding Share Options and rights thereto, and/or such other equitable substitution or adjustments ➤ adjustments may include the cancellation of outstanding Grants in exchange for payments of cash, property or a combination thereof having an aggregate value equal to the excess, if any, of the value of such consideration being paid for each Share pursuant to such corporate transaction over the exercise price of such Share Option
EXERCISE OF OPTIONS, ALLOTMENT OR TRANSFER	<ul style="list-style-type: none"> • To exercise the Share Option, the Participant must give prior notice in writing to the Company and accompanied by a remittance or payment of the aggregate Exercise Price plus the administrative or handling fees or charges by the Stock Transfer Agent, in cash or bank check to cashiers' order, and such other relevant documentation the Board may require. • The Company shall, within 10 trading days after the exercise of a Share Option, allot the relevant Shares and cause the Stock Transfer Agent to forward to PDTC the relevant share certificate. • The Shares shall be issued in the name of PCD Nominee Corporation to the credit of the securities account of that Participant maintained with PCD Nominee Corporation or the securities sub-account maintained with a Trading Participant-Stockbroker.
RIGHT OF FIRST REFUSAL	<ul style="list-style-type: none"> • Transfer of shares that are acquired pursuant to the exercise of the Share Options under the Plan shall be subject to prior consent of the Board and right of first refusal in favor of the Company, which may be exercised by the Company pursuant of a share buyback program adopted in accordance with the statutory and regulatory requirements thereof.
MODIFICATIONS TO THE PLAN	<ul style="list-style-type: none"> • The Board may amend, alter, or discontinue the Plan to the extent it deems appropriate in the best interest of the Company, but no amendment, alteration or discontinuation shall be made which would impair the rights of a Participant under a Grant theretofore granted without such Participant's consent, except such an amendment which is necessary to cause any Grant or transaction under the Plan to comply with applicable law, the rules of the Philippine Stock Exchange

	<ul style="list-style-type: none"> no such amendment shall be made without the approval of the Company's stockholders to the extent such approval is required by any statutory provision or the provision or the regulations of any regulatory or other relevant authority or body
--	---

On April 7, 2026, the Securities and Exchange Commission (SEC) confirmed through MSRD Resolution No. 004, Series of 2026, that the issuance of shares under the Employee Stock Option Plan (the "Plan") is exempt from registration requirements pursuant to Section 10.2 of the Securities Regulation Code (SRC)

Subsequently, on April 29, 2026, the Philippine Stock Exchange (PSE) duly approved and issued a Notice of Approval (NOA) approving the listing application for 15,000,000 common shares to be issued under the Plan, subject to the company's compliance with the post-approval requirements and conditions set by the PSE.

Following the receipt of these regulatory approvals, the initial grant of 3,115,000 Share Options (the "Grant") to eligible employees, officers, and executive directors, took effect as approved by the board.

The exercise price approved by the board is the 15% discount on the average market value per share, computed using the volume-weighted average price (VWAP) of the Company's Shares traded on the Philippine Stock Exchange over the thirty (30) consecutive trading days immediately preceding the Grant Date of the Stock Options, but not lower than the net asset value per share based on the latest annual audited financial statements of the Company preceding the date of the Grant. Pursuant to the terms of the Plan, the Exercise Price shall in no case be lower than either the net asset value or the par value of the shares.

Considering that the discounted average market value per share is Php2.60, while the net asset value is Php3.07 per share as of the 2025 Audited Financial Statement of the Company, then the exercise price is Php3.07 per share.

The options remain subject to specific vesting dates, exercise periods, and the comprehensive terms and restrictions established within the Plan.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or issuance of securities other than for exchange

No action will be presented for shareholders' approval at this year's annual meeting, which involves the authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

No action will be presented for shareholders' approval at this year's annual meeting for the modification of any class of the Company's securities or the issuance or authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Company's Audited Consolidated Financial Statements as of December 31, 2025, and related Supplementary Schedules required under SRC Rule 68 were submitted to the SEC and the PSE for public disclosure on February 27, 2026, following the best practice recommendation of the ASEAN Corporate Governance Scorecard within 60 days from year-end. This practice has been consistently done for the past two (2) years.

- (a) The following financial reports and related documents are herewith attached as **Appendix 1**.
 - (i) Statement of Management's Responsibility for Consolidated Financial Statements of the Company and its Subsidiary as of December 31, 2025 and 2024

- (ii) Report of Independent Auditors
- (iii) Consolidated Financial Statements as of December 31, 2025, 2024 and 2023 and Notes to Consolidated Financial Statements
- (iv) Report of Independent Auditors to Accompany Supplementary Information Required by the SEC to be filed separately from the Basic Financial Statements
- (v) Supplementary Schedules to Consolidated Financial Statements as of December 31, 2025 (Annex 68-J, SRC Rule 68)
- (vi) Report of Independent Auditors on Components of Financial Soundness Indicators
- (vii) Supplemental Schedule of Financial Soundness Indicators December 31, 2025 and 2024
- (viii) Supplementary Schedule of External Auditor Fee-Related Information for the years ended December 31, 2025 and 2024

(b) Description of the General Nature and Business of the Company and Plan of Operations

SBS Philippines Corporation (the “Company” or “SBS”) - formerly known as Sytengco Philippines Corporation, was incorporated on 17 July 2001. The change to its present name was approved by the SEC on 18 November 2014. On 10 August 2015, the Company became a publicly listed company and was admitted to the Main Board of the Philippine Stock Exchange.

As of 31 December 2024, the Company is 65.47% owned by Anesy Holdings Corporation, 10.58% by the directors, officers, employees, and affiliates of the Company, and 23.94% by the public. Its registered office address and principal place of business are 10 Resthaven Street, San Francisco Del Monte, Quezon City.

The Company’s principal business is in chemical trading and distribution. This business was founded by Mr. Necisto U. Sytengco in the 1970s, which began as a single proprietorship merchandising firm engaged in the import-wholesale trade of chemicals and other products. As its chemical trading business grew, the Sytengco family began setting up large, dedicated, and strategic distribution and warehousing facilities to better manage the flow of materials, gain economies of scale, and have a more leveraged cost structure. By the 1990’s, the Company became an important chemical supplier to leading manufacturing businesses.

Currently, the Company provides a one-stop-shop business solution to its customers by offering a comprehensive selection of chemical products nationwide that services a wide range of industries such as, but not limited to: (i) food ingredients, (ii) industrial, (iii) animal health and nutrition including feeds and veterinary care, (iv) pharmaceutical, (v) home and personal care, (vi) environment and infrastructure, and many others. It also provides value-added services to its customers by providing logistics management in sourcing, procuring, warehousing, and transporting chemical products and materials. Its highly diversified portfolio of products allows the Company to bundle and combine multiple orders of different products in smaller volumes, providing for a convenient, stable source and “one-stop shop” single partner for the various chemical needs of its market customers. Clients are offered a full line of chemical and ingredient products on stock, for which they can order a great variety and are programmed for dispatch and delivery in accordance with their requirements.

To create further value for its shareholders and expand its business pillars beyond its core business of chemical distribution, the Company embarked on a strategy of making investments in property-related assets and businesses, acquiring minority equity stakes in property holding companies such as Cleon Phils. Holdings Corporation, Lakerfield Phils Holdings Corp., Ayschester Holdings Corporation, and I-Bonding Holdings Corporation. This investment strategy will allow the Company to grow and diversify its revenue and earnings streams by exploiting opportunities in the fast-growing real property sector while at the same time counteracting cyclicity and volatility in its core chemical trading business.

In 2016, the Company established a subsidiary, SBS Holdings and Enterprises Corporation (“SBS Holdings”), which principally served as the holding company for real estate-related investments. Apart from these investments, SBS Holdings’ other business segments include property management and leasing, as well as the distribution and sale of construction materials.

In November 2017, the Company also formed a new subsidiary, Lence Holdings Corporation, with the Company subscribing to a 65% direct equity interest, 25% by the Corporation’s wholly owned subsidiary, SBS Holdings and Enterprises Corporation, and 10% by the Sytengco family. The new subsidiary served as the acquisition vehicle for the investment in a warehouse facility complex, which was partly used in the warehouse and distribution operations of the Corporation to serve as a key distribution center for regional market customers south of Metro Manila.

In 2018, the Company subscribed to additional shares of its subsidiaries, SBS Holdings and Enterprises Corporation, and Lence Holdings Corporation. It also invested a 5.5% shareholding interest in Berny Philippines Holdings Corporation.

In 2019, the Company further subscribed to additional shares of SBS Holdings and Enterprises Corporation. The Company also acquired minority equity stakes in both Smyte Phils. Holdings Corporation and Goldchester Holdings Corporation, which owned prime real properties that are contiguous with each other.

In 2021, the Company divested its shareholdings in its subsidiary, Lence Holdings Corporation. The divestment was in line with the Company’s direction to improve operational efficiency through the expansion of additional warehouses located in its head office located in Quezon City, instead of the previous plan of developing Lence’s property for its warehousing requirements.

In 2023, the Company enlarged its warehousing facilities in two (2) sites - Resthaven, Quezon City, and Marilao, Bulacan, and discontinued the lease of its Mandaluyong warehouses to achieve economies of scale and reduce the complexity of separate locations. Further, in December 2024, the Company also acquired new warehouse buildings from Anase Holdings Corporation located in Marilao, Bulacan, to optimize its warehouse site network to serve the north Luzon markets.

In 2024, the Company subscribed to additional new shares from the expanded capital of its affiliates, Lakerfield Philippines Holdings Corporation, based on its 37% shareholding interest in the amount of P66.6 million, and Ayschester Holdings Corporation, based on its 25% shareholding interest in the amount of P38.75 million, as additional capital infusion for working capital requirements.

On March 28, 2025, the Company was informed by its associate company, Cleon Phils. Holdings Corp (CPHC) of the SEC approval of its ACS increase on March 24, 2025, following the issue and release from the SEC of its Certificate of Approval of the Capital Stock Increase on March 27, 2025. Consequently, the Company received an additional 46,562,500 common shares of CPHC at its par value of P1.00 per share, which were issued to the Company as stock dividends. The Company retains its 37.25% direct shareholding percentage interest after the stock dividend payment.

Except as stated in the preceding paragraphs, there has been no other business development such as bankruptcy, receivership, or similar proceedings, or any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets that is not in the ordinary course of business.

(c) **Management’s Discussion and Analysis of Financial Condition and Results of Operations**

The Management Report on the management’s discussion and analysis of the financial condition and results of operation for the period ended 31 December 2025 (with comparative figures as of 31 December 2024 and 2023) is herewith attached as Appendix 2.

Market price of and dividends

(i) Market Information

The Company was admitted to the Main Board of the Philippine Stock Exchange on 10 August 2015, and its shares were listed and traded on the Philippine Stock Exchange (PSE).

The following table shows the high and low prices of the Company’s common shares in the Philippine Stock Exchange for each quarter of the most recent twelve (12) quarters from 2023 to the first quarter of 2026:

	2023			2024				2025				2026
(INP)	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	*Q4	Q1
Low	3.85	3.55	3.80	4.00	3.80	3.72	3.20	4.52	3.90	3.50	3.50	2.72
High	4.10	3.99	4.85	4.85	4.30	4.05	5.00	5.50	4.95	4.10	3.90	3.70

Source: Philippine Stock Exchange

*The company issued a 22% stock dividend with record date and payment date of 10 October 2025 and 05 November 2025, respectively.

As of May 11, 2026, being the Latest Practicable Trading Date, the price of the Company’s shares closed at Php3.39. Based on such closing price, the market capitalization of the Company’s common shares is approximately Php6,410,489,996.61.

(i) Holders of Securities

As of May 05, 2026, the total number of registered stockholders based on the records of the Company’s Stock and Transfer Agent is eighteen (18).

The following are the registered shareholders of the Company as of May 05, 2026:

Name	Number of Shares Subscribed	% of Ownership To Total Issued Shares
PCD NOMINEE CORPORATION (FILIPINO)	1,771,756,941	93.694
LALI Y. SYTENGCO	64,898,416*	3.432
AYLENE Y. SYTENGCO	14,174,206*	0.750
NED BRYAN Y. SYTENGCO	13,709,498*	0.725
NECISTO Y. SYTENGCO II	13,709,498*	0.725
PCD NOMINEE CORPORATION (NON-FILIPINO)	11,491,656	0.608
CAROUSEL HOLDINGS, INC.	1,220,000	0.065
RICARDO NICANOR JACINTO	32,000*	0.002
ROBERTO F. ANONAS JR.	1,220*	0.000
HELEN T. DE GUZMAN	1,220	0.000
GEOCEL D. OLANDAY	1,220	0.000

GERRY D. TAN	1,220*	0.000
ESMERALDO A. TEPACE	1,220*	0.000
NESTOR L. FELICIO	1,000	0.000
JESUS SAN LUIS VALENCIA	366	0.000
ALEXANDER S. TIMBOL	254	0.000
OWEN NATHANIEL S AU ITF: LI MARCUS AU	63	0.000
BOTSCHAFT N. CHENG OR SEVILA NGO	1	0.000
TOTAL	1,890,999,999	100%

*Exclusive of PCD Nominee lodged shares

As of May 05, 2026, there are 94 PDTTC participants registered under PCD Nominee Corporation. The following are the top 20 shareholders-trading participants of the Company known to the Company to be holders of the Company shares under PCD Nominee Corporation:

Name	Number of Shares Subscribed	% of Ownership Total Issued Shares
1. BDO SECURITIES CORPORATION <i>c/o PCD Nominee Corporation</i>	1,242,414,033	65.70
2. ABACUS SECURITIES CORPORATION <i>c/o PCD Nominee Corporation</i>	407,293,043	21.54
3. EVERGREEN STOCK BROKERAGE & SEC., INC. <i>c/o PCD Nominee Corporation</i>	86,065,528	4.55
4. TIMSON SECURITIES, INC. <i>c/o PCD Nominee Corporation</i>	12,827,604	0.68
5. IGC SECURITIES INC. <i>c/o PCD Nominee Corporation</i>	7,855,601	0.42
6. WEALTH SECURITIES, INC. <i>c/o PCD Nominee Corporation</i>	5,123,712	0.27
7. COL Financial Group, Inc. <i>c/o PCD Nominee Corporation</i>	3,763,952	0.20
8. CNN SECURITIES, INC. <i>c/o PCD Nominee Corporation</i>	2,296,927	0.12
9. GLOBALINKS SECURITIES & STOCKS, INC. <i>c/o PCD Nominee Corporation</i>	1,523,312	0.08
10. CHINA BANK SECURITIES CORPORATION <i>c/o PCD Nominee Corporation</i>	1,215,486	0.06
11. PHILIPPINE EQUITY PARTNERS, INC. <i>c/o PCD Nominee Corporation</i>	1,160,755	0.06
12. FIRST METRO SECURITIES BROKERAGE CORP. <i>c/o PCD Nominee Corporation</i>	1,016,350	0.05
13. BPI SECURITIES CORPORATION <i>c/o PCD Nominee Corporation</i>	984,955	0.05
14. TRITON SECURITIES CORP. <i>c/o PCD Nominee Corporation</i>	871,453	0.05
15. A & A SECURITIES, INC. <i>c/o PCD Nominee Corporation</i>	808,469	0.04
16. THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP. <i>c/o PCD Nominee Corporation</i>	779,250	0.04
17. MAYBANK SECURITIES, INC. <i>c/o PCD Nominee Corporation</i>	542,705	0.03
18. SOLAR SECURITIES, INC. <i>c/o PCD Nominee Corporation</i>	476,815	0.03
19. DAVID GO SECURITIES CORP. <i>c/o PCD Nominee Corporation</i>	394,363	0.02

20. R. S. LIM & CO., INC. c/o PCD Nominee Corporation	343,822	0.02
--	---------	------

¹ This includes the common shares beneficially owned by the Company's parent company, Anesy Holdings Corporation, comprising of total combined shareholdings of 1,238,119,799 common shares representing 65.47% shareholding interest in the Company.

(ii) Dividends

The Board of Directors of the Company is authorized to declare dividends, and the declaration of stock dividends requires further approval of stockholders representing at least two-thirds (2/3) of the outstanding capital stock entitled to vote, which stockholders' approval may be given at a general or special meeting duly called for the purpose. Dividends are declared only from unrestricted retained earnings or surplus profits in accordance with applicable laws.

The table below sets forth the dividends declared by the Company from 2025 to 2014, showing that, except in 2020, when no dividend payouts were made due to the Covid-19 pandemic, the Company has been regularly paying annual dividends for the past 10 years.

Year	Record Date	Payment Date	Type of Dividend	Dividend Rate
2025	12 March 2025	25 March 2025	Cash	PhP 0.065 per share
2024	07 June 2024	21 June 2024	Cash	PhP 0.0055 per share
2023	10 October 2025	05 November 2025	Stock	22% stock dividend
2022	19 July 2022	02 August 2022	Cash	PhP 0.025 per share
2021	22 July 2021	05 August 2021	Cash	PhP 0.022 per share
2019	10 May 2019	22 May 2019	Cash	PhP 0.022 per share
2018	01 June 2018	22 June 2018	Cash	PhP 0.017 per share
2017	29 June 2017	17 July 2017	Stock	4% stock dividend
2016	01 June 2016	22 June 2016	Cash	PhP 0.037 per share
2015	05 March 2015	28 April 2015	Cash	PhP 0.128 per share
2014	29 December 2014	25 March 15	Cash	PhP 0.622 per share

Dividend Policy

The Company adopted a dividend policy pursuant to which stockholders may be entitled to receive, upon declaration by the Company's Board of Directors, dividends equivalent to approximately twenty percent (20%) of the prior year's net income after tax based on the Company's audited financial statements as of such year, subject to the availability of the unrestricted retained earnings and except when: (i) justified by definite corporate expansion projects or programs approved by the Board; or (ii) when the Company is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or (iii) when it can be clearly shown that retention of earnings is necessary under special circumstances obtaining in the Company, such as when there is a need for special reserves for probable contingencies.

Recent Sales of Unregistered or Exempt Securities

On March 20, 2023, the Board of Directors approved to increase the Company's authorized capital stock from One Billion Five Hundred Fifty Million Pesos (PhP1,550,000,000.00), divided into One Billion Five Hundred Fifty Million (1,550,000,000.00) common shares with a par value of One Peso (PhP1.00) each, to Two Billion Seven Hundred Fifty Million Pesos (PhP2,750,000,000.00), divided into Two Billion Seven Hundred Fifty Million (2,750,000,000) common shares with a par value of One Peso (PhP1.00) each, and declared stock dividends equivalent to 22% of the Company's outstanding capital stock to be issued from and in support of the increase in the authorized capital stock of the Company upon approval thereof by the Securities & Exchange Commission (SEC). On July 3, 2023, these actions by the Board were ratified by the Company's stockholders representing at least two-thirds (2/3) of the outstanding capital stock.

On September 23, 2025, the Securities and Exchange Commission approved the ACS increase of Php1,200,000,000. Php341,000,000 of such increase was subscribed and paid via stock dividends. The record date and payment date were set on October 10, 2025 and November 05, 2025, respectively.

On April 12, 2023, the Company adopted an Employee Stock Option Plan (“ESOP”) as a share incentive scheme to reward, retain, and motivate certain key management personnel to excel in their performance and participate in the growth of the Company.

On April 7, 2026 confirmed that the issue of the shares pursuant to the Plan is exempt from registration requirements under Section 10.2 of the Securities Regulation Code (SRC).

On April 29, 2026, the Philippine Stock Exchange (PSE) approved the listing application for the 15,000,000 common shares to be issued under the Plan subject to compliance with the post-approval requirements and conditions of the PSE.

Following the receipt of these regulatory approvals, the initial grant of 3,115,000 Share Options (the “Grant”) to eligible employees, officers, and executive directors, took effect as approved by the board.

The exercise price approved by the board is the 15% discount on the average market value per share, computed using the volume-weighted average price (VWAP) of the Company’s Shares traded on the Philippine Stock Exchange over the thirty (30) consecutive trading days immediately preceding the Grant Date of the Stock Options, but not lower than the net asset value per share based on the latest annual audited financial statements of the Company preceding the date of the Grant. Pursuant to the terms of the Plan, the Exercise Price shall in no case be lower than either the net asset value or the par value of the shares.

Considering that the discounted average market value per share is Php2.60, while the net asset value is Php3.07 per share as of the 2025 Audited Financial Statement of the Company, then the exercise price is Php3.07 per share.

The options remain subject to specific vesting dates, exercise periods, and the comprehensive terms and restrictions established within the Plan.

Compliance with Leading Practices in Corporate Governance

The trust of our shareholders and other stakeholders is fundamental to our business and is the source of the success and growth of the Company. We are committed to preserving this relationship of trust by promoting a strong corporate governance culture in the Company that is anchored on transparency, competent leadership, effective internal controls, and prudent risk management.

The Company’s corporate governance practices in adherence to the leading practices in Corporate Governance are summarized in the Integrated Annual Corporate Governance Report of the Company, a copy is available at the Company’s website at <https://www.sbsph.com/disclosure-filings/corporate-governance/annual-corporate-governance-reports/>

The Company actively pursues excellence in its corporate governance efforts. In 2025 and to-date, the Company has taken additional steps to enhance its corporate governance practices and standards with a view to strengthening stewardship integrity and stakeholder confidence and by fostering a culture of trust, transparency, and accountability. Some of the key measures undertaken are summarized below:

1. The Board of Directors reinforced its corporate governance structure by revisiting and updating the Manual of Corporate Governance and the Executive Committee Charter in 2025. The Manual was updated to align it with the Company’s evolving needs, strategy, and new standards under the law and regulations. The copy of the Revised Manual of Corporate Governance is available at the company’s website at https://www.sbsph.com/wp-content/uploads/2026/01/REVISED-MANUAL-OF-CORPORATE-GOVERNANCE-18-DEC-2025_SIGNED-with-SEC-ACKNO.pdf, while the Revised Executive Committee Charter can be found as well on the company’s website at <https://www.sbsph.com/wp-content/uploads/2025/12/REVISED-EXECUTIVE-COMMITTEE-CHARTER-18-DEC-2025.pdf>.

2. The Board of Directors also updated the Employee Manual to ensure that the dignity of all employees is respected and to address staff welfare and promote a just workplace.
3. In the fourth quarter of 2025, the Independent and Non-Executive Directors of the Company held separate executive sessions with each of the External Auditor, Chief Audit Executive, Chief Risk Officer, and Chief Compliance Officer without the presence of Management and other executive directors.

The highlights of the Company's corporate governance practices in 2025 are further described in the 2025 Annual Report of Management to the Stockholders, which will be provided during the meeting and shall also be available at the Company's website at <https://www.sbsp.com/disclosure-filings/investors/annual-stockholders-meeting/>. The report discusses, among others, the Company's governance practices aimed at safeguarding shareholders' rights and fostering their active engagement, and the Company's policies and programs on the approach to sustainability and corporate social responsibility

The Company is also pleased to report that for the seventh consecutive year, it was again the recipient of the latest Golden Arrow Award for corporate governance by the Institute of Corporate Directors (ICD), the Philippine domestic ranking body for the ASEAN Corporate Governance Scorecard (ACGS), in recognition of SBS' corporate governance performance in alignment with the recommended CG standards under the Philippine Code of Corporate Governance and international CG best practices espoused by the ACGS. More importantly, SBS proudly achieved an impressive 3-Arrow recognition for corporate governance practices in Assessment Year 2024, highlighting its continuing efforts to raise its corporate governance standards.

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

There is no action to be presented for shareholders' approval at this year's annual meeting with regard to the investment of funds and additional acquisition of shares in other corporations for a purpose other than the primary purpose for which the Company was organized, requiring shareholder approval under the Revised Corporation Code.

Item 13. Acquisition or Disposition of Property

There is no action to be presented for shareholders' approval at this year's annual meeting with regard to the acquisition or disposition of property of the Company requiring shareholder approval under the Revised Corporation Code.

Item 14. Restatement of Account

There are no actions or matters to be taken up at this year's annual stockholders' meeting, which involves a restatement of any of the assets, capital, or surplus account of the Company.

Item 15. Action with Respect to Reports

The following reports will be presented for approval during the annual stockholders' meeting:

- (a) Minutes of the annual meeting of stockholders held on June 27, 2025 which are appended to this Information Statement as Appendix 3.

In accordance with Section 49 of the Revised Corporation Code and related regulations of the SEC, the said minutes reflect the record of the proceedings during the meeting, which include the following:

- (i) The date, time, and place of the meeting;
- (ii) The list of the directors, officers, and stockholders who attended the meeting;
- (iii) The determination of quorum as certified by the Corporate Secretary;

- (iv) The description of the voting and vote tabulation procedures used in the meeting, as well as the engagement and presence of external auditor Punongbayan & Araullo, who was particularly engaged as a third-party validator of the voting tabulation for the meeting;
- (v) The agenda/matters discussed and resolutions reached in respect of the approval of the minutes of the previous annual stockholders' meeting held on June 05, 2024, approval of the 2024 Annual Report of the Management to the stockholders the 2024 Audited Consolidated Financial Statements of the Company and its subsidiary, the ratification of all acts and resolutions of the Board of Directors and Management since the last meeting of the stockholder, appointment of the external auditor and election of the members of the Board of Directors, including independent directors.
- (vi) The record of the voting results for each agenda item considered, including the number of votes approving, dissenting, and abstaining for each agenda item;
- (vii) A statement of the opportunity given to stockholders to ask questions, and that no questions were raised by the stockholders during the meeting;

These minutes were posted on the Company's website, www.sbsph.com, within five (5) banking days from adjournment of the meeting.

- (b) 2025 Annual Report by Management to the Stockholders, together with the Audited Financial Statements for the twelve-month period ended 31 December 2025, which reports cover the performance of the Company in FY 2025 and its outlook for FY 2026.

Item 16. Other proposed actions

The following matters are proposed for approval at the annual shareholders' meeting:

- (a) Ratification of all acts, resolutions, and proceedings of the Board of Directors, the Committees of the Board, and of Management since the last meeting of the stockholders on June 27, 2025 until this year's annual stockholders' meeting on June 26, 2026.

The matters being proposed for general approval and ratification of the stockholders refer to all acts undertaken and resolutions passed by the Company's Board of Directors and its Committees in the exercise of its delegated powers from the Board since the last meeting of the stockholders on June 27, 2025 and up to this meeting as well as all acts of Management performed during the same period in accordance with the resolutions of Board of Directors and its Committees or those undertaken in the general conduct of the business and affairs of the Company in accordance with the Company's By-laws. These acts of the Board and Board Committees include, among others, the approval of significant contracts and agreements, investments and capital expenditures, related party transactions, and policy matters that are reflected in the minutes of the Board meetings, or which include matters covered by disclosures to the SEC and the Philippine Stock Exchange. The acts of Management include, among others, those that involve the day-to-day operation, administration, and management of the corporate affairs of the Company. In particular, these include:

- The Appointment of the Company's officers and members of the Committee of the Board of Directors;
- The Approval of Interim Consolidated Financial Reports for the 2nd and 3rd quarters of 2025;
- The Approval of the Amended Manual of Corporate Governance
- The Approval of the Amended Executive Charter;
- The Approval of the 2026 Consolidated and Parent Company Budget;
- The Approval of the 2025 Audited Financial Statements for the period ending December 31, 2025 of SBS Philippines Corporation (Parent Company);
- The Approval of the 2025 Audited Consolidated Financial Statements of the Company and its subsidiaries for the period ending December 31, 2025;
- The Approval of the 2025 Annual Report of the Company (SEC Form 17-A);
- The Approval of the 2025 Sustainability Report of the Company
- The Approval of the Setting of the Annual Stockholders Meeting on June 26, 2026 at 3:00 pm and the delegation to Management to determine the venue and mode of the meeting;

- Ratification of Non-Material Related Party Transactions for the 12-month period ended December 31, 2025;
 - The Approval of renewal and availment of additional loans and credit facilities;
 - The Approval of capital allocation and disbursement of funds for investments and capital expenditures for various projects and strategic initiatives; and
 - Grant of Authorities to transact with governmental entities, suppliers, customers and utilities & service providers.
 - The Approval of the 2025 Integrated Annual Corporate Governance Report (I-ACGR)
 - The Approval of Interim Condensed Consolidated Financial Reports for the 1st quarter of 2026;
 - The Approval of the endorsement to the shareholders of the re-appointment of Punongbayan & Araullo as External Auditor for 2026
 - The Approval of proxies to attend and vote at meetings of the shareholders of its subsidiary and associate companies
 - The Approval of nominees for election to the Board of Directors of its subsidiary and associate companies
 - The Approval of Committee Charters and Company Policies
 - Ratification of Chattel Mortgage
 - Approval of Sale of Property
 - The Approval of the submission of the ESOP Plan Rules to the SEC
 - Approval of Resignation, Appointment, and Change in the Designation of Company Officers
 - The Approval of the submission of the 2026 Information Statement
- (b) Election of the members of the Board of Directors, including the independent directors, for the ensuing year; and
- (c) Election of External Auditor

Item 17. Amendment of Charter, Bylaws or Other Documents

There are no matters or actions to be taken up in the annual meeting with respect to any amendment of the Company's Articles of Incorporation or By-laws.

Item 18. Voting Procedures

For the annual stockholders' Meeting of the Company, holders of a majority of the Company's issued and outstanding capital stock, who are present in person or by proxy in the meeting, shall constitute a quorum for the transaction of the business of the meeting.

a. Vote Required

For the special business of the meeting, the affirmative vote of at least two-thirds (2/3) of the issued and outstanding capital stock entitled to vote and represented in the annual stockholders' meeting is required for the ratification of the investment of Company funds in other corporation, business, or for any purpose other than the primary purpose for which it was organized.

The approval of the matters of ordinary business presented to the stockholders for resolution and approval will require the affirmative vote of a majority of the stockholders present or represented at the annual stockholders' meeting.

On the election of the member of the Board of Directors, the nominees receiving the highest number of votes shall be declared elected in accordance with Section 23 of the Revised Corporation Code of the Philippines and Likewise, the nominee for external auditor with the highest number of votes shall be declared elected as such.

b. Method of Voting

Except in the case of election of directors, each stockholder shall have one vote for each share of stock entitled to vote and registered in his or her name at the Record Date in all agenda items for approval.

For the election of directors which is by plurality of votes, each stockholder may vote for such number of shares as many nominees as there are directors to be elected or he or she may cumulate his or her shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his or her shares or he or she may distribute them on the same principle among as many nominees as he or she shall see fit; provided that the whole number of votes cast by him or her shall not exceed the number of shares owned by him or her multiplied by the total number of directors to be elected.

Voting will be by poll. Upon registration at the annual stockholders' meeting, each stockholder will be given a ballot to enable him or her to vote in writing on each item or proposal in the Agenda. The votes will be counted and tabulated by the Office of the Corporate Secretary with the assistance of his staff and the Company's stock and transfer agent and verified by the Company's external auditors, Punongbayan & Araullo.

UNDERTAKING

UPON WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER WITH A COPY OF THE COMPANY'S ANNUAL REPORT (SEC FORM 17-A) FREE OF CHARGE. ANY WRITTEN REQUEST FOR A COPY OF THE ANNUAL REPORT SHALL BE ADDRESSED AS FOLLOWS:

**ATTENTION: ATTY. MONINA JANE S. NAZAL
 CHIEF COMPLIANCE OFFICER
 SBS PHILIPPINES CORPORATION
 10 RESTHAVEN ST., SFDM, QUEZON CITY 1105**

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 Makati City, 13 May 2026.

By:


CHRISTINE P. BASE
Corporate Secretary

REPUBLIC OF THE PHILIPPINES]
MAKATI CITY] S.S.

SECRETARY'S CERTIFICATE

I, **CHRISTINE P. BASE**, Filipino, of legal age and with office address at the 8th Floor [REDACTED], after having been duly sworn in accordance with law, hereby depose and state that:


1. I am the duly elected Corporate Secretary of **SBS PHILIPPINES CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal address at No. 10 Resthaven St., San Francisco Del Monte, Quezon City;
2. As such Corporate Secretary, I have in my custody the books and records and other papers of the Corporation;
3. I hereby certify that to the best of my knowledge, none of the named directors and officers of the Corporation works for the Government of the Republic of the Philippines.

IN WITNESS WHEREOF, I have hereunto set my hand this 13 MAY 2026 at MAKATI CITY


CHRISTINE P. BASE
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 13 MAY 2026 at MAKATI CITY, affiant exhibiting to me her Integrated Bar of the Philippines Lifetime Member ID with No. 08661, Albay Chapter.

Doc No. 69
Page No. 15
Book No. IV
Series of 2026


RUS KRISTOFFER B. PARCIA
8th Floor, Chatham House, 116 Valero cor. V.A. Rufino Sts.
1227 Salcedo Village, Makati City, Tel. No. 88443871
Poll No. 86887/IBP No. 564914/Dec. 11, 2025/Quezon City Chapter
PTR No. MKT 10769565AG/Makati City/Jan. 8, 2026/ Appt.No.M-246
MCLE Compliance No. VII - 0008198 valid until April 14, 2028
Notary Public for Makati City until 31 December 2027

ANNEX A1

CERTIFICATION OF INDEPENDENT DIRECTOR

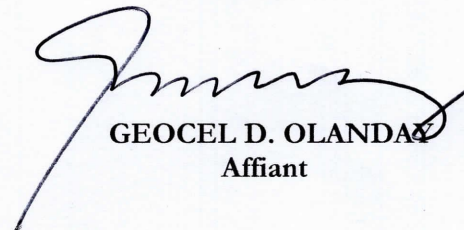
I, **GEOCEL D. OLANDAY**, Filipino, of legal age, and with residence at [REDACTED] after having been duly sworn in accordance with law, do hereby declare that:

1. I am a nominee for independent director of SBS Philippines Corporation (hereafter the "Company") and I have been its independent director since June 22, 2018;
2. I possess all the qualifications and none of the disqualifications to serve as independent director of the Company in accordance with Section 38 of the Securities Regulation Code and its implementing rules and regulations and Revised Corporation Code and other applicable issuances of the Securities & Exchange Commission;
3. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
4. I am affiliated with the following companies and organizations:

Company/Organization	Position/Relationship	Period of Service
Amaris Global Advisory Services	CEO & Chief Advisor	June 2006 to present
Philippine National Bank	Independent Director	October 2024 to present
Department of Education	Consultant	September 2025 to present
Merg Realty and Development Corporation	Advisor	October 2025 to present

5. I am not related to any director/officer/substantial shareholder of Company and its subsidiaries and affiliates;
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 any changes in the abovementioned information within five days from its occurrence.

Done this **15 APR 2026** day of _____ in Quezon City.


GEOCEL D. OLANDAY
Affiant

SUBSCRIBED AND SWORN to before me this 15 of APR 2026 with affiant personally appearing before me and exhibited to me the following government issued ID:

Government ID No.	Date of Issue	Expiry Date	Issued By
Philippine Passport. No. [REDACTED]	01 April 2022	31 March 2032	DFA MANILA

Doc. No. 163;
Page No. 28;
Book No. 11;
Series of 2026.

ATTY. WILLIAM M. AY-AY, CPA, CDPO
Attorney-at-Law/ Notary Public
Roll No. 84630
IBP No. 568515/ 12-20-2025/ Quezon City
PTR No. 8396900/ 01-05-2026/ Quezon City
MCLE Compliance No. VIII-0027229 until April 14, 2028
Adman Matters NP-197 2025-2026

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **HELEN T. DE GUZMAN**, Filipino, of legal age, and with residence at [REDACTED] after having been duly sworn in accordance with law, do hereby declare that:

1. I am a nominee for independent director of SBS Philippines Corporation (hereafter the "Company") and I have been its independent director since May 22, 2019;
2. I possess all the qualifications and none of the disqualifications to serve as independent director of the Company in accordance with Section 38 of the Securities Regulation Code and its implementing rules and regulations and Revised Corporation Code and other applicable issuances of the Securities & Exchange Commission;
3. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
4. I am affiliated with the following companies and organizations:

Company/Organization	Position/Relationship	Period of Service
Peace and Equity Foundation	Audit Committee Advisor	November 2018 to 2023
	Independent Member, Audit Committee	January 2024 to present
Couples for Christ Global Mission Foundation, Inc.	Treasurer	February 23, 2021 to present

5. I am neither in government service or affiliated with a government agency or government-owned or controlled corporation;
6. I am not related to any director/officer/substantial shareholder of Company and its subsidiaries and affiliates;
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances;
8. I shall inform the Corporate Secretary of any changes in the abovementioned information within five days from its occurrence.

Done this 8th day of April 2026 in Quezon City.


HELEN T. DE GUZMAN
 Affiant

15 APR 2026 QUEZON CITY

SUBSCRIBED AND SWORN to before me this _____ of April 2026 with affiant personally appearing before me and exhibited to me the following government issued ID:

Government ID No.	Date of Issue	Expiry Date	Issued By
Philippine Passport No. [REDACTED]	09 March 2018	08 March 2028	DFA NCR EAST

Doc. No. 162;
Page No. 28;
Book No. IV;
Series of 2026.

ATTY. WILLIAM M. AY-AY, CPA, CDPO

Attorney-at-Law/ Notary Public

Roll No. 84630

IBP No. 568515/ 12-20-2025/ Quezon City

PTR No. 8396900/ 01-05-2026/ Quezon City

MCLE Compliance No. VIII-0027229 until April 14, 2028

Adman Matters NP-197 2025-2026

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **NESTOR L. FELICIO**, Filipino, of legal age, and with residence at [REDACTED] after having been duly sworn in accordance with law, do hereby declare that:

1. I am a nominee for independent director of SBS Philippines Corporation (hereafter the "Company");
2. I possess all the qualifications and none of the disqualifications to serve as independent director of the Company in accordance with Section 38 of the Securities Regulation Code and its implementing rules and regulations and Revised Corporation Code and other applicable issuances of the Securities & Exchange Commission;
3. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
4. I am affiliated with the following companies and organizations:

Company/Organization	Position/Relationship	Period of Service
NA		

5. I am neither in government service or affiliated with a government agency or government-owned or controlled corporation;
6. I am not related to any director/officer/substantial shareholder of Company and its subsidiaries and affiliates;
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances;
8. I shall inform the Corporate Secretary of any changes in the abovementioned information within five days from its occurrence.

15 APR 2026

Done this _____ day of _____ in Quezon City.


NESTOR L. FELICIO
 Affiant

SUBSCRIBED AND SWORN to before me this **15 APR 2026** **QUEZON CITY** of _____ with affiant personally appearing before me and exhibited to me the following government issued ID:

Government ID No.	Date of Issue	Expiry Date	Issued By
Philippine Passport No. [REDACTED]	Mar 7 2018	Mar 6 2028	DFA Angeles

Doc. No. 173 ;
Page No. 30 ;
Book No. 10 ;
Series of 2026.

ATTY. WILLIAM M. AY-AY, CPA, CDPO
 Attorney-at-Law/ Notary Public
 Roll No. 84630
 IBP No. 568515/ 12-20-2025/ Quezon City
 PTR No. 839690W/ 01-05-2026/ Quezon City
 MCLE Compliance No. VII-0027229 until April 14, 2028
 Adman Matters NP-197 2025-2026

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

of

SBS PHILIPPINES CORPORATION

Held at the Dasmariñas Hall, Makati Sports Club L.P. Leviste corner Gallardo St.,
Salcedo Village, 1227 Makati City, Philippines

Held on 27 June 2025 at 3:00 in the afternoon

DIRECTORS PRESENT:

Mr. Ricardo Nicanor N. Jacinto	- Chairman of the Board
Mr. Gerry D. Tan	- President
Ms. Aylene Y. Sytengco	- Director
Mr. Necisto Y. Sytengco II	- Director
Mr. Esmeraldo A. Tepace	- Director
Ms. Lali Y. Sytengco	- Director
Ms. Helen T. De Guzman	- Independent Director
Mr. Roberto F. Anonas Jr.	- Independent Director
Mr. Geocel D. Olanday	- Lead Independent Director

OFFICERS PRESENT:

Atty. Christine P. Base	- Corporate Secretary
Ms. Aileen G. Codamon	- AVP Controller
Mr. Emerson M. Paulino	- Chief Audit Executive and Chief Risk Officer
Atty. Jose Ma. Jason J. Francisco	- Data Protection Officer
Atty. Monina Jane S. Nazal	- Chief Compliance Officer
Ms. Sabrina Adamelle Poon-Sytengco	- Investor Relations Officer

STOCKHOLDERS PRESENT:

(please see the attached list of stockholders present)

1. CALL TO ORDER

Mr. Ricardo Nicanor Jacinto, Chairman of the Board, called the meeting to order and presided over the same.

2. PROOF OF DUE NOTICE OF MEETING AND EXISTENCE OF A QUORUM

The Chairman inquired of the Corporate Secretary, Atty. Christine P. Base, if the stockholders were duly notified of the meeting, and if the stockholders present constitute a quorum.

The Corporate Secretary reported that the stockholders as of the record date, May 5, 2025, were duly notified of the annual stockholders' meeting. She also reported that shareholders owning 1,397,142,934 common shares or 90.14% of the outstanding capital stock of the Company represented in the meeting as of 2:45 PM after the end of the proxy validation and preliminary tabulation process, had cast their votes on the items for consideration by the shareholders. Therefore, a quorum was met in accordance with the By-Laws of the Corporation, the Revised Corporation Code, and the Securities Regulation Code.

3. DISCUSSION OF THE RULES OF CONDUCT AND PROCEDURE OF THE MEETING

The Chairman requested the Corporate Secretary to discuss the voting procedures that shall govern the conduct of voting for the meeting. The Corporate Secretary presented the following rules of conduct and procedures:

To vote at or to address the meeting, they must be either a stockholder of record as of May 5, 2025, or named in a proxy given by a stockholder of record as of May 5, 2025, and properly filed with the Corporate Secretary of the Company before the meeting.

Stockholders need not vote at the meeting if they have already voted by proxy. However, if they are a stockholder of record and desire to change their vote, or if they have not voted, they will be given the opportunity to request a ballot and to vote before the polls are closed.

Upon registration, the shareholders, voting in person or by proxy, had been presented with a ballot which was used to cast their votes in writing. The ballot stated the proposed action items in the Agenda for consideration by the shareholders.

To vote, the shareholders manually filled up the ballot provided to them upon registration, indicating the votes cast per item of the Agenda. Once completed, the shareholders placed the ballot with the votes cast in the ballot boxes located at the registration table and inside the meeting hall.

The Office of the Corporate Secretary tabulated all votes received, and the results of the tabulation were validated by Punongbayan & Araullo, the Corporation's Independent Auditors.

As an item on the Agenda was taken up, the Corporate Secretary reported the total

number of votes received and stated whether the agenda item was carried or disapproved.

The results of the final tabulation of votes, with full details of the affirmative and negative votes and abstentions, will be reported in the SEC 17-C report on the results of the Annual Stockholders' Meeting to be uploaded on the PSE Edge after the meeting and reflected in the draft minutes of meeting to be posted in the Company's website within five (5) business days from today's meeting.

4. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING HELD ON JUNE 5, 2024

The Chairperson stated that copies of the minutes of the previous Annual Stockholders' Meeting held on June 5, 2024, were distributed to the stockholders during registration and were also posted on the Company's website. A copy was also appended to the Information Statement disseminated to the stockholders and uploaded on the Philippine Stock Exchange (PSE) Edge. Following the Chairman's request, the Corporate Secretary presented the minutes of the previous meeting. A motion was made by Mr. Geocel D. Olanday, an Independent Director, to dispense with the reading of the minutes having been circulated before the meeting and proceed with the approval thereof. The proposed resolution was as follows:

“RESOLVED, that the minutes of the Annual Shareholders' Meeting held on JUNE 05, 2025, be, as it is hereby, approved.”

Ms. Dinnah Alvarez moved for the approval of minutes of the previous meeting and the motion was duly seconded. The Corporate Secretary reported on the vote, with stockholders owning 1,385,878,497 common shares or 99.19% of shares represented in the meeting voting in favor of the minutes, 0 voted against it, and 0 abstained.

Thus, the minutes of the previous Annual Stockholders' Meeting were approved on the basis of the distributed copies, and the proposed resolution, as stated above, was approved by the stockholders.

5. PRESENTATION OF THE ANNUAL REPORT OF MANAGEMENT TO THE STOCKHOLDERS AND APPROVAL OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2024

The Chairman, Mr. Ricardo Nicanor N. Jacinto, delivered his message to the stockholders.

The President, Mr. Gerry Tan, then rendered the report of the Management and the Audited Consolidated Financial Statements as of the for the year ended December 31, 2024.

Ms. Maran Villafranca, stockholder, asked regarding the impact of the new high US tariffs on the Company's markets and if there are expected supply chain challenges. Mr. Tan responded and explained that *“the US tariff impact is not expected to significantly affect demand for the Company's products as most of the Company's customers produce products for the domestic market. However, the local manufacturing sector showed some signs of slowdown in the 2nd quarter but is expected to recover by the 3rd quarter based on customer feedback”* He added

that *“to cushion impact of supply chain challenges, the Company proactively manages its inventory based on client projection.”*

Thereafter, the following resolution was proposed and presented to the stockholders:

“RESOLVED, that the Audited Consolidated Financial Statements of the Company and its subsidiary as of and for the twelve-month period ended 31 December 2024 as audited by the Company’s Independent Auditors, Punongbayan & Araullo, are hereby approved and accepted.”

Upon motion duly made by Ms. Wilma Jubilo and duly seconded, the Management’s Report and the Audited Consolidated Financial Statements of 2024 were approved by the stockholders present and represented in the meeting.

The Corporate Secretary reported that stockholders owning 1,385,878,497 common shares or 99.19% of shares represented in the meeting voted to approve the Management’s Report and the Audited Consolidated Financial Statements of 2024. There were no votes against it and 0 votes for abstention.

6. APPROVAL AND RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT DURING THEIR TERM OF OFFICE

The Chairperson requested the Corporate Secretary to explain the agenda item. After which, the Corporate Secretary was asked to present the proposed resolution, which read as follows:

“RESOLVED, that all the acts of the Board of Directors and Management from the date of the last Annual Stockholders’ Meeting held on JUNE 05, 2024, to date, be, as it is hereby, approved and ratified.”

On motion made by Ms. Angelica Keith Base and duly seconded, all the resolutions, contracts, and acts of the Board of Directors and Officers were confirmed and ratified by the stockholders.

The Corporate Secretary reported that stockholders owning 1,385,878,497 common shares or 99.19% of shares represented in the meeting voted to approve and ratify all resolutions, contracts, and acts of the Board of Directors and Officers during their term of office. There were no votes against it, and 0 votes abstained.

7. APPOINTMENT OF INDEPENDENT AUDITOR

The Chairman requested Ms. Helen De Guzman, Chairperson of the Company’s Audit and Risk Oversight Committee, to report on the committee’s evaluation and recommendation as to the appointment of an Independent Auditor.

Ms. De Guzman, together with the Board of Directors, recommended the re-appointment of Punongbayan & Araullo as the Company’s independent auditors for the financial year 2025. The proposed resolution was presented to read as follows:

“RESOLVED, as it is hereby resolved, that the stockholders approve the re-appointment of PUNONGBAYAN & ARAULLO as the Company's Independent Auditors for the financial year 2025.”

On motion duly made by Ms. Alyssa Faurillo and duly seconded, the re-appointment of Punongbayan & Araullo as the Independent Auditor of the Corporation was approved by the stockholders present.

The Corporate Secretary reported that stockholders owning 1,385,878,497 common shares or 99.19% of shares represented in the meeting voted to approve the re-appointment of Punongbayan & Araullo as independent auditors of the Corporation for the fiscal year 2025. There were no votes against it, and 0 votes abstained.

8. ELECTION OF BOARD OF DIRECTORS

Atty. Wilfredo Bathan moved for the election of the nine (9) individuals nominated to the Board of Directors, and that all unqualified votes be cast in favor of all the nominees. The following were elected as members of the Board of Directors for the year 2025, with the following results having been presented:

<u>DIRECTORS:</u>	NO. OF VOTES RECEIVED	NO	ABSTAIN
1. Mr. Ricardo Nicanor N. Jacinto	1,385,878,497 votes	0	0
2. Ms. Aylene Y. Sytengco	1,385,878,497 votes	0	0
3. Mr. Necisto Y. Sytengco II	1,385,878,497 votes	0	0
4. Mr. Gerry D. Tan	1,385,878,497 votes	0	0
5. Mr. Esmeraldo A. Tepace	1,385,878,497 votes	0	0
6. Ms. Lali Y. Sytengco	1,385,878,497 votes	0	0
<u>INDEPENDENT DIRECTORS:</u>			
7. Mr. Roberto F. Anonas, Jr.	1,385,878,497 votes	0	0
8. Ms. Helen T. de Guzman	1,385,878,497 votes	0	0
9. Mr. Geocel D. Olanday	1,385,878,497 votes	0	0

9. OTHER MATTERS: AS SPECIAL BUSINESS

The Chairman called on Mr. Roberto F. Anonas, Jr., Chairman of the Related Party Transaction (RPT) Committee, to discuss this agenda item, as a special business – the ratification of the additional investment of funds & share subscription in the increase of the authorized capital stock of associate companies.

The key details of the additional investment of funds by way of additional equity participation in the associate property holdings companies of the Corporation, namely: Ayschester Holdings Corporation and Lakerfield Phils. Holdings Corp. was flashed on the screen.

Information about these companies and the rationale for the transaction, including its benefit to the Corporation, was provided in the Information Statement furnished to the shareholders and also made available at the Corporation's website.

The Related Party Transaction Committee and Board in December 19, 2019 (Ayschester) and October 07, 2021 (Lakerfield) reviewed these additional investments in relation to the benefit of the Corporation and the fairness terms thereof in accordance with the Related Party Transaction Policy of the Corporation and in line with the Corporation's investment strategy to have a more diversified interests in different property holding companies exploring and investing in certain property investment opportunities. Both the RPT Committee and the Board have unanimously and jointly endorsed the investment for ratification by the shareholders.

While not a material related party transaction, these additional equity investments in property holdings companies, not being in the core business of the Corporation, require the ratification of the shareholders pursuant to the Revised Corporation Code.

- (a) Acquisition of Shares of Ayschester Holdings Corporation – Share subscription of 19,375,000 common shares based on its issue price of PhP2.00 per common share, comprising its par value of PhP1.00 per share and PhP1.00 in additional paid-in capital, for a total subscription cost of PhP38,750,000.00:
- (b) Acquisition of Shares of Lakerfield Phils. Holdings Corp. – Share subscription of 66,600,000 common shares, based on its par value of PhP1.00 per share, for a total subscription cost of PhP66,600,000.00.

Ms. Sharon Kyle Camacho, a shareholder, raised a question regarding this agenda item, asking whether there were any changes in the investment policy of the Corporation with regard to real estate-related investments, given the prevailing geopolitical and climate risks as mentioned by the Chairman in his message earlier.

The Chairman of the Board responded and explained as that *“the Corporation will increase its focus on growing its legacy core business and strengthen its position as a major chemical distributor in the Philippines by prioritizing the use of its cash resources for its market and business development”*. He also pointed out that the *“property holdings portfolio directly held by the Corporation already has a combined appraised fair value of about PhP 8.7 billion as of July 2024 which high-quality real estate portfolio already presents a good safety net to the Group and thus additional investments in property-related businesses with long investment horizons and outside of its current group of companies are being deprioritized for the time being.”*

Thereafter, the Corporate Secretary recommended that additional questions from the shareholders be taken up after the completion of the formal business of the meeting, during the open forum and for this reason, request the shareholders to keep their questions in mind and reserve it for the open forum after the resolution on special business of the meeting under Agenda Item 9.

The proposed resolutions for this agenda item were presented to read as follows:

AYSCHESTER HOLDINGS CORPORATION

“RESOLVED, that the Company’s share subscription and acquisition of 19,375,000 common shares in the increase of the authorized capital stock of the Ayschester Holdings Corporation, based on the issue price of PhP 2.00 per common share, comprising of its par value of PhP1.00 per share and PhP 1.00 in additional paid-in capital, for a total subscription value of PhP38,750,000.00. is hereby approved, confirmed and ratified.”

LAKERFIELD PHILS. HOLDINGS CORP

“RESOLVED, that the Company’s share subscription and acquisition of 66,600,000 common shares in the increase of the authorized capital stock of the Lakerfield Phils. Holdings Corp. based on its par value of PhP1.00 per share, for a total subscription cost of PhP66,600,000.00, is hereby approved, confirmed, and ratified.”

Ms. Angeline Andrada and Ms. Sharon Kyle Camacho, shareholders, made a motion, which was duly seconded, for the approval and ratification of the additional investment of corporate funds and share subscription in the increase in authorized capital stock of Ayschester Holdings Corp. and Lakerfield Phils. Holdings Corp. The motion was thereafter approved by the stockholders present.

The Corporate Secretary reported that stockholders 1,385,878,497 common shares or 99.19% of shares represented in the meeting voted to approve and ratify the additional investment of corporate funds and share subscription in the increase in authorized capital stock in Ayschester Holdings Corp. and Lakerfield Phils. Holdings Corp.. There were no votes against it, and 0 votes abstained.

The Chairman welcomed to entertain any other matters or relevant concerns from the shareholders for the open forum, to which there were none.

10. ADJOURNMENT

There being no other matters to be discussed, Ms. Victorina Ladrangan, a shareholder, made a motion and was duly seconded, and the meeting was adjourned.


CHRISTINE P. BASE
Corporate Secretary

Attested by:

Ricardo Nicanor N. Jacinto
Chairman of the Board

This minute is subject to the approval of the stockholders on the next ASM.

SBS PHILIPPINES CORPORATION
ATTENDANCE TABULATION
2025 ANNUAL STOCKHOLDER'S MEETING
June 27, 2025

NO.	STOCKHOLDERS'S NAME	NO. OF SHARES	%
1	BDO Securities Corporation	1,013,720,295	65.4%
2	Abacus Securities Corporation	229,409,802	14.8%
3	Evergreen Stock Brokerage & Securities, Inc.	65,537,235	4.2%
4	Lali Sytengco	53,195,423	3.4%
5	Aylene Y. Sytengco	11,618,202	0.7%
6	Ned Bryan Sytengco	11,237,293	0.7%
7	Necisto Sytengco II	11,237,293	0.7%
8	Wilfredo L. Bathan	713,003	0.0%
9	HDI Securities, Inc.	325,207	0.0%
10	Ricardo Jacinto	32,000	0.0%
11	Danilo Monte Jointly With Lolita Monte	11,800	0.0%
12	Mr. Tang	11,625	0.0%
13	Mary Jane Tang	11,625	0.0%
14	Mary Angeline Tang	11,625	0.0%
15	Mr. Tang Ka Ing	11,625	0.0%
16	Danilo Monte	11,024	0.0%
17	Lolita Mari	11,024	0.0%
18	Gregorio Calixto	6,449	0.0%
19	Dinnah V. Alvarez	5,000	0.0%
20	Socorro Calixto	3,973	0.0%
21	Abigail Sy	3,554	0.0%
22	Jose L. Ong Jr.	2,041	0.0%
23	Co Kian Chay	1,500	0.0%
24	Maran Villafranca	1,040	0.0%
25	Gerry Tan	1,000	0.0%
26	Roberto F. Anonas, Jr.	1,000	0.0%
27	Helen T. De Guzman	1,000	0.0%
28	Geocel D. Olanday	1,000	0.0%
29	Esmeraldo Tepace	1,000	0.0%
30	Victor Co	1,000	0.0%
31	Edward Ting Jointly With Luzonia Ting	794	0.0%
32	Ramoncito Nonato	400	0.0%
33	Jesus San Luis Valencia	300	0.0%
34	Lois Trish T. Monte	129	0.0%
35	Sergio Dela Cruz	104	0.0%
36	Nora Barja	100	0.0%
37	Janelle Ting Represented By Marites Ong	100	0.0%
38	John Brian Ting Represented By Sonia Dela Cruz	100	0.0%
39	Joy Horca	70	0.0%
40	Dennes Orcino Represented By Abigail Sy	32	0.0%
41	John Paul Fuster	30	0.0%
42	Edmalin Horca	20	0.0%
43	Gilbert Eslava	11	0.0%
44	Linda Fuster	10	0.0%
45	Sharon Kyle Camacho	10	0.0%
46	Danielle Fajardo	10	0.0%
47	Angeline Andrada	10	0.0%
48	María Wilma A. Jubilo	10	0.0%
49	Angelika Keith Base	10	0.0%
50	Alyssa Faurillo	10	0.0%
51	Aileen A Yap	10	0.0%
52	Elaine Barja	2	0.0%
53	Edward Barja	2	0.0%
54	Sergio Dela Cruz	1	0.0%
55	Carmen Nonato	1	0.0%

TOTAL NUMBER OF SHARES PRESENT	1,397,137,934
PERCENTAGE OF SHARES PRESENT	90.14
TOTAL NUMBER OF SHARES ISSUED AND OUTSTANDING	1,549,999,999