November 04, 2026

PHILIPPINE STOCK EXCHANGE
9th Floor, Philippine Stock Exchange Tower
28th Street corner 5th Avenue, BGC Taguig City

Attention: **Atty. Marigel B. Garcia**
Head, Issuer Regulation Division

SECURITIES AND EXCHANGE COMMISSION
17/F SEC Headquarters, 7907 Makati Avenue
Barangay Bel-Air, Makati City

Attention: **Atty. Oliver O. Leonardo**
Director, Markets and Securities Regulation Department

Subject: Vistamalls, Inc.: **SEC Form 17A – December 31, 2025**

Gentlemen:

Please see attached SEC Form 17-A (Annual Report) of Vistamalls, Inc. for the year ended 31 December 2025.

Thank you.

Truly Yours,

Brian N. Edang
Officer-In-Charge

COVER SHEET

C	S		0	0	0	0	3	9	5	8	7

S.E.C. Registration Number

V	I	S	T	A	M	A	L	L	S	,	I	N	C	.									

(Company's Full Name)

L	O	W	E	R		G	R	O	U	N	D		F	L	O	O	R	,					
B	U	I	L	D	I	N	G			B	,		E	V	I	A							
L	I	F	E	S	T	Y	L	E		C	E	N	T	E	R	,		V	I	S	T	A	
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I	I		L	A	S		P	I	Ñ	A	S		C	I	T	Y							

(Business Address: No. Street/City/Province)

Brian N. Edang

Contact Person

8571-5948

Registrant Telephone Number

1	2

Month

3	1

Day

Calendar Year

17 -A

FORM TYPE

0	7

Month

2	8

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LCU

Cashier

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended **December 31, 2025**

2. SEC Identification Number **39587**

3. BIR Tax Identification No. **000-806-396-000**

4. Exact name of issuer as specified in its charter **VISTAMALLS, INC.**

5. **Philippines**
   Province, Country or other jurisdiction of incorporation

6. Industry Classification Code [ ] (SEC Use Only)

7. **Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City** **1750**
   Address of principal office Postal Code

8. **+63 2 8571-5948**
   Issuer's telephone number, including area code

9. **N/A**
   Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding
Common stock	**8,425,981,156 shares**
Preferred stock	**2,350,000,000 shares**

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

    Yes [**x**] No [ ]

    Name of Stock Exchange: **Philippine Stock Exchange**
    Class of securities listed: **Common Stocks**

12. Check whether the issuer:

    (a) has filed all reports required to be filed by Section 17 of the Securities Regulation Code and SRC Rule 17.1 and Sections 25 and 177 of the Revised Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

    Yes [**x**] No [ ]

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

Yes [**x**] No [ ]

13. Aggregate market value of voting stocks held by non-affiliates:

₱ 1.1 Billion as of December 31, 2025

APPLICABLE ONLY TO ISSUERS INVOLVED IN INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes [ ] No [x] **NOT APPLICABLE**

DOCUMENTS INCORPORATED BY REFERENCE

15. Briefly describe documents incorporated by reference and identify the part of SEC Form 17-A into which the document is incorporated:

Consolidated Financial Statements as of and for the year ended December 31, 2025
(incorporated as reference for Items 7 and 12 of SEC Form 17-A)

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PART I – BUSINESS

Item 1. Business

Overview

Vistamalls Inc. (the "Company"), was incorporated in Metro Manila, Philippines, on October 16, 1969, originally to pursue mineral exploration. After obtaining SEC approval in 2004, the Company changed its primary business and is now presently engaged in investment, real estate and leasing business.

The Company is the holding company of Vistamalls Group which is engaged in leasing of retail malls and Business Process Outsourcing ("BPO") commercial center. The Group has a wholly owned subsidiary, Masterpiece Asia Properties, Inc. (MAPI) and a 99.85% owned subsidiary, Manuela Corporation (MC).

On May 3, 2016, by a majority vote of the Board of Directors (the "BOD") and on June 27, 2016, as approved by the Stockholders, the Company shall exist for another period of fifty (50) years from October 25, 2019. On the same dates, the BOD and Stockholders approved that the place where the principal office of the Company is to be established at the Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City, Daang Hari, Almanza II, Las Piñas City. The SEC approved the Company's application for the following amendments on September 30, 2016.

On September 17, 2019, SEC approved the amended articles of incorporation of the Parent Company for the change in name to Vistamalls, Inc. as amended and approved by the Board of Directors during its meeting held on May 2, 2019, and by the stockholders during its meeting held on June 24, 2019.

As of December 31, 2025, and 2024 the Company has equity interests in the following entities:

	Percentage of Ownership	
Subsidiaries / Associate	**2025**	2024
Subsidiaries:		
Masterpiece Asia Properties, Inc. (MAPI)	**100.0%**	100.0%
Manuela Corporation (MC)	**99.85%**	99.85%

The Company and its subsidiaries are hereinafter collectively referred to as the Group. All subsidiaries were incorporated in the Philippines.

Recent Developments

As of December 31, 2025, there were no recent developments introduced by the Company.

Description of the Business of the Registrant and its Subsidiaries

The Company and its subsidiaries are incorporated in the Philippines. MAPI and MC are both in the commercial property development and operations.

Products

MAPI and MC are operator and developer of various mass market retail malls and BPO office commercial centers mostly located in the Mega Manila area. The malls house various retail establishments and the BPO commercial centers cater mostly to the office space needs of the BPO companies.

Distribution Methods of Products

Leasing of commercial and office space is done by the Company's leasing team. The internal team is augmented by major international property companies for the sourcing of prospective tenants for BPO office spaces.

Patents, Trademarks, Copyrights, Licenses, Franchises, Concessions and Royalty Agreements Held

The Company has registered with the Intellectual Property Office ("IPO") the trademarks "starmalls.inc". The Company's subsidiary, MC, on the other hand, registered with the IPO the trademark "starmall", which was subsequently assigned to the Company. The Company has applied for the registration of the revised design of "starmall".

Trademark	Registrant	Registration Date	Term	Principal Conditions
Starmall (revised design)	Vistamalls, Inc.	02 June 2025	Ten (10) Years	(1) Renewable upon payment of the prescribed fee and filing of request; (2) Registrant must file a declaration of actual use within three (3) years from filing of the Application and pay the required fee; (3) Registrant must again file a declaration of actual use or non-use together with the evidence of use or reasons for non-use within one (1) year from the 5th Anniversary of the date of registration/renewal and pay the required fee.

On the other hand, the trademark and trade name "VISTAMALL" is registered by Vista Land & Lifescapes, Inc. – the parent company of the Company.

Development of the business of the registrant and its key operating subsidiaries or affiliates

Vistamalls, Inc. – parent company was incorporated on October 16, 1969, and presently engaged in investment and real estate business.

Masterpiece Asia Properties Inc. – incorporated in October 4, 2001 and is wholly owned by STR. The Company's mall developments are Starmall Prima Taguig, Starmall Prima Sta. Rosa, and Optimum Bank Building. In 2015, it has on-going construction of Starmall Prima Bataan in Balanga City, Bataan and the expansion of Starmall Prima Taguig, and Starmall Prima Sta. Rosa.

Manuela Corporation – incorporated in February 22, 1972 and is 99.85% wholly owned by STR. The Company's mall developments are Starmall EDSA-Shaw. Its corporate building is known as the Worldwide Corporate Center and BPO Las Pinas.

The Company virtually conducts all of its operations through its subsidiaries.

The Company's subsidiaries are involved in the acquisition of undeveloped land, the planning and design of developments, the securing of regulatory approvals for development and sale or lease, the supervision of land development and construction and the marketing and selling/leasing of its products.

Bankruptcy, Receivership or Similar Proceeding

As of December 31, 2025, there is no bankruptcy, receivership or similar proceedings involving the Group.

Material Reclassification, Merger, Consolidation or Purchase or Sale of a Significant Amount of Assets (not ordinary) over the past three years

There have been no material reclassification, merger, consolidation or purchase or sale of a significant amount of assets (not ordinary) over the past three years.

Various diversification/ new product lines introduced by the Company during the last three years

In 2018, the Company increased its mall portfolio to include Vistamall Davao in Mintal, Davao City in 2022. No new product line has been made in 2025.

Competition

Our shopping malls compete with other shopping malls in the geographic areas in which they operate. The other major shopping mall operators in the Mega Manila are Robinsons, SM and Ayala. We believe that we are well-positioned to face increased competition in the shopping mall industry given the competitive advantages we have including, among other things, the location of our existing shopping malls, the land bank of the Company and its affiliates, our balance sheet strength, a successful tenant mix and selection criteria and our strategic partnership with the Villar Group of Companies. Our experience and understanding of the retail industry has also been a contributing factor to our competitive advantage in the industry.

Our office space competes with other BPO commercial centers and office buildings in the geographic area in which it operates. The major BPO office building commercial center developers in Metro Manila are Ayala Land, Robinsons Land, Megaworld and Filinvest Land. These developers have undertaken mixed-use residential, office and commercial developments in and around the major CBDs in Metro Manila as well as in key provincial cities. Apart from these real estate companies, there are many other independent developers in Metro Manila who have undertaken construction of new BPO buildings or conversion of existing buildings into BPO facilities in anticipation of a growing demand for BPO office spaces. We believe that we are well-positioned to face increased competition in the BPO commercial development given the competitive advantages we have including, among other things, the strategic location of our existing BPO commercial center, our strong and stable partnership with our existing BPO tenants and our expertise in flexible build-out arrangements to suit the requirements of our BPO tenants. Our experience and understanding of the BPO industry has also been a contributing factor to our competitive advantage in the industry.

Suppliers

Site development and construction work is contracted out to various qualified and accredited independent contractors. For larger projects, such as major repair or construction work, contracts are awarded on the basis of competitive bidding. For operational repairs and maintenance projects, we hire contractors without a competitive process based on our previous experience with the contractor. In all cases, our accreditation procedure takes into consideration each contractor's experience, financial capability, resources and track record of adhering to quality, cost and time of completion commitments. We maintain relationships with various accredited independent contractors and deal with each of them on an arm's length basis. We are not and do not expect to be dependent upon one or a limited number of suppliers or contractors.

Dependence on a Few Major Customers

The target customer segment of the commercial leasing business consists of broad C retail consumers. We believe that our shopping malls address the needs and aspirations of our target customers through our wide selection of retail outlets, supermarkets and department stores, together with other attractions, such as food courts, cinemas and other entertainment facilities. We attract local chains and franchises to satisfy the preferences of our target customers.

The management team also took a proactive approach towards managing the tenant mix at its existing assets to ensure optimal alignment with the needs of its target market, including removing and replacing delinquent tenants with tenants that provide more suitable retail concepts and offerings and reorganizing mall layouts to address customers' needs as well as increasing the efficiency of available leasable area.

The remaining house and lot business is not dependent on repeat business from customers. MC has a marketing agreement with Crown Asia Properties, Inc., a subsidiary of VLL, which has a broad market base including local and foreign buyers.

Transactions with related parties

The Company and its subsidiaries, in their ordinary course of business, engage in significant commercial transactions with certain companies controlled by the Villar Family, including the Villar Group of Companies and their respective subsidiaries. We have signed a memorandum of agreement with certain subsidiaries of Vista Land under which we have been granted the right of first refusal and right of first offer in respect of certain commercial properties by such VLL subsidiaries.

The Company's policy with respect to related party transactions is to ensure that these transactions are entered into on terms that are comparable to those available from unrelated third parties.

Government approvals

The Company secures various government approvals such as license to sell, building and development permits, environmental compliance certificate, business permits, etc. as part of the normal course of its business.

The Company has no principal product that has pending government approval as of December 31, 2025.

Effect of Existing or Probable Governmental Regulations

By the nature of its business, the Company's subsidiaries are subject to governmental regulations on its land development and marketing activities, which includes, among others, zoning and environmental laws, development permit and license to sell regulations. The Company's subsidiaries comply with the said regulations in the regular conduct of its business operations.

As of December 31, 2025, the Company is not aware of any existing or probable governmental regulations that will have an effect on the Company's business operations.

Compliance with Environmental Laws

Prior to any land development activity, the subsidiaries of the Company secure the requisite environmental permits, including environmental compliance certificate and drainage permit for the sewage treatment plants, from the appropriate government agencies.

Costs and Effects of Compliance with Environmental Laws

The subsidiaries of the Company pay such amount as may be imposed by the appropriate government agencies for the procurement of all necessary environmental permits prior to commencement of any development project. The costs are generally minimal and vary from time to time.

Unless pertinent environmental laws are complied with, and requisite permits are secured, the Company's subsidiaries cannot and do not proceed with its projects.

Research and Development Costs

Research and development activities, such as market research, training and contractor development programs, are treated as normal operating expense. For 2025, the amount that the Company spent for research and development is minimal and does not constitute a significant percentage of the Company's revenues.

Employees

As of December 31, 2025, the Company and its subsidiaries, had a total of 158 employees. This is broken down by function as follows:

Function	Number of employees
Operations	81
Administrative	63
Technical	14
Total	**158**

The Company has no collective bargaining agreements with its employees and none of the Company's employees belong to a union. In addition to the regular remuneration packages being given by the Company, it also adopts a performance-based incentive scheme for employees holding strategic positions, such as foreign travel grants. The Company has no employee stock option plan.

Risks related to the Companies Business

Each of the businesses of the Company and its Subsidiaries would inevitably involve some risks factors such as:

- Competition;
- Socio-economic conditions of the country;
- Effect of the changes in global economy;
- Foreign exchange devaluation;
- Changes in the country's political and economic situation;
- Inflation of prices affecting the cost and expenses;
- Reforms in the applicable rules and regulations affecting the Philippine Real Estate industry; and
- Changes in Philippine and International interest rates, with respect to the Company's borrowings.

To mitigate the aforementioned risks, the Company shall continue to adopt prudence in financial management and discipline in the area of operational controls, policies and procedures. With respect to competitive pressures among the industry players, the Company shall continue to compete through project concept, quality, affordability, and location of projects.

Item 2. Properties

Details of the Company's properties as of December 31, 2025, are set out in the table below:

LAND

Location	Owner	Use
Valenzuela City	STR	Land bank
Alabang, Muntinlupa	MC	Mall
EDSA-Shaw	MC	Mall
Las Piñas City	MC	Mall
Dasmariñas, Cavite	MC	Residential
Bacoor, Cavite	MAPI	Land bank/ Mall
San Jose del Monte, Bulacan	MAPI	Mall
Taguig City	MAPI	Mall
Imus, Cavite	MAPI	Mall
Balanga, Bataan	MAPI	Land bank
Mandaluyong City	MAPI	Office Building
Naga City	MAPI	Land bank
General Trias, Cavite	MAPI	Mall
Tanza, Cavite	MAPI	Mall
Dasmariñas, Cavite	MAPI	Mall
Malolos, Bulacan	MAPI	Mall
Santiago, Isabela	MAPI	Mall
Cabanatuan, Nueva Ecija	MAPI	Mall
Sta Maria, Bulacan	MAPI	Mall
Silang, Cavite	MAPI	Mall
Sto Tomas, Batangas	MAPI	Land bank
Vigan, Ilocos Sur	MAPI	Land bank
Subic, Zambales	MAPI	Land bank

BUILDING AND IMPROVEMENTS

Location	Owner	Use
Mandaluyong City	MC	Mall
Mandaluyong City	MC	Office Building
Las Piñas City	MC	Office Building
Taguig City	MAPI	Mall
Sta. Rosa, Laguna	MAPI	Mall
Balanga, Bataan	MAPI	Mall
Kawit, Cavite	MAPI	Mall
Malolos, Bulacan	MAPI	Mall
North Molino, Cavite	MAPI	Mall
Dasmariñas, Cavite	MAPI	Mall
Santiago, Isabela	MAPI	Mall
Cabanatuan, Nueva Ecija	MAPI	Mall
Sta Maria, Bulacan	MAPI	Mall
Silang, Cavite	MAPI	Mall
Mintal, Davao City	MAPI	Mall

As of December 31, 2025, investment properties with carrying amount of ₱370.56 million were used to secure the bank loans of the Group (see Note 14 of the 2025 Audited Financial Statements).

Item 3. Legal Proceedings

The Group is currently involved in certain legal matters relating to parcels of land situated in Barangay Molino, Bacoor City, Cavite, with an aggregate area of approximately 117,480 square meters (the "Bacoor Properties").

An administrative proceeding involving an Application to Purchase Friar Land was initiated before the Land Management Bureau ("LMB") by individuals asserting rights as heirs of the listed applicant for one of the Bacoor Properties. These claimants do not hold certificates of title and rely primarily on a survey plan. In a separate administrative action commenced by Masterpiece Asia Properties, Inc. ("MAPI") before the Department of Environment and Natural Resources ("DENR"), the survey plan cited by these individuals was recalled and cancelled. An appeal from such cancellation was subsequently elevated, and the issue is currently pending before the Supreme Court.

A related civil action for the annulment of MAPI's title over the same property was instituted by the brother of the listed applicant. The Regional Trial Court dismissed the complaint, and the ruling is on appeal.

In addition, MAPI commenced a separate proceeding before the Regional Trial Court for quieting of title and annulment of titles affecting portions of the Bacoor Properties against several defendants. The litigation is presently in the trial stage.

The Group likewise faces other legal actions arising in the ordinary course of business. Based on the assessment of management and legal counsel, the outcome of these proceedings is not expected to materially affect the Group's business operations, financial position, or results of operations.

Item 4. Submission of Matters to a Vote of Security Holders

Except for matters taken up during the Annual Stockholders Meeting, there was no other matter submitted to a vote of security holders during the period covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Issuer's Common Equity and Related Stockholders Matters

Market Information

The Company's common shares are being traded at the Philippine Stock Exchange. The high and low sales prices for each quarter within the last three fiscal years as traded on the Philippine Stock Exchange are as follows:

Quarter	2026			2025			2024		
	High	Low	Close	High	Low	Close	High	Low	Close
1st	1.44	1.03	1.03	1.69	1.49	1.69	2.41	2.29	2.40
2nd	1.15	1.00	1.02	1.99	1.39	1.50	2.35	2.10	2.13
3rd	1.02	1.02	1.02	1.59	1.20	1.24	2.30	1.78	1.84
4th				1.30	1.00	1.25	1.92	1.52	1.62

The market capitalization of STR as of December 31, 2025, based on the closing price of ₱1.25 per share, was approximately ₱10.53 billion.

As of September 30, 2026, STR's market capitalization stood at ₱8.59 billion based on the ₱1.02 per share closing price.

Price Information as of the Latest Practicable Trading Date

Trading Date	High	Low	Close
01 June 2026	1.02	1.02	1.02

Stockholders

There are approximately 431 holders of common equity security of the Company as of December 31, 2025 (based on the number of accounts registered with the Stock Transfer Agent).

The following are the top 20 holders of the common securities of the Company:

	Stockholders Name	No. of Common Shares	Percentage (of Common Shares)[1]
1.	Vista Land & Lifescapes, Inc.[2]	7,443,192,641	88.34%
2.	Land & Houses Public Company Limited	808,431,465	9.59%
3.	Fine Properties, Inc.[3]	114,877,955	1.36%
4.	PCD Nominee Corporation (Filipino)	50,750,821	0.60%
5.	PCD Nominee Corporation (Foreign)	3,179,275	0.04%
6.	Peter O. Tan	1,798,000	0.02%
7.	Peter Tan &/or Marilou Tan	1,524,000	0.02%
8.	Orion-Squire Capital, Inc.	82,000	0.00%
9.	Orion-Squire Sec., Inc.	77,900	0.00%
10.	Cua, Ang & Chua Securities Inc.	66,000	0.00%

[1] *based on the total shares issued of 8,425,981,156*
[2] *Includes 443,192,641 shares lodged under PCD Nominee Corp. (Filipino)*
[3] *Shares are under PCD Nominee Corporation (Filipino)*

	Stockholders Name	No. of Common Shares	Percentage (of Common Shares)[1]
11.	Dees Securities Corp.	60,715	0.00%
12.	Paic Securities Corporation	60,400	0.00%
13.	Tansengco & Co., Inc.	56,000	0.00%
14.	Ansaldo, Godinez & Co. Inc.	54,286	0.00%
15.	Filinvest Sec. Co. Inc.	50,000	0.00%
16.	Benito Penalosa	50,000	0.00%
17.	Mario Osmena Jr.	50,000	0.00%
18.	Gilbert Tiu	40,000	0.00%
19.	Oh Siong Yu	39,942	0.00%
20.	Babes Ojales	39,000	0.00%
	Total	**8,424,480,400**	99.98%
	Others	1,500,756	0.02%
	Total issued and outstanding common shares as of December 31, 2025	**8,425,981,156**	100.00%

Dividends

₱0.0433 per share Regular Cash Dividend
Declaration Date: December 26, 2025
Record date: January 15, 2026
Payment date: February 05, 2026

₱0.0365 per share Regular Cash Dividend
Declaration Date: November 13, 2024
Record date: November 28, 2024
Payment date: December 12, 2024

₱0.0306 per share Regular Cash Dividend
Declaration Date: September 28, 2023
Record date: October 13, 2023
Payment date: October 27, 2023

Recent Sale of Unregistered Securities

There have been no sales of unregistered securities in the past three years.

Stock Options

None.

Item 6. Management's Discussion and Analysis

REVIEW OF YEAR END 2025 VS YEAR END 2024

RESULTS OF OPERATIONS

Revenues

Operating revenue
Operating revenue decreased from ₱13,699 million for the year ended December 31, 2024 to ₱12,854 million for the year ended December 31, 2025. The 6.2% decrease in the account was primarily attributable to the following:

- Rental income decreased from ₱13,326 million for the year ended December 31, 2024 to ₱12,358 million for the year ended December 31, 2025. The 7.3% decrease was due primarily to a lower number of new fixed-term contract during the year.

- Parking fee revenue remained unchanged at ₱116 million for the year ended December 31, 2025.

- Other operating income increased from ₱257 million for the year ended December 31, 2024 to ₱380 million for the year ended December 31, 2025. The 48.1% increase was due to forfeited deposits and advance rent, as well as increase in administrative fees and advertising fees charged to tenants for the year.

Costs and Expenses

Operating Expenses
Cost and expenses increased from ₱3,237 million for the year ended December 31, 2024 to ₱3,453 million for the year ended December 31, 2025. The 6.7% increase in the account was primarily attributable to the increase in professional fees and salaries and employee benefits.

Other Income (Expense)

Recovery of impairment loss (impairment loss) on investment in associate shifted from a ₱838 million recovery in 2024 to a ₱4,958 million impairment loss in 2025, primarily due to the lower fair value of the investment resulting from changes in discount rate and cap rate assumptions.

Interest income increased from ₱10 million for the year ended December 31, 2024 to ₱21 million for the year ended December 31, 2025. The 104.0% increase is due primarily to the recognition of interest income from restricted cash.

Fair value on investment at fair value through profit or loss decreased by 240.1% from ₱3 million gain for the year ended December 31, 2024 to ₱4 million loss for the year ended December 31, 2025. The decrease primarily due to the unrealized loss recognize in investment from mutual fund during the year.

Equity in net earnings of an associate decreased from ₱793 million for the year ended December 31, 2024 to ₱588 million for the year ended December 31, 2025. The 25.8% decrease is due to the lower net income of VREIT for the year.

Interest expense increased by 35.8% from ₱3,607 million in the year ended December 31, 2024 to ₱4,897 million in the year ended December 31, 2025. This is due primarily to higher advances from related parties.

Miscellaneous income increased by 100.0% from nil in the year ended December 31, 2024 to ₱326 million in the year ended December 31, 2025. This pertains primarily to reversal of certain financial liabilities for the year.

Provision for Income Tax

Tax expense for the year ended December 31, 2025 is ₱1,255 million a decrease of 21.2% from ₱1,593 million for the year ended December 31, 2024. This is due primarily to lower taxable income recorded for the year.

Net Income

As a result of the foregoing, the Company's net income (loss) decreased by 111.2% from ₱6,907 million income for the year ended December 31, 2024 to ₱777 million loss for the year ended December 31, 2025. If we exclude the gain or loss on investment in associate and investment at fair value through profit or loss adjustment for the year, the Company would have recorded a core net income of ₱4,852 million for the year ended December 31, 2025.

The Company is not aware of events that will cause a material change in the relationship between the costs and revenues.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

FINANCIAL CONDITION

As of December 31, 2025 vs. December 31, 2024

Total assets as of December 31, 2024 were ₱110,228 million compared to ₱115,575 million as of December 31, 2025, or a 4.9% increase. This was due to the following:

- Cash and cash equivalents including short term cash investments decreased by 36.5% from ₱80 million as of December 31, 2024 to ₱51 million as of December 31, 2025 due to cash flow used in operating and financing activities for the year.

- Investment at fair value through profit or loss decreased by 14.1% from ₱29 million as of December 31, 2024 to ₱25 million as of December 31, 2025. The decrease was primarily due to the unrealized loss recognize in investment from mutual fund during the year.

- Receivables, including non-current portion increased by 26.0% from ₱45,100 million as of December 31, 2024 to ₱56,818 million as of December 31, 2025 due to the increase in accrued rental receivables.

- Property and equipment decreased by 35.1% from ₱13 million as of December 31, 2024 to ₱8 million as of December 31, 2025 due to depreciation recognized for the year.

- Investment associates decreased by 45.0% from ₱10,984 million as of December 31, 2024 to ₱6,037 million as of December 31, 2025 due primarily to the recognition of impairment loss for the year. Impairment loss in 2025 was recognized primarily due to the lower fair value of the investment resulting from changes in discount rate and cap rate assumptions.

Total liabilities as of December 31, 2025 were ₱65,676 million compared to ₱58,869 million as of December 31, 2024, or an 11.6% increase. This was due to the following:

- Accounts and other payables increased by 19.1% from ₱5,652 million as of December 31, 2024 to ₱6,730 million as of December 31, 2025 due to the increase in deferred output VAT, payable to contractors and other payables.

- Payable to parent company increased by 15.2% from ₱32,994 million as of December 31, 2024 to ₱37,999 million as of December 31, 2025 due to advances for the year.

- Income tax payable increased by 47.6% from ₱16 million as of December 31, 2024 to ₱24 million as of December 31, 2025 due to a higher provision for income tax current.

- Deferred tax liabilities – net posted an increase of 10.5% from ₱10,365 million as of December 31, 2024 to ₱11,450 million as of December 31, 2025 due to the increase in temporary differences for the period that will eventually result to future tax liabilities.

- Other non-current liabilities increased by 6.9% from ₱510 million as of December 31, 2024 to ₱545 million as of December 31, 2025 due to the increase in the liabilities of purchased land and security deposit.

Total stockholder's equity decreased by 2.8% from ₱51,359 million as of December 31, 2024 to ₱49,899 million as of December 31, 2025 due to the loss recorded for the year.

Considered as the top five key performance indicators of the Company as shown below:

Key Performance Indicators	12/31/2025	12/31/2024
Current ratio [(a)]	0.61:1	0.50:1
Liability-to-equity ratio [(b)]	1.32:1	1.15:1
Interest coverage [(c)]	153.17	45.93
Return on assets [(d)]	(0.67%)	6.27%
Return on equity [(e)]	(1.56%)	13.45%

Notes:

(a) Current Ratio: This ratio is obtained by dividing the Current Assets of the Company by its Current liabilities. This ratio is used as a test of the Company's liquidity.

(b) Liability-to-equity ratio: This ratio is obtained by dividing the Company's Total Liabilities by its Total Equity. The ratio reveals the proportion of debt and equity a company is using to finance its business. It also measures a company's borrowing capacity.

(c) Interest coverage: This ratio is obtained by dividing earnings before interest, taxes depreciation and amortization (EBITDA) by the total interest paid. This ratio shows whether a company is earning enough profits before interest to pay its interest cost comfortably.

(d) Return on assets: This ratio is obtained by dividing the Company's net income (net of income from acquisition of subsidiary) by its total assets. This measures the Company's earnings in relation to all of the resources it had at its disposal.

(e) Return on equity: This ratio is obtained by dividing the Company's net income (net of income from acquisition of subsidiary) by its total equity. This measures the rate of return on the ownership interest of the Company's stockholders.

Because there are various calculation methods for the performance indicators above, the Company's presentation of such may not be comparable to similarly titled measures used by other companies.

Current ratio as of December 31, 2025 increased from that of December 31, 2024 due to the increase in current assets.

The increase in liability-to-equity ratio was due to the increase in liabilities.

Interest coverage for the year ended December 31, 2025 increased because of lower interest paid for the year.

Return on assets decreased due to the net loss recorded for the year.

Return on equity decreased due the net loss recorded for the year.

Material Changes to the Company's Balance Sheet as of December 31, 2025 compared to December 31, 2024 (increase/decrease of 5% or more)

Cash and cash equivalents including short term cash investments decreased by 36.5% from ₱80 million as of December 31, 2024 to ₱51 million as of December 31, 2025 due to cash flow used in operating and financing activities for the year.

Investment at fair value through profit or loss decreased by 14.1% from ₱29 million as of December 31, 2024 to ₱25 million as of December 31, 2025. The decrease was primarily due to the unrealized loss recognize in investment from mutual fund during the year.

Receivables, including non-current portion increased by 26.0% from ₱45,100 million as of December 31, 2024 to ₱56,818 million as of December 31, 2025 due to the increase in accrued rental receivables.

Property and equipment decreased by 35.1% from ₱13 million as of December 31, 2024 to ₱8 million as of December 31, 2025 due to depreciation recognized for the year.

Investment associates decreased by 45.0% from ₱10,984 million as of December 31, 2024 to ₱6,037 million as of December 31, 2025 due primarily to the recognition of impairment loss for the year. Impairment loss in 2025 was recognized primarily due to the lower fair value of the investment resulting from changes in discount rate and cap rate assumptions.

Accounts and other payables increased by 19.1% from ₱5,652 million as of December 31, 2024 to ₱6,730 million as of December 31, 2025 due to the increase in deferred output VAT, payable to contractors and other payables.

Payable to parent company increased by 15.2% from ₱32,994 million as of December 31, 2024 to ₱37,999 million as of December 31, 2025 due to advances for the year.

Income tax payable increased by 47.6% from ₱16 million as of December 31, 2024 to ₱24 million as of December 31, 2025 due to a higher provision for income tax current.

Deferred tax liabilities – net posted an increase of 10.5% from ₱10,365 million as of December 31, 2024 to ₱11,450 million as of December 31, 2025 due to the increase in temporary differences for the period that will eventually result to future tax liabilities.

Other non-current liabilities increased by 6.9% from ₱510 million as of December 31, 2024 to ₱545 million as of December 31, 2025 due to the increase in the liabilities of purchased land and security deposit.

Material Changes to the Company's Statement of income for the year ended December 31, 2025 compared to the year ended December 31, 2024 (increase/decrease of 5% or more)

Rental income decreased from ₱13,326 million for the year ended December 31, 2024 to ₱12,358 million for the year ended December 31, 2025. The 7.3% decrease was due primarily to a lower number of new fixed-term contract during the year.

Other operating income increased from ₱257 million for the year ended December 31, 2024 to ₱380 million for the year ended December 31, 2025. The 48.1% increase was due to forfeited deposits and advance rent, as well as increase in administrative fees and advertising fees charged to tenants for the year.

Cost and expenses increased from ₱3,237 million for the year ended December 31, 2024 to ₱3,453 million for the year ended December 31, 2025. The 6.7% increase in the account was primarily attributable to the increase in professional fees and salaries and employee benefits.

Recovery of impairment loss (impairment loss) on investment in associate shifted from a ₱838 million recovery in 2024 to a ₱4,958 million impairment loss in 2025, primarily due to the lower fair value of the investment resulting from changes in discount rate and cap rate assumptions.

Interest income increased from ₱10 million for the year ended December 31, 2024 to ₱21 million for the year ended December 31, 2025. The 104.0% increase is due primarily to the recognition of interest income from restricted cash.

Fair value on investment at fair value through profit or loss decreased by 240.1% from ₱3 million gain for the year ended December 31, 2024 to ₱4 million loss for the year ended December 31, 2025. The decrease primarily due to the unrealized loss recognize in investment from mutual fund during the year.

Equity in net earnings of an associate decreased from ₱793 million for the year ended December 31, 2024 to ₱588 million for the year ended December 31, 2025. The 25.8% decrease is due to the lower net income of VREIT for the year.

Interest expense increased by 35.8% from ₱3,607 million in the year ended December 31, 2024 to ₱4,897 million in the year ended December 31, 2025. This is due primarily to higher advances from related parties.

Miscellaneous income increased by 100.0% from nil in the year ended December 31, 2024 to ₱326 million in the year ended December 31, 2025. This pertains primarily to reversal of certain financial liabilities for the year.

Tax expense for the year ended December 31, 2025 is ₱1,255 million a decrease of 21.2% from ₱ 1,593 million for the year ended December 31, 2024. This is due primarily to lower taxable income recorded for the year.

The Company's net income (loss) decreased by 111.2% from ₱6,907 million income for the year ended December 31, 2024 to ₱777 million loss for the year ended December 31, 2025. If we exclude the gain or loss on investment in associate and investment at fair value through profit or loss adjustment for the year, the Company would have recorded a core net income of ₱4,852 million for the year ended December 31, 2025.

The Company is not aware of events that will cause a material change in the relationship between the costs and revenues.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

REVIEW OF YEAR END 2024 VS YEAR END 2023

RESULTS OF OPERATIONS

Revenues

Operating revenue
Operating revenue increased from ₱13,141 million for the year ended December 31, 2023 to ₱13,699 million for the year ended December 31, 2024. The 4.3% increase in the account was primarily attributable to the following:

- Rental income increased from ₱12,673 million for the year ended December 31, 2023 to ₱13,326 million for the year ended December 31, 2024. The 5.2% increase was due to the increase in the rental rate for the year.

- Parking fee revenue increased from ₱109 million for the year ended December 31, 2023 to ₱116 million for the year ended December 31, 2024. The 6.0% increase was due to a higher number of vehicles using the mall parking space.

- Other operating income decreased from ₱358 million for the year ended December 31, 2023 to ₱257 million for the year ended December 31, 2024. The 28.3% decrease was due to the decrease in administrative fees and mall maintenance and advertising fees charged to tenants for the year.

Costs and Expenses

Operating Expenses
Cost and expenses decreased from ₱3,693 million for the year ended December 31, 2023 to ₱3,237 million for the year ended December 31, 2024. The 12.4% decrease in the account was primarily attributable to the following:

- Decrease in impairment loss on investment in associate by 100% amounting from ₱50 million in December 31, 2023 to nil for the year ended December 31, 2024 due to the change in the discount and cap rate which resulted to a gain in the investment fair value of VREIT.

- Decrease in repairs and maintenance by 61.5% from ₱306 million for the year ended December 31, 2023 to ₱118 million for the year ended December 31, 2024 due to lower number of repairs and maintenance incurred for the year.

- Decrease in professional fees by 27.2% from ₱29 million for the year ended December 31, 2023 to ₱21 million for the year ended December 31, 2024 as a result of lower professional fees paid in 2024.

- Decrease in advertising and promotions by 77.7% from ₱71 million for the year ended December 31, 2023 to ₱16 million for the year ended December 31, 2024 due to a shift to social media marketing.

Other Income (Expense)

Interest income increased from ₱8 million for the year ended December 31, 2023 to ₱10 million for the year ended December 31, 2024. The 22.8% increase is due to higher interest earned for cash and investment for the year.

Fair value gain (loss) on investment at fair value through profit or loss increased by 758.29% from ₱0.34 million for the year ended December 31, 2023 to ₱2.89 for the year ended December 31, 2024. The increase resulted from the higher fair value of investment at fair value through FVTPL.

Equity in net earnings of an associate increased from ₱572 million for the year ended December 31, 2023 to ₱793 million for the year ended December 31, 2024. The 38.7% increase is due to the share in the income of VREIT for the year.

Interest expense increased by 445.0% from ₱662 million in the year ended December 31, 2023 to ₱3,607 million in the year ended December 31, 2024. This is due primarily to lower capitalization rate.

Provision for Income Tax

Tax expense for the year ended December 31, 2024 is ₱1,593 million a decrease of 40.4% from ₱2,673 million for the year ended December 31, 2023. This is due primarily to lower taxable income recorded for the year.

Net Income

As a result of the foregoing, the Company's net income decreased by 19.1% from ₱8,535 million in the year ended December 31, 2023 to ₱6,904 million in the year ended December 31, 2024.

For the year ended December 31, 2024, except as discussed in *Note 27 – Other Matters* of the 2024 Financial Statements on the impact of the COVID-19 pandemic, there were no other seasonal aspects that had a material effect on the financial condition or results of operations of the Company. Neither were there any trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

FINANCIAL CONDITION

As of December 31, 2024 vs. December 31, 2023

Total assets as of December 31, 2023 were ₱99,274 million compared to ₱110,227 million as of December 31, 2024, or a 11.0% increase. This was due to the following:

- Cash and cash equivalents including short term cash investments decreased by 48.9% from ₱165 million as of December 31, 2023 to ₱80 million as of December 31, 2024 due to cash flow used in operating and financing activities for the year.

- Investment at fair value through profit or loss increased by 11.2% from ₱25.80 million as of December 31, 2023 to ₱28.69 million as of December 31, 2024 due to the increase in fair value of investment through FVTPL.

- Receivables, including non-current portion increased by 30.7% from ₱34,487 million as of December 31, 2023 to ₱45,100 million as of December 31, 2024 due to the increase in trade receivables, accrued rent, receivables from related parties, advances to contractors and dividends receivables.

- Property and equipment decreased by 47.0% from ₱24 million as of December 31, 2023 to ₱13 million as of December 31, 2024 due to depreciation recognized for the year.

- Investment associates increased by 11.0% from ₱9,899 million as of December 31, 2023 to ₱10,984 million as of December 31, 2024 due primarily to the share in net earnings recorded.

- Investment properties slightly decreased by 1.0% from ₱46,626 million as of December 31, 2023 to ₱46,333 million as of December 31, 2024 due to depreciation for the year.

- Other assets including non-current portion slightly decreased by 7.1% from ₱3,352 million as of December 31, 2023 to ₱3,113 million as of December 31, 2024 due primarily to decreases in refundable deposits, prepaid expenses and creditable withholding taxes.

Total liabilities as of December 31, 2024 were ₱58,872 million compared to ₱54,399 million as of December 31, 2023, or an 8.2% decrease. This was due to the following:

- Accounts and other payables increased by 6.3% from ₱5,321 million as of December 31, 2023 to ₱5,655 million as of December 31, 2024 due to the increase in deferred output VAT, supplier and accrued expenses.

- Security deposits and advance rent increased by 6.0% from ₱1,155 million as of December 31, 2023 to ₱1,225 million as of December 31, 2024 due to the new tenants sign up for the year.

- Payable to parent company increased by 9.6% from ₱30,109 million as of December 31, 2023 to ₱32,994 million as of December 31, 2024 due to advances for the year.

- Income tax payable increased by 637.8% from ₱2 million as of December 31, 2023 to ₱16 million as of December 31, 2024 due to taxes for the year which were settled in the second quarter.

- Bank Loans, including non-current portion decreased by 26.5% from ₱1,720 million as of December 31, 2023 to ₱1,264 million as of December 31, 2024 due to settlement made during the year.

- Pension liabilities increased by 2.7% from ₱54 million as of December 31, 2023 to ₱55 million as of December 31, 2024 due to actuarial adjustments.

- Deferred tax liabilities – net posted an increase of 16.6% from ₱8,889 million as of December 31, 2023 to ₱10,365 million as of December 31, 2024 due to the increase in temporary differences for the period that will eventually result to future tax liability.

- Other non-current liabilities increased by 32.0% from ₱386 million as of December 31, 2023 to ₱510 million as of December 31, 2024 due to the increase in the liabilities of purchased land, current portion of security deposit and advance rent.

Total stockholder's equity increased by 14.4% from ₱44,875 million as of December 31, 2023 to ₱51,356 million as of December 31, 2024 to due to the earnings recorded for the year.

Considered as the top five key performance indicators of the Company as shown below:

Key Performance Indicators	12/31/2024	12/31/2023
Current ratio [(a)]	0.50:1	0.43:1
Liability-to-equity ratio [(b)]	1.15:1	1.21:1
Interest coverage [(c)]	48.90	105.93
Return on assets [(d)]	6.27%	8.60%
Return on equity [(e)]	13.45%	19.02%

Notes:

(f) Current Ratio: This ratio is obtained by dividing the Current Assets of the Company by its Current liabilities. This ratio is used as a test of the Company's liquidity.

(g) Liability-to-equity ratio: This ratio is obtained by dividing the Company's Total Liabilities by its Total Equity. The ratio reveals the proportion of debt and equity a company is using to finance its business. It also measures a company's borrowing capacity.

(h) Interest coverage: This ratio is obtained by dividing earnings before interest, taxes depreciation and amortization (EBITDA) by the total interest paid. This ratio shows whether a company is earning enough profits before interest to pay its interest cost comfortably.

(i) Return on assets: This ratio is obtained by dividing the Company's net income (net of income from acquisition of subsidiary) by its total assets. This measures the Company's earnings in relation to all of the resources it had at its disposal.

(j) Return on equity: This ratio is obtained by dividing the Company's net income (net of income from acquisition of subsidiary) by its total equity. This measures the rate of return on the ownership interest of the Company's stockholders.

Because there are various calculation methods for the performance indicators above, the Company's presentation of such may not be comparable to similarly titled measures used by other companies.

Current ratio as of December 31, 2024 increased from that of December 31, 2023 due to the increase in current assets.

The decrease in liability-to-equity ratio was due to the higher increase in total equity compared to the increase in liabilities.

Interest coverage for the year ended December 31, 2024 decreased because of higher interest for the period.

Return on asset decreased due to the higher increase in total assets compared to the decrease in net income.

Return on equity decreased due the higher increase in total assets compared to the increase in equity.

Material Changes to the Company's Balance Sheet as of December 31, 2024 compared to December 31, 2023 (increase/decrease of 5% or more)

Cash and cash equivalents including short term cash investments decreased by 48.9% from ₱165 million as of December 31, 2023 to ₱80 million as of December 31, 2024 due to cash flow used in operating and financing activities for the year.

Investment at fair value through profit or loss increased by 11.2% from ₱25.80 million as of December 31, 2023 to ₱28.69 million as of December 31, 2024 due to the increase in fair value of investment through FVTPL.

Receivables, including non-current portion increased by 30.7% from ₱34,487 million as of December 31, 2023 to ₱45,100 million as of December 31, 2024 due to the increase in trade receivables, accrued rent, receivables from related parties, advances to contractors and dividends receivables.

Property and equipment decreased by 47.0% from ₱24 million as of December 31, 2023 to ₱13 million as of December 31, 2024 due to depreciation recognized for the year.

Investment associates increased by 11.0% from ₱9,899 million as of December 31, 2023 to ₱10,984 million as of December 31, 2024 due primarily to the share in net earnings recorded.

Other assets including non-current portion slightly decreased by 7.1% from ₱3,352 million as of December 31, 2023 to ₱3,113 million as of December 31, 2024 due primarily to decreases in refundable deposits, prepaid expenses and creditable withholding taxes.

Accounts and other payables increased by 6.3% from ₱5,321 million as of December 31, 2023 to ₱5,655 million as of December 31, 2024 due to the increase in deferred output VAT, supplier and accrued expenses.

Security deposits and advance rent increased by 6.0% from ₱1,155 million as of December 31, 2023 to ₱1,225 million as of December 31, 2024 due to the new tenants sign up for the year.

Payable to parent company increased by 9.6% from ₱30,109 million as of December 31, 2023 to ₱32,994 million as of December 31, 2024 due to advances for the year.

Income tax payable increased by 637.8% from ₱2 million as of December 31, 2023 to ₱16 million as of December 31, 2024 due to taxes for the year which were settled in the second quarter.

Bank Loans, including non-current portion decreased by 26.5% from ₱1,720 million as of December 31, 2023 to ₱1,264 million as of December 31, 2024 due to settlement made during the year.

Deferred tax liabilities – net posted an increase of 16.6% from ₱8,889 million as of December 31, 2023 to ₱10,365 million as of December 31, 2024 due to the increase in temporary differences for the period that will eventually result to future tax liability.

Other non-current liabilities increased by 32.0% from ₱386 million as of December 31, 2023 to ₱510 million as of December 31, 2024 due to the increase in the liabilities of purchased land, current portion of security deposit and advance rent.

Material Changes to the Company's Statement of income for the year ended December 31, 2024 compared to the year ended December 31, 2023 (increase/decrease of 5% or more)

Rental income increased from ₱12,673 million for the year ended December 31, 2023 to ₱13,326 million for the year ended December 31, 2024. The 5.2% increase was due to the increase in the rental rate for the year.

Parking fee revenue increased from ₱109 million for the year ended December 31, 2023 to ₱116 million for the year ended December 31, 2024. The 6.0% increase was due to a higher number of vehicles using the mall parking space.

Other operating income decreased from ₱358 million for the year ended December 31, 2023 to ₱257 million for the year ended December 31, 2024. The 28.3% decrease was due to the decrease in administrative fees and mall maintenance and advertising fees charged to tenants for the year.

Decrease in impairment loss on investment in associate by 100% amounting from ₱50 million in December 31, 2023 to nil for the year ended December 31, 2024 due to the change in the discount and cap rate which resulted to a gain in the investment fair value of VREIT.

Decrease in repairs and maintenance by 61.5% from ₱306 million for the year ended December 31, 2023 to ₱118 million for the year ended December 31, 2024 due to lower number of repairs and maintenance incurred for the year.

Decrease in professional fees by 27.2% from ₱29 million for the year ended December 31, 2023 to ₱21 million for the year ended December 31, 2024 as a result of lower professional fees paid in 2024.

Decrease in advertising and promotions by 77.7% from ₱71 million for the year ended December 31, 2023 to ₱16 million for the year ended December 31, 2024 due to a shift to social media marketing.

Interest income increased from ₱8 million for the year ended December 31, 2023 to ₱10 million for the year ended December 31, 2024. The 22.8% increase is due to higher interest earned for cash and investment for the year.

Fair value gain (loss) on investment at fair value through profit or loss increased by 758.29% from ₱0.34 million for the year ended December 31, 2023 to ₱2.89 for the year ended December 31, 2024. The increase resulted from the higher fair value of investment at fair value through FVTPL.

Equity in net earnings of an associate increased from ₱572 million for the year ended December 31, 2023 to ₱793 million for the year ended December 31, 2024. The 38.7% increase is due to the share in the income of VREIT for the year.

Interest expense increased by 445.0% from ₱662 million in the year ended December 31, 2023 to ₱3,607 million in the year ended December 31, 2024. This is due primarily to lower capitalization rate.

Tax expense for the year ended December 31, 2024 is ₱1,593 million a decrease of 40.4% from ₱2,673 million for the year ended December 31, 2023. This is due primarily to lower taxable income recorded for the year.

The Company's net income decreased by 19.1% from ₱8,535 million in the year ended December 31, 2023 to ₱6,904 million in the year ended December 31, 2024.

For the year ended December 31, 2024, except as discussed in *Note 27 – Other Matters* of the 2023 Financial Statements on the impact of the COVID-19 pandemic, there were no other seasonal aspects that had a material effect on the financial condition or results of operations of the Company. Neither were there any trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

REVIEW OF YEAR END 2023 VS YEAR END 2022

RESULTS OF OPERATIONS

Revenues

Operating revenue
Operating revenue increased from ₱12,143 million for the year ended December 31, 2022 to ₱13,141 million for the year ended December 31, 2023. The 8.2% increase in the account was primarily attributable to the following:

- Rental income increased from ₱11,711 million for the year ended December 31, 2022 to ₱12,673 million for the year ended December 31, 2023. The 8.2% increase was due to the increase in occupancy and increase in the rental rate for the year.

- Parking fee revenue increased from ₱99 million for the year ended December 31, 2022 to ₱109 million for the year ended December 31, 2023. The 10.1% increase was due to higher number of vehicles using the mall parking space.

- Other operating income increased from ₱333 million for the year ended December 31, 2022 to ₱358 million for the year ended December 31, 2023. The 7.6% increase was due to the increase in administrative fees and mall maintenance and security fees for the year.

Costs and Expenses

Operating Expenses
Cost and expenses decreased from ₱12,864 million for the year ended December 31, 2022 to ₱3,693 million for the year ended December 31, 2023. The 71.3% decrease in the account was primarily attributable to the following:

- Decrease in impairment loss on investment in associate amounting from ₱9,491 in December 31, 2022 to ₱50 million for the year ended December 31, 2023 due to the change in the discount and cap rate which resulted to a decline in the investment fair value of VREIT.

- Increase in light and power by 53.0% from ₱265 million for the year ended December 31, 2022 to ₱405 million for the year ended December 31, 2023 due to the increase in the consumption in light and power as a result of longer mall operating hours.

- Increase in taxes, licenses and other fees by 51.8% from ₱229 million for the year ended December 31, 2022 to ₱347 million for the year ended December 31, 2023 due to higher taxes paid for the year.

- Increase in repairs and maintenance by 232.1% from ₱92 million for the year ended December 31, 2022 to ₱306 million for the year ended December 31, 2023 due to higher number of repairs and maintenance incurred for the year.

- Decrease in professional fees by 68.8% from ₱91 million for the year ended December 31, 2022 to ₱29 million for the year ended December 31, 2023 as a result of higher professional fees paid in 2023.

- Increase in advertising and promotions by 239.7% from ₱21 million for the year ended December 31, 2022 to ₱71 million for the year ended December 31, 2023 due to higher advertising fees paid for the year.

Other Income (Expense)

Interest income decreased from ₱11 million for the year ended December 31, 2022 to ₱8 million for the year ended December 31, 2023. The 25.6% decrease due to lower cash earning interest for the year.

Fair value gain (loss) on investment at fair value through profit or loss increased from a loss of ₱1 million for the year ended December 31, 2022 to a gain of ₱0.34 million for the year ended December 31, 2023. The increase resulted from the higher fair value of investment at fair value through FVTPL.

Equity in net earnings of an associate was also recorded for the year ended December 31, 2023 of ₱572 million pertaining to the share in the income of VREIT for the year.

Interest expense increased slightly by 1.9% from ₱650 million in the year ended December 31, 2022 to ₱662 million in the year ended December 31, 2023. This is due primarily to the interest pertaining to the lease liabilities recognized due to the adoption of the PFRS 16.

Provision for Income Tax

Tax expense for the year ended December 31, 2023 is ₱2,673 million an increase of 31.2% from ₱2,037 million for the year ended December 31, 2022. This is due primarily to the higher taxable income recorded for the year.

Net Income

As a result of the foregoing, the Company's net income increased by 135.3% from ₱8,367 million in the year ended December 31, 2022 to ₱8,535 million in the year ended December 31, 2023.

For the year ended December 31, 2023, except as discussed in *Note 27 – Other Matters* of the 2023 Financial Statements on the impact of the COVID-19 pandemic, there were no other seasonal aspects that had a material effect on the financial condition or results of operations of the Company. Neither were there any trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

FINANCIAL CONDITION

As of December 31, 2023 vs. December 31, 2022

Total assets as of December 31, 2022 were ₱91,519 million compared to ₱99,274 million as of December 31, 2023, or a 8.5% increase. This was due to the following:

- Cash and cash equivalents including short term cash investments decreased by 95.3% from ₱3,523 million as of December 31, 2022 to ₱165 million as of December 31, 2023 due to net cash flow used in operating and financing activities for the year.

- Receivables, including non-current portion increased by 34.5% from ₱25,644 million as of December 31, 2022 to ₱34,487 million as of December 31, 2023 due to the increase in accrued rent, receivables from related parties, and advances to contractors.

- Property and equipment decreased by 33.0% from ₱37 million as of December 31, 2022 to ₱24 million as of December 31, 2023 due to depreciation recognized for the year.

- Investment associates slightly increased by 0.6% from ₱9,836 million as of December 31, 2022 to ₱9,899 million as of December 31, 2023 due primarily to the share in net earnings recorded.

- Investment properties increased by 3.8% from ₱44,900 million as of December 31, 2022 to ₱46,626 million as of December 31, 2023 due to the additions for the year.

- Other assets including non-current portion slightly decreased by 0.5% from ₱3,367 million as of December 31, 2022 to ₱3,352 million as of December 31, 2023 due primarily to decreases in refundable deposits and creditable withholding taxes.

Total liabilities as of December 31, 2023 were ₱54,399 million compared to ₱54,917 million as of December 31, 2022, or a 0.9% decrease. This was due to the following:

- Accounts and other payables increased by 3.4% from ₱5,147 million as of December 31, 2022 to ₱5,321 million as of December 31, 2023 due to the increase in deferred output VAT, current portion of retention payable and accrued expenses.

- Security deposits and advance rent increased by 3.0% from ₱1,122 million as of December 31, 2022 to ₱1,155 million as of December 31, 2023 due to the increase in the security deposits and advance rent for the year.

- Payable to parent company decreased by 7.9% from ₱32,696 million as of December 31, 2022 to ₱30,109 million as of December 31, 2023 due to settlements made to parent company during the year.

- Income tax payable decreased by 79.6% from ₱11 million as of December 31, 2022 to ₱2 million as of December 31, 2023 due to the settlements made during the year.

- Bank Loans, including non-current portion decreased by 20.9% from ₱2,174 million as of December 31, 2022 to ₱1,720 million as of December 31, 2023 due to settlement made during the year.

- Pension liabilities increased by 8.9% from ₱49 million as of December 31, 2022 to ₱54 million as of December 31, 2023 due to actuarial adjustments.

- Deferred tax liabilities – net posted an increase of 39.7% from ₱6,365 million as of December 31, 2022 to ₱8,889 million as of December 31, 2023 due to the increase in temporary differences for the period that will eventually result to future tax liability.

- Other non-current liabilities decreased by 39.3% from ₱637 million as of December 31, 2022 to ₱386 million as of December 31, 2023 due to the decrease in the retention payable.

Total stockholder's equity increased by 22.6% from ₱36,602 million as of December 31, 2022 to ₱44,875 million as of December 31, 2023 to due to the earnings recorded for the year.

Considered as the top five key performance indicators of the Company as shown below:

Key Performance Indicators	12/31/2023	12/31/2022
Current ratio [(a)]	0.43:1	0.44:1
Liability-to-equity ratio [(b)]	1.21:1	1.50:1
Interest coverage [(c)]	100.66	64.40
Return on assets [(d)]	8.60%	9.1%
Return on equity [(e)]	19.02%	22.9%

Notes:

(k) Current Ratio: This ratio is obtained by dividing the Current Assets of the Company by its Current liabilities. This ratio is used as a test of the Company's liquidity.

(l) Liability-to-equity ratio: This ratio is obtained by dividing the Company's Total Liabilities by its Total Equity. The ratio reveals the proportion of debt and equity a company is using to finance its business. It also measures a company's borrowing capacity.

(m) Interest coverage: This ratio is obtained by dividing earnings before interest, taxes depreciation and amortization (EBITDA) by the total interest paid. This ratio shows whether a company is earning enough profits before interest to pay its interest cost comfortably.

(n) Return on assets: This ratio is obtained by dividing the Company's net income (net of income from acquisition of subsidiary) by its total assets. This measures the Company's earnings in relation to all of the resources it had at its disposal.

(o) Return on equity: This ratio is obtained by dividing the Company's net income (net of income from acquisition of subsidiary) by its total equity. This measures the rate of return on the ownership interest of the Company's stockholders.

Because there are various calculation methods for the performance indicators above, the Company's presentation of such may not be comparable to similarly titled measures used by other companies.

Current ratio as of December 31, 2023 decreased from that of December 31, 2022 due to the decrease in current assets and liabilities.

The decrease in liability-to-equity ratio was due to the higher increase in total equity compared to the increase in liabilities.

Interest coverage for the year ended December 31, 2023 increased because of the higher EBITDA for the year.

Return on asset decreased due to the higher increase in total assets compared to the slight increase in net income.

Return on equity decreased due the higher increase in total assets compared to the slight increase in equity.

Material Changes to the Company's Balance Sheet as of December 31, 2023 compared to December 31, 2022 (increase/decrease of 5% or more)

Cash and cash equivalents including short term cash investments decreased by 95.3% from ₱3,523 million as of December 31, 2022 to ₱165 million as of December 31, 2023 due to net cash flow used in operating and financing activities for the year.

Receivables, including non-current portion increased by 34.5% from ₱25,644 million as of December 31, 2022 to ₱34,487 million as of December 31, 2023 due to the increase in accrued rent, receivables from related parties, and advances to contractors.

Property and equipment decreased by 33.0% from ₱37 million as of December 31, 2022 to ₱24 million as of December 31, 2023 due to depreciation recognized for the year.

Payable to parent company decreased by 7.9% from ₱32,696 million as of December 31, 2022 to ₱30,109 million as of December 31, 2023 due to settlements made to parent company during the year.

Income tax payable decreased by 79.6% from ₱11 million as of December 31, 2022 to ₱2 million as of December 31, 2023 due to the settlements made during the year.

Bank Loans, including non-current portion decreased by 20.9% from ₱2,174 million as of December 31, 2022 to ₱1,720 million as of December 31, 2023 due to settlement made during the year.

Pension liabilities increased by 8.9% from ₱49 million as of December 31, 2022 to ₱54 million as of December 31, 2023 due to actuarial adjustments.

Deferred tax liabilities – net posted an increase of 39.7% from ₱6,365 million as of December 31, 2022 to ₱8,889 million as of December 31, 2023 due to the increase in temporary differences for the period that will eventually result to future tax liability.

Other non-current liabilities decreased by 39.3% from ₱637 million as of December 31, 2022 to ₱386 million as of December 31, 2023 due to the decrease in the retention payable.

Material Changes to the Company's Statement of income for the year ended December 31, 2023 compared to the year ended December 31, 2022 (increase/decrease of 5% or more)

Rental income increased from ₱11,711 million for the year ended December 31, 2022 to ₱12,673 million for the year ended December 31, 2023. The 8.2% increase was due to the increase in occupancy and increase in the rental rate for the year.

Parking fee revenue increased from ₱99 million for the year ended December 31, 2022 to ₱109 million for the year ended December 31, 2023. The 10.1% increase was due to higher number of vehicles using the mall parking space.

Other operating income increased from ₱333 million for the year ended December 31, 2022 to ₱358 million for the year ended December 31, 2023. The 7.6% increase was due to the increase in administrative fees and mall maintenance and security fees for the year.

Increase in light and power by 53.0% from ₱265 million for the year ended December 31, 2022 to ₱405 million for the year ended December 31, 2023 due to the increase in the consumption in light and power as a result of longer mall operating hours.

Increase in taxes, licenses and other fees by 51.8% from ₱229 million for the year ended December 31, 2022 to ₱347 million for the year ended December 31, 2023 due to higher taxes paid for the year.

Increase in repairs and maintenance by 232.1% from ₱92 million for the year ended December 31, 2022 to ₱306 million for the year ended December 31, 2023 due to higher number of repairs and maintenance incurred for the year.

Decrease in professional fees by 68.8% from ₱91 million for the year ended December 31, 2022 to ₱29 million for the year ended December 31, 2023 as a result of higher professional fees paid in 2023.

Increase in advertising and promotions by 239.7% from ₱21 million for the year ended December 31, 2022 to ₱71 million for the year ended December 31, 2023 due to higher advertising fees paid for the year.

Interest income decreased from ₱11 million for the year ended December 31, 2022 to ₱8 million for the year ended December 31, 2023. The 25.6% decrease due to lower cash earning interest for the year.

Tax expense for the year ended December 31, 2023 is ₱2,673 million an increase of 31.2% from ₱2,037 million for the year ended December 31, 2022. This is due primarily to the higher taxable income recorded for the year.

The Company's net income increased by 135.3% from ₱8,367 million in the year ended December 31, 2022 to ₱8,535 million in the year ended December 31, 2023.

For the year ended December 31, 2023, except as discussed in *Note 27 – Other Matters* of the 2023 Financial Statements on the impact of the COVID-19 pandemic, there were no other seasonal aspects that had a material effect on the financial condition or results of operations of the Company. Neither were there any trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

Commitments and Contingencies

The Group is contingently liable with respect to guarantees arising in the ordinary course of business, including surety bonds, letters of guarantee for performance and bonds for its entire real estate project.

The Philippines continues to experience economic difficulties relating to currency fluctuations, volatile stock markets and slowdown in growth. Management is of the opinion that losses, if any, from these events and conditions will not have material effects on the Group's financial statements.

Any known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way. The registrant shall indicate balance sheet conditions or an income or cash flow item that it believes may be indicators of its liquidity condition.

The Group sources its capital requirements through a mix of internally generated cash, bank borrowings and advances from parent company. The Group does not expect any material cash requirements beyond the normal course of the business.

Any events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

None, except for those items disclosed in the 2025 Audited Financial Statements.

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period except those disclosed in the 2025 Audited Financial Statements.

Item 7. Financial Statements

The Consolidated Financial Statements of the Company as of and for the year ended December 31, 2025, are incorporated herein in the accompanying Index to Financial Statements and/Supplementary Schedules.

Item 8. Information on Independent Accountant and Other Related Matters

Independent Public Accountant

SGV & Co., independent certified public accountants audited the Company's consolidated financial statements without qualification as of and for the years ended December 31, 2023, 2024 and 2025, included in this report. Michael C. Sabado is the current audit partner for the Company and its subsidiaries. Mr. Sabado replaced Mr. Ysmael S. Acosta, the previous audit partner signing for the reporting period for the year 2024.

External Audit Fees and Services

External Audit Fees

The following table sets out the aggregate fees billed for each of the last two years for professional services rendered by SGV & Company.

	2025	2024
	(In ₱ Millions with VAT)	
Audit and Audit-Related Fees:		
Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	**₱ 6.05**	**₱ 5.76**
All other fees	–	–
Total	**₱ 6.05**	**₱ 5.76**

SGV & Company do not have any direct or indirect interest in the Company.

Tax Fees

Tax accounting, compliance, advice, planning and other form of tax services are not rendered by the appointed external auditor of the Company but are secured from other entities.

All Other Fees

The appointed External Auditor of the Company does not render and/or provide product or service to the Company other than those provided under the caption “External Audit Fees”.

Audit Committee’s Approval Policies and Procedure for the Services of the External Auditor

The scope, extent and nature of the services to be referred to, and/or to be rendered by, the appointed External Auditor of the Company has to be unanimously approved by the Audit Committee in a meeting duly called for the purpose, including the fees to be paid for the services thus rendered and/or referred. In relation to the audit of the Company's annual financial statements, the Company's Corporate Governance Manual provides that the audit committee shall, among other activities (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of the Company; (ii) ensure that other non-audit work provided by the external auditors are not in conflict with their functions as external auditors; and (iii) ensure the compliance of the Company with acceptable auditing and accounting standards and regulations.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Group has adopted some revisions and annual improvements to the PFRS (Philippine Financial Reporting Standards) that are relevant to the Group and effective for the financial statements beginning on or after January 1, 2018 as discussed in Note 3 of the Notes to Consolidated Financial Statements for the years ended December 31, 2025, 2024 and 2023.

As such, the comparative amounts contained in the audited financial statements may differ from those previously presented in the consolidated financial statements for the year ended December 31, 2025, 2024 and 2023.

There are no disagreements with auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Company and its subsidiaries.

PART III – CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

Board of Directors and Executive Officers

The table below sets forth the members of the Company's Board and Executive Officers as of December 31, 2025.

NAME	AGE	POSITION	CITIZENSHIP
Manuel B. Villar, Jr.	76	Chairman	Filipino
Manuel Paolo A. Villar	49	Director and President	Filipino
Cynthia J. Javarez	62	Director & Treasurer	Filipino
Camille A. Villar	40	Director	Filipino
Achawin Asavabhokin	50	Director	Thai
Cherrylyn P. Caoile	51	Independent Director	Filipino
Marilou O. Adea	74	Independent Director	Filipino
Brian N. Edang	47	Chief Financial Officer & Head, Investor Relations	Filipino
Ma. Nalen S.J Rosero	54	Chief Information Officer & Corporate Secretary	Filipino
Arbin Omar P. Cariño	44	Compliance Officer & Assistant Corporate Secretary	Filipino
Rowena B. Bandigan	48	Chief Audit Executive	Filipino
Reymart Rodger M. Nerizon	36	Chief Accountant	Filipino

** Business Experience of the named directors and officers covers the past five (5) years.*

MANUEL B. VILLAR, JR., *Chairman*, Mr. Villar was Senator of the Philippines from 2001 to June 2013. He served as Senate President from 2006 to 2008. He also served as a Congressman from 1992 to 2001 and as Speaker of the House of Representatives from 1998 to 2000. A Certified Public Accountant, Mr. Villar graduated from the University of the Philippines in 1970 with the degree of Bachelor of Science in Business Administration and in 1973 with the degree of Master's in Business Administration. He founded Camella Homes in the early 1970s and successfully managed said company over the years, to become the largest homebuilder in the Philippines now known as the Vista Land Group. Mr. Villar is also the Chairman of the Board of Vistamalls, Inc. (formerly Starmalls, Inc.), AllHome Corp., AllValue Holdings Corp., AllDay Marts, Inc. and Villar Land Holdings Corp. (formerly Golden MV Holdings, Inc.).He is a member of the following organizations: Makati Business Club, Manila Golf Club, Management Association of the Philippines, Financial Executive Institute of the Philippines (FINEX), Philippine Institute of Certified Public Accountants, and he owns the Villar Foundation (formerly Villar SIPAG).

MANUEL PAOLO A. VILLAR, *Director and President*, Mr. Villar graduated from the Wharton School of the University of Pennsylvania, Philadelphia, USA with a Bachelor of Science in Economics and Bachelor of Applied Science in 1999. He was an Analyst for McKinsey &Co. in the United States from 1999 to 2001. He joined the Vista Land Group in 2001 as Head of Corporate Planning then became the Chief Financial Officer of the Company in 2008. He was elected President and Chief Executive Officer of the Company in July 2011 and President of Vistamalls, Inc. (formerly Starmalls, Inc.) in June 2019 and VistaREIT, Inc. in March 2022. In addition, he is the CEO and Chairman of St. Augustine Gold and Copper Limited and Chairman of TVI Resources Development Philippines, Inc., Camella Homes, Inc., Communities Philippines, Inc., Crown Asia Properties, Inc., Brittany Corporation, Vista Residences, Inc., and Powersource Phils Development Corp. Mr. Villar is also the majority shareholder of Prime Asset Ventures, Inc., and director of Fine Properties, Inc, AllHome Corp. and AllDay Marts, Inc.

CYNTHIA J. JAVAREZ, *Director and Treasurer,* Ms. Javarez graduated from the University of the East with a degree in Bachelor of Science in Business Administration major in Accounting. She is a Certified Public Accountant. She completed a Management Development Program at the Asian Institute of Management in 2006. Ms. Javarez was previously the Chief Financial Officer of Polar Property Holdings Corp. until 2011 and the Tax & Audit Head in the MB Villar Group of Companies until 2007. She was the Controller and Chief Financial Officer of Vista Land since 2013 until she became Chief Operating Officer from November 2018 to June 2022. She was the President of Camella Homes, Inc., Communities Philippines, Inc., Crown Asia Properties, Inc., Brittany Corporation and Vista Residences, Inc. until 2021. She is currently the Chairperson of the Board of Prime Asset Ventures, Inc. and is the President of Fine Properties, Inc. and Villar Land Holdings Corp.

CAMIILE A. VILLAR, *Director*, Ms. Villar graduated from Ateneo de Manila University with a Bachelor of Science in Management degree. She obtained a Master's Degree in Business Administration from the Instituto de Estudios Superiores de la Empresa (IESE) Business School in Barcelona, Spain. She is the President and CEO of AllValue. She is also a Director of Vista Land & Lifescapes, Inc., Vista Malls, Inc. (formerly Starmalls, Inc.), and Golden Bria Holdings, Inc. She served as President of AllHome until May 2019, President of Brittany Corporation from 2010 to 2013, and Head of Corporate Communications of Vista Land from 2007 to 2010. She served as Congresswoman of the Lone District of Las Piñas from 2019 to 2025. She is currently a Senator of the Philippines, where she serves as Chairperson of the Committee on Environment, Natural Resources and Climate Change, and Chairperson of the Committee on Economic Affairs.

ACHAWIN ASAVABHOKIN, *Director*, Mr. Asavabhokin graduated Magna Cum Laude from the University of Pennsylvania with a degree of Bachelor of Science in Engineering from School of Engineering and Applied Science and a degree of Bachelor of Science in Economics from the Wharton School. He holds Fund Manager, Derivative Fund Manager and Investment Planner licenses granted by the Securities and Exchange Commission of Thailand. He has been a Director of Land and Houses Public Co., Ltd. since 2018 and currently serves as Chief Financial Officer. He has also been a Director of Quality Houses Public Co., Ltd. since 2017 and Home Product Center Public Co., Ltd. since 2014. His prior position was Chief Marketing Officer and Senior Executive Vice President at SCB Asset Management Co., Ltd.

CHERRYLYN P. CAOILE, *Independent Director,* Atty. Caoile obtained her Bachelor of Science in Legal Management from the De La Salle University and earned the degree of Juris Doctor in Ateneo de Manila School of Law. She worked in Picazo Buyco Tan Fider & Santos in 1998, and became a partner in 2009 until 2019. She served as an Assistant Professor in Commercial Law Department for De La Salle University – College of Business & Economics from 2003 to 2005. Atty. Caoile served as the legal consultant of the House of Representatives, Committee on Economic Affairs in 2019 to 2022. She is also a Legal Consultant in the Department of Health - Office of the Secretary. She is currently the Chairman of the Board of Taipan Security Services, Inc. and currently the Independent Director of Vista Land & Lifescapes, Inc., Vistamalls, Inc. (formerly Starmalls, Inc.), and VProperty Management, Inc. She was formerly the Director of MJC Investment Corporation, Narra Wellness Resorts, Inc., and PALI Investments, Inc. She was appointed as the Corporate Secretary of MetroPac Water Investments, Inc. and was formerly the Assistant Corporate Secretary of Smart Communications, Inc., Paymaya Philippines, Inc., and MPCALA Holdings, Inc. Atty. Caoile possesses all the qualifications and none of the disqualifications of an Independent Director under SRC Rule 38 since election as such.

MARILOU O. ADEA, *Independent Director*, Ms. Adea is presently Chairman of the Board of Malarayat Rural Bank, Inc. She is currently Independent Director of Villar Land Holdings, Corp.; Vista Malls, Inc.; and, VProperty Management, Inc. She is also Independent Director for Philtown Properties, Inc. She is Consultant for FBO Management Network, Inc. Previously, she was the Court-Appointed Rehabilitation Receiver of Anna-Lynns, Inc.; Manuela Corporation; and, 3N2J Shipping & Trading Services, Inc. She served as Independent Director for Vista Land & Lifescapes, Inc. from 2007 – 2021. She was Project Director for Site Acquisition of Digitel Telecommunications Philippines, Inc. from 2000 – 2002; Executive Director for FBO Management Network, Inc. from 1989 – 2000 and BF Homes, Inc. in Receivership from 1988 – 1994, and Vice President for Finance and Administration for L&H Resources Management, Corp. from 1986 – 1988. In the government sector, Ms. Adea worked with the Home Development Mutual Fund (Pag-IBIG Fund) from 1978 – 1986. Ms. Adea holds a degree in Bachelor of Science in Business Administration, major in Marketing Management from the University of the Philippines.

BRIAN N. EDANG, *Chief Financial Officer and Head Investor Relations*, Mr. Edang is a Certified Public Accountant. He graduated cum laude with a Bachelor of Science in Accountancy from University of St. La Salle - Bacolod. He currently serves as Treasurer and Director of the following companies: Vista Residences, Inc., Brittany Corporation, Crown Asia Properties, Inc., Communities Philippines, Inc., and Camella Homes, Inc. In addition, he is a Director of Powersource Phils. Development Corp. and serves as Chairman of the Board and President of Buena Providades Inc. Group of Companies. Prior to joining the group, he was with SGV & Co. (EY Philippines) as an external auditor from 1999 to 2004. He has been the Head of Investor Relations of Vista Land & Lifescapes, Inc. since 2007 and was appointed Chief Financial Officer in November 2018 up to present. He also currently serves as Chief Financial Officer and Head of Investor Relations of Vistamalls, Inc. and VistaREIT, Inc. Mr. Edang is a member of Philippine Institute of Certified Public Accountants (PICPA) and Financial Executives Institute of the Philippines (FINEX).

MA. NALEN SJ. ROSERO, *Chief Information Officer and Corporate Secretary*, Atty. Rosero graduated Salutatorian from the San Beda College of Law in 1997. She was an Associate of the Litigation Group of the ACCRA Law Offices from 1997 to 2000. She is currently the Chief Legal Counsel, Chief Information Officer, Chief Compliance Officer and Assistant Corporate Secretary of Vista Land & Lifescapes, Inc. She is also the Corporate Secretary and Director of the following companies: Household Development Corporation, Brittany Corporation, Crown Asia Properties, Inc., Vista Residences, Inc., Communities Philippines, Inc., Camella Homes, Inc., Mandalay Resources, Inc., Prima Casa Land & Houses, Inc., Vista Leisure Club, Inc., and Brittany Estates Corporation. She is also currently serving as the Chief Compliance Officer and Assistant Corporate Secretary of VistaREIT, Inc. She is also the Corporate Secretary of Vistamalls, Inc. (formerly Starmalls, Inc.).

ARBIN OMAR P. CARIÑO, *Compliance Officer and Assistant Corporate Secretary*, Atty. Cariño graduated from the De La Salle University with a double degree in Bachelor of Science in Chemistry and Bachelor of Secondary Education - Major in Physics and Math. He earned his law degree from San Beda College of Law in 2008. He is currently the Legal Counsel of Household Development Corporation. He's the Corporate Secretary of VFund Management, Inc.

ROWENA B. BANDIGAN, *Chief Audit Executive,* Ms. Bandigan is a Certified Public Accountant who passed the licensure examination in 1999, shortly after earning her Bachelor of Science in Accountancy from PLM (Pamantasan ng Lungsod ng Maynila).She began her career at Deloitte Philippines, where she served as Senior Auditor until 2005. She then moved to Singapore and worked as Senior Auditor at Foo Kon Tan Grant Thornton, a member firm of Grant Thornton International, from 2005 to 2009. From 2009 to 2010, she served as Audit Manager at Moore Stephens LLP.In 2010, Ms. Bandigan joined Vistamalls, Inc. and its subsidiaries as Chief Accountant, a position she held until 2024. She also served as Chief Accountant of VistaREIT, Inc. from 2022 to 2024.She currently serves as Chief Audit Executive of Vistamalls, Inc. and VistaREIT, Inc., a role she has held since 2024.

REYMART RODGER M. NERIZON, *Chief Accountant*, Mr. Nerizon is a Certified Public Accountant. He graduated Magna Cum Laude from Adamson University with a Bachelor's Degree in Accountancy. Mr. Nerizon was an accountant at MGS Readymix, Inc., from November 2010 to February 2011. He then moved to MGS Construction, Inc., as an Accountant in February 2011. Over the years, he transitioned into the role of Finance Head from 2015 to 2024. Currently, Mr. Nerizon serves as the Chief Accountant for both Vistamalls, Inc. and VistaREIT, Inc.

Resignation of Directors/Officers

To date, no director has resigned or declined to stand for re-election for the Board of Directors due to any disagreement with the Corporation relative to the Corporation's policies, practices and operations.

Family relationships

Manuel B. Villar, Jr., is the father of Manuel Paolo A. Villar and Camille A. Villar. There are no other family relationships among the directors and executive officers.

Involvement in Certain Legal Proceedings of Directors and Executive Officers

None of the Directors and Executive Officers is involved in any material pending legal proceedings in any court or administrative agency of the government.

None of them has been involved in any bankruptcy petition.

None of them has been convicted by final judgment in a criminal proceeding or being subject to any pending criminal proceeding, both domestic and foreign.

None of them has been subject to any order, judgment or decree of any court of competent jurisdiction (both domestic and foreign) permanently or temporarily, enjoining, barring, suspending or likewise limiting their involvement in any type of business, securities, commodities or banking activities.

None of them has been found by a domestic or foreign court of competent jurisdiction (in a civil action), by the Commission or comparable body, or by a domestic or foreign exchange or organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation.

Item 10. Executive Compensation

Names	Position	Year	Salary	Bonus
Manuel Paolo A. Villar	President			
Brian N. Edang	Chief Financial Officer & Head, Investor Relations			
Ma. Nalen SJ. Rosero	Corporate Secretary & Chief Information Officer			
Arbin Omar P. Cariño	Asst. Corporate Secretary & Compliance Officer			
Rowena B. Bandigan	Chief Audit Executive			
Aggregate executive compensation for above named officers		**Actual 2024**	**₱ 12.4 M**	**₱ 0.8 M**
		Actual 2023	**₱ 13.0 M**	**₱ 0.8 M**
		Projected 2026	**₱ 13.8 M**	**₱ 0.9 M**
Aggregate executive compensation for all other officers and directors, unnamed		**Actual 2024**	**₱ 6.8 M**	**₱ 0.5 M**
		Actual 2025	**₱ 7.2 M**	**₱ 0.5 M**
		Projected 2026	**₱ 7.5 M**	**₱ 0.5 M**

The total annual compensation paid to the above-named officers and directors was paid in cash. The annual compensation includes the basic salary, the mid-year and 13th month bonus.

Standard arrangements

Other than payment of reasonable per diem ₱50,000 per non-executive director for every meeting, there are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly by the Company's subsidiaries, for any services provided as a director for 2024 and 2025.

Other arrangements

There are no other arrangements pursuant to which any director of the Company was compensated, or is to be compensated, directly or indirectly by the Company's subsidiaries, during 2024 and 2025 for any service provided as a director.

Employment Contracts and Termination of Employment and Change in Control Arrangements

The Company has not entered into any contract or arrangement for payment of compensation other than what has been included above. Executive officers are considered employees of the Company, but their contracts with the Company are not in writing. The Company has no arrangement for termination of employment.

Warrants and options held by the executive officers and directors

There are no outstanding warrants or options held by the Company's CEO, the named executive officers, and all officers and directors as a group.

Significant employee

The Company has high regards for its human resources. It expects each employee to do his part in achieving the Company's goals and objectives.

Item 11. Security Ownership of Certain Beneficial Owners and Management

Security Ownership of Record and Beneficial Owners

Security ownership of certain record and beneficial owners of more than 5.0% of the voting securities as of December 31, 2025:

Title of Class of Securities	Name/Address of Record Owners and Relationship with Us	Name of Beneficial Owner /Relationship with Record Owner	Citizenship	No. of Shares Held	% of Ownership[1]
Common Shares	Vista Land & Lifescapes, Inc. LGF Bldg B, Evia Lifestyle Center, Vista City, Daang Hari, Almanza II, Las Piñas City Shareholder	Record Owner is also beneficial Owner	Filipino	7,443,192,641	69.0721%
Common Shares	Land & Houses Public Company Limited Q. House, Convent Building, 4th & 5th Floors, No. 38 Convent Road, Silom, Bangkok, Thailand Shareholder	Record Owner is also beneficial Owner	Thai	808,431,465	7.5022%
Preferred Shares	Fine Properties Inc. LGF Bldg B, Evia Lifestyle Center, Vista City, Daang Hari, Almanza II, Las Piñas City Shareholder	Record Owner is also beneficial Owner	Filipino	2,350,000,000	21.8078%

[1]*Based on the total issued and outstanding shares (common and preferred) of 10,775,981,156 as of December 31, 2025*

Security Ownership of Management

Security ownership of certain management as of December 31, 2025:

Title of Class	Name of Beneficial Owner	Amount & Nature of Beneficial Ownership	Citizenship	Percent of Class
Common Shares	Manuel B. Villar Jr.	1,000 – Direct	Filipino	0.00001%
Preferred Shares	Manuel B. Villar Jr.	2,350,000,000 – Indirect	Filipino	21.80776%
Common Shares	Manuel Paolo A. Villar	1,000 – Direct	Filipino	0.00001%
Common Shares	Cynthia J. Javarez	1,000 – Direct	Filipino	0.00001%
Common Shares	Camille A. Villar	100 – Indirect	Filipino	0.000001%
Common Shares	Achawin Asavabhokin	1,000 – Indirect	Thai	0.00001%
Common Shares	Cherrylyn P. Caoile	1,000 – Indirect	Filipino	0.00001%
Common Shares	Marilou O. Adea	1,000 – Indirect	Filipino	0.00001%
-	Brian N. Edang ,	-	Filipino	-
-	Ma. Nalen SJ. Rosero	-	Filipino	-
-	Arbin Omar P. Cariño	-	Filipino	-

-	Rowena B. Bandigan ,	-	Filipino	-
-	Reymart Rodger M. Nerizon	-	Filipino	-
AGGREGATE SHAREHOLDINGS		**2,350,006,100**		**21.80782%**

Voting Trust Holders of 5.0% or More

As of December 31, 2025, there is no party holding any voting trust for 5% or more of total shares outstanding.

Changes In Control

As of December 31, 2025, there was no arrangement which may result in a change in control of the Company.

Item 12. Certain Relationships and Related Transactions

The Company is a subsidiary of Vista Land & Lifescapes, Inc. (VLL). It enters into transactions with associates and related parties, in its regular course of business, consisting mainly of advances and reimbursement of expenses and purchase and sell of real estate properties. These transactions to and from related parties are made on arm's length basis and at current market prices at the time of the transactions.

No transaction, without proper disclosure, was undertaken by the Company in which any Director or Executive Officer, nominee for election as Director, or any member of its immediate family was involved or had a direct or indirect material interest.

No single Director or Executive Officer, nominee for election as Director, or any member of their immediate family owns or holds more than 10% of the Company's voting shares.

Please refer to Notes on Related Party Transactions of the Notes to Consolidated Financial Statements of the 2025 Audited Financial Statements, which is incorporated herein in the accompanying Index to Exhibits.

May 29, 2026

SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City
Attention: Atty. Rachel Esther J. Gumtang-Remalante
OIC – Corporate Governance and Finance Department

THE PHILIPPINE STOCK EXCHANGE, INC.
9th Floor, Philippine Stock Exchange Tower,
28th Street corner 5th Avenue, BGC Taguig City
Attention: Atty. Johanne Daniel M. Negre
OIC - Disclosure Department

Subject: Vistamalls, Inc.: **2025 Integrated Annual Corporate Governance Report**

Gentlemen:

In compliance with the SEC Memorandum Circular No. 15, Series of 2017, we are submitting the Integrated Annual Corporate Governance Report of our Company for the year 2025.

Thank you.

Brian N. Edang
Officer-in-Charge

COVER SHEET

C	S	0	0	0	0	3	9	5	8	7

S.E.C. Registration Number

V	I	S	T	A	M	A	L	L	S	,	I	N	C	.	(	F	O	R	M	E	R	L	Y	
S	T	A	R	M	A	L	L	S	,	I	N	C	.	)										

(Company's Full Name)

L	O	W	E	R		G	R	O	U	N	D		F	L	O	O	R	,						
B	U	I	L	D	I	N	G			B	,		E	V	I	A								
L	I	F	E	S	T	Y	L	E		C	E	N	T	E	R	,		V	I	S	T	A		
C	I	T	Y	,		D	A	A	N	G	H	A	R	I	,		A	L	M	A	N	Z	A	
I	I		L	A	S		P	I	Ñ	A	S		C	I	T	Y								

(Business Address: No. Street/City/Province)

Brian N. Edang

Contact Person

8571-5948

Registrant Telephone Number

1	2

Month

3	1

Day

Calendar Year

Integrated Annual Corporate Governance Report

FORM TYPE

0	7

Month

2	8

Day

Annual Meeting

Secondary License Type, If Applicable

MSRD/ CGFD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

432*

Total No. of Stockholders

**as of April 30, 2026*

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2025**

2. SEC Identification Number **39587** 3. BIR Tax Identification No. **000-806-396-000**

4. Exact name of issuer as specified in its charter **VISTAMALLS, INC.**

5. **Philippines** 6. [ ] (SEC Use Only)
Province, Country or other jurisdiction of incorporation or organization
Industry Classification Code:

7. **Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City Daanghari, Almanza II, Las Piñas City** **1747**
Address of principal office
Postal Code

8. **(+632) 8571-5948**
Issuer's telephone number, including area code

9. **STARMALLS, INC.**
Former name, former address, and former fiscal year, if changed since last report.

<table>
<tr><th colspan="4">INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</th></tr>
<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><th colspan="4">The Board's Governance Responsibilities</th></tr>
<tr><td colspan="4">Principle 1: The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.</td></tr>
<tr><td colspan="4">Recommendation 1.1</td></tr>
<tr><td>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</td><td>Compliant</td><td rowspan="3">The Board has an appropriate mix of competence, expertise, and industry experience, and is composed of directors with collective working knowledge and experience relevant to the Company's business and industry sector.

Below is the composition Board of Directors of the Company:

<table><tr><th>Name of Director</th><th>Position</th></tr><tr><td>Manuel B. Villar, Jr.</td><td>Chairman / Non-Executive</td></tr><tr><td>Manuel Paolo A. Villar</td><td>Executive Director</td></tr><tr><td>Cynthia J. Javarez</td><td>Non-Executive Director</td></tr><tr><td>Camille A. Villar</td><td>Executive Director</td></tr><tr><td>Achawin Asavabhokin</td><td>Non-Executive Director</td></tr><tr><td>Cherrylyn P. Caoile</td><td>Independent Director</td></tr><tr><td>Marilou O. Adea</td><td>Independent Director</td></tr></table>
The qualifications, educational background, relevant work experience, directorships, and other relevant information on the members of the Board are disclosed in the Company's Annual Report (SEC Form 17-A) and Definitive Information Statement (SEC Form 20-IS) filed with the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE), which may be accessed through the following links:</td><td></td></tr>
<tr><td>2. Board has an appropriate mix of competence and expertise.</td><td>Compliant</td><td></td></tr>
<tr><td>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</td><td>Compliant</td><td></td></tr>
</table>

<table>
<tr><td></td><td></td><td>https://documents.starmalls.com.ph/sec-annual-reports.php

https://documents.starmalls.com.ph/sec-information-statement.php

https://documents.starmalls.com.ph/board-of-directors.php</td><td></td></tr>
<tr><td colspan="4">Recommendation 1.2</td></tr>
<tr><td>1. Board is composed of a majority of non-executive directors.</td><td>Compliant</td><td>As of December 31, 2025, five (5) out of the seven (7) members of the Board are non-executive directors, two (2) of whom are independent directors, while two (2) directors are executive directors. Please see table below:

<table><tr><th>Name of Director</th><th>Position</th></tr><tr><td>Manuel B. Villar, Jr.</td><td>Chairman / Non-Executive</td></tr><tr><td>Manuel Paolo A. Villar</td><td>Executive Director</td></tr><tr><td>Cynthia J. Javarez</td><td>Non-Executive Director</td></tr><tr><td>Camille A. Villar</td><td>Executive Director</td></tr><tr><td>Achawin Asavabhokin</td><td>Non-Executive Director</td></tr><tr><td>Cherrylyn P. Caoile</td><td>Independent Director</td></tr><tr><td>Marilou O. Adea</td><td>Independent Director</td></tr></table>
The composition of the Board Committees may be viewed through the following link:

https://documents.starmalls.com.ph/board-committees.php</td><td></td></tr>
<tr><td colspan="4">Recommendation 1.3</td></tr>
<tr><td>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</td><td>Compliant</td><td>The Company’s Board Charter and Revised Manual on Corporate Governance contain policies on the training and continuing education of directors.

Please refer to 2.B of the Company’s Revised Manual on Corporate Governance, which may be viewed or downloaded through the following link:</td><td></td></tr>
</table>

		https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company has an orientation program for first time directors.	Compliant	In compliance with the Company's Revised Manual on Corporate Governance, a first-time director, before assuming office, is required to attend a corporate governance orientation seminar conducted by an SEC-accredited training provider or institution.	
3. Company has relevant annual continuing training for all directors.	Compliant	In 2025, except for the Chairman of the Board who was granted an exemption by the SEC, all directors and key officers of the Company attended corporate governance training conducted by SEC-accredited training provider. The certificates of attendance for the 2025 corporate governance training were disclosed with the SEC and PSE and may be accessed through PSE Edge and the Company's website through the following links: https://edge.pse.com.ph/openDiscViewer.do?edge_no=bbb5bed472aaf15aec6e1601ccee8f59 https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/sec-current-reports.php	The Chairman sought an exemption from attendance in the Corporate Governance training, which exemption was approved by the SEC.  Securities and Exchange Commission CORPORATE GOVERNANCE AND FINANCE DEPARTMENT 12 December 2016 Ms. Gemma M. Santos Corporate Secretary Vista Land & Lifescapes, Inc. 3rd Level Starmall Las Pinas, CV Starr Ave. Philamlife Village, Pamplona Las Pinas City 1746 Re : Request for Exemption from Training Requirement for Mr. Manuel B. Villar, Jr. Gentlemen: This refers to your letter dated 15 November 2016 requesting exemption of Mr. Manuel B. Villar, Jr. from the annual Corporate Governance training requirement under SEC Memorandum Circular No. 20, Series of 2013. Please be informed that the Commission, in its en banc meeting on 06 December 2016, resolved to GRANT the said request. Mr. Manuel B. Villar, Jr. is granted an exemption from the 2016 training requirement. Very truly yours, Justina F. Callangan Director
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The Company has a Board Diversity Policy which provides that the Board should be composed of individuals with diverse qualifications, skills, professional experience, background, gender, age, and industry expertise to promote independent judgment, effective decision-making, and balanced governance.	

		As of December 31, 2025, the Board is composed of three (3) male directors and four (4) female directors. Please refer to 2.C of the Company's Revised Manual on Corporate Governance, which may be viewed or downloaded through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	The Company is committed to promoting diversity in Board composition, taking into consideration gender, age, professional experience, industry expertise, and relevant competencies in the selection of directors. The implementation of the Company's Board Diversity Policy is discussed in Item 2.C of the Revised Manual on Corporate Governance, which may be viewed through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	The Board is assisted by Atty. Ma. Nalen SJ. Rosero, the duly appointed Corporate Secretary of the Company. **MA. NALEN SJ. ROSERO,** Corporate Secretary. Atty. Rosero graduated as Salutatorian from the San Beda College of Law in 1997. She was an Associate of the Litigation Group of the ACCRA Law Offices from 1997 to 2000. She currently serves as Chief Legal Counsel, Chief Information Officer, Chief Compliance Officer, and Assistant Corporate Secretary of Vista Land & Lifescapes, Inc. She likewise serves as Corporate Secretary and Director of the following companies: Household Development Corporation, Brittany Corporation, Crown Asia	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		Properties, Inc., Vista Residences, Inc., Communities Philippines, Inc., Camella Homes, Inc., Mandalay Resources, Inc., Prima Casa Land & Houses, Inc., Vista Leisure Club, Inc., and Brittany Estates Corporation. She also currently serves as the Chief Compliance Officer and Assistant Corporate Secretary of VistaREIT, Inc., and as Corporate Secretary of Vistamalls, Inc. (formerly Starmalls, Inc.). The duties and functions of the Corporate Secretary are discussed in the Company's Revised Manual on Corporate Governance, which may be viewed through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	In compliance with the Company's Revised Manual on Corporate Governance, the Corporate Secretary attended a SEC-Accredited Corporate Governance Training conducted by Center for Global Best Practices on October 29, 2025. The relevant disclosure may be accessed through the following link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=bbb5bed472aaf15aec6e1601ccee8f59	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	The Corporate Secretary distributes notices of meetings and relevant meeting materials to the members of the Board at least five (5) business days before the scheduled meeting through electronic mail and other appropriate means.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	The Board is assisted by Atty. Arbin Omar P. Cariño, the duly appointed Compliance Officer of the Company.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		

		ARBIN OMAR P. CARIÑO, Compliance Officer and Assistant Corporate Secretary. Atty. Cariño graduated from the De La Salle University with a double degree in Bachelor of Science in Chemistry and Bachelor of Secondary Education, Major in Physics and Mathematics. He obtained his law degree from San Beda College of Law in 2008. He currently serves as Legal Counsel of Household Development Corporation and Corporate Secretary of VFund Management, Inc. The duties and functions of the Compliance Officer are discussed in the Company's Revised Manual on Corporate Governance which may be viewed through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
4. Compliance Officer attends training/s on corporate governance.	Compliant	The Compliance Officer attended a SEC-Accredited Corporate Governance Training conducted by Center for Global Best Practices on October 29, 2025. The relevant disclosure may be accessed through the following link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=bbb5bed472aaf15aec6e1601ccee8f59	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Members of the Board of Directors are provided with relevant materials and information at least five (5) business days prior to the scheduled meeting for their reference and evaluation. Agenda items requiring Board approval are discussed and deliberated upon by the Board prior to any action or approval.	

Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The quarterly and the annual financial statements and operating results of the Company are presented to and discussed by the Audit Committee and the Board of Directors prior to approval and filing with the relevant regulatory agencies. The Company's annual budget, strategic initiatives, and pipeline projects are likewise reviewed and approved by the Board.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	The Company's vision, mission and core values are posted on the Company's website: https://documents.starmalls.com.ph/mission-vision.php The Board oversees and periodically reviews the Company's vision, mission, strategic objectives, policies and procedures to ensure that these remain aligned with the Company's business objectives and corporate governance standards.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment and culture.	Compliant	The Board of Directors conducts regular meetings to oversee the implementation of the Company's strategies and business objectives, and to monitor Management's performance in relation thereto, taking into consideration the Company's business environment and organizational culture.	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	The Board is headed by a competent and qualified Chairman, Mr. Manuel B. Villar, Jr. **MANUEL B. VILLAR JR.,** Chairman of the Board. Mr. Villar served as Senator of the Philippines from 2001 to 2013 and as Senate President from 2006 to 2008. He also served as Congressman from 1992 to 2001 and as Speaker of the House of Representatives from 1998 to 2000.	

		A Certified Public Accountant, Mr. Villar graduated from the University of the Philippines in 1970 with a degree in Business Administration and obtained his Master's in Business Administration in 1973. He founded Camella Homes in the early 1970s, which eventually grew into the Vista Land Group, the largest homebuilder in the Philippines. Mr. Villar also serves as the Chairman of the Board of Vista Land and Lifescapes, Inc., AllHome Corp., AllValue Holdings Corp., AllDay Marts, Inc. and Villar Land Holdings Corp. (formerly Golden MV Holdings, Inc.). He is a member of the following organizations: Makati Business Club, Manila Golf Club, Management Association of the Philippines, Financial Executive Institute of the Philippines (FINEX), Philippine Institute of Certified Public Accountants, and he owns the Villar Foundation. Further information may be viewed through the following: https://documents.starmalls.com.ph/board-of-directors.php	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The Board has established succession planning practices for directors, key officers, and management, which include: 1. Identifying individuals with the potential to assume greater responsibilities within the organization. 2. Defining the competencies and qualifications required for key leadership roles. 3. Providing developmental opportunities for high-potential individuals. 4. Encouraging leadership support in developing	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		

		future leaders. 5. Maintaining a talent pool to support succession planning and staffing decisions for key positions.	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the Company.	Compliant	The Company's remuneration policy and its implementation, including the relationship between remuneration and performance, are discussed in the Company's Annual Corporate Governance Report and Revised Manual on Corporate Governance, which may be accessed through the following links: https://documents.starmalls.com.ph/acgr.php https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	The Compensation and Remuneration Committee reviews and recommends for Board approval the remuneration and compensation structure of senior executives.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	The Company adopts performance-based remuneration standards designed to align the interests of executive directors and senior executives with the long-term interests of the Company. For further information, please refer to the Company's Annual Corporate Governance Report and SEC Form 17-A, which may be accessed through the following links: https://documents.starmalls.com.ph/acgr.php https://documents.starmalls.com.ph/sec-annual-reports.php	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Company's nomination and election policy, including the process for nomination and election of	

2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	directors, is disclosed in Section F of the Revised Manual on Corporate Governance, which may be viewed and/or downloaded through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf Minority shareholders are likewise entitled to nominate candidates for Independent Director positions, subject to applicable rules and qualifications. Please also refer to the Definitive Information Statement (SEC Form 20-IS) through the following link: https://documents.starmalls.com.ph/sec-information-statement.php	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Non-compliant		The Company has not engaged professional search firms or external databases in identifying nominees for the Board during 2025. The Nomination Committee undertakes the evaluation and screening of nominees in accordance with the Company's governance policies and applicable regulations.
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Company has adopted a Material Related Party Transactions Policy to ensure that the RPTs are conducted in a manner that protects the interests of the Company and its stakeholders, prevents conflicts of interest, and ensures that such transactions are entered into on arm's length terms or on terms comparable to those available to unrelated third parties. The Policy likewise provides that RPTs shall be properly disclosed, reviewed, and approved in	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		

		accordance with principles of transparency and fairness. Please refer to the Company's Policy on Material Related Party Transactions through the following link: https://documents.starmalls.com.ph/uploads/STR-Material%20RPT%20Policy_26Oct2019.pdf	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered *de minimis* or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	Please refer to the Company's Policy on Material Related Party Transactions through the following link: https://documents.starmalls.com.ph/uploads/STR-Material%20RPT%20Policy_26Oct2019.pdf	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	Please refer to the Company's Policy on Material Related Party Transactions (on required shareholder approval for Material RPTs) through the following link: https://documents.starmalls.com.ph/uploads/STR-Material%20RPT%20Policy_26Oct2019.pdf	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	The Board exercises oversight over the appointment, supervision, and performance evaluation of Management and key control officers through regular Board reviews and committee oversight mechanisms. The Management Committee assists the Board in overseeing the implementation of the Company's strategic and operational objectives. Please refer to the Company's Revised Manual on Corporate Governance and the minutes posted on the	

		Company's website on July 28, 2025, which include the Board Committees constituted for the year, including the Management Committee composed of the following: Manuel Paolo A. Villar Camille A. Villar Brian N. Edang Further information may be viewed through the following links: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/board-committees.php https://edge.pse.com.ph/openDiscViewer.do?edge_no=a2ead5ce9ebe1b10ec6e1601ccee8f59 https://edge.pse.com.ph/openDiscViewer.do?edge_no=6d1edf3a7f655100ec6e1601ccee8f59	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	The Board assesses the performance of Management and key control officers on an annual basis through regular reporting, performance reviews, and oversight mechanisms. Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the	Compliant	The Board oversees the implementation of a performance management framework designed to ensure that Management and personnel perform in	

standards set by the Board and Senior Management.		accordance with the Company's strategic objectives, corporate policies, and governance standards. Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	The control environment of the Corporation consists of: (a) the Board which ensures that the Company is properly and effectively managed and supervised; (b) Management that actively manages and operates the Company in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Company's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules, regulations and contracts. Please refer to Section G – Internal Audit and Control of the Company's Annual Corporate Governance Report, which may be viewed and/or downloaded through the following link: https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		

3. Board approves the Internal Audit Charter.	Compliant	The Board approved the Internal Audit Charter which may be viewed and/or downloaded through the following link: https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf Please also refer to the Enterprise Risk Management System (ERM) through the following link: https://documents.starmalls.com.ph/risk-management.php	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	The Company maintains an insider trading policy which may be viewed through its website: https://documents.starmalls.com.ph/company-policies.php	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through the following link:	

		https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	The types of matters requiring Board approval are set forth in the Company's Revised Manual on Corporate Governance and related corporate policies, which may be accessed through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	The Company has established Board Committees to assist the Board in the performance of its functions and responsibilities, particularly in the areas of audit, corporate governance, risk oversight, and related party transactions. Further information on the Board Committees, including their composition and functions, may be viewed through the following links: https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/board-committees.php https://edge.pse.com.ph/openDiscViewer.do?edge_no=6d1edf3a7f655100ec6e1601ccee8f59	
Recommendation 3.2			

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	The Company has an Audit Committee which assists the Board in the oversight of financial reporting, internal control systems, internal and external audit processes, risk management, and compliance with applicable laws, rules, and regulations. Further information on the Audit Committee, including its functions and responsibilities, may be viewed through the following links: https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Information on the members of the Audit Committee, including their qualifications and type of directorship, may be viewed through the following links: https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Information regarding the qualifications, background, and relevant experience of the members of the Audit Committee may be viewed through the following links: https://documents.starmalls.com.ph/board-of-directors.php	

		https://documents.starmalls.com.ph/sec-information-statement.php	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-Compliant	The Company's Audit Committee is headed by Ms. Marilou O. Adea. **MARILOU O. ADEA,** *Independent Director*. Ms. Adea is presently Chairman of the Board of Malarayat Rural Bank, Inc. She currently serves as Independent Director of Villar Land Holdings, Corp., Vista Malls, Inc., VProperty Management, Inc., and Philtown Properties, Inc. She is likewise a Consultant of FBO Management Network, Inc. Previously, Ms. Adea served as Court-Appointed Rehabilitation Receiver of Anna-Lynns, Inc., Manuela Corporation, and 3N2J Shipping & Trading Services, Inc. She also served as Independent Director of Vista Land & Lifescapes, Inc. from 2007 to 2021. Her prior professional experience includes serving as Project Director for Site Acquisition of Digitel Telecommunications Philippines, Inc. from 2000 to 2002; Executive Director of FBO Management Network, Inc. from 1989 to 2000 and BF Homes, Inc. in Receivership from 1988 to 1994; and Vice President for Finance and Administration of L&H Resources Management, Corp. from 1986 to 1988. In the government sector, Ms. Adea worked with the Home Development Mutual Fund (Pag-IBIG Fund) from 1978 to 1986. She holds a Bachelor of Science degree in Business Administration, major in Marketing Management from the University of the Philippines.	While Ms. Adea also serves as Chairperson of the Related Party Transactions (RPT) Committee, the Company believes that such concurrent roles do not impair the effective performance of her functions, considering the interrelated oversight responsibilities of the Audit Committee and the RPT Committee. Prior to establishment of the RPT Committee, functions relating to related party transactions were performed by the Audit Committee.
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Please refer to the Company's Annual Report (SEC Form 17-A) and Definitive Information Statement (SEC Form 20-IS), particularly the Audit Committee Approval Policies and Procedures section, through the following links:	

		https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/sec-information-statement.php	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	The Audit Committee conducts meetings and discussions with the external auditors in connection with the review of the Company's financial statements, internal controls, and audit matters, including meetings held without Management present, when necessary.	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	The Audit Committee met four (4) times during 2025 in connection with the review of the Company's quarterly and annual financial statements and other matters within its oversight functions.	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance and Audit Committee Charter through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	The Company has a Corporate Governance Committee which assists the Board in the performance of its corporate governance responsibilities, including functions relating to nomination and remuneration. Further information regarding the Committee and its functions may be viewed through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	

<table>
<tr><td>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</td><td>Non-Compliant</td><td rowspan="2">The composition of the Corporate Governance Committee is as follows:

<table><tr><th colspan="2">Corporate Governance Committee</th></tr><tr><td>Atty. Cherrylyn P. Caoile (Independent Director)</td><td>Chairman</td></tr><tr><td>Ms. Marilou O. Adea (Independent Director)</td><td>Member</td></tr><tr><td>Mr. Manuel B.Villar, Jr.</td><td>Member</td></tr></table></td><td rowspan="2">The Company currently has two (2) Independent Directors. The Company continuously evaluates its Board and committee composition in relation to applicable corporate governance recommendations and the operational requirements of the Company.</td></tr>
<tr><td>3. Chairman of the Corporate Governance Committee is an independent director.</td><td>Compliant</td></tr>
<tr><td colspan="4">Optional: Recommendation 3.3.</td></tr>
<tr><td>1. Corporate Governance Committee meet at least twice during the year.</td><td>Compliant</td><td>The Corporate Governance Committee met twice during 2025 to discuss matters within its functions and responsibilities, including corporate governance compliance matters and the review of the I-ACGR.</td><td></td></tr>
<tr><td colspan="4">Recommendation 3.4</td></tr>
<tr><td>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</td><td>Compliant</td><td rowspan="3">The Company has established a Board Risk Oversight Committee to assist the Board in overseeing the Company's Enterprise Risk Management system and risk management processes.

Information regarding the Committee and its functions may be viewed through the following link:

https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf

The composition of the Board Risk Oversight Committee is as follows:

<table><tr><th colspan="2">Board Risk Oversight Committee</th></tr><tr><td>Atty. Cherrylyn P. Caoile (Independent Director)</td><td>Chairman</td></tr><tr><td>Ms. Marilou O. Adea (Independent Director)</td><td>Member</td></tr><tr><td>Mr. Manuel Paolo A. Villar</td><td>Member</td></tr></table></td><td rowspan="3">While Atty. Caoile also serves as Chairperson of the Corporate Governance Committee, the Company believes that such concurrent roles do not impair the effective performance of her functions, considering the interrelated oversight responsibilities of the Corporate Governance Committee and BROC.

Prior to the establishment of the BROC, functions relating to risk oversight were performed by the Audit Committee.</td></tr>
<tr><td>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</td><td>Compliant</td></tr>
<tr><td>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</td><td>Non-Compliant</td></tr>
</table>

<table>
<tr><td>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</td><td>Compliant</td><td>The members of the BROC possess relevant experience and knowledge on risk oversight, finance, governance, and business management.</td><td></td></tr>
<tr><td colspan="4">Recommendation 3.5</td></tr>
<tr><td>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</td><td>Compliant</td><td rowspan="2">The Company has established a Related Party Transactions Committee which assists the Board in reviewing and evaluating material related party transactions to ensure that such transactions are conducted on fair and arm’s length terms.

Information regarding the Committee and its functions may be viewed through the following link:

https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf

The composition of the Related Party Transactions Committee is as follows:

<table><tr><th colspan="2">Related Party Transactions Committee</th></tr><tr><td>Ms. Marilou O. Adea (Independent Director)</td><td>Chairman</td></tr><tr><td>Atty. Cherrylyn P. Caoile (Independent Director)</td><td>Member</td></tr><tr><td>Mr. Achawin Asavabhokin</td><td>Member</td></tr></table></td><td rowspan="2"></td></tr>
<tr><td>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</td><td>Compliant</td></tr>
<tr><td colspan="4">Recommendation 3.6</td></tr>
<tr><td>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</td><td>Compliant</td><td rowspan="2">The Company’s Board Committees operate pursuant to Committee Charters and relevant provisions of the Revised Manual on Corporate Governance, which set forth their respective purposes, composition, authority, responsibilities, reporting processes, operational procedures, and standards for evaluating committee performance.

https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf</td><td></td></tr>
<tr><td>2. Committee Charters provide standards for evaluating the performance of the Committees.</td><td>Compliant</td><td></td></tr>
</table>

3. Committee Charters were fully disclosed on the company's website.	Compliant	The Committee Charters and related governance information are disclosed on the Company's website through the following link: https://documents.starmalls.com.ph/board-committees.php	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Directors attend and actively participate in meetings of the Board, Board Committees, and shareholders, whether in person or through teleconferencing/videoconferencing, in accordance with applicable SEC rules and regulations. Please refer to the Company's Definitive Information Statement (SEC Form 20-IS) through the following link: https://documents.starmalls.com.ph/sec-information-statement.php	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	The directors devote the necessary time and attention to properly and effectively perform their duties and responsibilities and to familiarize themselves with the Company's business. The Corporate Secretary ensures that materials for Board and Committee meetings are distributed at least five (5) business days prior to the scheduled meeting.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Directors actively participate during Board and Committee meetings by raising questions, seeking clarifications, and engaging in discussions on matters presented for consideration. Please refer to the minutes of meetings through the following link: https://documents.starmalls.com.ph/minutes-of-meetings.php	
Recommendation 4.2			

1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	The Company's non-executive directors comply with the limits on board memberships in publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals and views, and oversee the long-term strategy of the Company. Please refer to the Company's Revised Manual on Corporate Governance and Definitive Information Statement (SEC Form 20-IS) through the following links: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/sec-information-statement.php	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	During 2025, there were no new directorships accepted by the incumbent directors requiring prior notification to the Board.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	All executive directors of the Company serve only on boards within the group.	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	Regular meetings of the Board are scheduled before the start of the financial year.	
3. Board of directors meet at least six times during the year.	Compliant	The Board of Directors had a total of nine (9) meetings during 2025.	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	While not specifically required by law, at least two-thirds (2/3) of the directors have historically been present during Board meetings. Board decisions are generally approved unanimously or with the concurrence of at least two-thirds (2/3) of the Board.	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-Compliant		The Company currently has two (2) Independent Directors. The Company continuously evaluates its Board composition in relation to applicable corporate governance recommendations and the operational requirements of the Company.
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	The Nomination Committee is responsible for evaluating whether nominees to the Board possess the qualifications and none of the disqualifications prescribed under applicable laws, rules, and regulations, and for ensuring that the Board maintains adequate independent representation. Please refer to the Company's Definitive Information Statement (SEC Form 20-IS) through the following link: https://documents.starmalls.com.ph/sec-information-statement.php	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	The Company is not aware of any shareholder agreements, By-Law provisions, or other arrangements that restrict or constrain the directors' ability to exercise independent judgment or vote independently. Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Atty. Cherrylyn P. Caoile was first elected as Independent Director in 2021, while Ms. Marilou O. Adea was first elected as Independent Director in	

		2023. Neither Independent Director has reached the maximum cumulative term limit prescribed under applicable SEC rules.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	The Company complies with SEC Memorandum Circular No. 4, series of 2017, relating to term limits for Independent Directors.	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Not Applicable	All Independent Directors are still within the term limits.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	The positions of Chairman of the Board and President/Chief Executive Officer are held by separate individuals. The Chairman of the Board is Mr. Manuel B. Villar, Jr., while the President and Chief Executive Officer is Mr. Manuel Paolo A. Villar.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant	The Chairman of the Board is not an independent director. The Company has not designated a lead independent director.	The Company believes that the current Board structure continues to allow the Independent Directors to actively participate in Board deliberations and oversight functions.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	In 2025, no transaction requiring the abstention of a director due to material interest was reported to the Board.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit,	Non-Compliant		The Company continues to evaluate the adoption of this recommendation in light of its current governance

compliance and risk functions, without any executive present.			structure and operational requirements.
2. The meetings are chaired by the lead independent director.	Non-Compliant		The Company continues to evaluate the adoption of this recommendation in light of its current governance structure and operational requirements.
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	No member of the board served as CEO/President of the Company within the past two (2) years.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	The Board conducts annual performance assessments of the Board as a whole, the Chairman, individual directors, and Board Committees in accordance with the Company's corporate governance policies and practices. Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		The Company will continue to evaluate the adoption of this recommendation within the applicable three-year period.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	The Company maintains a performance assessment system that includes criteria and processes for evaluating the performance of the Board, individual directors, and Board Committees, and provides shareholders with mechanisms to communicate feedback and concerns through disclosures, shareholder's meetings, investor relations channels, and the Company's website.	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		

		Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	The Company has adopted a Code of Business Conduct and Ethics which sets forth standards for professional and ethical behavior, including acceptable and unacceptable conduct in the Company's internal and external dealings. Please refer to the Code of Business Conduct and Ethics through the following link: https://documents.starmalls.com.ph/business-conduct.php	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Code of Business Conduct and Ethics is disseminated to directors, officers, Management, and employees through the Company's policies and internal communication channels. https://documents.starmalls.com.ph/business-conduct.php	
3. The Code is disclosed and made available to the public through the company website.	Compliant	The Code of Business Conduct and Ethics is publicly disclosed through the Company's website: https://documents.starmalls.com.ph/business-conduct.php	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	The Company maintains policies and procedures intended to prevent bribery, corruption, and other improper conduct, consistent with applicable laws and corporate governance standards.	

		Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Directors, Officers, Management, and Employees are required to comply with the Company's Code of Business Conduct and Ethics. Any findings of non-compliance are addressed in accordance with the Company's policies and applicable disciplinary procedures. The Board oversees the implementation and monitoring of compliance with the Company's internal policies, corporate governance policies, and applicable laws, rules, and regulations. Please refer to the Code of Business Conduct and Ethics through the following link: https://documents.starmalls.com.ph/business-conduct.php	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	The Company maintains disclosure policies and procedures designed to ensure the timely, accurate, complete, and reliable disclosure of material information to shareholders, regulators, and other stakeholders. The Company's disclosures are timely submitted to the SEC and PSE through PSE EDGE. http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=147	

Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Non-Compliant		The Annual Report for FY 2025 was not filed on 15 May 2026, but will be filed within the extension period allowed by the SEC.
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	Please refer to the Company's SEC Form 17-A through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	The Company requires directors and officers to disclose and report dealings in the Company's shares within the period prescribed under applicable laws, rules, and regulations. Please refer to the Company's Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Please refer to SEC Forms 23-A, 23-B, and relevant disclosures on share transactions and share buy-back transactions through the following links: https://documents.starmalls.com.ph/sec-beneficial-ownership.php https://documents.starmalls.com.ph/sec-current-reports.php	

		https://documents.starmalls.com.ph/sec-annual-reports.php	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Relevant and material information relating to the qualifications, experience, directorships, and potential conflicts of interest of directors and key executives are disclosed in the Company's Annual Report (SEC Form 17-A), which may be accessed through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.	Compliant		
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Information regarding the Company's policies and procedures on Board and executive remuneration, including the level and mix of remuneration and related disclosures, may be viewed in the Company's Annual Report (SEC Form 17-A) through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant		
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant	Please refer to the Company's SEC Form 17-A through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	The Company only discloses the aggregate compensation of the CEO and the Top 4 Highest Paid Officers, as required to be disclosed under the Securities Regulation Code.
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	The Company's policies governing Related Party Transactions are disclosed in the Revised Manual on Corporate Governance through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Material and significant Related Party Transactions reviewed and approved during the year are disclosed	

		in the Company's Annual Report (SEC Form 17-A), particularly in the Notes to Financial Statements relating to Related Party Transactions. https://documents.starmalls.com.ph/sec-annual-reports.php	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	The Company is not aware of any material conflict of interest transaction requiring disclosure during 2025.	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	The Company's policies require that Related Party Transactions be conducted on fair and arm's length terms. Please refer to the following links: https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/uploads/STR-Material%20RPT%20Policy_26Oct2019.pdf	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	The Company makes timely disclosure to the public of material facts or events affecting the Company, including acquisitions or disposals of significant assets, through the SEC, PSE, and the Company's website. http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=147 https://documents.starmalls.com.ph/index.php	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Not Applicable	No transaction requiring the appointment of an independent party to evaluate the fairness of the transaction price occurred during 2025.	
Supplement to Recommendation 8.6			

1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Please refer to the Company's Definitive Information Statement (SEC Form 20-IS) through the following link: https://documents.starmalls.com.ph/sec-information-statement.php	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	The Company's corporate governance policies, programs, and procedures are embodied in its Revised Manual on Corporate Governance, which is submitted to the SEC and PSE and disclosed on the Company's website through the following link: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Not Applicable	No amendments to the Company's Revised Manual on Corporate Governance were made during 2025.	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Please refer to the Company's Annual Report (SEC Form 17-A) through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there	Compliant	Please refer to the Company's Annual Report (SEC Form 17-A) through the following link:	

is non-compliance, identifies and explains reason for each such issue.		https://documents.starmalls.com.ph/sec-annual-reports.php	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Please refer to the Company's Annual Report (SEC Form 17-A) through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Please refer to the Company's Annual Report (SEC Form 17-A) through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Please refer to the Company's Annual Report (SEC Form 17-A) through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	The Audit Committee Charter includes policies and procedures governing the recommendation, appointment, reappointment, removal, and compensation of the external auditor. Please refer to the Audit Committee Charter through the following link: https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	The Audit Committee recommended the re-appointment of SGV & Co. as external auditor of the Company for fiscal year 2025. During the 2025 Annual Stockholders' Meeting, the shareholders representing 100.00% of the total voting shares present and represented ratified the appointment of the external auditor.	

		The Minutes of the Stockholders' Meeting may be accessed through the Company's website: https://documents.starmalls.com.ph/minutes-of-meetings.php	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Not Applicable	No removal or change in the Company's external auditor occurred during 2025.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	The Company's lead audit partner for the reporting period December 31, 2025, is Mr. Michael C. Sabado. Please refer to the Audit Committee Charter through the following link: https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	The Audit Committee Charter sets forth the Committee's responsibilities relating to the assessment of the integrity, independence, suitability, effectiveness, and performance of the external auditor, as well as oversight of the audit process and compliance with applicable professional and regulatory standards. Please refer to the Audit Committee Charter through the following link: https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant		
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its	Compliant	The Audit Committee oversees the accreditation, competence, independence, and quality control procedures of the external auditor, including its ability	

counterparties, and valuations of such transactions.		to review complex related party transactions and other significant audit matters.	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Please refer to the Audit Committee Charter through the following link: https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Please refer to the Company's Annual Report (SEC Form 17-A) through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Please refer to the Audit Committee Charter through the following link: https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	The fees paid for non-audit services do not outweigh the fees paid for audit services, as disclosed in the Company's Annual Report (SEC Form 17-A). https://documents.starmalls.com.ph/sec-annual-reports.php	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Michael C. Sabado Partner CPA Certificate No. 89336 Tax Identification No. 160-302-865 BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026 BIR Accreditation No. 08-001998-073-2023, October 23, 2023, valid until October 22, 2026 PTR No. 10465376, January 2, 2025, Makati City	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by	Compliant	SGV & Co. was subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program	

the SEC's Office of the General Accountant (OGA).		conducted by the SEC's Office of the General Accountant from August 1 to 12, 2022. The members of the engagement team inspected by the SEC were identified and submitted during the SOAR inspection process.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	The Company discloses material non-financial and sustainability information, including economic, environmental, social, and governance (EESG) matters, through its Sustainability Report included in the Annual Report (SEC Form 17-A). Please refer to the following links: https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	The Company adopts recognized sustainability reporting standards and frameworks in preparing its Sustainability Report. Please refer to the following links: https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	The Company uses various communication channels, including its website, press briefings, quarterly reports, and current reports, to facilitate the timely and accurate dissemination of material information to shareholders, investors, and other stakeholders. Relevant disclosures and materials are likewise posted on the Company's website. https://documents.starmalls.com.ph/index.php	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		Up-to-date material information about the Company are disclosed on its website. Please refer to the Company's website through the following link: https://documents.starmalls.com.ph/index.php	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	The Company complies with the SEC-prescribed website template requirements. https://documents.starmalls.com.ph/index.php	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	The Company maintains an internal control system supported by an independent Internal Audit Department that reports directly to the Audit Committee. Please refer to the following link:	

		https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	The Company maintains an enterprise risk management framework for identifying, assessing, monitoring, and managing key business risks. https://documents.starmalls.com.ph/risk-management.php	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	The Company maintains an enterprise-wide compliance and risk management framework covering compliance with applicable laws, rules, regulations, and corporate governance policies, supported by training and awareness initiatives. Please refer to the following links: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/risk-management.php	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	The Company maintains governance and control processes relating to information technology, cybersecurity, business continuity, and disaster recovery through its Information Technology Department.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The Company maintains an independent in-house Internal Audit function which provides independent and objective assurance and consulting services designed to improve the Company's operations and internal controls.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	The Company's Chief Audit Executive is Ms. Rowena B. Bandigan.	

		Please refer to the Company's Revised Manual on Corporate Governance and related disclosures through the following links: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://edge.pse.com.ph/openDiscViewer.do?edge_no=3ad2503df50c38f4abca0fa0c5b4e4d0	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	Compliant	Please refer to the Company's Revised Manual on Corporate Governance for the CAE's functions. https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Not Applicable	The Company maintains an independent in-house Internal Audit function.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Please refer to Enterprise Risk Management System through the following link: https://documents.starmalls.com.ph/risk-management.php	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Not Applicable	The Company utilized internal expertise and did not engage external technical support for risk management during 2025.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	The Company's Chief Risk Officer is Ms. Cynthia J. Javarez. Please refer to the Company's Revised Manual on Corporate Governance through the following link:	

		https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	The Company's Chief Risk Officer is provided with the authority, resources, and support necessary to perform her risk management functions. Further information may be viewed through the Company's Annual Report (SEC Form 17-A): https://documents.starmalls.com.ph/sec-annual-reports.php	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	The Company's Chief Executive Officer and Chief Audit Executive provide annual representations relating to the adequacy and effectiveness of the Company's internal control, audit, and compliance systems. Please refer to the Audit Committee Charter through the following link: https://documents.starmalls.com.ph/uploads/acc-201504-1.pdf	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	The basic rights of shareholders are disclosed in the Company's Revised Manual on Corporate Governance and on the Company's website through the following links: https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/index.php	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant		
Supplement to Recommendation 13.1			

1. Company's common share has one vote for one share.	Compliant	Each common share of the Company carries one (1) vote, subject to applicable law and the Company's By-Laws. https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	The Company observes equal treatment of shareholders of the same class with respect to voting, subscription, and transfer rights. The voting system and procedures are disclosed in the Company's Definitive Information Statement (SEC Form 20-IS) through the following link: https://documents.starmalls.com.ph/sec-information-statement.php	
3. Board has an effective, secure, and efficient voting system.	Compliant		
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	Whenever applicable, the Company observes SEC and PSE rules on majority-of-minority approval and other voting requirements intended to protect minority shareholders.	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	The Company's Amended By-Laws provide that a stockholders' meeting may be called upon the written request of stockholders representing at least a majority of the outstanding capital stock.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	The Company maintains policies protecting minority shareholders, including the right to propose the holding of meetings and to propose legitimate agenda items, subject to applicable law, the Company's By-Laws, and governance policies.	
7. Company has a transparent and specific dividend policy.	Compliant	The Board is authorized to declare dividends out of unrestricted retained earnings. Cash dividends do not require further approval, while stock dividends require approval of shareholders representing at least two-thirds (2/3) of the outstanding capital stock. Dividends payable to foreign shareholders may not be remitted using foreign exchange sourced from the Philippine banking system unless the investment was registered with the Bangko Sentral ng Pilipinas.	

		The Company may declare cash, property and stock dividends, subject to applicable legal and regulatory requirements. Cash dividends declared by the Company must have a record date not less than ten (10) days nor more than thirty (30) days from the declaration date. **Dividends** P0.0433 per share Regular Cash Dividend Declaration Date: December 26, 2025 Record date: January 15, 2026 Payment date: February 05, 2026 Please refer to the Company's Cash Dividend Declaration disclosure through the following link: https://edge.pse.com.ph/openDiscViewer.do?edge_no=7d7d980d30945f1cec6e1601ccee8f59	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Rizal Commercial Banking Corporation - Stock Transfer Department, the Company's stock and transfer agent for 2025, counted and validated the votes during the Annual Stockholders' Meeting.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	Notice of the July 28, 2025 Annual Stockholders' Meeting was published in print and online format in BusinessWorld and Manila Bulletin on June 19 and 20, 2025, posted on the Company's website and PSE EDGE, and distributed in compliance with applicable SEC rules, including SEC Memorandum Circular No. 6 on the alternative mode for distributing and providing copies of the Notice of Meeting, Information Statement, and other documents in connection with the 2025 ASM. Please refer to the Company's Definitive Information Statement (SEC Form 20-IS) through the following link:	The publication of notice is compliant with the minimum notice period requirement under SEC rules.

		https://documents.starmalls.com.ph/sec-information-statement.php	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Please refer to the Company's Definitive Information Statement (SEC Form 20-IS) through the following link: https://documents.starmalls.com.ph/sec-information-statement.php	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant		
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	The rationale for the agenda items for the Annual Stockholders' Meeting is disclosed in the Company's Definitive Information Statement (SEC Form 20-IS). https://documents.starmalls.com.ph/sec-information-statement.php	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Please refer to the Company's Definitive Information Statement (SEC Form 20-IS) through the following link: https://documents.starmalls.com.ph/sec-information-statement.php	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	The minutes of the Annual Stockholders' Meeting are available on the Company's website through the following link: https://documents.starmalls.com.ph/minutes-of-meetings.php	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The external auditor was present during the Annual Stockholders' Meeting to respond to relevant shareholder questions.	
Recommendation 13.4			

1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	The Company provides mechanisms for the amicable and effective resolution of intra-corporate disputes, as disclosed in the Company's Revised Manual on Corporate Governance and Definitive Information Statement (SEC Form 20-IS).	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/sec-information-statement.php https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf	
Recommendation 13.5			
1. Board establishes an Investor Relations Officer (IRO) to ensure constant engagement with its shareholders.	Compliant	The Company has an Investor Relations Officer: Name: **Brian N. Edang** Telephone No.: **(+632) 571-5948** Fax No.: **3226 3552 Loc. 0065** E-mail: **ir@vistamalls.com.ph**	
2. IRO is present at every shareholder's meeting.	Compliant	The Investor Relations Officer was present during the 2025 Annual Stockholders' Meeting. The minutes of the Annual Stockholders' Meeting are available on the Company's website through the following link: https://documents.starmalls.com.ph/minutes-of-meetings.php	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Company does not maintain anti-takeover measures or similar devices intended to entrench ineffective management or the existing controlling shareholder group. Directors are nominated and elected annually in accordance with the Company's By-Laws and nomination procedures.	

2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		As of December 31, 2025, the Company's public float was 10.30%. While this is below the thirty percent (30%) public float contemplated under this recommendation, the Company remains compliant with the minimum public ownership requirement applicable to listed companies.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	The Company maintains a dedicated Investor Relations Group that engages with shareholders beyond the Annual Stockholders' Meeting.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	The Company used secure electronic voting in absentia for the 2025 Annual Stockholders' Meeting.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	The Company identifies and engages its stakeholders, including shareholders, customers, employees, suppliers, contractors, regulators, and communities, through its governance policies, stakeholder engagement channels, and sustainability initiatives. https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	The Company maintains policies and programs intended to promote the fair treatment and protection of stakeholders, as disclosed in its governance policies and sustainability disclosures. https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate	Compliant	The Company maintains stakeholder engagement channels, including the Investor Relations Office,	

with the company and to obtain redress for the violation of their rights.		Office of the Corporate Secretary, Customer Relations Office, and Corporate Communications Group. Stakeholders may raise their concerns or complaints through: Mr. Brian N. Edang (02) 3226 3552 ir@vistamalls.com.ph	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	As a matter of policy, the Company endeavors to resolve disputes with key stakeholders amicably, fairly, and expeditiously.	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The Company did not seek any exemption from the application of any law, rule, or regulation relating to corporate governance during 2025.	
2. Company respects intellectual property rights.	Compliant	The Company respects intellectual property rights. Please refer to the relevant discussion in the Company's Annual Report (SEC Form 17-A) through the following link: https://documents.starmalls.com.ph/sec-annual-reports.php	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	The Company's policies and practices relating to customer welfare and supplier/contractor selection are disclosed in the Company's Revised Manual on Corporate Governance and Sustainability Report.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant		

		https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	The Company maintains policies, programs, and procedures that encourage employee participation in achieving corporate goals and supporting governance processes, as disclosed in the Company's Sustainability Report and governance policies. https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The Company maintains responsible compensation practices that take into account employee performance and the Company's overall objectives beyond short-term financial measures. https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf https://documents.starmalls.com.ph/sec-annual-reports.php	

		https://documents.starmalls.com.ph/other-disclosures.php	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	The Company maintains policies and practices relating to employee health, safety and welfare, as disclosed in its company policies and Sustainability Report: https://documents.starmalls.com.ph/company-policies.php https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	
3. Company has policies and practices on training and development of its employees.	Compliant	The Company maintains policies and practices relating to employee training and development, as disclosed in its company policies and Sustainability Report. https://documents.starmalls.com.ph/company-policies.php https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	The Board sets the tone against corrupt practices through the Company's governance policies, Code of Business Conduct and Ethics, and anti-corruption policies and programs. https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/sec-annual-reports.php	

		https://documents.starmalls.com.ph/other-disclosures.php	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The Company disseminates its anti-corruption policies and related programs to employees through internal policies, communications, and training initiatives. https://documents.starmalls.com.ph/uploads/STR_Revised%20Manual%20on%20Corporate%20Governance%202017.pdf https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	The Company maintains policies and procedures intended to curb and penalize employee involvement in offering, paying, or receiving bribes. https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	The Company maintains a whistleblowing and open-door framework that allows employees to report illegal, unethical, or improper conduct without fear of retaliation. https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Employees may raise concerns with their immediate supervisor, higher-level management, or the appropriate office or unit designated to handle such concerns.	

		https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	The Board, through Management and the appropriate governance and control functions, supervises the implementation and enforcement of the Company's whistleblowing framework. https://documents.starmalls.com.ph/uploads/STR_SEC%20Form%20ACGR_2016_05302017.pdf	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	The Company recognizes the interdependence between business and society and seeks to maintain responsible and sustainable business practices that contribute to economic growth, environmental stewardship, and community development. Relevant sustainability, environmental, social, and community initiatives are disclosed in the Company's Sustainability Report included in the Annual Report (SEC Form 17-A), which may be accessed through the following links: https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	The Company endeavors to promote sustainability and environmentally responsible practices across its operations and business activities, as disclosed in its Corporate Social Responsibility initiatives and Sustainability Report. Please refer to the following links:	

		https://documents.starmalls.com.ph/social-responsibility.php https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	The Company undertakes corporate social responsibility and community engagement initiatives intended to create positive and sustainable relationships with the communities in which it operates. Further information may be viewed through the following links: https://documents.starmalls.com.ph/social-responsibility.php https://documents.starmalls.com.ph/sec-annual-reports.php https://documents.starmalls.com.ph/other-disclosures.php	

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in Mandaluyong City on MAY 29 2026.

By:

MANUEL B. VILLAR, JR.
Chairman of the Board

MANUEL PAOLO A. VILLAR
President

CHERRYLYN P. CAOILE
Independent Director

MARILOU O. ADEA
Independent Director

MA. NALEN S.J. ROSERO
Corporate Secretary

ARBIN OMAR P. CARIÑO
Compliance Officer

SUBSCRIBED AND SWORN to before me this MAY 29 2026 at Mandaluyong City, affiants exhibiting to me their respective valid IDs, to wit:

Name	ID No.	Date & Place of Issue
Manuel B. Villar, Jr.		
Manuel Paolo A. Villar		
Marilou O. Adea		
Cherrylyn P. Caoile		
Ma. Nalen S.J. Rosero		
Arbin Omar P. Cariño		

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Page No. 22
Book No. XXII
Series of 2026.

ATTY. FERDINAND B. SABILLO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2026
ROLL No. 53511
IBP Lifetime Member No. 018538
PTR No. 6038124 / 05 Jan. 2026 / Mandaluyong City
MCLE Compliance No. VIII-0040452 issued dated 20 August 2025
Notarial Commission Appointment No. 0314-25
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City

VISTAMALL

WHERE SUSTAINABILITY MEETS LIFESTYLE

2025 SUSTAINABILITY REPORT



ABOUT THE REPORT

GRI 2-1, 2-3, 2-6

This publication marks the sixth edition of Vistamalls' Sustainability Report, encompassing the period from January 1 to December 31, 2025. The report has been prepared in accordance with the standards of the Global Reporting Initiative (GRI) and the Sustainability Accounting Standards Board (SASB), and documents the Company's performance across the economic, social, governance, and environmental dimensions of sustainability, unless otherwise indicated.

Environmental data has been drawn from six properties: Evia Lifestyle Center (Las Piñas City), Starmall EDSA Shaw (Mandaluyong City), Vista Mall Bataan (Bataan), Vista Mall Taguig (Taguig City), Worldwide Corporate Center (Mandaluyong City), and NOMO–A Vista Lifestyle Center (Cavite). All remaining disclosures reflect the full scope of Vistamalls' nationwide operations.

For inquiries regarding this Sustainability Report, please contact:

Mr. Brian N. Edang
Chief Financial Officer &
Head of Investor Relations
Email: ir@vistamalls.com.ph



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PRESIDENT'S REPORT



MANUEL PAOLO A. VILLAR

President and Chief Executive Officer
Vistamalls, Inc.

Dear Shareholders,

The past year demonstrated the steady performance and adaptability of Vistamalls. Amid changing consumer behavior, increasing competition, and ongoing digital shifts, we remained focused on strengthening our role as community based retail spaces where sustainability meets lifestyle, supporting both business growth and everyday needs.

Vistamalls continues to play an important role within Vista Land's integrated developments by providing accessible and convenient lifestyle destinations for Filipino families. Beyond retail, our malls serve as practical and inclusive spaces where people gather and access essential services, helping strengthen the communities around them.

By year-end 2025, we managed a total of 1.61 million square meters in gross floor area across 108 commercial assets nationwide—42 malls, 59 commercial centers, and 7 offices. Of the total portfolio, 87% (1.38 million sqm) was allocated to malls and retail stores, while 13% (226,227 sqm) was dedicated to office spaces.

We focused on enhancing our existing portfolio by improving customer experience and integrating sustainability into day-to-day operations. Our mall occupancy rate remained steady at 86%, while office occupancy held at 92%, reflecting stable portfolio performance, long-term tenant relationships, and consistent mall activities that supported foot traffic and reinforced our position as reliable community hubs.

Across our operations, we continued to strengthen resource efficiency and reduce our environmental footprint. In 2025, we achieved a significant reduction in total energy consumption, driven largely by a 10.9% decline in fuel use and continued optimization of electricity across key properties. These efforts contributed to measurable reductions in greenhouse gas emissions, reflecting more efficient and resilient mall operations.

We also accelerated water stewardship initiatives, with recycled and reused water volumes more than doubling year-on-year to over 161,034 cubic meters. At the same time, we continue to strengthen our waste management practices through segregation, recycling, and composting programs, while progressing toward greater use of recycled materials in construction and maintenance activities to support a more circular approach across our portfolio.

Beyond environmental performance, we strengthened our social impact by expanding support for micro, small, and medium enterprises through partnerships with government and local stakeholders, while maintaining strong engagement with local suppliers. Our malls continue to serve as inclusive community spaces, designed to be accessible to families, elderly, and persons with disabilities, while also promoting health, wellness, and community engagement through dedicated programs and facilities.

At the organizational level, we reinforced strong governance practices through comprehensive compliance systems, full participation in anti-corruption training among employees and directors, and transparent reporting aligned with global sustainability standards. These efforts are supported by a diverse leadership structure and disciplined operational controls that strengthen accountability across the business .

Together, these initiatives not only advance our sustainability commitments but also enhance operational efficiency, strengthen stakeholder trust, and position Vistamalls for long-term, resilient growth in an evolving retail landscape.

Our financial results reflect steady performance. Operating revenue reached Php12.9 billion, driven mainly by rental income of Php 12.4 billion. Parking revenues amounted to Php 115.7 million, while EBITDA stood at Php 12.2 billion and net income reached Php 776.8 million. Total assets increased to Php 115.7 billion, while our debt-to-equity ratio stood at 2.50x, reflecting our financial position and capacity to support future developments.

Key developments during the year included the expansion of electric vehicle charging stations, with nine installations completed across Vista Mall Bataan, Vista Mall Malolos, Vista Mall Sta. Rosa, Vista Mall Dasmariñas, Vista Mall Taguig, Vista Mall General Trias, Vista Mall Antipolo, Vista Mall Kawit, and Vista Mall Tanza. These were successfully turned over and are now operational, supporting the transition toward cleaner mobility. In addition, new retail stores were opened and turned over across leasable spaces, improving accessibility to goods and services within our communities. Ongoing efforts remain focused on expanding retail and dining options and strengthening community centered activities in areas aligned with Vista Land's residential growth.

In line with our commitment to community engagement, Vistamalls continued to host a wide range of events and activities that brought people together throughout the year. From interactive mall tournaments and live entertainment such as Wish Bus activations, to seasonal celebrations including Easter, Christmas, and holiday festivities, these initiatives created meaningful experiences for families and mallgoers. Complemented by wellness, cultural, and lifestyle programs, these activities reinforced the role of Vistamalls as vibrant spaces where communities can connect, celebrate, and share everyday moments.

Our contribution to local communities was recognized through several awards. Vista Mall Taguig was recognized by the Department of Labor and Employment (DOLE) for its job fair initiatives. NOMO Vista Lifestyle Center received the Maynilad 2025 Oro Inodoro Award. Vista Mall Bataan was acknowledged during the DepEd Stakeholders Convergence 2025. Vista Mall Malolos received the Corporate Partner Award at the Gawad Singkaban Bulacan Excellence in Tourism Awards. These recognitions reflect our ongoing support for employment, education, tourism, and local development.

Vista Malls also continues to support community activities through environmental programs, partnerships with local businesses, and events that promote health, culture, and engagement. These efforts help maintain our malls as active and relevant spaces for everyday life. As we move forward, we will continue improving our existing developments, adopt practical sustainability initiatives, and enhance the overall mall experience. Our focus remains on ensuring that each Vistamall operates efficiently while meeting the needs of the communities it serves.

Vistamalls remains committed to creating destinations where commerce, community, and sustainability come together. We move ahead with a clear direction and a shared goal of delivering strength that builds tomorrow.

OUR 2025 MILESTONES

108
Commercial Assets

42
Malls

59
Commercial Centers

7
Offices

1,384,148
Gross Leasable Area in Sqm. (Malls)

226,227
Gross Floor Area in Sqm. (Office)

86%
Mall Occupancy Rate

92%
Office Occupancy Rate

THIS IS VISTAMALL

VISION GRI 2-23

Vistamalls, Inc. aspires to serve and elevate the Filipino quality of life by building and operating retail shopping malls and commercial centers where vibrant community life is created, shared, and celebrated.

MISSION GRI 2-23

Inspired by, and committed to, the fulfillment of our vision, we, at Vistamalls, Inc., shall strive:

- To continuously cater to the various needs of our customers and the communities we serve.
- To ensure and nurture the safety, health, and wellness of our employees and to prepare them for career advancement.
- To value and respect the rights of our shareholders and other stakeholders, such as suppliers, contractors, customers, and creditors.
- To be proactive in the performance and attainment of our corporate social responsibility.
- To explore other areas for expansion where opportunities for growth and development are abound.

VALUES GRI 2-23

Cost Consciousness

Cost is not a question of numbers, but a question of value.

It is not what we can cut out, but what we can save on.

We are lean because we know that success does not depend on the number of people, but on the number of ideas, and the brilliance of those ideas.

We are not cost-conscious to increase our profit margins, but to guarantee that we have sufficient resources for tomorrow.

It is not just the cost to us that we must concern ourselves with, but the cost to our customers as well.



Teamwork

Synergy is one of a corporation's greatest assets.

The solitary genius is nice, but teams are stronger.

We have a common goal, and we need each other to get there.

We have each other's backs.

We have the Company's back.

Closeness To Customers

Our future is wrapped up in our customers – along with their dreams, their hopes, their lives.

We must become part of their community – and their family.

What they need is as important as what we do. It is what drives what we do.

To them, we will always listen. From them, we will always learn.

They are the reason we exist.

Competitve Spirit

Every day, we step into the battlefield knowing we are well-equipped.

We are a crack team. Better trained. Better skilled. Better motivated.

The competition is there for two reasons: to learn from and to knock out.

We owe it to ourselves to keep building muscle, and we owe it to our customers to keep fighting.

Honesty

We need to be trustworthy, and we need to be trusted.

There must be integrity and reliability in our word and our character.

Honesty necessitates dependability, fairness, probity, and holding on to high principles.

It is the only way we can believe in each other, and our customers can believe in us.

BUSINESS MODEL 2-1, 2-6

Vistamalls, Inc. (Vistamall, Vista Mall, or the Company) is engaged in investment, real estate, and leasing businesses in the Philippines. Incorporated in 1969 and headquartered in Las Piñas City, the Company was formerly known as Starmalls, Inc. before adopting its present name, Vistamalls, Inc., in September 2019. As of reporting date, Vista Land & Lifescapes, Inc. holds 88.34% ownership in the Company.

The Company owns and operates shopping malls under the Vista Mall brand, catering to the country's mass retail market. It also manages two wholly owned subsidiaries—Masterpiece Asia Properties, Inc. (MAPI) and Manuela Corporation (MC)—both focused on the development and operation of commercial properties for lease.

Guided by its mission to provide a world-class shopping experience, Vistamalls creates spaces that are both functional and inspiring, designed with community and modern convenience at their core. Mirroring the business model of its parent company, the Company's success is built on its keen understanding of essential lifestyle needs: strategic locations near transport hubs, accessibility to the communities it serves, and a mix of trusted brands and services.



SUSTAINABILITY FRAMEWORK

EXCEPTIONAL RETAIL EXPERIENCES

- Customer Satisfaction
- Store Lease
- Marketing and Promotion
- Innovation

WORKPLACE GROWTH & EMPOWERMENT

- Well being
- Occupational Health and Safety
- Human Rights

SUSTAINABLE OPERATIONS

- Energy
- Emissions
- Water Use
- Waste Management
- Green Buildings
- Land Use
- Landscape Impacts

STRONGER COMMUNITY RELATIONSHIP

- Commmunity

LEADING WITH PURPOSE

- Ethical Business Practices
- Regulatory
- Compliance
- Governance
- Economic Performance



OUR VALUE CREATION MODEL

VISTAMALLS VALUE CREATION FRAMEWORK

CAPITALS

Financial

Manufactured

Human

Social and Relationship

Natural

Intellectual

INPUT

- Php 115.6 billion Total Assets
- Php 182.5 million CapEx spent on mall developments

- 514,661.29 m² Gross Leasable Area
- 2.174 Number of stores/tenants

- 158 total employees
- 216 training hours
- 29.% turnover rate

- Php 25.79 million Community investment
- 280 suppliers locally based
- Partnership with Villar SIPAG

- 38,162.57 GJ of energy cosumption
- 401,679 m³ of water consumption

Paperless Transactions, E-Commerce Accessibility and Digital Customer Engagement

BUISNESS ACTIVITY

Mall Development & Construction

Leasing & Tenant Management

Mall Operations & Maintenance

Marketing & Events

Customer Experience

Digital & Retail Innovation

OUTPUT

- Php 12.90 billion total revenue
- Php 12.2 billion EBITDA
- Php 776.81 million net income

- 87% System-wide occupancy rate
- Foot traffic 100% pre COVID level
- 79 new stores opened

- 22 promoted employees
- 14 new hires

- Participated in Earth Hour 2025
- Inaugurated 9 EV charging stations
- Created job opportunities for Micro, Small and Medium Enterprises

- 930.36 kWh/m² total energy intensity
- Water recycled rose by 12% (EVIA)

Vista Mall E-forms, DropBuy Services FB followers: 862.6k & 3M interactions, Instagram: 21.3k followers & 133.4k visits

IMPACT ON SGDs



PROPERTIES

2-2, 2-6

42
MALLS

59
COMMERCIAL CENTERS

7
OFFICES



Luzon

Starmall Las Piñas
Vista Mall Las Piñas
Starmall EDSA Shaw
Starmall Alabang
Starmall San Jose del Monte
Vista Mall Taguig
SOMO-A Vista Mall
Vista Mall Sta. Rosa
Vista Mall Imus
NOMO-A Vista Lifestyle Center
Vista Mall Bataan
Vista Mall Kawit
Vista Mall Malolos
Vista Mall Naga
Vista Mall Dasmariñas
Vista Mall Tanza
Vista Mall General Trias
Vista Mall Vibal
Vitsa Mall Santiago
Vista Mall Cabanatuan
Vista Mall Sta. Maria
Vista Mall Silang
Vista Mall Sto. Tomas
Vista Mall San Ildefonso
Vista Mall Cauayan
Vista Mall Gapan
Evia Lifestyle Center
Vista Mall Pampanga
Vista Mall Antipolo
Lakefront
515 Shaw
Vista Place
Crosswinds
Floriad Lifestyle Center

Visayas

Starmall Talisay
Vista Mall Bacolod
Vista Mall Iloilo

Mindanao

Vista Mall Mintal
Vista Mall CDO
Vista Mall Butuan
Vista Mall General Santos
Vista Mall Koronadal

MALLS



VISTA MALL ANTIPOLO

Situated along Manuel L. Quezon Extension, Vista Mall Antipolo is a popular spot for locals, especially those from Mille Luce, as well as visitors who enjoy its dining options and scenic hill views and tourists who come to enjoy the scenic hillside views of the city.



VISTA MALL BATAAN

Vista Mall Bataan sits at the center of Balanga City's expanding commercial district, offering modern amenities and well-loved fashion brands such as H&M and Uniqlo.



VISTA MALL DASMARIÑAS

Vista Mall Dasamarinas' vibrant retail environment complements the city's fast-growing and diverse community. One of its most popular features among locals is its modern cinema, which enhances the mall's entertainment experience.



VISTA MALL DAVAO

Vista Mall Davao, the Group's 45th mall, opened in 2022 as the company's first in the city. Located on a three-hectare site in the bustling Barangay Sto. Niño, it offers Davaoeños 21,682 sqm of premium shopping across three floors.



VISTA MALL GENERAL TRIAS

Vista Mall General Trias showcases Vista Mall's signature spacious, stylish, and comfortable interiors in Cavite, while offering a wide selection of top local retail brands.



FLORIAD LIFESTYLE CENTER

Floriad Lifestyle Center is a garden-inspired lifestyle destination in Las Piñas that offers a curated mix of retail, dining, wellness, and leisure experiences, providing a vibrant and convenient hub for the surrounding community.



LAKEFRONT

With its timeless design, Lakefront's iconic appearance consistently draws the attention of commuters on SLEX and Sucat Service Road, making it a recognizable landmark in the area.



VISTA MALL LAS PIÑAS

Vista Mall Las Piñas demonstrates how our premium retail brand enhances a community with refined tastes. Featuring state-of-the-art cinemas, upscale shopping, and diverse dining options, the mall serves residents seeking modern conveniences close to home.



EVIA LIFESTYLE CENTER

The centerpiece of Villar City's masterplanned community, this mall is strategically situated along Daang Hari Road in Las Piñas, serving as the premier destination for shopping, entertainment, and dining in urban Alabang.

VISTA MALL ILOILO

Vista Mall Iloilo is designed to be the province's premier retail destination, offering world-class experiences close to where residents live. Located in Oton, it forms part of the 500-hectare Vista Mall Iloilo, the largest master-planned community in the province.



VISTA MALL KAWIT

Situated in the historic and fast-growing town of Kawit, Cavite. Vista Mall Kawit has become a popular stopover for both locals and commuters traveling along the busy Centennial Road leading to Cavitex.



VISTA MALL MALOLOS

Enhancing the historical charm of its host city, Vista Mall Malolos attracts visitors with a variety of modern shopping and dining choices, along with premium world-class Vista Cinemas.



VISTA MALL NAGA

Similar to its affiliated malls, Vista Mall Naga enjoys a prime location near the city center, close to key schools and community hubs, making shopping and dining convenient for Bicolano residents.



NOMO

A Vista Lifestyle Center is the newest landmark in redefining the mall experience. Located along Bacoor Boulevard, NOMO offers a timeless and charming escape from the hustle and bustle of Metro Manila.



VISTA MALL PAMPANGA

In the vibrant city of San Fernando, Vista Mall Pampanga has become a favorite spot for shopping and dining. Featuring the premium Vista Cinemas, it is a popular destination for both residents and tourists.



SOMO

A Vista Mall, located at the bustling intersection of Daang Hari and Molino Roads, this Vista Mall is a visual standout. The expansive outdoor complex offers a wide range of shopping and dining choices for residents of Bacoor and nearby areas, including Laguna and Las Piñas.



VISTA MALL TAGUIG

Vista Mall Taguig offers convenient shopping, dining, and cinema experiences, along with a large AllHome branch for local home builders for local home builders.



VISTA MALL TANZA

As the only major shopping center in Tanza, Vista Mall Tanza sits along the busy Tanza-Trece Martires road, providing the community with spacious, well-designed areas for convenient shopping and leisure.



VISTA MALL STA. ROSA

Vista Mall Sta. Rosa, along Sta. Rosa-Tagaytay Road, is known for its elegant design and iconic sky trees. With global brands and diverse offerings, it lets Tagaytay residents and visitors enjoy a luxury lifestyle without going to Manila.



AWARDS AND RECOGNITION

DOLE 2025 Stakeholders' Recognition - Successful Conduct of Major Job Fairs

Vista Mall Taguig



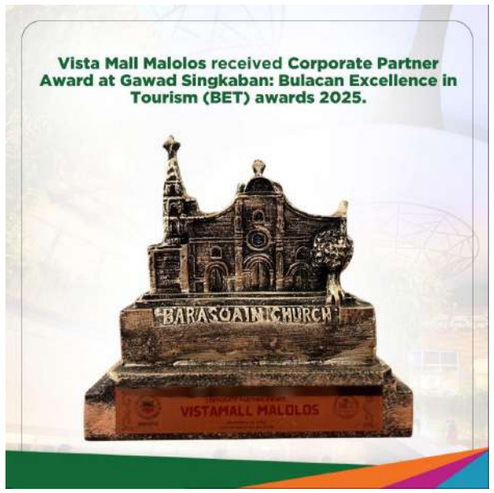
Maynilad 2025 Oro Inodoro Awards

NOMO - A Vista Lifestyle Center



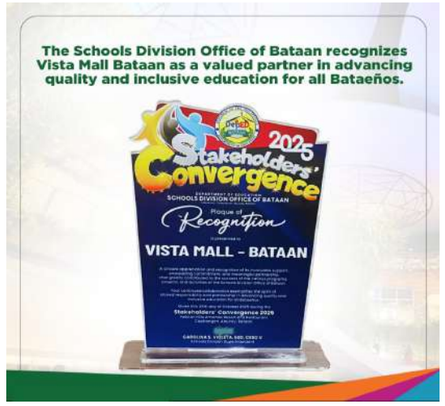
Corporate Partner Award at Gawad Singkaban: Bulacan Excellence in Tourism awards 2025

Vista Mall Malolos



DepEd Stakeholders Convergence 2025 Recognition

Vista Mall Bataan



One of the TOP TAXPAYERS for FY 2025

Starmall San Jose Del Monte



OUR SUSTAINABILITY VISION

MATERIALITY PROCESS 2-23 ,3-1, 3-2

To ensure alignment of our internal and external stakeholders' concerns and expectations, the Company conducted a materiality assessment survey guided by the process below:

1



Pre-identification of topics

Issues and topics from different references such as the sector-specific publications from GRI and SASB standards for real estate, and industry peers were collated. The topical list was simplified with a few additional ones to ensure that the economic, environmental, social, and governance (EESG) aspects of the organization are covered.

2



Identification of Material Topics

The Company revisited the list to assess if the topics are material to the operations topics that are material by selecting 'Yes' or 'No.'

3

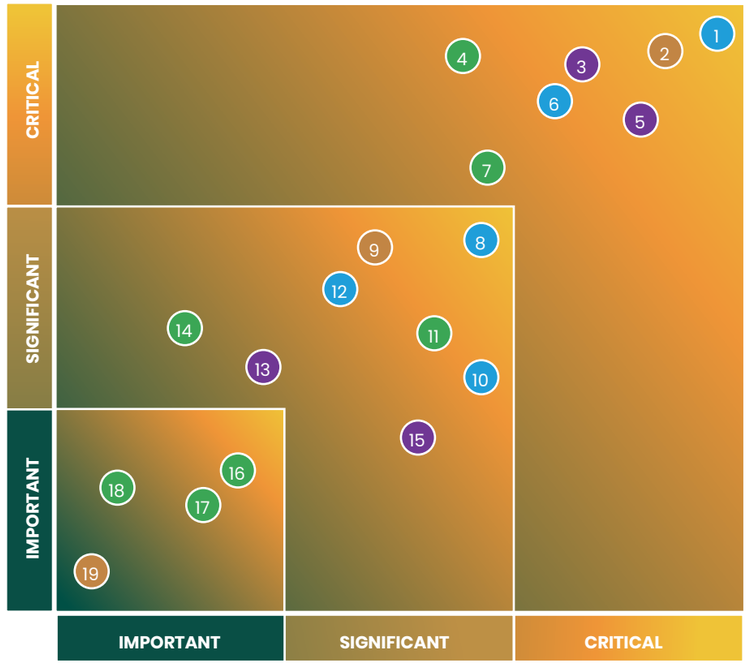


Materiality Assessment

Topics deemed as material are processed into an online survey where the Company further assessed the criticality of impact of each topic using a five-point scale – 1 as low to no impact and 5 as highest impact. In 2023, Vistamalls extended the online survey to other departments to capture more insights on the issues in the company.



VISTAMALLS MATERIALITY MATRIX



1. Customer Satisfaction
2. Ethical Business Pratices
3. Store Lease
4. Waste Management
5. Economic Performance
6. Occupational Health and Safety
7. Energy
8. Marketing and Promotion
9. Regulatory Compliance
10. Community
11. Water Use
12. Well-being
13. Innovation
14. Green Buildings
15. Human Rights
16. Land Use
17. Emissions
18. Land Escape Impacts
19. Governance

ECONOMIC | ENVIRONMENT | SOCIAL | GOVERNANCE

The 2025 Materiality Assessment Survey highlights Vistamalls' key sustainability priorities, reflecting issues most significant to stakeholders and aligned with the Company's long-term strategy.

Customer Satisfaction emerged as the top priority, underscoring the focus on service quality, loyalty, and sustained growth. This is closely followed by Ethical Business Practices and Store Lease, emphasizing integrity in operations and financial stability.

Environmental considerations are also prominent, with Waste Management and Energy Efficiency among the top priorities, reflecting growing stakeholder expectations for stronger resource stewardship and greener operations. Occupational Health and Safety (OHS) was likewise highlighted, reinforcing the commitment to safe and supportive environments for employees and customers.

Other key topics include Economic Performance, Marketing and Promotion, Regulatory Compliance, and Community Engagement, all contributing to business resilience and long-term relevance.



Overall, the findings reinforce the need for Vistamalls to balance customer-centric growth, strong governance, environmental responsibility, and community engagement. These insights will guide the integration of sustainability into both daily operations and long-term value creation.

Stakeholders also recognize current strengths in delivering quality mall experiences, implementing waste, energy, and water management initiatives, investing in digital services and new developments, and maintaining financial discipline.

Looking forward, key recommendations include adopting green building practices such as renewable energy, expanding digital and contactless solutions, strengthening support for local suppliers, and improving project planning efficiency. Stakeholders also highlighted the importance of incentives, regular progress updates, and structured feedback mechanisms to enhance engagement in Vistamalls' sustainability efforts.



STAKEHOLDER ENGAGEMENT

GRI 3-3, 2-29, 416-1, 416-2

ENGAGEMENT	FREQUENCY	KEY TOPICS AND CONCERNS	COMPANY'S REPSONSE
EMPLOYEES			
• Company emails • Online meetings • Performance review sessions • Social Media • Performance evaluations • Quarterly Jumpstart • Company events	Regularly, as scheduled and as necessary	• Salary appraisal, compensation, and benefits • Safety in the workplace • Training and development • Performance appraisal	• Review of compensation and benefits • Telecommuting and remote work arrangements • Online trainings and seminars • Performance reviews • Provision of HMO cards • Annual Physical Examination
CUSTOMERS AND TENANTS			
• Customer service queries • Company website • Social media • Print letters and announcements	Regularly, as scheduled and as necessary	• PWD access and customer safety • Safety measures for customer and tenants • Customer and tenants security	• PWD access areas • Mall and facility clinics • Customer security measures • Digital marketing
SUPPLIERS AND CONTRACTORS			
• Company emails • Virtual meetings on conferences • Mobile phone calls	Regularly, as scheduled and as necessary	• Shifting of accreditation process to online transactions • Updating of requirements for bids • Timeliness of payments	• Online accreditation process • Online posting of RFP/RFQ • Consultations with suppliers • Constant research and benchmarking
REGULATORY BODIES			
• Securities and Exchange Commission (SEC)/ Philippine Stock Exchange (PSE) • Correspondences • Examinations and audits	Regularly, as scheduled and as necessary	• Compliance to financial, environment ,employee, and other regulatory bodies • Timeliness and completeness of disclosures • Regulatory penalties	• Timely submission of all required corporate disclosure • Response to queries • Managing resources (water, electricity, wastes, etc.)
INVESTORS AND SHAREHOLDERS			
• Annual/ Special Stockholders Meeting • Quarterly analysts' briefing • One on one investor meetings/ Group investor meetings (as requested) • Mall visit • Investor conference and non-deal roadshows • Press releases • SEC/PSE disclosures (Annually,Quarterly, Monthly or as needed) • Company website • Email correspondence	Regularly, as scheduled and as necessary	• Financial returns and dividends • Risk management and business continuity • Data security • Market liquidity	• Annual and sustainability report disclosures • Responses to investor queries • Announcements for dividends and material information/transactions • Dividend payments
LOCAL COMMUNITIES (LOCAL ENTREPRENEURS AND FARMER-BENEFICIARIES)			
• Company website • Physical and virtual meetings • Calls and correspondence • Physical visits	Regularly, as scheduled and as necessary	• Technical and financial support • Easier access to mall and BPO facilities • Company - sponsored activities	• Collaborations and coordination with LGUs and community leaders • CSR engagements through the Villar SIPAG Foundation



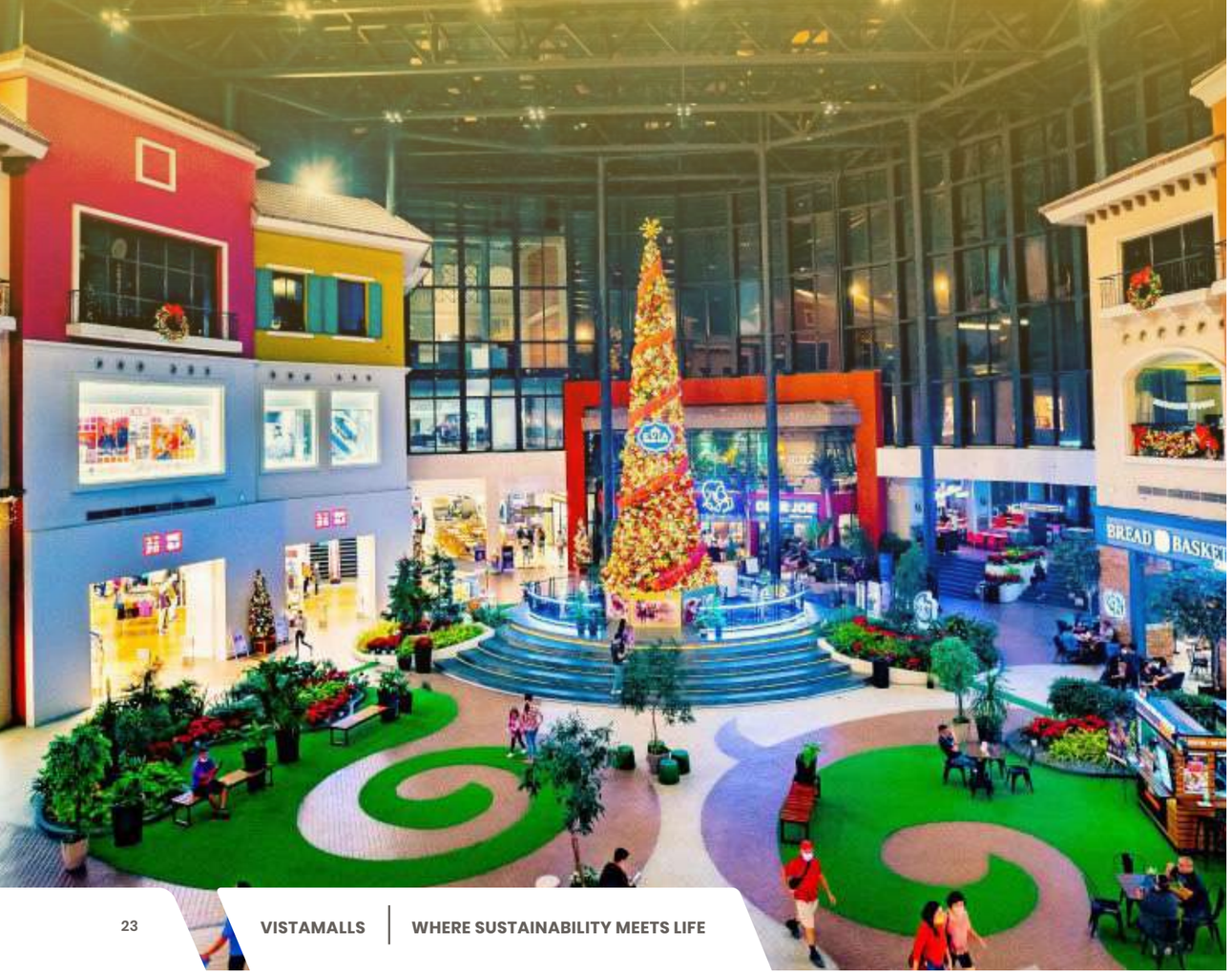


CONTRIBUTION TO THE UNSDGs 2-23

Vistamalls, a developer of commercial, office, and business process outsourcing (BPO) spaces, is committed to aligning its initiatives with the UN Sustainable Development Goals (SDGs) and their targets. Guided by the principle of materiality, the Company prioritizes and takes concrete actions toward the most relevant SDGs.

5 GENDER EQUALITY	**SDG 5:** Ensure that women have full and equal opportunity for leadership at all levels of involvement and decision-making in the company.	**27%** of managerial positions are held by women
6 CLEAN WATER AND SANITATION	**SDG 6:** Increase water-use efficiency by ensuring sustainable withdrawal, consumption and supply of clean water.	**161,034** water recycled (EVIA) **73%** cu.m. water reused (EVIA) **0** water leaks and major repair works
7 AFFORDABLE AND CLEAN ENERGY	**SDG 7:** Implement renewable energy sources for malls and BPO spaces to improve energy management and practices to optimize efficiency. Maintain a comfortable shopping experience through sustainability initiatives	**832** panels installed **21,151** liters of diesel reduction **95%** CFL/fluorescent lightings converted to LED lights **60%** of EVIA Parking areas are installed with solar power lights
8 DECENT WORK AND ECONOMIC GROWTH	**SDG 8:** Create local employment by providing direct and indirect job opportunities through property management, contract partners, and tenant businesses. Boost economic growth and job creation by using promotional spaces in activity centers and supporting local development through tax payments and partnerships.	**2,064** total safe man-hours **216** total training hours **100%** employees received regular performance reviews.
9 INDUSTRY, INNOVATION AND INFRASTRUCTURE	**SDG 9:** Provide local communities support in the growth of small and medium-scale industries by integrating them into its commercial, office, and BPO spaces. Create excellent quality, reliable, sustainable, and resilient assets to support commercial growth and social welfare, with an emphasis on affordable and fair access for all.	**100%** spending on local suppliers
11 SUSTAINABLE CITIES AND COMMUNITIES	**SDG 11:** Promote sustainable community growth by offering one-stop shops with Vistamalls' commercial, office, and BPO spaces, featuring top-notch amenities like activity centers, playgrounds, shops, and transport terminals. Enhance economic and social integration within communities and support Vista Land's SDG 11 commitment to integrated environmental-urban development.	**100%** All malls have access to green and open spaces
12 RESPONSIBLE CONSUMPTION AND PRODUCTION	**SDG 12:** Manage resources efficiently by ensuring safe chemical and waste handling, and significantly reducing waste through recycling and reuse.	**1.43** tons of hazardous waste generated **1,768** tons of solid waste disposed through landfill
16 PEACE, JUSTICE AND STRONG INSTITUTIONS	**SDG 16:** Foster responsive, inclusive, and participatory decision-making across all levels of the organization. Engage stakeholders, including employees, tenants, and customers, in the decision-making process to ensure diverse perspectives are considered and that decisions reflect the community's needs and interests.	**100%** of employees and directors attended anti corruption training

EXCEPTIONAL RETAIL EXPERIENCES





CUSTOMER SATISFACTION AND EXPERIENCE

3-3

CUSTOMER SATISFACTION SCORE

EVIA	4.7
NOMO	4.0
STARMALL EDSA SHAW	4.5
VISTA MALL BATAAN	3.5
VISTA MALL TAGUIG	3.5

In line with its focus on enhancing customer experience, the Company regularly monitors customer feedback through weekly Google reviews and quarterly online surveys, providing insights into mall conditions, operations, tenants, and overall experience.

Findings have guided initiatives to expand dining and retail options, improve tenant mix, and enhance facilities and services. Mall upgrades have also focused on architectural improvements, al fresco dining, pet-friendly spaces, and the introduction of international retail brands.

Convenience is further supported through services such as personal shoppers, curbside pickup, and delivery partnerships. Increasing foot traffic has highlighted stronger demand for more food and retail choices, better air conditioning, additional parking, and improved female-oriented facilities.

Despite external challenges such as traffic congestion, Vistamalls continues to prioritize continuous improvement, focusing on comfort, ambience, and a complete tenant mix. Its malls are designed to meet international standards, featuring modern cinemas, strong climate control, and inviting interiors to support a full-service shopping experience.

EXPERIENCE

Guided by its commitment to retail innovation, Vistamalls continuously adapts to evolving consumer preferences by integrating leisure, lifestyle, and shopping experiences. The Company leverages digital engagement insights to enhance customer service and strengthen its online presence, supporting its ongoing digital transformation strategy.

SOMETHING NEW TO SHOPPING IN THE PHILIPPINES

For Vistamalls, sustainability includes reimagining the Filipino shopping experience. Across its portfolio, the Company integrates modern design, landscaped open spaces, and a diverse retail mix to create vibrant lifestyle destinations that bring communities together. Beyond shopping, its malls serve as venues for family activities, wellness programs, and community events, fostering meaningful connections, shared experiences, and a stronger sense of community.

CONNECTING WITH OUR COMMUNITY

3-3, 203-1, 203-2

Vistamalls creates value beyond retail by prioritizing local employment and supporting homegrown businesses, contributing to community development and government revenue. The Company maintains strong community relations through regular updates on news and marketing activities. Strategically located near transport hubs and residential areas, Vistamalls ensures convenient access to essential retail and services for everyday shoppers.

FACILITIES IN VISTAMALLS

Breastfeeding Stations
Vistamalls supports breastfeeding and recognizes the needs of lactating mothers who wish to enjoy shopping in comfort and privacy. All malls provide dedicated breastfeeding stations, along with diaper changing areas, to ensure a safe and convenient environment for families.

Access to Public Transport
Vistamalls enhances mobility and accessibility by providing designated loading and unloading areas with proper traffic management within or near its properties. This supports convenient and reliable access to public transportation, particularly benefiting children, youth, and elderly commuters in communities across its mall locations.

Senior Citizen, PWD-Friendly Facilities
Vistamalls ensures inclusive access for persons with disabilities and senior citizens by providing ramps, elevators, and dedicated comfort rooms. All properties also support accessibility through priority parking, waived parking fees, and the implementation of government-mandated benefits, promoting a safe and convenient shopping environment for all.

PRC Mobile Services and PSA Location Services
Vistamalls partners with government agencies to bring essential services closer to the public. Selected locations host PRC mobile services for license renewals and ID processing, as well as PSA services for civil registry documents such as birth, marriage, and death certificates, making government transactions more convenient for mallgoers.

Free venue for school events
Vistamalls supports educational institutions by providing free event spaces for school activities such as recognition programs, exhibits, and student performances, offering a safe and accessible venue for learning and community engagement.

Free Venue Access for Local Groups
Vistamalls provides free venue spaces at The Terminal in Las Piñas, Dasmariñas, General Trias, and Tanza for children, youth, and community groups. These spaces support local organizations in hosting events with proper crowd management and scheduling, ensuring safe and well-organized activities for all participants.

Free Venue Access for Kapon
Vistamalls provides free venue support for "Kapon" (spay and neuter) activities in Dasmariñas, General Trias, and Tanza. The initiative ensures accessible community services, with proper crowd control and scheduling in place to support smooth implementation.

COMMUNITY ENGAGEMENT PROGRAMS

Vistamalls has established itself as a hub for community engagement, promoting sustainability, cultural enrichment, and economic development across its locations. Through various initiatives and partnerships, it continues to create inclusive spaces that support local communities and reflect shared values.



Earth Hour 2025

Vistamalls participated in Earth Hour 2025 under the theme "Give an Hour for Earth," joining the nationwide lights-off activity from 8:30 PM to 9:30 PM on March 22, 2025. In support of climate action and responsible resource use, non-essential lights were switched off across key properties including NOMO, Starmall, The Terminal Alabang, Vista Mall SOMO, and Evia.

Through this symbolic initiative, Vistamalls encouraged tenants, shoppers, and surrounding communities to take part in collective environmental action and reflect on everyday practices that help reduce energy consumption and environmental impact.

Empowering Local Communities Through Partnerships

At Vistamalls, community growth goes hand in hand with business development. Through strong partnerships with the Department of Trade and Industry (DTI) and local government units (LGUs), Vistamalls creates opportunities for local Micro, Small, and Medium Enterprises (MSMEs) to thrive.

These collaborations provide MSMEs with a valuable platform to showcase their products and services to a wider audience, helping them grow their customer base and establish a stronger presence in the market. Beyond supporting businesses, Vistamalls also champions job creation, opening doors for local job seekers to find meaningful employment within the community.

By empowering both entrepreneurs and workers, Vistamalls plays an active role in strengthening the local economy, fostering a culture of opportunity, and contributing to vibrant, resilient communities.





Sports & Rhythm: Promoting Wellness and Personal Growth

Vistamalls believes that an active lifestyle is key to personal growth and community well-being. Through a wide range of workshops, training sessions, and events, the mall provides opportunities for both fitness enthusiasts and beginners to explore sports and wellness activities.

From yoga and dance to martial arts and team sports, expertly led sessions help participants develop new skills while fostering camaraderie, motivation, and a healthy lifestyle. By encouraging physical activity and personal development, Vistamalls creates vibrant spaces where individuals can connect, grow, and thrive together.

Pet-Friendly Spaces and Animal Welfare

Vistamalls continues to welcome pets and their owners through designated pet areas, pet-friendly events, and a safe environment where furry companions can enjoy the mall alongside their humans. As part of its commitment to fostering inclusive and compassionate communities, the Worldwide Corporate Center in Mandaluyong City has extended its care beyond employees and tenants to include animals within its premises.

Over time, stray cats that found their way into the property have been adopted and integrated as "community cats," with employees and management collectively ensuring their well-being. This shared responsibility reflects a workplace culture grounded in empathy and respect for all forms of life.

In line with its emergency preparedness efforts, the building administration has also taken proactive steps to ensure that these animals are not left behind during disaster situations. Pet carriers were procured to safely transport the cats, and they are now regularly included in earthquake drills conducted within the facility. Having participated in multiple drills, the cats have become accustomed to the process, remaining calm during evacuations.

This initiative highlights how sustainability extends beyond environmental and economic priorities to encompass social responsibility and humane practices.



By integrating animal welfare into its safety and community programs, the Worldwide Corporate Center demonstrates a holistic approach to care—one that strengthens its connection with the community while reinforcing a culture of preparedness and inclusivity.

Through small yet meaningful actions such as this, the organization continues to build a workplace that values not only operational resilience but also compassion and shared stewardship.

SPECIAL MOMENTS WITH THE COMMUNITY

Throughout the year, Vista Malls hosted a wide array of community-centric events that encouraged family bonding, cultural appreciation, and inclusive celebrations.



Various Mall Tournaments

Vista Malls hosted community tournaments, including Beyblade, chess, and other games, encouraging friendly competition and engagement among participants of all ages while fostering a fun and interactive environment.

Wish Bus Activations at Vista Malls

The Wish Bus is one of the Philippines' most exciting platforms for showcasing live music—a mobile studio on wheels where talented artists perform their songs live as the bus travels to different locations. As it moves, their raw and unfiltered vocals can be heard by passersby, giving people the chance to enjoy and capture the performances in real time.

At Vista Malls, the Wish Bus brings this extraordinary experience to the heart of the community, allowing music fans to witness live performances up close. It creates a unique opportunity for artists and audiences to connect through the power of music, making Vista Malls a vibrant venue for unforgettable and spontaneous performances.





Various Mall Shows at Vista Malls

Vista Malls and Starmalls continue to be vibrant hubs for entertainment, bringing people together through a wide variety of events that cater to all interests. Themed pop-ups inspired by movies, TV shows, and music genres create immersive experiences, while cultural festivals celebrate diversity through music, food, and dance from around the world. With so much happening, Vista Malls and Starmalls remain go-to destinations for unforgettable moments and shared experiences.

Bubbles & Bunnies: A Summer Eggventure

Vista Malls brings the enchanting spirit of Easter to life with fun-filled activities for kids and families. Highlights include an exciting Easter egg hunt, where little ones race to find colorful eggs hidden throughout the mall. It's a delightful way for families to celebrate Easter Sunday and create lasting memories together at Vista Malls.





Pixel Creeps: A Halloween Celebration

Halloween is one of the most widely celebrated events of the year, observed every October 31. Each year, Vista Malls brings the spooky and enchanting spirit of Halloween to life with fun events and activities for kids and families. One such event, Pixel Creeps, featured a theme inspired by the popular online game Roblox, offering an immersive and exciting experience for young visitors and fans of the game.

Vista Malls: A Festive Destination for the Holidays

Vista Malls turns the holiday season into a vibrant celebration for families and friends. With festive décor, lively performances, and interactive activities, the malls provide a joyful atmosphere where visitors of all ages can gather, bond, and create lasting memories.

Highlights include snowy fun at *Snow Blast*, visits to *Santa's Corner*, and weekend entertainment that brings the holiday spirit to life. The season is capped with spectacular fireworks displays at select locations, lighting up the night sky and welcoming the New Year in style.

Beyond the festivities, Vista Malls offers a complete holiday experience with shopping, dining, and entertainment, making it a preferred destination for those seeking both fun and festive cheer.





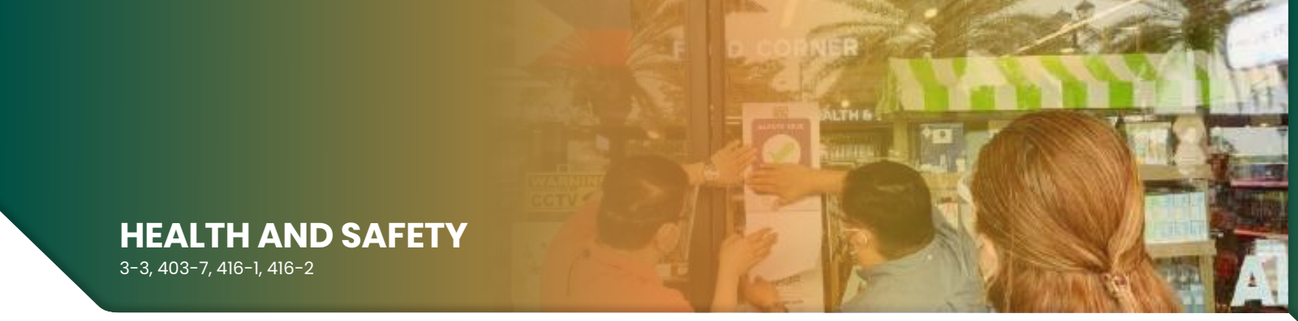
Holiday Glimmers: Tree Lighting Event

Christmas tree lighting events were held across Vista Malls, bringing communities together to celebrate the holiday season. The initiative fostered community engagement and created a festive atmosphere for families and mallgoers to enjoy.

Year-End Celebration

Vista Malls marked the end of the year with spectacular fireworks displays, creating a festive and memorable celebration for visitors. The events brought communities together to welcome the New Year with joy and excitement.





HEALTH AND SAFETY

3-3, 403-7, 416-1, 416-2

Vistamalls prioritizes the well-being of customers, tenants, and employees through strict health and safety protocols. In 2025, no complaints were recorded.

The malls provide special conveniences for senior citizens and Persons with Disabilities (PWD), including reserved parking, accessible ramps, and well-maintained escalators and elevators. During calamities, Vista Mall branches also offer waived overnight parking fees, free restroom access, charging stations, and Wi-Fi.

Each mall has an Emergency Response Team (ERT) that conducts quarterly evacuation drills in coordination with local disaster risk offices. Evacuation plans are displayed in high-traffic areas, while medical assistance is provided through onsite clinics or partner healthcare providers when necessary. Security services are managed by accredited providers and regularly evaluated to ensure effectiveness.

Health and safety measures remain in place nationwide, including:

Sanitation & Hygiene: Frequent cleaning of high-touch areas, restrooms, and facilities.

Hand Hygiene: Sanitizer dispensers and well-stocked soap in restrooms.

Air Quality: AC maintained at 24°C, upgraded ventilation systems, and regular maintenance to ensure optimal airflow.

Through these initiatives, Vistamalls continues to ensure safe, hygienic, and resilient spaces for its communities.

HEALTHIER AND BETTER US

Vistamalls launched a family wellness campaign across its lifestyle malls to enhance the Filipino mall experience and support community well-being. Recognizing its role as a hub for gathering and leisure, Vistamalls promotes balanced lifestyles through its properties, including NOMO – A Vista Lifestyle Center, Vista Mall Global South, Vista Mall Sta. Rosa, and Starmall locations.

The campaign features sports activities, beginner dance classes for children, and movement and mindfulness sessions for adults, turning malls into spaces for learning, growth, and enjoyment.

Vistamalls also continues to uphold safety measures and government protocols, ensuring clean and secure environments for communities.





MARKETING & PROMOTION

3-3, 417-1, 417-2, 417-3

In 2025, Vistamalls reported no validated complaints related to its marketing and promotional activities, which include seasonal events, artist performances, children's activities, mall tours, product launches, and collaborations with schools and local government units.

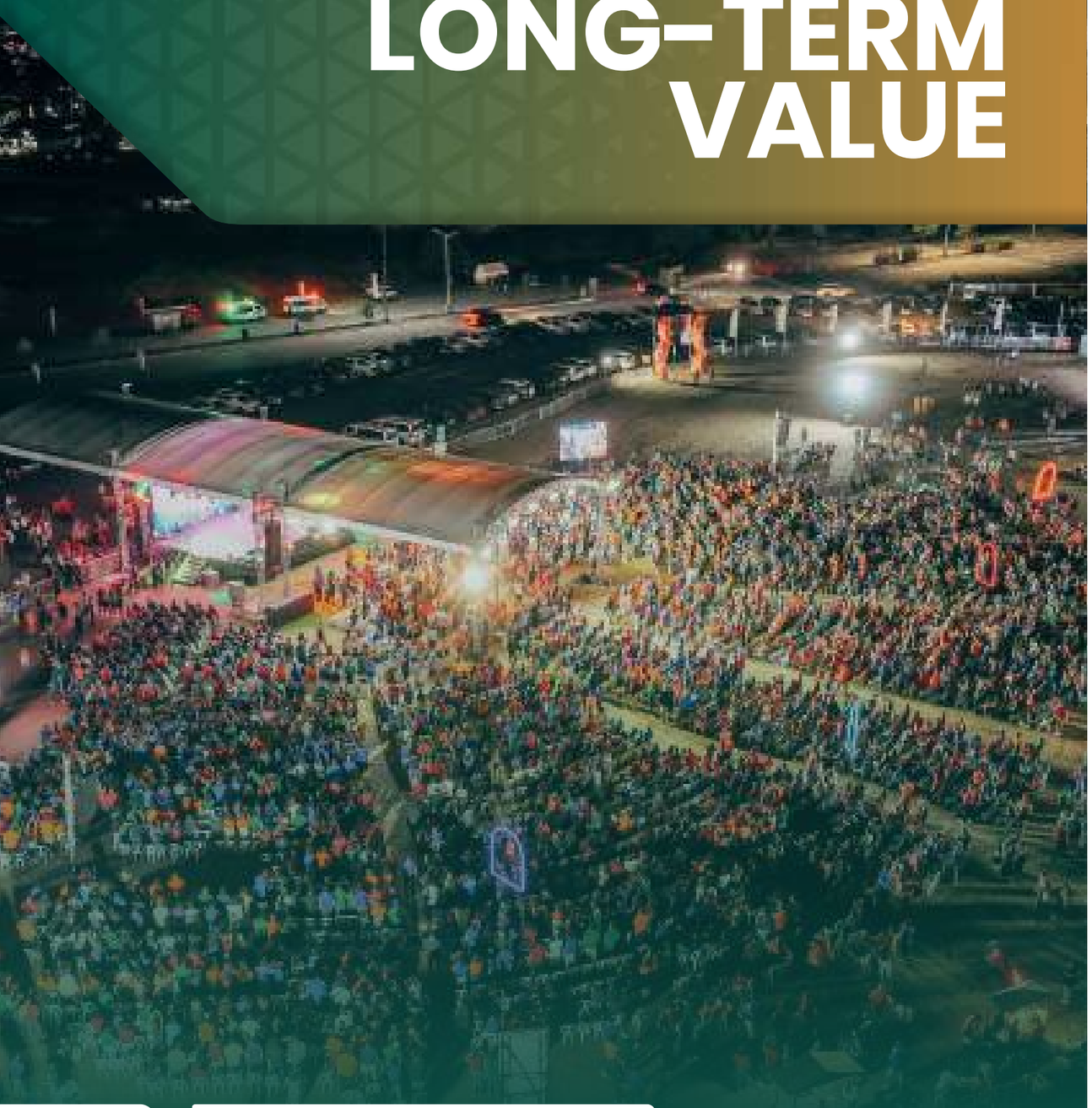
The Vista Group marketing teams continuously monitor local and global retail trends to ensure responsiveness to changing consumer needs. Campaigns are developed with a focus on consumer relevance, safety, and execution quality, supported by website enhancements, social media engagement, and e-blast communications. All marketing activities follow strict procurement and implementation procedures.

Monthly reviews with sales and marketing teams are conducted to assess campaign effectiveness and ensure compliance with Ad Standards Council guidelines. Marketing efforts and in-mall promotions remain key tools in strengthening customer engagement and community relationships.

Digital platforms such as social media and websites continue to support customer communication and promotion of activities, products, and services.



ENHANCING LONG-TERM VALUE



ECONOMIC PERFORMANCE

3-3, 201-1, 203-2

Direct Economic Value Generated (in million Php)

2025	**12,853.73**
2024	13,698.65
2023	13,139.78

Direct Economic Value Distributed

Operating Costs	
2025	**2,454.02**
2024	1,755.74
2023	1,542.38

Payments to suppliers, other operating costs	
2025	**460.11**
2024	920.09
2023	447.82

Taxes given to government	
2025	**1,474.29**
2024	1,848.31
2023	3,019.77

Employee wages and benefits	
2025	**292.28**
2024	279.36
2023	272.73

Dividends given to stockholders and interest payments to loan providers	
2025	**445.07**
2024	313.29
2023	153.87

Investments to community (e.g. donations, CSR)	
2025	**26.80**
2024	25.79
2023	27.52

The Company generated Php 12.85 billion in direct economic value in 2025, representing a 6.2% decrease from Php 13.70 billion in 2024 and a 2.2% decrease from Php 13.14 billion in 2023. Despite the decline in economic value generated, the Company continued to support its retail operations, portfolio expansion, and community initiatives throughout the year.

Operating costs reached Php 2.45 billion, reflecting expenditures associated with mall operations, property development, maintenance, and expansion initiatives. Payments to suppliers and other operating costs totaled Php 460.11 million, representing a 50.0% decrease from Php 920.09 million in 2024, although this was 2.7% higher than the Php 447.82 million recorded in 2023. Operating costs increased by 39.8% from Php 1.76 billion in 2024 and by 59.1% from Php 1.54 billion in 2023.

Employee wages and benefits amounted to Php 292.28 million, increasing by 4.6% from Php 279.36 million in 2024 and by 7.2% from Php 272.73 million in 2023. Taxes paid to the government totaled Php 1.47 billion, representing a 20.2% decrease from Php 1.85 billion in 2024 and a 51.2% decrease from Php 3.02 billion in 2023. Meanwhile, dividends distributed to stockholders and interest payments to loan providers reached Php 445.07 million, reflecting increases of 42.1% from Php 313.29 million in 2024 and 189.3% from Php 153.87 million in 2023.

During the year, the Company strengthened its retail portfolio through the continued expansion of its tenant base across Vista Mall, Starmall, Evia Lifestyle Center, NOMO – A Vista Lifestyle Center, SOMO – A Vista Mall, and The Terminal. In 2025, the Company welcomed 55 new food and retail brands and 24 new sports and service establishments, broadening the range of dining, shopping, lifestyle, recreation, and essential services available to customers. The expanded tenant mix supported commercial activity, strengthened partnerships with tenant businesses, and enhanced the overall customer experience.

In support of the transition to cleaner transportation, the Company also expanded its electric vehicle (EV) charging network across its mall portfolio. In 2025, a total of nine EV charging facilities were established at Vista Mall Bataan, Vista Mall Malolos, Vista Mall Sta. Rosa, Vista Mall Dasmariñas, Vista Mall Taguig, Vista Mall General Trias, Vista Mall Antipolo, Vista Mall Kawit, and Vista Mall Tanza. These facilities provided customers with convenient access to EV charging infrastructure and supported the increasing adoption of electric vehicles.

The Company maintained financial sustainability through efficient resource management, regular portfolio monitoring, and prudent liability management. Annual and quarterly financial statements were prepared in accordance with Philippine Financial Reporting Standards (PFRS), audited by an independent external auditor, and submitted to the appropriate regulatory agencies. The reports were also disclosed through the Company's website and the Philippine Stock Exchange Electronic Disclosure Generation Technology (PSE EDGE) Portal.



STORE LEASE

Vistamalls operates its commercial leasing business through a network of shopping malls designed to meet evolving consumer preferences. With hybrid work and changing lifestyles shaping demand, convenience has become a key driver of retail success, particularly for C-retail customers seeking accessibility and efficiency.

Each Vista Mall offers a curated mix of global brands and local retailers, supported by modern facilities and amenities that enhance the overall shopping experience.

To accommodate diverse tenant requirements, Vistamalls provides multiple lease formats, including in-line spaces, kiosks, exhibit areas, and office rentals. Its leasing team, supported by the Villar Group, assists tenants in identifying suitable spaces for their business needs.

Vistamalls also partners with international property firms to attract tenants for its BPO office spaces, strengthening its position as a trusted leasing partner for both local and global businesses.

INNOVATION

Vistamalls designs its commercial spaces to complement and integrate with e-commerce, ensuring relevance in the evolving retail landscape. By securing anchor tenants such as supermarkets, home improvement stores, and food establishments, the malls maintain steady foot traffic while addressing the essential needs of surrounding communities.

To enhance customer convenience, Vistamalls has introduced innovative services such as the Get All Shopper Service, which enables faster transactions through contactless payment options including e-wallets, credit cards, and debit cards. The Curbside Pickup service via the DropBuy platform also allows customers to order online and collect purchases without leaving their vehicles, bridging physical and digital retail experiences.

87% Average Occupancy Rate in 2024

86% Malls

92% Office

LAND DEVELOPMENT

The Company's land development activities, led by the Vista Land Commercial Group, cover site acquisition, planning, design approvals, construction oversight, and the leasing or sale of properties such as Vista Malls, retail strips, and BPO centers.

Vistamall sources sites through direct acquisition or joint ventures and conducts thorough due diligence, including title verification, valuation, technical reviews, and feasibility studies with independent experts. Development opportunities are assessed based on market demand, accessibility, surrounding developments, infrastructure availability, and environmental and engineering studies. Prior to acquisition, the Company evaluates permit feasibility and planned improvements, ensuring each project supports long-term growth and financial discipline.

LANDSCAPE IMPACTS

I. Project Development

In 2025, Vistamalls maintained strong leasing performance, retaining BPO tenants, including renewed Google contracts. Community-based commercial centers and BPO spaces continued to provide stable revenue, supporting expansion into similar sectors. Growth is driven by disciplined financial and operational management and anchored on concept, quality, affordability, and strategic location, in synergy with the Villar Group.

II. Site Development and Construction

Site development and construction are outsourced to accredited contractors, with major projects awarded through competitive bidding and maintenance handled by long-term partners. Contractor selection considers experience, financial capacity, resources, and commitment to quality, cost, and delivery.

The business and project development team identifies new mall sites—often within Group-owned properties—based on demographics, income levels, infrastructure, accessibility, and government support. The corporate planning group then determines the mall size (20,000–70,000 sqm), secures permits, and prepares design plans.

Construction typically takes six months to one year, with multiple projects under construction nationwide and phased completions expected by 2026. To manage supply chain risks, VistaMalls implements supplier accreditation, performance evaluations, audits, and site inspections to ensure quality, compliance, and reliable project delivery.





RESPONSIBLE SUPPLY CHAIN

3-3, 204-1, 308-1, 414-1

Vistamalls recognizes that its success is closely tied to the health of the local economy. For this reason, the Company prioritizes engaging local suppliers and contractors across all phases of its supply chain. In 2025, it worked with 280 Philippine-based suppliers, covering preventive maintenance, construction, repair services, and materials supply and delivery.

Supplier selection follows strict criteria, including industry experience, after-sales service, facilities and equipment, liquidity and solvency, and competitiveness of offers. Contractors and suppliers are also assessed based on historical performance, capacity to meet requirements, and background checks. As part of its procurement process, Vistamalls requires supporting business documents such as SEC/DTI registrations, BIR certificates, business permits, and audited financial statements.

In 2025, assessments confirmed that Vistamalls' supplier base had no significant environmental or social impacts. Likewise, no suppliers were blacklisted in 2025.

The Company recognizes supply chain risks such as material price volatility (e.g., steel, cement), regulatory changes, labor shortages, and the limited global competitiveness of certain suppliers, particularly in technology. To mitigate these risks, Vistamalls empowers its purchasing group to conduct rigorous due diligence and accreditation processes.

Accredited suppliers are further evaluated through a scorecard system referencing updated financial statements, track record, manpower capacity, physical and virtual office capabilities, and service coverage. Additional safeguards include audit checks and on-site or plant visits to ensure compliance and performance reliability.

100% of procurement budget is spent on local suppliers

For suppliers found to be non-compliant, Vistamalls addresses issues through the following measures:

Defined timelines: Suppliers who fail to meet the Company's quality and specification standards are given specific timelines to comply. If they still do not meet requirements, Vistamalls reserves the right to cancel their contracts.

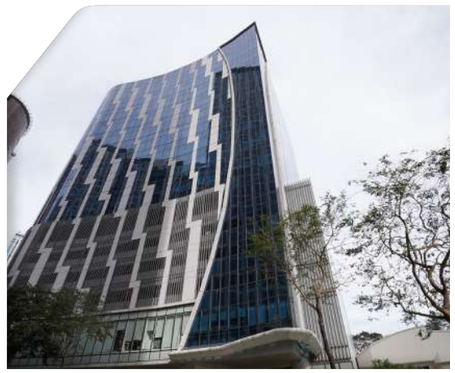
Grace period with penalties: Letters of delay are issued to mark a grace period for suppliers to resolve issues. If the problem remains unresolved after this period, penalties are imposed as stipulated in their contracts.

As a best practice, procurement teams across the Group coordinate and consolidate their requirements and negotiations to secure the best price and value for supplies and services. Vistamalls also ensures that procurement staff are regularly trained on the latest trends in procurement and negotiation to strengthen the capacity of its human resources.











MANAGEMENT OF TENANT IMPACTS

Leasing Policies

I. Retail Mall Development

Vistamalls' leasing policy is aligned with its target market strategy, with prospective tenants evaluated based on product offering, store concept, regulatory compliance, and operational and financial capacity. All lease agreements are conducted on arm's-length commercial terms, including those with affiliates.

Retail leases are generally granted for two years with an average escalation of 8%. Larger tenants may be offered initial terms of three to five years with 5–7% escalation rates, renewable for similar periods. A 60-day notice is required for lease termination.

Tenants are required to provide a security deposit equivalent to three months' rent and pay three months' advance rental prior to occupancy. Upon renewal, rental rates are adjusted based on prevailing market conditions.

II. BPO Commercial Center

Tenant sourcing for Vistamalls' BPO commercial centers is managed by the Villar Group's BPO division, with support from established brokerage partners such as Colliers Philippines, Jones Lang LaSalle Leechiu Property Consultants, and Santos Knight Frank Philippines.

The Company evaluates each BPO tenant's fit-out requirements and assesses the financial viability of investments before finalizing lease agreements. The sourcing of auxiliary food, beverage, and service tenants follows the same evaluation standards applied to retail mall tenants.

BPO lease terms typically range from one to three years, while larger national tenants may be granted initial leases of two to ten years, renewable for an additional five years.

III. Management Controls IF-RE-410A.3

Vistamalls maintains strong internal controls across the development, leasing, and marketing of its commercial properties. Each mall is managed by a dedicated operations team composed of a mall manager, building administrator, and tenant relations officer.

Key operational services such as maintenance, security, and janitorial functions are outsourced to reputable third-party providers. All service contracts are reviewed annually to ensure quality, compliance, and operational efficiency.

SEPARATELY METERED OR SUBMETERED TENANTS IF-RE-410A.2

Property	Property Percent of tenants that are separately metered or submetered for electricity usage (%)	Percent of tenants are separately metered or sub metered for waterusage (%)
WCC	100%	100%
Starmall EDSA Shaw	100%	28%
Vista Mall Taguig	100%	100%
EVIA	78%	66%
Vista Mall Bataan	74%	12%
NOMO	72%	63%

MEASURING, INCENTIVIZING, AND IMPROVING SUSTAINABILITY IMPACTS OF TENANTS IF-RE-410A.2

	NOMO	STARMALL EDSA SHAW	VISTA MALL TAGUIG	EVIA	VISTA MALL BATAAN	WCC
Does the company have agreements with tenants to mutually share energy consumption data?	✓	✓	✓	✓	✓	✓
Does the company have agreements with tenants to mutually share water withdrawal data?	✓	✓	✓	✓	✓	✓
Does the company have shared energy consumption and water withdrawal targets with tenants?	✗	✗	✓	✗	✓	✓
Does the company require that tenant works should meet standards provided by the company related to the energy consumption, water efficiency, and indoor environmental quality?	✓	✓	✗	✓	✗	✓
Does the company require tenants to provide accurate information required for mandatory energy rating schemes?	✓	✗	✗	✓	✗	✗
Does the company have the ability to prioritize sustainability requirements over minimizing costs of improvements and adjustments?	✓	✓	✓	✓	✓	✓

SUSTAINBLE OPERATIONS AHEAD

3-3



ENERGY EFFICIENCY AND EMISSIONS REDUCTION

ENERGY CONSUMPTION

3-3, 302-1, IF-RE-130A.2, IF-RE-130A.1, CG-MR-130A.1

	2025	2024[a]
Fuel Consumption (Liters)	37,915.02 GJ	42,576.16 GJ
Electricity Consumption (MWh)	268.62 GJ	281.31 GJ
Total Energy Consumption (GJ)	38,183.64 GJ	42,857.48 GJ

a. Prior years' figures have been restated due to a formula correction.

In 2025, Vistamalls recorded a total energy consumption of 38,183.64 GJ, reflecting a significant decrease from 42,857.48 GJ in 2024. The reduction is largely attributed to a decline in fuel consumption, which fell by 10.9%, reaching 37,915.02 GJ in 2025 compared to 42,576.16 GJ in the previous year. This decrease was primarily driven by reduced reliance on generator sets and improved operational efficiency across selected facilities.

Electricity-related consumption also saw a slight decrease, with a 4.5% reduction, from 281.31 GJ in 2024 to 268.62 GJ in 2025. This decline underscores the organization's continued focus on optimizing grid-supplied energy use and implementing energy efficiency measures across its mall operations.

As part of its broader environmental initiatives, the Company also expanded its electric vehicle charging infrastructure during the year, with nine stations completed and turned over across it's portfolio. These facilities are now operational and support the promotion of cleaner mobility options within mall developments.

The overall reduction in total energy consumption reflects the progress of efficiency initiatives and more streamlined operational activities during the year. The company continues to sustain these efforts to further mitigate its carbon footprint while maintaining operational reliability.

ENERGY INTENSITY

975.85 kWh/m²

Combined electricity and fuel assets

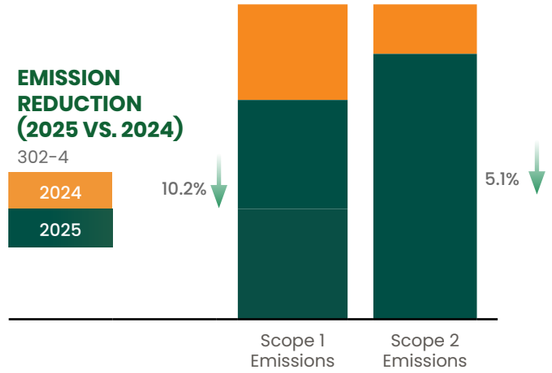
GREENHOUSE GAS EMISSIONS

3-3.302-1, 305-1, 305-2, 305-4, IF-RE-130A.2, IF-RE-130A.1, CG-MR-130A.1

2025	2024[a]
7.36 $ktCO_2e$ Scope 1 Emissions	**8.19 $ktCO_2e$** Scope 1 Emissions
6.15 $ktCO_2e$ Scope 2 Emissions	**6.48 $ktCO_2e$** Scope 2 Emissions

a. Prior years' figures have been restated due to a formula correction.





Vistamalls reported a total of 7.36 $ktCO_2e$ in Scope 1 emissions for 2025, a significant decrease from 8.19 $ktCO_2e$ in 2024. This progress reduction reflects changes in direct fuel use across vehicles, generator sets, and other mall operations.

For Scope 2 emissions, which account for electricity consumption, the company recorded 6.15 $ktCO_2e$ in 2025, a slight decrease compared to 6.48 $ktCO_2e$ in 2024. The continued reduction highlights sustained energy efficiency practices despite ongoing operational activity across mall properties.

For Scope 2 emissions, which account for electricity consumption, the company recorded 6.15 $ktCO_2e$ in 2025, a slight decrease compared to 6.48 $ktCO_2e$ in 2024. The continued reduction highlights sustained energy efficiency practices despite ongoing operational activity across mall properties.



WATER USE

3-3, 303-1, 303-2, 303-3, 303-4, 303-5, IF-RE-140A.1, IF-RE-140A.4, IF-RE-140A.2, IF-RE-140A.3

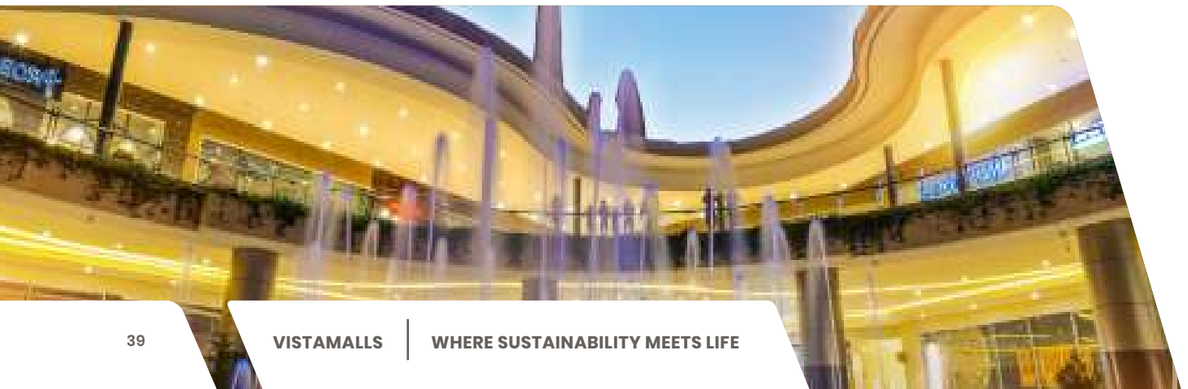
	2025	2024
Water Consumption	347,336 m³	344,265 m³
Water Withdrawal	621,645 m³	613,741 m³
Water recycled and reused	161,034 m³[a]	80,912 m³
Water discharge	196,464 m³	296,621 m³[b]

a. EVIA and Starmall EDSA-Shaw only
b. Except for Vistamall Bataan. No water meter available

Vistamalls reported a total water consumption of 347,336 m³ in 2025, showing a slight increase compared to 344,265 m³ in 2024. Water withdrawal also rose modestly to 621,645 m³, up from 613,741 m³ in the previous year.

A major progress was achieved in water recycling and reusing, which grew to 161,034 m³ in 2025 from 80,912 m³ in 2024, reflecting stronger water efficiency practices and expanded recycling initiatives.

Meanwhile, water discharge decreased significantly to 196,464 m³, down from 296,621 m³ in 2024, highlighting continued improvements in resource management and on-site water retention.



WASTE MANAGEMENT

3-3, 306-1, 306-2, CG-MR-410A.3

MATERIALS USED BY ORGANIZATION

Disclosure		Units	2025
Renewable Materials used			
EVIA	wood	pcs	15
	PVC pipe		76
Starmall EDSA-Shaw	Paper	reams	145
Vista Mall Taguig	Paper	kg	50
WCC	Paper	reams	144
	Folder, Envelopes	pcs	348
Vista Mall Bataan	Pet Bottles	pcs	1 lot[3]
	Papers	pcs	1 lot
	Tin Cans	pcs	1 lot
Non - Renewable Materials used			
WCC	Trash Bags	pcs	34,000
	LPG (Cooking)	cu.m	7,721
	Paints, Thinners	gallons	48
	Scented Oils	L	120
	Acoustic Boards	pcs	300
EVIA	Trash bags	pcs	40,000
	LPG (consume tenants)	cu.m	80,406
	scented oils	gallons	232
	Folders & Envelopes	L	135

[3] One lot refers to a mixed truckload of waste disposed offsite that could not be quantified, as no junk shops in Bataan accept PET bottles

The Company recovered and recycled various end-of-life materials and packaging, including cardboard boxes at 15%, wood and plyboard at 70%, and cardboard packaging, plastic wrapping, and compostable food waste at 80%, reflecting continued efforts to improve waste diversion and resource recovery across operations.



Disclosure		Units	2025
% Recycled input materials used			
NOMO	Paper, cartons and plastics	kg	80%
EVIA	Gypsum board	pcs	75%
	Metal furring	pcs	75%
	Plyboard	pcs	75%
Starmall EDSA-Shaw	Paper	ream	1%
% Reclaimed products and their packaging materials			
WCC	Cardboard boxes	kg	15%
NOMO	Woods and plyboard	kg	70%
EVIA	Cardboard Packaging	kg	80%
	Plastic Wrapping	kg	80%
	Food Waste (compostable)	kg	80%

SOLID & HAZARDOUS WASTES GENERATED

BY DISPOSAL METHOD 306-3, 306-5, CG-MR-410A.2

	2025	2024
Recyclable	52.94 MT	64.80 MT
Composted	9.48 MT	15.49 MT[a]
Residuals/Landfilled	1.56 MT	2.54 MT[b]
Total Hazardous Waste Generated	1.43 MT	6.50 MT

a. Data has been restated due to validation corrections.
b. Restated due to corrected figure

In 2025, Vista Malls reported reductions across all waste disposal categories compared to 2024, with recyclable waste decreasing from 64.80 MT to 52.94 MT, composted waste from 15.49 MT to 9.48 MT, residuals/landfilled waste from 2.54 MT to 1.56 MT, and hazardous waste generated from 6.50 MT to 1.43 MT.

These improvements reflect the Company's continued efforts to strengthen waste management practices through waste segregation, color-coded collection systems, compliance with local ordinances on single-use plastics, and coordination with tenants and service providers.

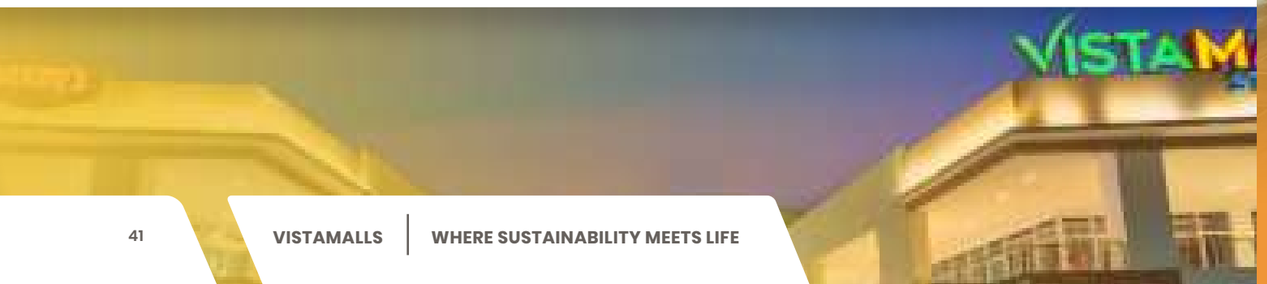
Recyclable materials are directed to Materials Recovery Facilities (MRFs), while selected materials are repurposed for operational use. Food waste is composted through the Villar Foundation to support fertilizer production for farming communities, while hazardous waste is managed in accordance with government regulations through accredited haulers and monitored disposal activities.

In 2025, Vistamalls generated 1.43 metric tons of hazardous waste, reflecting a significant 78% decrease from 6.50 metric tons in the previous year. This improvement highlights continued progress in strengthening waste management practices and reducing the use of hazardous materials across operations.

Hazardous waste is mainly composed of used bulbs, batteries, and used oil. The company's transition to LED lighting and now covering 99% of total fixtures has further contributed to lower waste generation by reducing replacement frequency and improving energy efficiency. Building on these gains, Vistamalls is also expanding its sustainability initiatives through the gradual integration of solar energy applications, supporting improved energy efficiency and reduced environmental impact.







WORKPLACE GROWTH & EMPOWERMENT

2-7, 401-1, 405-1, CG-MR-310A.2, CG-MR-310A.1





PROFILE

2-7, 3-3, 401-1, 405-1, , CG-MR-310A.2, CG-MR-330A.1

Vistamalls values its people as its most important asset and promotes a supportive and inclusive workplace.

As an Equal Opportunity Employer, it does not discriminate based on race, culture, gender orientation, or other personal traits, and ensures gender-neutral recruitment to encourage diverse applications. Expanded health and disability coverage is also provided, particularly for older employees.

The Company has no collective bargaining agreements or unions. In addition to standard compensation, it offers performance-based incentives, including foreign travel rewards for key roles.

Employee well-being is further supported through flexible work arrangements, shuttle services, enhanced HMO coverage, and partnerships with healthcare providers. Policies on hiring, retention, compensation, training, and career development are regularly reviewed to strengthen workforce support.

NEW HIRES AND TURNOVERS

New HIre Rate 202-2	7%
Turnover rate CG-MR-310A.2	29%
100% of employees are Filipino Nationals 202-2	

In 2025, the Company had a total workforce of 158 employees, including 69 men and 89 women. Over the years, the company onboarded 14 new team members and 60 employees left, resulting in a new-hire rate of 7% and an attrition rate of 29%. Some employees left for new opportunities at companies offering hybrid work setups, which posed a recruitment challenge.

In response, the Company is actively working to find solutions that can attract potential employees, including studying the possibility of hybrid work arrangements.

Employees by Age Group

	< 30 y.o.	30-50 y.o.	> 50 y.o.
Male	30	35	4
Female	36	48	5



Employees by Gender CG-MR-310A.1

Male	69
Female	89

Employees by Position CG-MR-330A.1

	Rank and File	Supervisors	Middle Management	Senior Management	Top Management
Male	31	20	14	3	1
Female	46	20	18	3	2

WELL-BEING

Human Rights 3-3, 402-1

Vistamalls upholds human rights across its operations, prohibiting forced and child labor, harassment, bullying, and any form of discrimination, as outlined in its Employee Code of Conduct. These policies are communicated during onboarding and are accessible to all employees.

Compliance is monitored by Department Heads, while the HR Department ensures non-discriminatory recruitment practices. Suppliers are also screened and accredited to confirm adherence to human rights standards.

Employees can raise concerns through an open-door policy and confidential grievance mechanisms, which include investigation, resolution, and follow-up monitoring. Violations are addressed through due process and may result in disciplinary action, including warnings, suspension, or termination.



Benefits 3-3, 401-2

Vistamalls offers a competitive compensation and benefits program that encourages performance and continuous skills development, with salary increases based on employee performance.

The benefits package includes health insurance, bonuses, and healthcare support such as 24/7 teleconsultation, diagnostic services partnerships, and vaccination programs. Employees also benefit from enhanced leave credits, annual performance reviews, salary appraisals, training, and career development programs.

Long-term support is provided through housing assistance and retirement plans, reinforcing the Company's commitment to employee welfare and financial security.

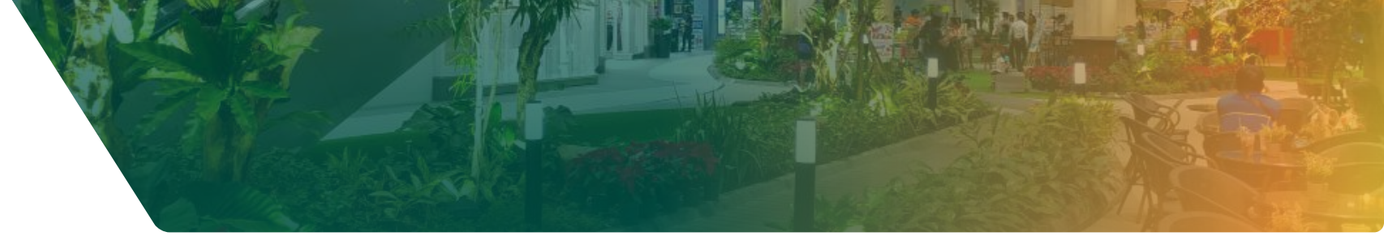
Parental Leave 401-3

Indicators	Vistamalls	
	Father	Mother
Total number of employees that were entitled to parental leave	16	15
Total number of employees that took parental leave in 2025	0	0
Total number of employees that returned to work in 2025 after parental leave ended	0	0
Return to work rate	0	0

Solo Parental Leave 401-3

Indicators	Vistamalls	
	Father	Mother
Total number of employees that were entitled to SOLO parental leave	38	64
Total number of employees that took SOLO parental leave in 2024	0	0
Total number of employees who availed the SOLO parental leave in 2024 and returned to work in 2025	0	0





SAFETY 3-3, 403-9, 403-10

Vistamalls maintains a documented Health and Safety Policy in compliance with Department of Labor and Employment (DOLE) requirements, covering incident reporting, first aid, emergency response, return-to-work procedures, and safe work practices. Health and safety measures, including sanitation, health monitoring, and workplace adjustments, are implemented as needed to support a safe environment for employees, tenants, and visitors.

A joint management-worker Occupational Safety and Health (OSH) Committee meets quarterly to monitor hazards, conduct risk assessments, and implement safety measures. Employees are encouraged to report hazards, while incidents are formally investigated to prevent recurrence.

Occupational health services include pre-employment and annual medical exams, on-site clinics, and emergency response teams, along with telemedicine support. Safety training programs such as BOSH, First Aid, and PCO certification are regularly conducted during paid hours.

Disaster preparedness is strengthened through annual fire and earthquake drills, preventive maintenance, and clear emergency protocols. Compliance is ensured through regular internal and external audits conducted by DOLE and the Bureau of Fire Protection, supporting continuous improvement of workplace safety systems.



Safety Policies 403-1, 403-4

The Department of Labor and Employment (DOLE) requires organizations to establish an OSH Committee and policy to ensure workplace health, safety, and well-being.

The committee oversees the implementation and coordination of safe work procedures and ensures proper communication between employers and employees.

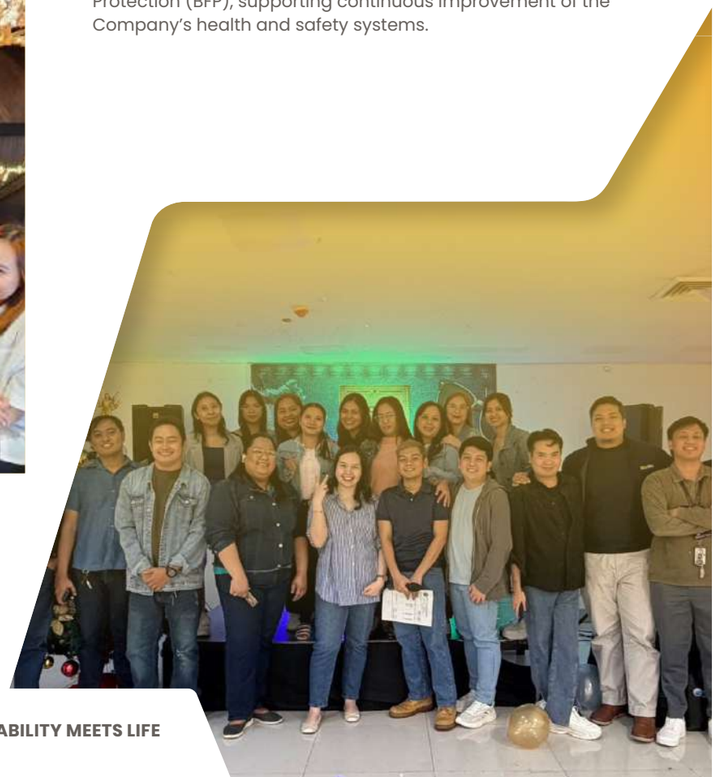
The Health and Safety Policy covers the following but is not limited to:
(1) Incident reporting;
(2) First Aid Treatment;
(3) Emergency Management;
(4) Return to Work policy; and
(5) Safe Work Procedures.

The OSH Committee also conducts regular collaborative meetings to review and strengthen existing risk reduction policies.

In 2025, the Company recorded no work-related fatalities, injuries, or cases of ill health, achieving a total of 2,064 safe man-hours.

Work-related incidents, when they occur, are investigated using witness accounts and CCTV footage where available, with employees reporting hazards to designated safety officers or the HR Department.

All safety policies and procedures are subject to internal and external audits by agencies such as the Department of Labor and Employment (DOLE) and the Bureau of Fire Protection (BFP), supporting continuous improvement of the Company's health and safety systems.



Safety Risk Assessments
403-2, 403-7, 403-8, CG-MR-410A.2

Vistamalls conducts regular safety risk assessments through its Health and Safety Committee, with oversight from DOLE to ensure completeness and compliance with OSH requirements. Work-related incident reports are reviewed to assess severity and implement preventive measures, guided by the results of Hazard Identification, Risk Assessment, and Determining Control (HIRADC).

In the event of disasters, senior management evaluates the situation and coordinates action plans through HR and division heads. Hazards such as fires, explosions, equipment malfunctions, slips and trips, and work-related stress are closely monitored, along with external risks like natural disasters.

Preventive maintenance schedules, clear safety signage, and strict coordination between management, safety committees, and other departments help minimize risks. Annual fire and earthquake drills, along with regular inspections by DOLE and the Bureau of Fire Protection, reinforce preparedness.

Clinics and on-site Emergency Response Teams (ERTs) provide immediate support during emergencies. Investigation reports prepared by the OSH Committee are submitted to DOLE for audit.

Health Services 403-3, 403-6

Vistamalls provides comprehensive occupational health services, including pre-employment assessments and regular wellness check-ups, to ensure a safe and healthy workplace. Regular employees have access to a broad range of medical services, including consultations, laboratory tests, confinement, and minor to major procedures.

The Company partners with nearby clinics and hospitals to ensure immediate medical assistance, with HR coordinating referrals and transfers when needed. Employees may also access teleconsultation services through the accredited HMO provider for medical advice and support on various health concerns, including tuberculosis, Hepatitis B, and HIV-AIDS.

TRAINING AND DEVELOPMENT
3-3, 403-5, 404-2

Vistamalls supports continuous employee development to enhance competence, productivity, and job satisfaction. Selected employees undergo mandatory training such as Basic Occupational Safety and Health (BOSH), First Aid, and Pollution Control Officer (PCO) courses for lead engineers. These programs are provided free of charge, conducted during paid working hours, and scheduled in batches based on availability.

Training effectiveness is assessed through written and practical evaluations, while annual performance reviews help identify skills gaps and recommend appropriate development programs. Strong performance is recognized through salary increases and promotions.

The Company also partners with the Vista Center for Professional Development to offer technical and personal growth programs, including Business Communication, Image Enhancement, SAP Training, and advanced PCO and BOSH courses.

Total Training Hours 404-1	216
Average Training Hours	43.2

Vistamalls also advanced its digital transformation by shifting more training programs online. This supports organizational readiness for future needs while equipping employees with essential digital skills for daily operations, without compromising service quality standards.

Percentage of Employee who received regular performance reviews 404-3

Position	Male	Female
Top Management	100%	100%
Senior Management	100%	100%
Middle Management	100%	100%
Supervisors	100%	100%
Rank and File	100%	100%

All employees across all levels—Top, Senior, Middle Management, Supervisors, and Rank-and-File—undergo regular performance reviews, with a 100% completion rate for both male and female employees in 2025.

The Company uses a standardized Performance Evaluation Form, rating employees from 1 to 5 based on job knowledge and adherence to Company values. Results serve as the basis for promotions, salary adjustments, and career development opportunities.

Merit increases and promotions are awarded regardless of age or tenure, while high-performing employees are recognized through rewards, including travel incentives.

LEADING WITH PURPOSE



BOARD OF DIRECTORS

2-9, 2-11

Vistamalls upholds strong corporate governance founded on transparency, accountability, fairness, and integrity. The Board, Management, and employees recognize that effective governance is essential to the Company's long-term stability and success.

The Board is composed of seven members: two non-executive directors, two independent directors, and three executive directors.



MANUEL B. VILLAR JR.
Chairman



MANUEL PAOLO A. VILLAR
Director & President



CYNTHIA J. JAVAREZ
Director & Treasurer



CAMILLE A. VILLAR
Director



ACHAWIN ASAVABHOKHIN
Director



CHERRYLYN P. CAOILE
Independent Director



MARILOU O. ADEA
Independent Director

Filipino **6:7**	Executive **3:7**	Independent **2:7**	Male **3:7**
Thai **1:7**	Non-executive **4:7**	Non-independent **5:7**	Female **4:7**

BOARD COMMITTEES 2-9, 2-12

MANAGEMENT COMMITTEE

The Management Committee is responsible for receiving reports on the Company's operations, approving capital expenditures in accordance with the Company's requirements, and formulating strategic plans and actions to guide its operation.

Members		
Manuel Paolo A. Villar Chairman	**Camille A. Villar** Member	**Brian N. Edang** Member

NOMINATION COMMITTEE

The Nominations Committee meticulously reviews the qualifications of all individuals nominated for membership to the Board, ensuring that each nominee fully possesses the qualifications outlined in the Company's Revised Manual on Good Governance and Amended By-Laws while also confirming the absence of any disqualifications.

The Committee is composed of three members, including the Chairman.

Members		
Manuel B. Villar Jr. Chairman	**Achawin Asavabhokhin** Member	**Cherrylyn P. Caoile** **(Independent Director)** Member

COMPENSATION AND REMUNERATION COMMITTEE

The Compensation and Remuneration Committee determines remuneration packages for corporate directors and officers through a comprehensive assessment ensuring competitiveness, alignment with corporate goals, and acknowledgment of contributions to the Company's success.

The Committee is composed of three members with two Management Committee and one Independent Director.

Members		
Manuel Paolo A. Villar Chairman	**Camille A. Villar** Member	**Cherrlyn P. Caoile** **(Independent Director)** Member

AUDIT COMMITTEE

The Audit committee diligently scrutinizes the Company's annual and quarterly financial reports to ensure compliance with accounting standards, tax laws, legal requirements, and regulations. Their meticulous review guarantees accurate financial representation and upholds transparency, integrity, and governance standards, fostering stakeholder trust.

The Committee is chaired by an Independent Director, with one Executive Director and Independent Director as members.

Members		
Marilou O. Adea **(Independent Director)** Chairman	**Cherrylyn P. Caoile** **(Independent Director)** Member	**Cynthia J. Javarez** Member



CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee actively assists the Board in upholding corporate governance standards by overseeing their implementation and ensuring strict adherence throughout the organization. Their vigilant monitoring promotes integrity and transparency, enhancing stakeholder trust in the Company's governance framework.

The Committee is composed of three (3) members, all of whom are independent directors, including the Chairman.

Members		
Cherrylyn P. Caoile **(Independent Director)** Chairman	**Marilou O. Adea** **(Independent Director)** Member	**Manuel B. Villar, Jr.** Member

BOARD RISK OVERSIGHT COMMITTEE

The Board Risk Oversight Committee oversees the Enterprise Risk Management (ERM) system, ensuring its functionality and effectiveness by evaluating the framework from design to ongoing performance. Their oversight safeguards the organization and contributes to its long-term sustainability and success.

The Committee is chaired by an independent director with one executive director and one independent director as members.

Members		
Cherrylyn P. Caoile **(Independent Director)** Chairman	**Marilou O. Adea** **(Independent Director)** Member	**Manuel Paolo A. Villar** Member

RELATED PARTY TRANSACTION COMMITTEE

The Related Party Transactions Committee meticulously reviews both annual and quarterly financial reports of the Company, ensuring the accuracy and integrity of the financial information presented, upholding transparency and regulatory adherence within the organization.

The Committee is chaired by an Independent Director with one Non-executive Director and one Independent Director as members.

Members		
Marilou O. Adea **(Independent Director)** Chairman	**Cherrylyn P. Caoile** **(Independent Director)** Member	**Achawin Asavabhokhin** Member

ETHICAL BUSINESS PRACTICES 3-3

Vistamalls' Code of Discipline sets clear standards of conduct expected from all directors, officers, and employees in performing their duties. All personnel are required to understand and comply with its provisions.

To ensure effective implementation, the Company has established a compliance program supported by training initiatives that promote awareness, understanding, and adherence to the Code. It also enforces clear policies and procedures to address and penalize any violations.



COMPANY POLICIES 2-25

Whistle-Blowing Policy

It is the duty of every director, officer, and employee to report and disclose to the Management any information about the violation of company policies, rules, and regulations that has been, is being, or is about to be committed immediately and fully. The procedures and penalties to be meted out to those who fail to report shall be discussed in the immediate next meeting of the Board of Directors.

Conflict of Interest Policy

Directors, officers, and significant shareholders, who find themselves in any conflict-of-interest situation involving any transaction with the Company and/or its group, are enjoined to immediately disclose the same to the Management for review and resolution. Apart from such voluntary disclosure, the Company and/or the Group itself conducts an extensive background check of its business dealings and transactions for purposes of determining the existence of potential conflict-of-interest situations with the Company's directors, officers, and significant shareholders.

Insider Trading Policy

The Company strictly adheres to the policy on insider trading enshrined under Section 27 of the Securities Regulation Code. An employee of the Company, who is considered an "insider" for having access to material information about the Company or the security that is not generally available to the public, may not be involved in any of the following activities:

1. Selling or buying the security such as in the forms of stocks, bonds, and commodities of the Company while in possession of material information concerning the Company or the security that is not generally available to the public, unless it falls under any of the exceptions provided under Section 27.1 of the Securities Regulation Code.

2. Communicating confidential or non-public information about the Company or the security to any person, who by virtue of the communication, gives the person access to material information about the Company or the security that is not generally available to the public, where the employee communicating the information knows or has reason to believe that such person will likely buy or sell a security of the Company while in possession of such information.

3. Selling or buying the security of the Company, that is sought or will be sought by a tender offer that has commenced or is about to commence if he knows or has reason to believe that the information is non-public and has been acquired directly or indirectly from the tender offer.

4. Communicating non-public information material relating to a tender offer to any person where such communication is likely to result in a violation of No. 3.

100%	of employees and business partners have been communicated on anti-corruption policies and procedures
100%	of employees and directors have been trained on anti -corruption policies and procedures
0	corruption cases in 2025

ANTI- CORRUPTION

3-3, 205-1, 205-2, 205-3

Vistamalls enforces a strict zero-tolerance policy against corruption, bribery, and anti-competitive behavior through its Whistle-blowing and Anti-Bribery policies, aligned with its Manual on Corporate Governance and applicable to all employees, management, and directors.

These policies are communicated through employee orientations, corporate values sessions, the Company website, and supplier accreditation processes. Employees also receive regular briefings on ethical standards, including rules on gift acceptance and conflict of interest.

The Company ensures full compliance at all levels, with all reported cases subject to investigation and appropriate disciplinary action, reinforcing integrity and ethical conduct across the organization.



REGULATORY COMPLIANCE

2-27

Vistamalls ensures full compliance with applicable laws and regulations by securing and regularly renewing all required permits, including business, development, building, drainage, and environmental clearances.

The Company adheres to key environmental laws such as the Clean Air Act, Clean Water Act, and Ecological Solid Waste Management Act, while also adopting operational practices and technologies that help reduce environmental impact.

Health, sanitation, and regulatory requirements are consistently communicated and monitored. Vistamalls also works closely with tenants to enforce compliance with government standards, including bans on single-use plastics, energy-efficient lighting requirements, and mandatory shutdown of equipment after mall operating hours.

As of 2025, the Company's retail and business process outsourcing (BPO) operations are confirmed in compliance with all local and national environmental regulations.

The Company collaborates with tenants to ensure compliance with its policies and guidelines, including the ban on single-use plastics, the use of energy-efficient lighting in construction and fit-outs, and the shutdown of facilities and equipment after mall operating hours.

Each retail and BPO operation is assigned a Pollution Control Officer (PCO) who monitors adherence to environmental regulations, provides oversight, and recommends corrective actions to management when needed.

CUSTOMER PRIVACY & DATA SECURITY

3-3, 418-1, CG-MR-230A.1, CG-MR-230A.2

Vistamalls adheres to the Privacy Policy of its parent company, Vista Land and Lifescapes, which is communicated across all departments and stakeholders through online and offline briefings. Full policy details are available at **vistamalls.com.ph/privacy-policy.**

Data privacy is overseen by the Data Privacy Officer and Compliance Officer, who monitor regulatory updates, recommend policy enhancements, and ensure proper implementation. Annual Privacy Impact Assessments are conducted across all systems, with findings reviewed by management, while the IT team ensures supplier compliance with data privacy standards.

The Company collects only necessary customer data and processes it in accordance with applicable privacy laws. Consent forms are securely managed, and safeguards are continuously strengthened to protect against data breaches and ensure the confidentiality of customer information.





TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (TCFD) IFRS S1

Governance

Board oversight on climate governance

The Board is tasked with identifying and managing all risks and opportunities, including those related to climate. These responsibilities are overseen by the Board Risk Oversight Committee (BROC), which makes decisions based on recommendations from the Enterprise Risk Management (ERM) process.

The Chief Risk Officer (CRO) supervises the ERM process and holds the following responsibilities:

(i) Supervise all aspects of the ERM process and its documentation, covering development, implementation, maintenance, and continuous improvement;
(ii) Communicate the top risks and the status of risk management strategies and action plans to the Board Risk Oversight Committee;
(iii) Collaborate with the Chief Executive Officer (CEO) in updating and making recommendations to the Board Risk Oversight Committee (BROC);
(iv) Propose ERM policies and related guidance, as necessary; and
(v) Provide insights into:

- The performance of risk management processes;
- The continuous review of reported risk measures by risk owners for effectiveness; and compliance with established risk policies and procedures.
- The CRO's office is equipped with the authority, stature, resources, and support needed from all departments to effectively fulfill its responsibilities.

Management oversight on climate governance

Management is responsible for executing the Company's vision, mission, strategic objectives, policies, and procedures as established by the Board. They are tasked with monitoring, evaluating, and analyzing business operations, and reporting findings and potential risks to the Board.

Additionally, management has the authority to conduct thorough business assessments and develop action plans for Board approval.

Strategy

The Company has analyzed physical risks, such as typhoons, floods, and rising temperatures, for its malls and BPO leasing operations. This assessment evaluates operational disruptions, financial impacts like insurance and repair costs, and reputational risks. By considering these risks in the short, medium, and long term, the Company aims to develop strategies to ensure resilience and sustainable growth.

Vistamalls recognises that certain risks may temporarily disrupt its operations:

Short-term risks: Floods and typhoons can lead to power outages, building cracks may cause leaks during heavy rainfall, and adverse weather conditions can decrease construction manpower, delaying projects.

Medium-term risks: Elevated ambient temperatures have the potential to damage mall equipment, increase energy consumption, and reduce foot traffic. This scenario could result in higher repair costs and decreased revenue.

Long-term risks: The ongoing impact of climate change may increase energy consumption due to greater air conditioning needs during hot weather and heightened reliance on generators during typhoon-induced power outages.

It is the duty of every director, officer, and employee to report and disclose to the Management any information about the violation of company policies, rules, and regulations that has been, is being, or is about to be committed immediately and fully. The procedures and penalties to be meted out to those who fail to report shall be discussed in the immediate next meeting of the Board of Directors.



Risk management

Vistamalls has comprehensively identified and discussed all its key risks within its Enterprise Risk Management (ERM) system.

Apart from risks associated with business strategy, compliance, operations, finances, and corporate or brand reputation, the Company has also recognized climate-related risks. This identification is based on an analysis of key risk exposures related to economic, environmental, social, and governance (EESG) factors, as well as the achievement of the organization's strategic objectives.

The risk register at Vistamalls is composed of clearly defined, prioritized, and residual risks. This register has become the cornerstone for developing the risk mitigation plan, which identifies the most critical risks to the Corporation as specified by the risk management strategy. The Company subsequently communicates and reports significant risk exposures and risk mitigation plans to BROC for their consideration.

As part of Vista Land, Vistamalls aligns its risk management strategies, including those related to climate risks, with the directives of its parent company.

Efforts involve participation from all levels of the organization. Specific teams evaluate the conditions of the malls, suggest solutions for identified issues, and secure funding for approved initiatives. The implementation of these solutions is tracked carefully, with regular reports generated to ensure transparency and effectiveness throughout the process.

Metrics and Targets

Natural catastrophes significantly affect the Company's operations. The impacts of these risks are evaluated through the following metrics:

- The number of days delayed in project timelines
- The number of days of property downtime and business disruption
- The costs associated with repairing or replacing damaged or destroyed assets
- Maintenance expenses due to wear and tear or damage to buildings
-

To mitigate exposure to other climate-related risks, Vistamalls identifies opportunities to enhance its business operations by:

- Performing regular preventive inspections and maintenance of all assets
- Retrofitting buildings and other infrastructural developments
- Monitoring the frequency of discussions with the Board and Management regarding climate-related risks
-

Vistamalls is committed to ensuring seamless operations even in the face of severe weather and natural disasters. To achieve this, the Company consistently trains and communicates with its employees on effective risk mitigation protocols. This proactive approach helps minimize disruptions and safeguard business continuity.





ANNEXES

ENERGY AND EMISSIONS

ENERGY CONSUMPTION WITHIN THE ORGANIZATION

Disclosure	Units	2025	2024	2023
Gasoline				
NOMO	L	1,102	-	-
EVIA	L	721	739	91
Starmall EDSA Shaw	L	616	936 [7]	2,056.05
LPG				
Starmall EDSA Shaw	kg	80,406.00	101,580.69	98,951.99
EVIA	kg	244,337.00	244,337.00	226,971.87
NOMO	m3	85,168.00	82,597.00	56,628.86
WCC	kg	41,336.93	39,887.69	39,706.69
Vista Mall Taguig	kg	161,420.00	161,419.72	161,419.72
Vista Mall Bataan	kg	99,201.25	76,576.49	105,535.80
Diesel				
Vehicles				
EVIA	L	5,413	5,171.00	4,990.47
Vista Mall Bataan	L	-	16,000.00	10,657.67
Starmall EDSA Shaw	L	-	-	-
Generator Sets				
NOMO	L	150	4,000	4,000
Starmall EDSA Shaw	L	2,616	1,419 [8]	3,000
EVIA	L	-	438	1,111
Vista Mall Bataan	L	13,673	26,414	24,410
Vista Mall Taguig	L	936	936	936
WCC	L	24,069	13,630	26,102
Electricity				
NOMO	MWh	6,012.08	7,492.20	8,231.91
Starmall EDSA Shaw	MWh	8,804.83	9,280.45	9,583.80
EVIA	MWh	20,252.54	20,252.54	20,252.54
Vista Mall Bataan	MWh	11,520.80	11,513.45	7,112.94
Vista Mall Taguig	MWh	11,532.65	11,030.14	12,577.15
WCC	MWh	16,492.58	18,573.87	19,808.07
Vista Mall Taguig	MWh		11,030.14	12,577.15
WCC	MWh		18,573.87	19,808.07

[7] Less expense because of company vehicle
[8] Less utilization of generator sets due to power outdown

ENERGY INTENSITY

Disclosure	Units	2025	2024	2023
Combined electricity and fuel assets				
Starmall EDSA Shaw	kWh/m2	140.87	131.16	136.88
NOMO	kWh/m2	133.36	138.45	153.14
WCC	kWh/m2	145.83	156.40	166.79
EVIA	kWh/m2	215.25	111.75	118.47
VistaMall Bataan	kWh/m2	190.22	167.91	142.74
VistaMall Taguig	kWh/m2	150.31	395.55	138.64

REDUCTION [a] OF ENERGY CONSUMPTION

Disclosure	Units	2025	2024	2023
Gasoline				
EVIA	L	18	(830)	16
Starmall EDSA Shaw	L	320	1,120.05	-970.64
LPG				
Starmall EDSA Shaw	kg	21,174.69	(2,628.7)	1,090.01
EVIA	kg	0.00	(17,365.13)	17,877.76
NOMO	kg	(2,571.00)	(25,968.14)	(24,531.77)
WCC	kg	(1,449.24)	(181)	16,994.92
Vista Mall Taguig	kg	(0.28)	0	0
Vista Mall Bataan	kg	(22,624.76)	76,576.49	105,535.80
Diesel				
Vehicles				
EVIA	L	(242)	(180.53)	3,220.47
Vista Mall Bataan	L	-	(5,342.33)	3,379.80
Starmall EDSA Shaw	L	-	-	-
Generator Sets				
NOMO	L	3,850	3,890	10
Starmall EDSA Shaw	L	(1,197)	1,581	1,581
EVIA	L	-	673	(654)
Vista Mall Bataan	L	12,741	(2,004)	(13,1400)
Vista Mall Taguig	L	0	-	3,750
WCC	L	(10,439)	12,472	0
Electricity				
NOMO	MWh	1,480.12	739.71	(258.53)
Starmall EDSA Shaw	MWh	475.62	303.35	(981.54)
EVIA	MWh	0.	0	1,873.74
Vista Mall Bataan	MWh	(7.35)	(4,400.51)	(9,416.96)
Vista Mall Taguig	MWh	(502.51)	1,547.01	(1,547.01)
WCC	MWh	2,081.29	1,234.40	(1,065.54)

a) Negative (values) mean an increased consumption compared to previous year's consumption.

AIR EMISSIONS

GREENHOUSE GASES[a]

Disclosure	2025	2024	2023
Direct (Scope 1) GHG Emissions (in tonnes CO2e) Gasoline			
NOMO	3.21	-	-
EVIA	2.10	2.15	0.26
Starmall EDSA Shaw	1.79	2.72	5.98
Direct (Scope 1) GHG Emissions (in tonnes CO2e) LPG			
Starmall EDSA Shaw	816.93	1,032.06	1,005.36
EVIA	2,482.47	2,482.47	2,306.04
NOMO	865.31	1678.38	1,150.70
WCC	419.98	405.26	403.42
Vista Mall Taguig	1,640.03	1,640.03	1,640.03
Vista Mall Bataan	1007.89	778.02	1,072.25
Direct (Scope 1) GHG Emissions (in tonnes CO2e) Diesel			
Vehicles			
EVIA	13.6	14.09	15.33
Vista Mall Bataan	-	40.2	28.52
Starmall EDSA Shaw	-	-	-
Generator Sets			
NOMO	5.79	10.05	10.05
Starmall EDSA Shaw	6.57	3.56	7.54
EVIA	-	1.10	2.46
Vista Mall Bataan	34.35	66.36	66.83
Vista Mall Taguig	2.35	2.35	2.35
WCC	34.24	34.24	35.39
Energy indirect (Scope 2) GHG Emissions (in tonnes CO2e) Electricity[b]			
NOMO	4.17	5.20	5.71
Starmall EDSA Shaw	6,105.27	6,435.07	6,645.41
EVIA	14.04	14.04	14.04
Vista Mall Bataan	7.99	$7.98	4.93
Vista Mall Taguig	8.00	7.65	8.72
WCC	11.44	12.88	13.73

a) Previous years' data are restated for comparability
b)Emission Factor Used: DOE 2015-2017 National Grid Emission Factor (NGEF)

WATER

WATER CONSUMPTION WITHIN THE ORGANIZATION

Disclosure	2025	2024	2023
Water withdrawal (in m3)			
NOMO	48,811	56,349	58,787
Starmall EDSA Shaw	95,967	90,153	82,096
EVIA	186,611	181,281	168,170
Vista Mall Bataan	110,134.00	98,926	128,058
WCC	99,545	106,455	96,520
Vista Mall Taguig	80,577	80,577	80,577
Water withdrawal Intensity (%)			
EVIA	59%	100%	100%
NOMO	90%	54%	109%
WCC	84%	17%	81%
Water consumption (in m3)			
NOMO	34,436	29,389	32,442
Starmall EDSA Shaw	23,121	62,570	56,323
EVIA	187,429	182,099	168,506
Vista Mall Bataan	90,802	15,623	11,642
WCC	11,548	2,068[a]	23,063
Vista Mall Taguig	54,343	52,516	36,926
Water recycled and reused (in m3)			
EVIA	91,140	80,912	7,339
Starmall EDSA Shaw	69,894	-	-

a) One of the tenants (Crystal Clear) has filtered water for consumption as their product

EFFLUENTS

–

Disclosure	2025	2024	2023
Total volume of water discharges (in m3)			
NOMO	14,375	26,960	26,345
Starmall EDSA Shaw	2,952	43,999[a]	4,745
EVIA	91,140	80,912	61,959
Vista Mall Bataan	No water meter available		116,416
WCC	87,997	85,775	73,456
Vista Mall Taguig	59,405	58,975	57,969
Percent of wastewater recycled (%)			
EVIA	49%	45%	44%

a) Increased because of Sewage Treatment Plant (STP) operations

WASTE

SOLID WASTE

Disclosure		Units	2025	2024	2023
Reusable					
Vista Mall Bataan	Boxes, Plastic, Used tarps	kg	-	-	27
Recyclable					
NOMO	Paper, cartons, plastic	kg	1,000	1,000	840
Starmall EDSA	Paper, plastics, metal, aluminum	kg	-	16,532	11,875
EVIA	Plastic	kg	5,878	5,707	2,867
	Paper & Cartons	kg	33,054	30,325	1,688
	Glass bottle	kg	7,788	7,561	2,468
	Aluminum	kg	376	358	189
	Metal	kg	851	826	218
	Others Pet Bottle	kg	3996	-	1,050
Vistma Mall Bataan	Paper	kg	-	1 lot	2,016
	Cans	kg/ month	-	1 lot	3
	Plastic Gallons	kg	-	-	36.10
	Scratch paper	kg	-	-	1 per quarter
Vista Mall Taguig	Paper	kg	-	300	20
	Plastic	kg	-	250	15
WCC	Solid waste Septic Tank Sullage	cu.m	-	1,940	1,984
Composted					
NOMO	Kitchen waste	kg	1300	600[a]	816,000
	Dry waste	kg			
	Assorted waste	MT			
EVIA	Food Waste	kg	7,344	6,800	6,732
Starmall EDSA Shaw	Food waste	kg	833	6,200	1,050
Residuals/Landfilled					
Starmall EDSA Shaw EVIA Vista Mall Bataan	Paper	kg	-	30,325	9,145
	Plastics	kg	-	5,707	2,867
	Food waste	kg	-	6,800	6,732
Vista Mall Bataan	Assorted waste	kg	-	N/A	75
Vista Mall Taguig	Assorted waste	tons	-	740	583
WCC	Septic Tank Sludge	cu.m.	120	-	-
	Solid waste	cu.m.	1,440	1,800	2,424

HAZARDOUS WASTE

Disclosure		Units	2025	2024	2023
Total weight of hazardous waste generated					
Starmall EDSA Shaw	Bulbs, batteries, grease sludge, lightings, change oil	MT	-	0.501	0.321
NOMO	Busted lights Used assorted batteries	pcs	200	-	-
	Used assorted batteries	pcs	30	-	-
EVIA	Bulbs	pcs	2,085	1,258	1,090
	Genset Batteries	pcs	30	25	12
Vista Mall Bataan	Bulbs	pcs, kg	500	800	1,000
	Used Oil	gal	-	17	16
	Face masks	kg	-	N/A	1
WCC	Bulbs, Used Genset Oil, Cooking Oil, Batteries	MT	-	4.13	4.55
Vista Mall Taguig	Bulb	kg	-	120	10
	Battery	kg	-	70	1

GRI CONTENT INDEX

Statement of use	Vistamall, Inc. has reported in accordance with the GRI Standards for the period January 1, 2024 to December 31, 2024			
GRI 1 used	GRI 1: Foundation 2021			
GRI Standard	**Disclosure**	**Page number(s) and/or direct answers**	**Reason for omission**	
			Requirement(s) omitted	**Reason**
General disclosures				
GRI 2: General Disclosures 2021	The organization and its reporting practices			
	2-1 Organizational details	1		
	2-2 Entities included in the organization's sustainability reporting	3		
	2-3 Reporting period, frequency and contact point	1		
	2-4 Restatements of information	None		
	2-5 External assurance	This report is not assured by a third-party organization.		
	Activities and workers			
	2-6 Activities, value chain and other business relationships	1, 7, 11		
	2-7 Employees	42-43		
	2-8 Workers who are not employees	-	Ommitted	Not Applicable
	Governance			
	2-9 Governance structure and composition	48-49		
	2-10 Nomination and selection of the highest governance body	2025 Vistamalls Inc. IACGR		
	2-11 Chair of the highest governance body	48-49		
	2-12 Role of the highest governance body in overseeing the management of impacts	48-49		
	2-13 Delegation of responsibility for managing impacts	2025 Vistamalls Inc. IACGR		
	2-14 Role of the highest governance body in sustainability reporting	2025 Vistamalls Inc. IACGR		
	2-15 Conflicts of interest	2025 Vistamalls Inc. IACGR		
	2-16 Communication of critical concerns	2025 Vistamalls Inc. IACGR		
	2-17 Collective knowledge of the highest governance body	2025 Vistamalls Inc. IACGR		
	2-18 Evaluation of the performance of the highest governance body	2025 Vistamalls Inc. IACGR		
	2-19 Remuneration policies	2025 Vistamalls Inc. IACGR		
	2-20 Process to determine remuneration	2025 Vistamalls Inc. IACGR		
	2-21 Annual total compensation ratio	2025 Vistamalls Inc. IACGR		
GRI 2: General Disclosures 2021	Strategy, policies and practices			
	2-22 Statement on sustainable development strategy	3		
	2-23 Policy commitments	6		
	2-24 Embedding policy commitments	2025 Vistamalls Inc. IACGR		
	2-25 Processes to remediate negative impacts	51		
	2-26 Mechanisms for seeking advice and raising concerns	-		
	2-27 Compliance with laws and regulations	42		
	2-28 Membership associations	None		
	Stakeholder engagement			
	2-29 Approach to stakeholder engagement	20		
	2-30 Collective bargaining agreements	2025 Vistamalls Inc. IACGR		
Material Topics				
GRI 3: Material Topics 2021	3-1 Process to determine material topics	17		
	3-2 List of material topics	18		

TOPIC SPECIFIC DISCLOSURE			
GRI Standard	**Disclosure**	**Location**	**Omission**
Economic Performance			
GRI 3: Material Topics 2021	3-3 Management of material topics	32	
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	32	
	201-3 Defined benefit plan obligations and other retirement plans	2025 Vistamalls Inc. IACGR	
Tax			
GRI 3: Material Topics 2021	3-3 Management of material topics	2025 Vistamalls Inc. IACGR	
GRI 207: Tax 2019	207-1 Approach to tax	2025 Vistamalls Inc. IACGR	
	207-2 Tax governance, control, and risk management	2025 Vistamalls Inc. IACGR	
	207-3 Stakeholder engagement and management of concerns related to tax	2025 Vistamalls Inc. IACGR	
	207-4 Country-by-country reporting	2025 Vistamalls Inc. IACGR	
Responsible Supply Chain & Procurement Practices			
GRI 3: Material Topics 2021	3-3 Management of material topics	34	
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	34	
GRI 3: Material Topics 2021	3-3 Management of material topics	34	
GRI 308: Supplier Environmental Assessment 2016	308-1 New suppliers that were screened using environmental criteria	34	
GRI 3: Material Topics 2021	3-3 Management of material topics	34	
GRI 414: Supplier Social Assessment 2016	414-1 Negative social impacts in the supply chain and actions taken	34	

CUSTOMER SATISFACTION					
Health and Safety					
GRI 3: Material Topics 2021	3-3	Management of material topics	29		
	416-1	Assessment of the health and safety impacts of product and service categories	29		
	416-2	Incidents of non-compliance concerning the health and safety impacts of products and services	29		
Marketing and Promotion					
GRI 3: Material Topics 2021	3-3	Management of material topics	30		
GRI 417: Marketing and Labeling 2016	417-1	Requirements for product and service information and labeling	30		
	417-2	Incidents of non-compliance concerning product and service information and labeling	30		
	417-3	Incident of non-compliance concerning marketing communications	30		
Data Protection and Cyber Security					
GRI 3: Material Topics 2021	3-3	Management of material topics	52		
GRI 418: Customer Privacy 2016	418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	-		
EMPLOYMENT					
GRI 3: Material Topics 2021	3-3	Management of material topics	43		
GRI 405: Diversity and Equal Opportunity 2016	405-1	Diversity of governance bodies and employees	43		
	405-2	Ratio of basic salary and remuneration of women to men	-	Ommitted	Not Applicable
GRI 3: Material Topics 2021	3-3	Management of material topics	43		
GRI 401: Employment 2016	401-1	New employee hires and employee turnover	43		
Local Employment					
GRI 3: Material Topics 2021	3-3	Management of material topics	43		
GRI 401: Employment 2016	202-1	Ratios of standard entry level wage by gender compared to local minimum wage	-		
	202-2	Proportion of senior management hired from the local community	43		
TRAINING AND DEVELOPMENT					
GRI 3: Material Topics 2021	3-3	Management of material topics	46		
GRI 404: Training and Education 2016	404-1	Average hours of training per year per employee	46		
	404-2	Programs for upgrading employee skills and transition assistance program	46		
	404-3	Percentage of employees receiving regular performance and career development reviews	46		
WELL-BEING					
Benefits					
GRI 3: Material Topics 2021	3-3	Management of material topics	414		
GRI 401: Employment 2016	401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	44		
	401-3	Parental leave	44		

Human Rights				
GRI 3: Material Topics 2021	3-3	Management of material topics	44	
GRI 402: Labor/ Management Relations 2016	402-1	Minimum notice periods regarding operational changes	44	
Occupational Health and Safety				
GRI 3: Material Topics 2021	3-3	Management of material topics	45	
GRI 403: Occupational Health & Safety 2018	403-1	Occupational health and safety management system	45	
	403-2	Hazard identification, risk assessment, and incident investigatioN	46	
	403-3	Occupational health services	46	
	403-4	Worker participation, consultation, and communication on occupational health and safety	45	
	403-5	Worker training on occupational health and safety	46	
	403-6	Promotion of worker health	46	
	403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	46	
	403-8	Workers covered by an occupational health and safety system	46	
	403-9	Work-related injuries	45	
	403-10	Worker-related ill health	45	
Community				
GRI 3: Material Topics 2021	3-3	Management of material topics	24	
GRI 203: Indirect Economic Impacts 2016	203-1	Infrastructure investments and services supported	24	
	203-2	Significant indirect economic impacts	24	
Energy				
GRI 3: Material Topics 2021	3-3	Management of material topics	38	
GRI 302: Energy 2016	302-1	Energy consumption within the organization	38	
	302-4	Reduction of energy consumption	39	
GRI 3: Material Topics 2021	3-3	Management of material topics	35	

GRI 305: Emissions 2016	305-1	Direct (Scope 1) GHG emissions	38		
	305-2	Energy indirect (Scope 2) GHG emissions	38		
	305-3	Other indirect (Scope 3) GHG emissions	-	Ommitted	Not Applicable
	305-4	Reduction of GHG emissions	39		
	305-6	Emissions of ozone-depleting substances (ODS)	-		
	305-7	Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	-		
Water Use					
GRI 3: Material Topics 2021	3-3	Management of material topics	39		
GRI 303: Water and Effluents 2018	303-1	Interactions with water as a shared resource	39		
	303-2	Management of water discharge-related impacts	39		
	303-3	Water withdrawal	39		
	303-4	Water discharge	39		
	303-5	Water consumption	39		
Waste Management					
GRI 3: Material Topics 2021	3-3	Management of material topics	40		
GRI 306: Waste 2020	306-1	Waste generation and significant waste-related impacts	40		
	306-2	Management of significant waste-related impacts	40		
	306-3	Waste generated	41		
	306-5	Waste directed to disposal	41		
Ethical Business Practices					
GRI 3: Material Topics 2021	3-3	Management of material topics	51		
GRI 205: Anti-corruption 2016	205-1	Operations assessed for risks related to corruption	51		
	205-2	Communication and training about anti-corruption policies and procedures	51		
	205-3	Confirmed incidents of corruption and actions taken	51		

SASB CONTENT INDEX

Vistamalls has also prepared this report in accordance with the industry-specific ESG guidance framework of SASB Standards – Multiline and Specialty Retailers & Distributors. This content index provides an overview of Vistamalls' Environmental, Social, and Governance (ESG) data aligned with these standards.

TOPIC	METRIC	UNIT OF MEASURE	CODE	PAGE NUMBER/ DIRECT ANSWER
Multiline and Specialty Retailers & Distributors				
Energy Management in Retail & Distribution	(1) Total energy consumed, (2) percentage grid electricity and (3) percentage renewable	Gigajoules (GJ), Percentage (%)	CG-MR-130a.1	38
Data Security	Description of approach to identifying and addressing data security risks	n/a	CG-MR-230a.1	52
	(1) Number of data breaches, (2) percentage that are personal data breaches, (3) number of customers affected [1]	Number, Percentage (%)	CG-MR-230a.2	52
Labor Practices	(1) Average hourly wage and (2) percentage of in-store and distribution centre employees earning minimum wage, by region	Presentation currency, Percentage (%)	CG-MR-310a.1	Confidential constrains
	(1) Voluntary and (2) involuntary turnover rate for in-store and distribution centre employees	Percentage (%)	CG-MR-310a.2	42
	Total amount of monetary losses as a result of legal proceedings associated with labour law violations	Presentation currency	CG-MR-310a.3	Zero monetary losses
Workforce Diversity & Inclusion	Percentage of (1) gender and (2) diversity group representation for (a) executive management, (b) non-executive management and (c) all other employees [3]	Percentage (%)	CG-MR-330a.1	42
	Total amount of monetary losses as a result of legal proceedings associated with employment discrimination	Presentation currency	CG-MR-330a.2	Zero monetary losses
Product Sourcing, Packaging & Marketing	Revenue from products third-party certified to environmental or social sustainability standards	Presentation currency	CG-MR-410a.1	-
	Discussion of processes to assess and manage risks or hazards associated with chemicals in products	n/a	CG-MR-410a.2	41
	Discussion of strategies to reduce the environmental impact of packaging	n/a	CG-MR-410a.3	40

1 Note to CG-MR-230a.2 – The disclosure shall include a description of corrective actions implemented in response to data breaches.
2 Note to CG-MR-310a.3 – The entity shall briefly describe the nature, context and any corrective actions taken because of monetary losses.
3 Note to CG-MR-330a.1 – The entity shall describe its policies and programmes for fostering equitable employee representation across its global operations.
4 Note to CG-MR-330a.2 – The entity shall briefly describe the nature, context and any corrective actions taken because of monetary losses.

ACTIVITY METRIC	CATEGORY	UNIT OF MEASURE	CODE	LOCATION/ DIRECT ANSWER
Number of: (1) retail locations and (2) distribution centres	Quantitative	Number	CG-MR-000.A	(1) 42 (2) 59
Total area of: (1) retail space and (2) distribution centres	Quantitative	Square metres (m^2)	CG-MR-000.B	(1) 1,384,148 (2) 59

TCFD (IFRS S1) CONTENT INDEX

Objective	Required Information	Page No.
GOVERNANCE Disclose the organization's governance around climaterelated risks and opportunities.	a) Describe the Board's oversight of climate-related risks and opportunities. b) Describe management's role in assessing and managing climate-related risks and opportunities.	53
STRATEGY Disclose the actual and potential impacts of climaterelated risks and opportunities on the organization's businesses, strategy, and financial planning where such information is material.	a) Describe the climate-related risks and opportunities the organization has identified over the short-, medium- and long-term. b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy and financial planning. c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	53
RISK MANAGEMENT Disclose how the organization identifies, assesses and manages climate-related risks.	a) Describe the organization's processes for identifying and assessing climate-related risks. b) Describe the organization's processes for managing climate-related risks. c) Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organization's overall risk management	54
METRICS AND TARGETS Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities, where such information is material.	a) Disclose the metrics used by the organization to assess climate-related risks and opportunities, in line with its strategy and risk management process. b) Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks. c) Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets.	54

VISTAMALL

WHERE SUSTAINABILITY MEETS LIFESTYLE

2025 SUSTAINABILITY REPORT



VISTAMALL

Vistamalls, Inc.
Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City 1750
Email: info@vistamalls.com.ph.
Website: https://www.vistamalls.com.ph/

PART VI – EXHIBITS AND SCHEDULES

Item 15. Exhibits and Reports on SEC Form 17 A

Exhibits

See accompanying Index to Financial Statements and Supplementary Schedules.

The following exhibit is incorporated by reference in this report:

Consolidated Financial Statements of the Company as of and for the year ended December 31, 2025. The other exhibits, as indicated in the Index to Financial Statements and Supplementary Schedules are either not applicable to the Company or require no answer.

Reports on SEC Form 17-C

The following current reports have been reported by Vistamalls, Inc. during the year 2025 through official disclosure letters dated:

May 05, 2025
Board Meeting Resolution - Vista Land & Lifescapes, Inc. Syndicated Term Loan Issuance

May 13, 2025
Board Meeting Resolution – Approval of 2025 Annual Stockholders' Meeting

June 02, 2025
Board Meeting Resolution – Approval to release the 2024 Audited and 1Q 2025 Unaudited Financial Statements of the Company; Amendment of 2025 Annual Stockholders' Meeting date

June 17, 2025
Board Meeting Resolution – Vista Land & Lifescapes, Inc. – Php10 Billion Maturing Peso Retail Bonds

July 08, 2025
Board Meeting Resolution – Vista Land & Lifescapes, Inc.'s Group Loan

July 28, 2025
Results of Annual Stockholders' Meeting
Results of Organizational Meeting of Board of Directors

August 14, 2025
Board Meeting Resolution - Approval to release the 1H2025 Unaudited Financial Statements of the Company

November 13, 2025
Board Meeting Resolution - Approval to release the 9M2025 Unaudited Financial Statements of the Company and 2024 Cash Dividend Declaration

December 26, 2025
Board Meeting Resolution - Approval of 2025 Cash Dividend Declaration and Vista Land & Lifescapes, Inc.'s Corporate Notes Issuance

Reports on SEC Form 17-C, as amended (during the last 6 months)

None.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in MANDALUYONG CITY on OCT 0 8 2026.

By:

MANUEL PAOLO A. VILLAR
President

MA. NALEN S.J. ROSERO
Corporate Secretary

BRIAN N. EDANG
Chief Financial Officer

REYMART RODGER M. NERIZON
Chief Accountant

SUBSCRIBED AND SWORN to before me this OCT 0 8 2026 at MANDALUYONG CITY, affiants exhibiting to me their respective valid IDs, to wit:

Name	ID No.	Date & Place of Issue
Manuel Paolo A. Villar		
Brian N. Edang		
Ma. Nalen S.J. Rosero		
Reymart Rodger M. Nerizon		

Doc No. 476
Page No. 97
Book No. XXIV
Series of 2026.

ATTY. FERDINAND B. SABILLO
NOTARY PUBLIC
For City of Mandaluyong
UNTIL DECEMBER 31, 2026
ROLL No. 53511
IBP Lifetime Member No. 018538
PTR No. 0038424 / 05 Jan. 2026 / Mandaluyong City
MCLE Compliance No. VIII-0040452 issued dated 20 August 2025
Notarial Commission Appointment No. 0314-25
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City

Sarrah C. Lagman

From: Weng Bandigan
Sent: Friday, October 30, 2026 4:08 PM
To: Sarrah C. Lagman
Subject: Fw: Your BIR AFS eSubmission uploads were received

Cheers,



+639175696796
Weng.bandigan@vistamalls.com.ph

From: eafs@bir.gov.ph <eafs@bir.gov.ph>
Sent: Friday, October 30, 2026 4:05 PM
To: ROSE.DOMINGO@STARMALLS.COM.PH <ROSE.DOMINGO@STARMALLS.COM.PH>
Cc: Weng Bandigan <weng.bandigan@vistamalls.com.ph>
Subject: Your BIR AFS eSubmission uploads were received

Caution: This email originated from outside of our organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi VISTAMALLS, INC.,

Valid file

- EAFS000806396ITRTY122025.pdf

Invalid file

- <None>

Transaction Code: **AFS-0-3SSNNRWW07GGG9BGFQ13VSQTY0CAJJ9J5J**
Submission Date/Time: **Oct 30, 2026 04:05 PM**
Company TIN: **000-806-396**

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- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;

- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

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VISTAMALL

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

Signed this _____ day of OCT 0 8 2026 2026.

MANUEL B. VILLAR, JR.
Chairman of the Board

MANUEL PAOLO A. VILLAR
President

BRIAN N. EDANG
Chief Financial Officer and Head Investor Relations

SUBSCRIBED AND SWORN, to before me this OCT 0 8 2026 at MANDALUYONG CITY, affiants exhibiting to me their respective Passports, to wit:

Name	Passport No.	Date and Place of Issue
Manuel B Villar, Jr.		
Manuel Paolo A. Villar		
Brian N. Edang		

who has satisfactory proven to me their identities through their valid identification cards, and that they are the same persons who personally signed before me the foregoing and acknowledges that they executed the same.

Doc No. 393
Page No. 80
Book No. XXIV
Series of 2026.

ATTY. ARBIN OMAR P. CARINO
NOTARY PUBLIC
For City of Mandaluyong
UNTIL DECEMBER 31, 2026
ROLL No. 57146
IBP Lifetime Member No. 018537
PTR No. 6038125 / 05 Jan. 2026 / Mandaluyong City
MCLE Compliance No. VIII-0028169 issued dated 16 April 2025
Notarial Commission Appointment No. 0388-25
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City

COVER SHEET

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C	S	0	0	0	0	3	9	5	8	7

COMPANY NAME

V	I	S	T	A	M	A	L	L	S	,		I	N	C	.		A	N	D		S	U	B	S	I	D	I	A	R
I	E	S																												

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

L	G	F	,		B	U	I	L	D	I	N	G		B	,		E	V	I	A		L	I	F	E	S	T	Y	L
E		C	E	N	T	E	R	,		V	I	S	T	A		C	I	T	Y	,		D	A	A	N	G	H	A	R	
I	,		A	L	M	A	N	Z	A		I	I	,		L	A	S		P	I	Ñ	A	S		C	I	T	Y			

Form Type	Department requiring the report	Secondary License Type, If Applicable
A A C F S	S E C	N / A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
www.starmalls.com.ph	8571-5948	N/A

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
431	Every last Monday of June	12/31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Brian N. Edang	brian_edang@ vistaland.com.ph	3226-3552/ 8874-5758	0917-801-0637

CONTACT PERSON's ADDRESS

LGF, Building B, EVIA Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City

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

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

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
sgv.ph

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Vistamalls, Inc.
LGF, Building B, Evia Lifestyle Center
Vista City, Daanghari, Almanza II, Las Piñas City

Opinion

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

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

Basis for Opinion

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

Key Audit Matters

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

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

Recoverability of investment in associate

Under PFRS Accounting Standards, the Group is required to test the recoverability of nonfinancial assets when indicators of impairment exist. As at December 31, 2025, the investee company's market capitalization is significantly below the net book value of the Group's investment in associate. This is an impairment indicator that requires an assessment of the recoverability of the Group's investment in associate. Accordingly, the related investment in associate with an aggregate cost of ₱19,697.40 million as of December 31, 2025 before beginning allowance for impairment losses of ₱8,702.19 million, which is significant to the consolidated financial statements, were tested for impairment, resulting to the additional allowance for impairment loss amounting to ₱4,958.08 million in 2025. The management's impairment assessment process requires significant judgment and is based on assumptions which are subject to higher level of estimation uncertainty, specifically the revenue growth, cost ratios and discount rates.

The Group's disclosures about the investment in associate are included in Notes 1 and 8 to the consolidated financial statements.

Audit response

We obtained an understanding of the Group's impairment assessment process. We involved our internal specialist in evaluating the reasonableness of the fair value computations, valuation methodology adopted and the underlying assumptions in connection with the valuations of investment properties of the Company as of December 31, 2025. These key assumptions include discount rates, growth rates and free cash flows. In addition, we assessed whether the discount rates used are within the acceptable range with the assistance from our internal valuation specialist and performed a certain sensitivity analysis. We evaluated the competence and independence of the external valuer engaged by the Company. We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is more sensitive, specifically those that have the most significant effect on the determination of the recoverable amount of the investment in associate.

Provision for expected credit losses

The Group applies simplified approach in calculating expected credit loss (ECL) of its receivable from tenants including related party rental receivables. The Group recognized allowance for credit losses and provision for credit losses amounting to ₱929.50 million and ₱284.67 million as of and for the year ended December 31, 2025, respectively. The use of ECL model is significant to our audit as it involves the exercise of significant management judgment. Key areas of judgment include segmenting the Group's credit risk exposures; defining default; determining assumptions to be used in the ECL model such as timing and amounts of expected net recoveries from defaulted accounts; and impact of any financial support and guarantee, and credit enhancements extended by any party; and incorporating forward-looking information (called overlays) in calculating ECL.

The disclosures related to the allowance for credit losses using ECL model are included in Note 5 to the consolidated financial statements.

Audit Response
We obtained an understanding of the methodologies and models used for the Group's different credit exposures and assessed whether these considered the requirements of PFRS 9 to reflect an unbiased and probability-weighted outcome and the best available forward-looking information.

We (a) assessed the Group's segmentation of its credit risk exposures based on homogeneity of credit risk characteristics; (b) assessed the methodology used in applying the ECL model by evaluating the key inputs, assumption and formula used; (c) tested the definition of default against historical analysis of accounts and credit risk management policies and practices in place; (d) tested historical loss rates by inspecting historical recoveries and write-offs, and the effects of any financial support and credit enhancements provided by any party; (e) compared the classification of outstanding exposures to their corresponding aging buckets; and (f) evaluated the forward-looking information used for overlay through statistical test and corroboration using publicly available information and our understanding of the Group's receivable portfolios and the related industry of tenants.

For related party rental receivables, we tested the completeness and accuracy of the underlying data by tracing balances to accounting records and assessed the aging of the outstanding receivables for indicators of impairment. We evaluated the support provided by Fine Properties, Inc., the Ultimate Parent Company, by inspecting supporting documents for properties offered as security to guarantee the recoverability of the related party rental receivables. We also obtained and inspected appraisal reports for certain properties to determine the fair value and assessed whether the fair value of the properties offered as security were sufficient to cover the related party rental receivables. Also, we evaluated the competence and capabilities of the independent appraisers engaged by the Group. We assessed the reasonableness of the significant assumptions used in the valuation by comparing these to available market data.

Further, we compared the data used in the ECL models, such as the historical aging analysis and recovery data, to the financial reporting systems.

We performed recalculation of the ECL on a sample basis and evaluated the disclosures made in the consolidated financial statements.

Other Information

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Michael C. Sabado.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 24, 2026, valid until August 23, 2029
SEC Partner Accreditation No. 89336-SEC (Group A
Valid to cover audit of 2023 to 2027 financial statements
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements
BIR Accreditation No. 08-001998-073-2023, October 23, 2023, valid until October 22, 2026
PTR No. 10765122, January 2, 2026, Makati City

October 8, 2026

VISTAMALLS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2025	2024
ASSETS		
Current Assets		
Cash (Notes 7, 23 and 24)	**₱50,989,872**	₱80,322,163
Investment at fair value through profit or loss (Notes 8, 23 and 24)	**24,638,950**	28,687,647
Receivables (Notes 9, 23, 24 and 26)	**22,232,681,514**	14,003,786,976
Receivable from related parties (Notes 20, 23 and 24)	**3,164,157,971**	3,160,157,971
Real estate properties for sale	**301,890,413**	301,890,413
Other current assets (Note 11)	**2,964,662,128**	2,797,626,393
Total Current Assets	**28,739,020,848**	20,372,471,563
Noncurrent Assets		
Investments at fair value through other comprehensive income (Notes 8, 20, 23 and 24)	**782,296,543**	1,113,268,158
Receivables - net of current portion (Notes 9, 23 and 24)	**34,585,792,840**	31,095,784,872
Property and equipment	**8,433,401**	12,997,612
Investment in associate (Note 8 and 20)	**6,037,126,233**	10,984,239,934
Investment properties (Notes 10 and 14)	**45,248,853,319**	46,333,154,145
Other noncurrent assets (Note 11)	**173,929,752**	315,737,239
Total Noncurrent Assets	**86,836,432,088**	89,855,181,960
	₱115,575,452,936	₱110,227,653,523
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts and other payables (Notes 12, 23 and 24)	**₱6,730,433,052**	₱5,651,977,327
Advance rent and security deposits (Note 13)	**1,150,008,713**	1,224,754,919
Payable to related parties (Notes 20, 23 and 24)	**37,998,958,525**	32,993,926,318
Income tax payable	**24,019,016**	16,274,611
Current portion of:		
Bank loans (Notes 10, 14, 23 and 24)	**460,038,866**	448,211,186
Lease liabilities (Notes 23, 24 and 25)	**371,794,884**	311,377,601
Total Current Liabilities	**46,735,253,056**	40,646,521,962
Noncurrent Liabilities		
Bank loans - net of current portion (Notes 10, 14, 23 and 24)	**346,153,138**	815,855,809
Lease liabilities - net of current portion (Notes 23, 24 and 25)	**6,552,282,149**	6,477,006,298
Pension liabilities	**46,933,210**	54,973,243
Deferred tax liabilities - net (Note 19)	**11,450,379,966**	10,364,747,758
Other noncurrent liabilities (Note 15)	**545,176,988**	509,997,197
Total Noncurrent Liabilities	**18,940,925,451**	18,222,580,305
Total Liabilities	**65,676,178,507**	58,869,102,267

(Forward)

	December 31	
	2025	2024
Equity (Note 16)		
Equity attributable to equity holders of the Parent Company:		
Capital stock	**₱8,449,481,156**	₱8,449,481,156
Additional paid-in capital	**6,389,314,354**	6,389,314,354
Retained earnings	**39,349,180,587**	40,489,986,916
Other comprehensive loss	**(4,448,316,347)**	(4,131,433,332)
	49,739,659,750	51,197,349,094
Non-controlling interest (Note 21)	**159,614,679**	161,202,162
Total Equity	**49,899,274,429**	51,358,551,256
	₱115,575,452,936	₱110,227,653,523

See accompanying Notes to Consolidated Financial Statements.

VISTAMALLS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2025	2024	2023
REVENUE			
Rental income (Notes 10 and 25)	**₱12,357,954,529**	₱13,326,484,074	₱12,673,455,590
Parking fees	**115,740,384**	115,500,043	109,067,402
Other operating income (Note 17)	**380,035,069**	256,670,862	358,028,442
	12,853,729,982	13,698,654,979	13,140,551,434
COSTS AND EXPENSES			
Depreciation (Note 10)	**1,281,428,688**	1,463,466,553	1,530,431,525
Provision for expected credit losses (Notes 9 and 24)	**632,551,243**	205,333,195	239,615,169
Light and power	**370,436,075**	397,869,905	405,206,876
Salaries and employee benefits	**292,280,668**	279,359,418	272,732,118
Outside services	**247,778,057**	246,015,911	244,012,591
Taxes, licenses and other fees	**219,333,856**	255,670,963	347,111,687
Repairs, maintenance and loss from asset retirement (Note 10)	**112,848,681**	117,911,330	305,852,749
Insurance	**75,982,181**	73,946,426	69,254,131
Professional fees	**34,775,115**	20,774,916	28,550,255
Advertising and promotions	**13,132,663**	15,781,014	70,848,667
Rentals	**4,438,099**	7,493,726	7,417,205
Other operating expenses	**167,562,541**	153,027,376	121,912,180
	3,452,547,867	3,236,650,733	3,642,945,153
OTHER INCOME (EXPENSES)			
Recovery of impairment loss (impairment loss) on investment in associate (Note 8)	**(4,958,084,323)**	838,381,338	(49,714,974)
Interest expense and other financing charges (Notes 18 and 25)	**(4,896,502,640)**	(3,606,603,802)	(661,748,756)
Equity in net earnings of an associate (Note 8)	**588,357,946**	792,642,839	571,660,787
Interest income (Notes 7, 8, 11 and 18)	**20,984,584**	10,285,435	8,379,481
Fair value (loss) gain on investment at fair value through profit or loss (Notes 8 and 26)	**(4,048,697)**	2,889,399	336,645
Proceeds from insurance claims and miscellaneous income (Notes 10, 17 and 26)	**326,257,367**	–	1,841,156,398
	(8,923,035,763)	(1,962,404,791)	1,710,069,581
INCOME BEFORE INCOME TAX	**478,146,352**	8,499,599,455	11,207,675,862
PROVISION FOR INCOME TAX (Notes 19, 22 and 26)	**1,254,959,079**	1,592,636,768	2,672,655,536
NET INCOME (LOSS)	**(776,812,727)**	6,906,962,687	8,535,020,326
NET INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent Company	**(775,715,491)**	6,905,906,750	8,532,813,246
Non-controlling interest (Note 21)	**(1,097,236)**	1,055,937	2,207,080
NET INCOME (LOSS)	**(₱776,812,727)**	₱6,906,962,687	₱8,535,020,326
BASIC/DILUTED (LOSS) EARNINGS PER SHARE (Note 21)	**(₱0.092)**	₱0.820	₱1.013

	Years Ended December 31		
	2025	2024	2023
NET INCOME (LOSS)	**(₱776,812,727)**	₱6,906,962,687	₱8,535,020,326
OTHER COMPREHENSIVE (LOSS) INCOME			
Other comprehensive (loss) income not to be reclassified to profit or loss in subsequent periods:			
Unrealized fair value loss on equity investment at fair value through other comprehensive income (Note 8)	**(330,971,615)**	(120,353,315)	(7,522,082)
Remeasurement gain on pension liabilities	**18,131,137**	6,388,655	4,586,573
Income tax effect (Note 19)	**(4,532,784)**	(1,597,164)	(1,146,643)
	(317,373,262)	(115,561,824)	(4,082,152)
TOTAL COMPREHENSIVE (LOSS) INCOME	**(₱1,094,185,989)**	₱6,791,400,863	₱8,530,938,174
TOTAL COMPREHENSIVE (LOSS) INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent Company	**(₱1,092,598,506)**	₱6,790,518,613	₱8,528,747,251
Non-controlling interest (Note 21)	**(1,587,483)**	882,250	2,190,923
	(₱1,094,185,989)	₱6,791,400,863	₱8,530,938,174

See accompanying Notes to Consolidated Financial Statements.

VISTAMALLS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Capital Stock (Note 16)						
	Preferred Stock	**Common Stock**	**Additional Paid-in Capital** (Note 16)	**Retained Earnings** (Note 16)	**Other Comprehensive Income** (Note 16)	**Non-Controlling Interest** (Note 21)	**Total**
Balances as at January 1, 2025	**₱23,500,000**	**₱8,425,981,156**	**₱6,389,314,354**	**₱40,489,986,916**	**(₱4,131,433,332)**	**₱161,202,162**	**₱51,358,551,256**
Net loss	–	–	–	**(775,715,491)**	–	**(1,097,236)**	**(776,812,727)**
Other comprehensive loss	–	–	–	–	**(316,883,015)**	**(490,247)**	**(317,373,262)**
Total comprehensive loss for the year	–	–	–	**(775,715,491)**	**(316,883,015)**	**(1,587,483)**	**(1,094,185,989)**
Cash dividend declared	–	–	–	**(365,090,838)**	–	–	**(365,090,838)**
Balances as at December 31, 2025	**₱23,500,000**	**₱8,425,981,156**	**₱6,389,314,354**	**₱39,349,180,587**	**(₱4,448,316,347)**	**₱159,614,679**	**₱49,899,274,429**
Balances as at January 1, 2024	₱23,500,000	₱8,425,981,156	₱6,389,314,354	₱33,891,742,283	(₱4,016,045,195)	₱160,319,912	₱44,874,812,510
Net income	–	–	–	6,905,906,750	–	1,055,937	6,906,962,687
Other comprehensive loss	–	–	–	–	(115,388,137)	(173,687)	(115,561,824)
Total comprehensive (loss) income for the year	–	–	–	6,905,906,750	(115,388,137)	882,250	6,791,400,863
Cash dividend declared	–	–	–	(307,662,117)	–	–	(307,662,117)
Balances as at December 31, 2024	₱23,500,000	₱8,425,981,156	₱6,389,314,354	₱40,489,986,916	(₱4,131,433,332)	₱161,202,162	₱51,358,551,256
Balances as at January 1, 2023	₱23,500,000	₱8,425,981,156	₱6,389,314,354	₱25,617,070,581	(₱4,011,979,200)	₱158,128,989	₱36,602,015,880
Net income	–	–	–	8,532,813,246	–	2,207,080	8,535,020,326
Other comprehensive loss	–	–	–	–	(4,065,995)	(16,157)	(4,082,152)
Total comprehensive (loss) income for the year	–	–	–	8,532,813,246	(4,065,995)	2,190,923	8,530,938,174
Cash dividend declared	–	–	–	(258,141,544)	–	–	(258,141,544)
Balances as at December 31, 2023	₱23,500,000	₱8,425,981,156	₱6,389,314,354	₱33,891,742,283	(₱4,016,045,195)	₱160,319,912	₱44,874,812,510

See accompanying Notes to Consolidated Financial Statements.

VISTAMALLS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS

	Years Ended December 31		
	2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱478,164,352**	₱8,499,599,455	₱11,207,675,862
Adjustments for:			
Interest expense and other financing charges (Notes 18, 25 and 26)	**4,896,502,640**	3,606,603,802	661,748,756
Depreciation (Note 10)	**1,281,428,688**	1,463,466,553	1,530,431,525
Provision for impairment losses – net of recoveries (Notes 9 and 24)	**632,551,243**	205,333,195	239,615,169
Retirement expense	**10,091,104**	9,611,728	8,945,576
Loss on asset retirement	**–**	–	164,649,301
Fair value (gain) loss on investment at fair value through profit or loss (Notes 8 and 26)	**4,048,697**	(2,889,399)	(336,645)
Realized gross profit on real estate properties sale	**–**	–	(1,794,514)
Proceeds from insurance claims and miscellaneous income (Notes 10, 17 and 26)	**(461,315,757)**	–	(1,841,156,398)
Interest income (Note 18)	**(20,984,584)**	(10,285,435)	(8,379,481)
Share in equity earnings from investment in associate (Note 8)	**(588,357,946)**	(792,642,839)	(571,660,788)
Provision (recovery) of impairment loss on investment in associate (Note 8)	**4,958,084,323**	(838,381,338)	49,714,974
Operating income before working capital changes	**11,190,194,760**	12,140,415,722	11,439,453,337
Decrease (increase) in:			
Receivables	**(12,351,453,749)**	(12,315,564,871)	(12,078,670,188)
Other current assets	**(167,035,735)**	263,358,360	(146,770,619)
Increase (decrease) in:			
Accounts and other payables (Note 12)	**1,219,466,055**	1,033,397,807	263,415,004
Advance rent and security deposits (Note 13)	**60,312,184**	122,468,117	70,418,901
Other noncurrent liabilities	**35,179,791**	(1,449,681)	(296,785,534)
Net cash flows generated from (used for) operations	**(13,336,694)**	1,242,625,454	(748,939,099)
Income taxes paid (including applied creditable withholding taxes)	**(163,335,516)**	(104,733,626)	(157,943,178)
Interest received on cash in banks and restricted cash, net of final tax	**12,009,550**	109,623	1,068,194
Net cash flows provided by (used in) operating activities	**(164,662,660)**	1,138,001,451	(905,814,083)
CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease (increase) in receivables from related parties (Note 26)	**573,387,324**	545,350,320	(59,892,115)
Proceeds from insurance companies	**–**	–	1,841,156,398
Interest received on receivable from tenants	**6,195,300**	10,194,016	7,093,468
Acquisitions of:			
Property and equipment (Note 26)	**(7,606,224)**	(6,972,949)	(19,845,083)
Investment property (Notes 10 and 26)	**(111,381,798)**	(290,062,646)	(427,625,817)
Disposals of (additions to) other noncurrent assets	**141,807,487**	(7,611,970)	163,999,618
Additions to (payments of) liabilities for purchased land	**69,087,989**	(11,818,260)	(64,550,895)
Net cash flows from investing activities	**671,490,078**	239,078,511	1,440,335,574

(Forward)

	Years Ended December 31		
	2025	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments of:			
Lease liabilities (Note 26)	**(₱375,408,905)**	(₱312,208,894)	(₱462,046,337)
Interest and other financing charges (including capitalized borrowing cost) (Note 26)	**(79,982,169)**	(281,612,921)	(127,010,040)
Dividends	**–**	(31,678,735)	(26,864,584)
Bank loans	**(462,500,000)**	(462,500,000)	(462,500,000)
Increase (decrease) in payables to related parties (Note 26)	**381,731,365**	(366,067,977)	(2,814,861,919)
Net cash flows used in financing activities (Note 26)	**(536,159,709)**	(1,454,068,527)	(3,893,282,880)
NET DECREASE IN CASH	**(29,332,291)**	(76,988,565)	(3,358,761,389)
CASH AT BEGINNING OF YEAR	**80,322,163**	157,310,728	3,516,072,117
CASH AT END OF YEAR (Note 7)	**₱50,989,872**	₱80,322,163	₱157,310,728

See accompanying Notes to Consolidated Financial Statements.

1. Corporate Information

Vistamalls, Inc. (the Parent Company, or VMI) was incorporated in the Republic of the Philippines and duly registered with the Philippine Securities and Exchange Commission (SEC) on October 16, 1969, originally to pursue mineral exploration. After obtaining Philippine SEC approval, the Parent Company later changed its primary business and is now presently engaged in holding investments in shares of stock and real estate business.

The Parent Company is the holding company of Vistamalls Group (the Group or VMI Group) which is engaged in leasing of retail malls and Business Process Outsourcing ("BPO") commercial centers. The Group has a wholly owned subsidiary, Masterpiece Asia Properties, Inc. (MAPI) and a 99.85% owned subsidiary, Manuela Corporation (MC).

The Parent Company is 88.34% owned by Vista Land & Lifescapes, Inc. (VLLI) and the rest by the public. VLLI is a publicly-listed investment holding company which is 65.05% and 65.84% owned by Fine Properties, Inc., (Ultimate Parent Company) and the rest by the public, as of December 31, 2025 and 2024. The Parent Company's shares of stock are listed at the Philippine Stock Exchange (PSE).

The Parent Company's accounting and administrative functions are handled by its subsidiaries, MC and MAPI (Note 10).

The Parent Company's registered office and principal place of business is located at LGF, Building B, EVIA Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City.

As of December 31, 2025 and 2024, VMI Group owns 38.88% of VREIT through MAPI and MC.

2. Basis of Preparation

The accompanying consolidated financial statements of the Group have been prepared on a historical cost basis, except for the financial assets measured at fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL), which have been measured at fair value. The consolidated financial statements are presented in Philippine Peso (₱) which is the functional and presentation currency of the Parent Company, and unless otherwise indicated all amounts are rounded to the nearest Philippine Peso.

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

Basis of Consolidation
The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as of December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included or excluded in the consolidated financial statements from the date the Group gains control or until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the noncontrolling interests (NCI), even if this results in the NCI having a deficit balance. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other similar events. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The consolidated financial statements include the financial statements of the Parent Company and the following subsidiaries. The voting rights held by the Group in these subsidiaries are in proportion of their ownership interest.

	Percentage of Ownership		
	2025	2024	2023
Manuela Corporation	**99.85%**	99.85%	99.85%
Masterpiece Asia Properties, Inc.	**100.00%**	100.00%	100.00%

Non-controlling Interests

Non-controlling interests represent the portion of profit or loss and net assets not owned, directly or indirectly, by the Group. Noncontrolling interests are presented separately in the consolidated statement of comprehensive income, and within equity in the consolidated statement of financial position, separately from parent shareholder's equity. Profit or loss and each component of OCI are attributed to the equity holders of the Parent Company and to the NCI, even if this results in the NCI having a deficit balance. The acquisition of an additional ownership interest in a subsidiary without a change of control is accounted for as an equity transaction. Any excess or deficit of consideration paid over the carrying amount of the noncontrolling interest is recognized in equity of the parent in transactions where the noncontrolling interest are acquired or sold without loss of control.



As at December 31, 2025 and 2024, percentage of non-controlling interests pertaining to Manuela Corporation is 0.15%. The voting rights held by the non-controlling interest are in proportion of their ownership interest.

The Parent Company and the subsidiaries are all domiciled and incorporated in the Philippines and are in the business of leasing commercial spaces and buildings.

3. **Changes in Accounting Policies**

New Standards, Interpretations and Amendments

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

Unless otherwise indicated, adoption of this Amendments to PAS 21, *Lack of exchangeability* which became effective in 2025, did not have an impact on the consolidated financial statements of the Group. The amendments specify how an entity should assess whether a currency is exchangeable and how it should determines a spot exchange rate when exchangeability is lacking.

Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2026

- Amendments to Illustrative Examples on PFRS 7, PFRS 18, PAS 1, PAS 8, PAS 26 and PAS 37, *Disclosures about Uncertainties in the Financial Statements*
- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*
- Annual Improvements to PFRS Accounting Standards—Volume 11
  - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
  - Amendments to PFRS 7, *Gain or Loss on Derecognition*
  - Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities* and *Transaction Price*
  - Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
  - Amendments to PAS 7, *Cost Method*

Effective beginning on or after January 1, 2027

- PFRS 17, *Insurance Contracts*
- PFRS 18, *Presentation and Disclosure in Financial Statements*
  The standard replaces PAS 1, Presentation of Financial Statements, and responds to investors' demand for better information about companies' financial performance. The new requirements include:
  - Required totals, subtotals and new categories in the statement of profit or loss
  - Disclosure of management-defined performance measures
  - Guidance on aggregation and disaggregation

  The Group is currently assessing the impact of adopting this standard

- PFRS 19, *Subsidiaries without Public Accountability*
- Amendments to PAS 21*, Translation to a Hyperinflationary Presentation Currency*

Deferred effectivity
- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

4. Summary of Material Accounting Policy Information

Fair Value Measurement
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group.

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.



Financial Instruments
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets
Initial recognition and measurement
Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. For a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortized cost (debt instruments)
The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost includes cash, short-term cash investments, receivables (except for advances to contractors), receivables from related parties and restricted cash. Restricted cash is presented in 'Other current assets' and 'Other noncurrent assets'.

Financial assets designated at fair value through OCI (equity instruments)
Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the consolidated statement of comprehensive income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment. The Group's equity instrument classified as financial assets designated at FVOCI includes investment in VLLI (Note 8).

Financial assets at fair value though profit or loss
Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss.

The Group's investment at FVTPL comprises of investment in mutual funds (Note 8).

Financial liabilities
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include accounts and other payables (except for deferred output VAT and other statutory payables), payable to VLLI, liabilities for purchased land, retention payable, bank loans and lease liabilities.

Subsequent measurement
Loans and borrowings
This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.



Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated statements of comprehensive income.

This category generally applies to accounts and other payables (except for deferred output VAT and other statutory payables), payable to VLLI, liabilities for purchased land, retention payable, bank loans and lease liabilities presented in the consolidated statements of financial position.

Impairment of Financial Assets

The Group recognizes expected credit losses (ECL) for the following financial assets that are not measured at FVTPL:

- debt instruments that are measured at amortized cost and FVOCI;
- loan commitments; and
- financial guarantee contracts.

No ECL is recognized on equity investments.

ECLs are measured in a way that reflects the following:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

An impairment analysis is performed at each reporting date using a provision matrix to measure ECLs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. The Group considers a financial asset in default when contractual payments are 120 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full.

Financial assets are written off either partially or in their entirety only when the Group has stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to impairment loss.

For cash in banks, short-term cash investments, and restricted cash, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from



the external credit rating agencies to determine whether the instrument has significantly increased in credit risk and to estimate ECLs.

The Company uses simplified approach method in calculating its ECL for receivables. Under the simplified approach, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix for trade receivables that is based on its historical credit loss experience, adjusted for forward-looking factors (i.e. inflation, GDP growth rate) specific to the debtors and the economic environment.

Derecognition of Financial Assets and Financial Liabilities

Financial asset

A financial asset (or, where applicable, a part of a group of financial assets) is derecognized when, and only when: (a) the right to receive cash flows frolm the assets expires; (b) the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third-party under a "pass-through" arrangement; or (c) the Group has transferred its right to receive cash flows from the asset and either: (i) has transferred substantially all the risks and rewards of the asset, or (ii) has neither transferred nor retained the risks and rewards of the asset but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Modification of financial assets

The Group derecognizes a financial asset when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new asset, with the difference between its carrying amount and the fair value of the new asset recognized as a derecognition gain or loss in the consolidated profit or loss, to the extent that an impairment loss has not already been recorded.

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset, the Group recalculates the gross carrying amount of the financial asset as the present value of the renegotiated or modified contractual cash flows discounted at the original EIR (or credit-adjusted EIR for purchased or originated credit-impaired financial assets) and recognizes a modification gain or loss in the profit or loss.

Financial liability

A financial liability (or a part of a financial liability) is derecognized when the obligation under the liability is discharged, cancelled or has expired. Upon determination that based on sufficient supporting evidence that the related obligations are no longer enforceable and settlement is no longer probable, the financial liability is derecognized and reported as miscellaneous income in the consolidated statement of comprehensive income. The derecognition and reversal are subject to management approval. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.



Offsetting Financial Instruments
Financial assets and financial liabilities are offset, and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Real Estate Properties for Sale
Real estate inventories consist of subdivision land and residential houses and lots for sale and development. These are properties acquired or being constructed for sale in the ordinary course of business rather than to be held for rental or capital appreciation. These are held as inventory and are measured at the lower of cost and net realizable value (NRV).

Cost includes:

- Acquisition cost of subdivision land;
- Amounts paid to contractors for construction and development of subdivision land and residential houses and lots; and
- Planning and design costs, cost of site preparation, professional fees, property transfer taxes, construction materials, construction overheads and other related costs.

NRV is the estimated selling price in the ordinary course of business, based on market prices at the reporting date, less costs to complete and the estimated costs of sale. The carrying amount of real estate inventories is reduced through the use of an allowance account and the amount of loss is charged to profit or loss.

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

Advances to Contractors
Advances to contractors are advance payments in relation to the Group's construction activities and are recouped through reduction against progress billings as the construction progresses. Recoupments occur within one to five years from the date the advances were made.

Creditable Withholding Tax
Creditable withholding tax pertains to taxes withheld on income payments and may be applied against income tax due. The balance of taxes withheld is recovered in future period.

Prepaid Expenses
Prepaid expenses are carried at cost less the amortized portion. These typically comprise prepayments for marketing fees, taxes and licenses, rentals and insurance.

Restricted Cash
Cash restricted for use are bank deposits restricted solely for payment of the principal amortization and interest of certain bank loans. These deposits bear prevailing interest rates and will be retained as deposits until the bank loans are fully paid.

Refundable Deposits
Refundable deposits are measured at amortized cost. These pertain to deposits on utility subscriptions, rental deposits and security deposits which shall be applied against unpaid utility expenses and rent expenses upon termination of the contracts.



Investment in Associate
Investment in associates are accounted for under the equity method of accounting.

An associate is an entity in which the Group has significant influence, and which is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not in control or in joint control over those policies.

Under the equity method, the investments in the investee companies are carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share in the net assets of the investee companies, less any impairment in values. The consolidated statement of comprehensive income reflects the share of the results of the operations of the investee companies. The Group's share of post-acquisition movements in the investee's equity reserves is recognized directly in equity. Profits and losses resulting from transactions between the Group and the investee companies are eliminated to the extent of the interest in the investee companies and for unrealized losses to the extent that there is no evidence of impairment of the asset transferred. Dividends received are treated as a reduction of the carrying value of the investment.

The Group discontinues applying the equity method when their investments in investee companies are reduced to zero. Unless otherwise, additional losses are not recognized when the Group has guaranteed certain obligations of the investee companies. When the investee companies subsequently report net income, the Group will resume applying the equity method but only after its share of that net income equals the share of net losses not recognized during the period the equity method was suspended.

The reporting dates of the investee companies and the Group are identical and the investee companies' accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

Investment Properties
Investment properties comprise completed property and property under construction or re-development that are held to earn rentals or for capital appreciation or both. Investment properties, except for land, are carried at cost less accumulated depreciation and amortization and any impairment in value. Land is carried at cost less any impairment in value. The initial cost of investment properties consists of its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use and capitalized borrowing cost. Investment properties also include right-of-use assets primarily involving land where commercial buildings are located.

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The initial cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received.

Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful life and lease term. Right-of-use assets are subject for impairment.



Construction-in-progress (CIP) is stated at cost. This includes cost of construction and other direct costs. CIP is not depreciated until such time as the relevant assets are completed and put into operational use. Construction-in-progress are carried at cost and transferred to the related investment property account when the construction and related activities to prepare the property for its intended use are complete, and the property is ready for occupation.

Expenditures incurred after the investment property has been put in operation, such as repairs and maintenance costs, are normally charged against income in the period in which the costs are incurred.

Depreciation and amortization commence once the investment properties are available for use and computed using the straight-line method over the estimated useful lives (EUL) of the assets, regardless of utilization. The estimated useful lives and the depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of investment properties.

	Years
Buildings and building improvements	10 to 40 years or lease term, whichever is shorter
Right-of-use assets	3 to 30 years

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in profit or loss in the year of retirement or disposal.

Transfers are made to investment property when there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of the property for measurement or for disclosure purposes.

Impairment of Nonfinancial Assets

The Group assesses as at reporting date whether there is an indication that nonfinancial assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is calculated as the higher of the asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognized in profit or loss in those expense categories consistent with the function of the impaired asset.

An assessment is made at each financial reporting date as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying



amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as revaluation increase in OCI. After such reversal, the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Advance Rent
Advance rent includes three-month advance rental paid by lessee as required under lease contract. These will be applied to the first or last three months rental depending on the contract terms of the related lease contract. These also include overpayments made by lessee against its monthly billings which will applied to future billings.

Security Deposits
Security deposits represent deposits required by lease agreements. These can be recovered upon termination of the lease agreement through refund or application to unpaid rent and/or other charges.

Equity
Capital stock is measured at par value for all shares subscribed, issued and outstanding. When the shares are sold at premium, the difference between the proceeds at the par value is credited to "Additional paid-in capital" account. Direct costs incurred related to equity issuance are chargeable to "Additional paid-in capital" account. If additional paid-in capital is not sufficient, the excess is charged against retained earnings. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued.

Retained earnings represent accumulated earnings of the Group less dividends declared. It includes the accumulated equity in undistributed earnings of consolidated subsidiaries which are not available for dividends until declared by the subsidiaries.

Revenue Recognition
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the provisioning of water and electricity services in its mall retail spaces and office leasing activities, wherein it is acting as agent.

Rental Income
The Group earns revenue from acting as a lessor in operating leases which do not transfer substantially all of the risks and rewards incidental to ownership of an investment property. Rental income arising from operating leases on investment property is accounted for on a straight-line basis over the lease term and is included in the revenue in the consolidated statement of comprehensive income due to its operating nature, except for contingent rental income which is recognized when it arises.

Lease incentives that are paid or payable to the lessee are deducted from lease payments. Accordingly, tenant lease incentives are recognized as a reduction of rental income on a straight-line basis over the term of the lease. The lease term is the non-cancellable period of the lease together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, the Group is reasonably certain that the tenant will exercise the option. For more information on the judgment involved, refer to Note 5.

The tenant lease incentives are considered in the calculation of 'Accrued rental receivables' under 'Receivables' in the consolidated statement of financial position.

Amounts received from tenants to terminate leases or to compensate for dilapidations are recognized in the statement of comprehensive income when the right to received them arises.

The contracts for commercial and office spaces leased out by the Group to its tenants include the rights to charge for the electricity usage, water usage, air-conditioning charges and CUSA like maintenance janitorial and security services.

For the electricity and water usage, the Group determined that it is acting as an agent because the promise of the Group to the tenants is to arrange for the electricity and water supply to be provided by a utility company. The utility and service companies, and not the Group, are primarily responsible for the provisioning of the utilities while the Group administers the leased spaces and coordinates with the utility and service companies to ensure that tenants have access to these utilities.

For the provision of CUSA and air-conditioning of the buildings, the Group acts as a principal because it retains the right to direct the service provider of air-conditioning, maintenance, janitorial and security to the leased premises. The right to the services mentioned never transfers to the tenant and the Group has the discretion on how to price the CUSA and air-conditioning charges.

In respect of the revenue component, these services represent a series of daily services that are individually satisfied over time because the tenants simultaneously receive and consume the benefits provided by the Group. The Group applies the time elapsed method to measure progress.

The consideration charged to tenants for these services is based on a fixed amount as agreed with the tenants.

The Group arranges for third parties to provide certain of these services to its tenants. The Group concluded that it acts as a principal in relation to these services as it controls the specified services before transferring them to the customer. Therefore, the Group records revenue on a gross basis. For more information, please refer to Note 5.

Interest Income
Interest is recognized using the effective interest method, i.e, the rate, that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Parking Fees, Other Operating Income and Other Income
Parking fees, other operating income and other income are recognized when earned.

Cost and Expenses
Cost and expenses pertain to expenses incurred in relation to rental of investment properties and administering the business. These are recognized when a decrease in future economic benefits related to a decrease in an asset or an increase of a liability has arisen than can be measured reliably. These are recognized when incurred and measured at the amount paid or payable.

Pension Cost
Defined benefit plan
The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets, adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value



of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit (PUC) method.

Defined benefit costs comprise the following:

(a) service cost;
(b) net interest on the net defined benefit liability or asset; and
(c) remeasurements of net defined benefit liability or asset.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on high quality corporate bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Income Taxes

Current tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

The Group periodically evaluates the income tax positions taken in situations where the applicable tax regulations are subject to interpretation and considers these positions separately from other uncertainties. The Group assesses whether or not it is probable that those income tax positions will be accepted by the tax authorities, where if not, the Group recognizes additional income tax expense and liability relating to those positions.

Deferred tax
Deferred tax is provided using the liability method on temporary differences, with certain exceptions, at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, with certain exceptions. Deferred tax liabilities shall be recognized for all taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures when the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in foreseeable future. Otherwise, no deferred tax liability is set up.

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

Deferred tax assets shall be recognized for deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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

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

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss in the consolidated statement of comprehensive income. Deferred tax items recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

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

Borrowing Costs
Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets (included in “Investment properties” account in the consolidated statement of financial position). All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest capitalized is calculated using the Group’s weighted average cost of borrowings after adjusting for borrowings associated with specific developments. Where borrowings are associated with specific developments, the amounts capitalized is the gross interest incurred on those borrowings less any investment income arising on their temporary investment of those borrowings.



Interest is capitalized from the commencement of the development work until the date of practical completion. The capitalization of finance costs is suspended if there are prolonged periods when development activity is interrupted. Interest is also capitalized on the purchase cost of a site of property acquired specifically for redevelopment but only where activities necessary to prepare the asset for redevelopment are in progress.

Borrowings originally made to develop a specific qualifying asset are transferred to general borrowings (a) when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete, and (b) the entity chooses to use its funds on constructing other qualifying assets rather than repaying the loan.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as Lessee

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

Lease Liabilities

At the commencement date of the lease, the Group recognizes the liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term Leases and Leases of Low-value Assets

The Group applies the short-term lease recognition exemption to those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. The Group applies the low-value assets recognition exemption to leases of underlying assets with a value of ₱0.25 million and below when new. Lease payments on short-term leases and low-value assets are recognized as expense on a straight-line basis over the lease term.

Lease Modification

Lease modification is defined as a change in the scope of a lease, or the consideration for a lease, that was not part of the original terms and conditions of the lease (for example, adding or terminating the right to use one or more underlying assets, or extending or shortening the contractual lease term).



A lessee recognizes the right-of-use assets and lease liability as a separate new lease after assessing that the consideration for the lease increases by an amount commensurate with the stand-alone price and any adjustments to that stand-alone price reflects the circumstances of the particular contract. The Group recognizes the amount of the remeasurement of the lease liability as an adjustment to the right-of-use assets, without affecting profit or loss. For lease termination, the difference between the right-of-use assets and lease liability is recognized in the profit or loss.

Group as a Lessor
Leases where the lessor does not transfer substantially all the risks and benefits of ownership of the assets are classified as operating leases. Initial direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as the rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Lease modification is defined as a change in the scope of a lease, or the consideration for a lease, that was not part of the original terms and conditions of the lease (for example, adding or terminating the right to use one or more underlying assets, or extending or shortening the contractual lease term).

A lessor shall account for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease. If a change in lease payments does not meet the definition of a lease modification, that change would generally be accounted for as a negative variable lease payment. In the case of an operating lease, a lessor recognizes the effect of the rent concession by recognizing lower income from leases.

Pretermination is defined as termination of lease contract by the lessee or lessor before the end of the lease term. In the case of pretermination of an operating lease, a lessor derecognizes the accrued rental receivable which is the effect of straight-line calculation of rental income and is charged against rental income in the statement of comprehensive income.

Basic and Diluted Earnings Per Share (EPS)
Basic EPS is computed by dividing net income attributable to equity holders of the Parent Company by the weighted average number of common shares issued and outstanding during the year adjusted for any subsequent stock dividends declared. Diluted EPS is computed by dividing net income attributable to the equity holders of the Parent Company by the weighted average number of common shares issued and outstanding during the year after giving effect to assumed conversion of potential common shares. The calculation of diluted EPS does not assume conversion, exercise, or other issue of potential common shares that would have an antidilutive effect on earnings per share.

For the years ended December 31, 2025, 2024 and 2023, the Group has no potential dilutive common shares (see Note 21).

Segment Reporting
The Group's business is primarily leasing of retail malls and BPO commercial centers which are all located in the Philippines and treated as one segment. The segmentation is the basis of the chief operating decision market's internal reports allocation resources, and the evaluation of performance.

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



Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessment of the time value of money and the risk specific to the obligation. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognized only when the reimbursement is virtually certain. The expense relating to any provision is presented in consolidated statement of comprehensive income net of any reimbursement.

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

Events After the Financial Reporting Date
Post year-end events that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Any post year-end events that are not adjusting events are disclosed in the consolidated financial statements when material.

5. Material Accounting Judgments and Estimates

The preparation of accompanying consolidated financial statements in compliance with PFRS Accounting Standards require management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from such estimates.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments
In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Determination of the lease term
The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

As a lessor, the Group enters into lease agreements that contain options to terminate or to extend the lease. At commencement date, the Group determines whether the lessee is reasonably certain to extend the lease term or not to terminate the lease. To make this analysis, the Group takes into account any difference between the contract terms and the market terms, any significant investments made by the lessee in the property, costs relating to the termination of the lease and the importance of the underlying asset to the lessee's operations. In many cases, the Group does not identify sufficient evidence to meet the required level of certainty.

As a lessee, the Group has a lease contract for the land where investment properties are situated that includes an extension and a termination option. The Group applies judgement in evaluating whether or not it is reasonably certain to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise, or not to exercise, the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

Evaluation of significant influence
The Group determines that it exercises significant influence over its associate by considering, among others, representation in the Board of Directors (BOD) and participation on BOD sub-committees, and other contractual terms.

The Group has 38.88% ownership interest in VREIT as of December 31, 2025 and 2024. The Group has assessed that it has significant influence over VREIT.

The Sponsors, as consented by VLLI, collectively agree on the following:

- Full cooperation with each other in respect of any matter concerning VREIT. For this purpose, the Sponsors shall consult and confer with each other before exercising their respective shareholders rights and implementing any decision or action relating to or affecting the business, governance, and operations of VREIT;
- Voting jointly on any corporate decision or action of VREIT requiring shareholders' consideration and approval under applicable laws; and,
- Conferring with each other and agree on any election of directors in VREIT.

In reference to the by-laws of VREIT, the corporate powers of the BOD include, among others, the participation in the policy-making process on relevant activities, including participation in decisions about dividends or other distributions.

Based on the above indicators, the Group accounted for its investment in VREIT as an investment in associate.

Management's Use of Estimates and Assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Provision for expected credit losses on financial assets and receivables from related parties
The Group reviews its financial assets at amortized cost at each reporting date to assess whether a provision for ECL should be recognized in the Group's consolidated statement of comprehensive income.

If there is objective evidence that an impairment loss on financial assets, other than cash in bank, has been incurred, the carrying amount of the asset shall be reduced either directly or through the use of an allowance account. The amount of the loss shall be recognized in the Group's consolidated statement of comprehensive income.

The Group recognizes a loss allowance based on either 12-month ECLs or Lifetime ECLs, depending on whether there has been a significant increase in credit risk on the financial instrument since initial recognition. The level of allowance is evaluated by management based on factors that affect the collectability of the accounts. These factors include, but are not limited to, the length of the Group's relationship with the debtor, the debtor's payment behavior and known market forces. The Group reviews the age and status of receivables and identifies accounts that are to be provided with allowances on a continuous basis.

The Group has receivables from related parties amounting ₱5,050.54 million as of December 31, 2025 and 2024, and accounts receivable from tenants, including accrued rental receivable amounting to ₱46,492.36 million and ₱34,786.45 million as of December 31, 2025 and 2024, respectively. The management expects settlement of these related party receivables either through cash or transfer of property holdings and other assets.

In addition, Fine Properties, Inc, the Company's ultimate Parent Company, offers appropriate support and makes available its property holdings and other assets in relation to the recoverability of the related party receivables. As such, the Company believes that the related party receivables are recoverable.

Further details are provided in Note 20.

Cash in banks and receivable from related parties
The Group reviews its financial asset at amortized cost at each reporting date to assess whether a provision for ECL should be recognized in the Group's consolidated statement of comprehensive income.

If there is objective evidence that an impairment loss on the financial assets, other than cash in bank, has been incurred, the carrying amount of the asset shall be reduced either directly or through the use of an allowance account. The amount of the loss shall be recognized in the Group's consolidated statement of comprehensive income.

Further details are provided in Note 20.

The Ultimate Parent Company, Fine Properties, Inc. offers appropriate support and make available its property holdings and other assets in relation to the recoverability of related party transactions and related balances. As at December 31, 2025 and 2024, the Group has not made any provision for impairment loss relating to amounts owed by related parties. The related party' receivables are due and demandable, and legally enforceable. This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates. In the analysis, the assessment has been extended to determine if available property holdings and other assets are enough to cover the amounts receivable from related parties.

Receivables (except for advances to contractors, suppliers and brokers) and Accrued rental receivable
For third-party receivable from tenants and related accrued rental receivables, the Group uses a provision matrix to calculate ECLs. The changes in the loss allowance balance are recognized in profit or loss as an impairment gain or loss. The provision matrix is initially based on the Group's historical observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. The assessment of the relationship between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast

economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

For related party receivables from tenants, including the accrued rental receivable, the Group considers the ability to pay of the related party and considers factors whether the related party is a listed company or not, its current results of operations and the projected cash flows from operations. The assessment also includes the assumption of the liability of the related parties' parent company and future plans of payments for remaining uncollected receivables such as entering into property exchange or joint venture arrangements wherein land properties will be received as form of settlement, which are to be used in the Group's planned expansion activities. The collectability assessment also includes the continuing commitment to provide support to these related parties and common control entities by Fine Properties, Inc. and the assessment of the latter's capacity to make available its property holdings and other assets.

The carrying value of the Group's accounts receivables from tenants amounted to ₱13,931.42 million and ₱7,338.25 million as of December 31, 2025 and 2024, respectively. The Group has recognized provision for expected credit losses on receivables amounting to ₱284.67 million and ₱205.33 million in 2025 and 2024, respectively (see Note 9)

Further details are provided in Note 9.

Determining the fair value of investment properties
The Group's investment properties consist of land and buildings (malls and office buildings) and other building improvements held for leasing and land held for capital appreciation. For land and buildings and building improvements held for leasing, the fair values were determined by external appraisers using discounted cash flow method or income approach. For land held for capital appreciation, the fair values were determined by management using market value approach which is based on comparable prices adjusted for specific market factors such as nature, location and condition of the property. Further details are provided in Note 10.

The fair value of the investment properties assigned by the Sponsors to VREIT was used as measurement basis in the recognition of 'Investment in associate', which pertains to the shares issued by VREIT to MAPI and MC. Significant inputs used in the determination of the fair values were discussed in Note 10.

Assessment of Recoverability of Investment in Associate
The Group assesses at the end of each reporting period whether there is any indication that its investments in associates may be impaired. In making this assessment, management considers relevant internal and external factors, including the financial performance and financial position of the associates, their future business prospects, prevailing economic and market conditions, and other factors that may adversely affect the recoverability of the investments.

When indicators of impairment are identified, management estimates the recoverable amount of the investment, which is the higher of its value in use and fair value less costs of disposal, in accordance with PAS 36, *Impairment of Assets*, as applied to investments in associates under PAS 28, *Investments in Associates and Joint Ventures*.

The determination of the recoverable amount requires significant judgment and estimation, particularly in assessing the future operating performance and cash flows of the associates and selecting the appropriate assumptions used in the valuation. Where applicable, management uses the discounted cash flow method to estimate the recoverable amount, taking into consideration the projected cash flows attributable to the investment, the expected growth in revenues and operating

results, the long-term growth assumptions, and the discount rate reflecting the risks associated with the investment.

These estimates are based on management's assessment of the associates' historical financial performance, approved business plans, expected market conditions, and other available information as of the reporting date. Actual results may differ from these estimates, and changes in the underlying assumptions may materially affect the estimated recoverable amount and the amount of any impairment loss recognized in the financial statements.

Management considers the recoverability assessment to be an area of significant judgment and estimation uncertainty because of the sensitivity of the valuation to changes in the assumptions used. The carrying amounts of investments in associates are reviewed in light of changes in the associates' operating performance, financial condition, business prospects, and other relevant circumstances.

In estimating the recoverable amount, management used projected cash flows over the forecast period and a discount rate that reflects the time value of money and the risks specific to the investment. The projections and valuation assumptions involve significant estimation uncertainty, as they are affected by assumptions regarding future revenues, operating margins, the timing and amount of future cash flows, and the long-term prospects of the associate. Management considers these assumptions reasonable based on the information available at the reporting date; however, reasonably possible changes in these assumptions could affect the estimated recoverable amount and may result in the recognition of an impairment loss in future reporting periods.

Recognition of deferred tax assets
The Group reviews the carrying amounts of deferred income taxes at each reporting date and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. However, there is no assurance that the Group will generate sufficient taxable income to allow all or part of deferred tax assets to be utilized. The Group looks at its projected performance in assessing the sufficiency of future taxable income.

Further details are provided in Note 19.

Judgments made in determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates applying paragraph 122 of PAS 1, Presentation of Financial Statements
Upon adoption of the Interpretation, the Company has assessed whether it has any uncertain tax position. The Company applies significant judgment in identifying uncertainties over its income tax treatments. The Company determined, based on its assessment, in consultation with its tax counsel, that it is probable that its uncertain income tax treatments (including those for the subsidiaries) will be accepted by the taxation authorities.

6. Segment Information

The Group’s shopping malls and commercial centers are all located in the Philippines and are treated as one operating segment. The real estate development of MC is very minimal to the overall operations and financial position of the Group as of December 31, 2025 and 2024. These were not treated as a separate segment by the chief operating decision maker for its review, evaluation and allocation of resources.

Rental income amounting to ₱11,035.76 million or 89.30% of the total, ₱10,744.61 million or 80.63% of the total, and ₱10,174.22 million or 80.28% of the total rental income of the Group was

generated from anchor tenants as defined in Note 20 for the years ended December 31, 2025, 2024 and 2023, respectively.

There is no cyclicality in the Group's operations.

7. Cash

This account consists of:

	2025	2024
Cash on hand	**₱517,625**	₱662,500
Cash in banks (Notes 23 and 24)	**50,472,247**	79,659,663
	₱50,989,872	₱80,322,163

Cash in banks earns interest at the prevailing bank deposit rates. Annual interest rate ranges from 0.01% to 0.25%, 0.01% to 0.40%, 0.06% to 0.40% for 2025, 2024 and 2023, respectively.

Interest earned from cash in banks for the years ended December 31, 2025, 2024, and 2023 amounted to ₱0.10 million, ₱0.09 million, and ₱1.08 million, respectively (see Note 18).

8. Investments

Investment at Fair Value Through Profit or Loss
The investment at fair value through FVTPL of the Group comprises of investment in mutual funds.

The movement of the accounts follows:

	2025	2024
Balances at beginning of year	**₱28,687,647**	₱25,798,248
Unrealized fair value (loss) gain during the year	**(4,048,697)**	2,889,399
Balances at end of year	**₱24,638,950**	₱28,687,647

Investment at Fair Value Through OCI
The investment at fair value through FVOCI consists of VLLI shares carried at fair value which the Group irrevocably elected to classify as FVOCI.

The movement of the accounts follows:

	2025	2024
Balances at beginning of year	**₱1,113,268,158**	₱1,233,621,473
Unrealized fair value loss during the year	**(330,971,615)**	(120,353,315)
Balances at end of year	**₱782,296,543**	₱1,113,268,158

Investment in Associate

This account pertains to the Group's investment in VREIT. VREIT was incorporated in the Philippines and registered with the Philippine SEC in August 2020 primarily to engage in the business of a real estate investment trust under Republic Act No. 9856 (the REIT Law), including the Revised Implementing Rules and Regulations of the REIT Law). VREIT was listed in the Philippine Stock Exchange through an initial public offering (IPO) as a REIT entity on June 15, 2022.

The movement of the account follows:

	2025	2024
Costs		
At January 1	**₱18,883,396,302**	₱18,883,396,302
Accumulated Equity on Net Income		
At January 1	**803,036,164**	555,743,645
Equity share in net income[1]	**588,357,946**	792,642,839
Less: Dividend income	**(577,387,324)**	(545,350,320)
	814,006,786	803,036,164
	19,697,403,088	19,686,432,466
Accumulated Impairment Losses		
At January 1	**(8,702,192,532)**	(9,540,573,870)
Recovery (provision)	**(4,958,084,323)**	838,381,338
	(13,660,276,855)	(8,702,192,532)
Carrying Value	**₱6,037,126,233**	₱10,984,239,934

[1]*Net loss is inclusive of fair value change in investment properties. The Group's equity share is excluding the fair value change.*

The Company recognized an impairment loss on its investment in associate amounting to ₱4,958.08 million in 2025 and a reversal of impairment of ₱838.38 million in 2024. The recoverable amount of the investment was based on value-in-use calculations using cash flow projections approved by management covering a five-year period. The discount rate applied to the cash flow projections is 10.87% to 11.26% in 2025 and 8.40% in 2024. Cash flows beyond the five-year period are extrapolated using capitalization rates ranging from 4.00% to 5.00%, which do not exceed that of its industry peers.

The key assumptions used to determine the fair value of the investment properties held for leasing are the estimated rental value per sqm per year based on existing customer contracts, rental growth rate per annum, inflation rate, and discount rate. The discount rate used in the valuation is 10.87% to 11.26% in 2025 and 8.40% in 2024. Significant increases (decreases) in estimated rental value and rent growth per annum in isolation would result in a significantly higher (lower) fair value of the properties. Significant increases (decreases) in the long-term vacancy rate and discount rate (and exit yield) in isolation would result in a significantly lower (higher) fair value. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum, and an opposite change in the long-term vacancy rate and discount rate. As of December 31, 2025 and 2024, VREIT has real properties at fair value amounting ₱15,719.64 million and ₱28,451.50 million, respectively.

The summarized statements of financial position of VREIT follow:

	2025	2024
Current assets	**₱2,977,273,492**	₱3,576,183,424
Noncurrent assets	**17,405,622,012**	30,042,195,233
Current liabilities	**2,177,401,195**	2,503,620,920
Noncurrent liabilities	**69,609,863**	32,303,261
Equity	**18,135,884,446**	31,082,454,476

The summarized statements of comprehensive (loss) income of VREIT follows:

	2025	2024
Revenue	**₱2,172,529,713**	₱2,675,848,345
Fair value change in investment properties	**(12,976,254,241)**	2,941,483,159
Cost and expenses	**(641,743,619)**	(601,855,032)
Other expense	**8,833,742**	(139,624)
Net income (loss)	**(11,436,634,405)**	5,015,336,848
Provision for income tax	**(25,010,628)**	(32,707,184)
Total comprehensive (loss) income	**(₱11,461,645,033)**	₱4,982,629,664
Group's equity share in total comprehensive income[1]	**₱588,357,946**	₱792,642,839

[1]*Net income is inclusive of fair value change in investment properties. The Group's equity share is excluding the fair value change.*

Below is the reconciliation with the carrying amount of the investment in the consolidated financial statements:

	2025	2024
Net assets at beginning of year	**₱24,056,624,889**	₱23,988,953,934
Additions to net assets during the year	**2,709,971,330**	67,670,955
Share in net assets	**10,406,852,610**	9,353,215,757
Equity share in net earnings	**588,357,946**	792,642,839
Impairment (loss) recovery on investment in associate	**(4,958,084,323)**	838,381,338
Carrying value of investment in associate as at year-end	**₱6,037,126,233**	₱10,984,239,934

The fair value of the Group's investment in associate amounted to ₱3,820.28 million at ₱1.31 per share as at December 31, 2025 and ₱5,453.00 million at ₱1.87 per share as at December 31, 2024.

9. **Receivables**

This account consists of:

	2025	2024
Trade receivables (Note 20)	**₱47,874,748,800**	₱35,787,886,831
Advances to contractors (Note 20)	**4,878,352,327**	4,895,505,620
Receivable from related parties (Note 20)	**5,050,542,342**	5,050,542,342
Other receivables	**285,521,256**	123,191,636
	58,089,164,725	45,857,126,429
Less allowance for impairment losses	**(1,270,690,371)**	(757,554,581)
	56,818,474,354	45,099,571,848
Less noncurrent portion	**(34,585,792,840)**	(31,095,784,872)
	₱22,232,681,514	₱14,003,786,976

Trade receivables
Trade receivables comprise of accounts receivables from tenants and accrued rental receivable. Accounts receivables from tenants represent the outstanding receivables arising from the lease of commercial centers relating to the Group's mall and offices and are collectible within 30 days from billing date. Except for lease contracts with related parties, these are covered by security deposit of tenants' and advance rental paid by the lessees, both equivalent to two to four months rental. This includes both the fixed and contingent portion of lease. Accrued rental receivable pertains to the effect of straight-line calculation of rental income. The noncurrent portion of accrued rental receivable pertains to future billings beyond 12 months from reporting date. As of December 31, 2025 and 2024, accounts receivable from tenants amounted to ₱13,931.42 million and ₱7,338.25 million while accrued rental receivable amounted to ₱33,943.33 million and ₱28,449.63 million, respectively (see Note 20).

Advances to contractors
Advances to contractors are advance payments in relation to the Group's construction activities and are recouped through reduction against progress billings as the construction progresses. Recoupment occurs within one to five years from the date the advances were made. In 2025, the provision for expected credit losses amounted to ₱314.06 million (nil in 2024).

Provision for expected credit losses
The following is the rollforward analysis of impaired receivables:

	2025			
	Receivables from Tenants	**Advances to Contractors**	**Others**	**Total**
Balance at January 1, 2025	**₱757,554,581**	**₱–**	**₱–**	**₱757,554,581**
Provision during the year	**284,673,081**	**314,056,137**	**27,137,863**	**625,867,081**
Write off	**(112,731,291)**	**–**	**–**	**(112,731,291)**
Balance at December 31, 2025	**₱929,496,371**	**₱314,056,137**	**₱27,137,863**	**₱1,270,690,371**

	2024			
	Receivables from Tenants	Advances to Contractors	Others	Total
Balance at January 1, 2024	₱893,921,027	₱–	₱–	₱893,921,027
Provision during the year	205,333,195	–	–	205,333,195
Recovery	280,936	–	–	280,936
Write off	(341,980,577)	–	–	(341,980,577)
Balance at December 31, 2025	₱757,554,581	₱–	₱–	₱757,554,581

Receivables amounting to ₱8.91 million were written down in 2025 (nil in 2024). No allowance for expected credit losses had been recognized for these receivables prior to their write-down.

No receivables are used to secure the obligations of the Company (see Note 14).

In 2025, the Group recognized impairment losses on rental receivables amounting to ₱271.67 million while generally impaired receivables amounted to ₱13.00 million. In 2024, the Group recognized impairment losses on rental receivables amounting to ₱187.21 million while generally impaired receivables amounted to ₱18.12 million.

For the accounts receivable from related party tenants, the expected credit loss from the impairment exercise using a provision matrix is zero. The Group also considers settlement of the related party receivables through property holdings and other assets. Also, the Ultimate Parent Company, Fine Properties, Inc. offers appropriate support and makes available its property holdings and other assets in relation to the recoverability of the related party receivables (see Note 5).

Rental agreements
The Group entered into lease agreements for its mall retail spaces and office spaces with the following identified performance obligations: (a) lease of space, (b) provisioning of water and electricity, and (c) connection to air conditioning system, (d) CUSA services, and (e) administration fee. Revenue from lease of space is recognized on a straight-line basis over the lease term while revenue for the remaining performance obligations are recognized when services are rendered. The tenant is required to settle within 30 days upon receipt of the bill. Except for related party tenants, in case of delay in payments, a penalty of 5% is charged for the amount due and shall be charged another 5% the following month of delay and every month thereafter inclusive of penalties previously charged. Except for related party tenants, the lease arrangement would typically require a tenant to pay advance rent equivalent to three months and a security deposit equivalent to three months rental to cover any breakages after the rental period, with the excess returned to the tenant.

Receivables from Related Parties
In March 2023, June 2023, September 2023 and March 2024, Deeds of Assignment were entered among (1) the Group as lessor; (2) various related party tenants under AllValue Holdings Corp. (AVHC) (Assignors) and (3) AVHC (Assignee), being the parent company, for the Assignors to assign, transfer and convey to AVHC as the Assignee, all the Assignors' rental payables to the Group aggregating to ₱7,811.66 million.

In 2024, ₱874.48 million worth of parcels of land were transferred. As of December 31, 2024, the cumulative parcels of land valued at ₱2,761.12 million were transferred by AVHC to the as a form of settlement of the assigned receivables and these were recorded under "Investment properties" in the consolidated statement of financial position (see Notes 9, 18 and 26). There were no similar transfers in 2025.

The remaining ₱5,050.54 million are expected to be settled through cash or transfer of land holdings and other assets.

Offsetting Arrangements
Starting December 2023, MC and MAPI as the Sponsors, entered into an agreement with VREIT (associate) to offset the Sponsors' dividends receivable with its payable to VREIT. Accordingly, dividends receivable of ₱577.39 million and ₱545.35 million was offset against payable to VREIT in 2025 and 2024, respectively (see Notes 20 and 26).

10. Investment Properties

The rollforward analysis of this account follows:

	December 31, 2025				
	Land and Land Development	**Building and Building Improvements**	**Construction in Progress**	**Right-of-use Assets**	**Total**
Cost					
Balances at beginning of year	**₱17,376,167,314**	**₱31,708,862,167**	**₱2,444,329,920**	**₱6,204,139,050**	**₱57,733,498,451**
Additions	**686,900**	**120,083,817**	**61,698,357**	**–**	**182,469,074**
Reclassification	**–**	**497,849,700**	**(497,849,700)**	**–**	**–**
Balances at end of year	**17,376,854,214**	**32,326,795,684**	**2,008,178,577**	**6,204,139,050**	**57,915,967,525**
Accumulated Depreciation					
Balances at beginning of year	**–**	**10,135,284,370**	**–**	**1,265,059,936**	**11,400,344,306**
Depreciation	**–**	**1,035,011,394**	**–**	**231,758,506**	**1,266,769,900**
Balances at end of year	**–**	**11,170,295,764**	**–**	**1,496,818,442**	**12,667,114,206**
Net Book Value	**₱17,376,854,214**	**21,156,499,920**	**₱2,008,178,577**	**₱4,707,320,608**	**₱45,248,853,319**

	December 31, 2024				
	Land and Land Development	Building and Building Improvements	Construction in Progress	Right-of-use Assets	Total
Cost					
Balances at beginning of year	₱16,494,441,679	₱30,438,689,072	₱3,486,940,853	₱6,194,161,324	₱56,614,232,928
Additions	881,725,635	44,439,788	189,736,779	9,977,726	1,125,879,928
Retirement	–	(72,258,230)	–	–	(72,258,230)
Reclassification	–	1,297,991,537	(1,232,347,712)	–	65,643,825
Balances at end of year	17,376,167,314	31,708,862,167	2,444,329,920	6,204,139,050	57,733,498,451
Accumulated Depreciation					
Balances at beginning of year	–	8,958,683,900	–	1,030,001,793	9,988,685,693
Depreciation	–	1,209,218,820	–	235,058,143	1,444,276,963
Reclassification	–	39,639,880	–	–	39,639,880
Retirement	–	(72,258,230)	–	–	(72,258,230)
Balances at end of year	–	10,135,284,370	–	1,265,059,936	11,400,344,306
Net Book Value	₱17,376,167,314	₱21,573,577,797	₱2,444,329,920	₱4,939,079,114	₱46,333,154,145

Investment properties consist mainly of land and commercial centers. These include properties, currently being leased out for future leasing. The commercial centers include retail malls, Vistamalls and Starmalls that are located in key cities and municipalities in the Philippines. These also include office spaces for lease.

Rental income earned from investment properties amounted to ₱12,357.95 million, ₱13,326.48 million, and ₱12,673.46 million in 2025, 2024 and 2023, respectively. Repairs and maintenance costs incurred arising from the investment properties amounted to ₱112.85 million, ₱117.91 million, and ₱141.20 million for the years ended December 31, 2025, 2024 and 2023, respectively. Cost of property operations amounted to ₱2,617.66 million, ₱2,857.52 million and ₱3,088.22 million for the years ended December 31, 2025, 2024 and 2023, respectively. For the terms and conditions on the lease, refer to Note 25.

As of December 31, 2025 and 2024, the aggregate fair values of investment properties amounted to ₱90,252.72 million and ₱77,875.15 million, respectively, using Level 3 (significant unobservable inputs).

In the determination of fair values in 2025 and 2024, market value approach method was used for land, income approach method was used for completed and substantially completed malls and office buildings for rent and cost approach method was used for construction in progress under early stage of construction and right-of-use asset.

The key assumptions used to determine the fair value of the investment properties held for leasing are the estimated rental value per sqm per year, rental growth rate per annum, vacancy rates and discount rates. The discount rate used in the valuation are of 8.88% and 8.43% in 2025 and 2024, respectively. Significant increases (decreases) in estimated rental value and rent growth per annum in isolation would result in a significantly higher (lower) fair value of the properties. Significant increases (decreases) in the long-term vacancy rate and discount rate (and exit yield) in isolation would result in a significantly lower (higher) fair value. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum, and an opposite change in the long-term vacancy rate and discount rate.

The parcels of land are located in cities and municipalities like Mandaluyong City, Las Piñas City, Taguig City, Naga City, Dasmariñas, Bacoor, Imus, San Jose del Monte, Sta. Rosa City, Muntinlupa City, Kawit, Talisay City, Sto. Tomas, Silang. The fair value measurement using unobservable data in active market is Level 3 of the fair value hierarchy. The market price per square meter of the parcels of land ranges between ₱6,000 to ₱388,000 in Mega Manila, ₱1,000 to ₱75,000 in Luzon, ₱16,000 to ₱70,000 in Visayas, and ₱3,500 to ₱61,557 in Mindanao.

The fair value measurement using unobservable data in active market is Level 3 of the fair value hierarchy.

The estimated useful life of the investment properties other than land is 10 to 40 years.

The total contractual obligations to either purchase or construct or develop investment properties or for repairs, maintenance and enhances amounted to ₱1,154.60 million and ₱1,130.93 million as of December 31, 2025 and 2024, respectively.

Investment properties with carrying value of ₱370.56 million are used to secure the bank loans of the Group as of December 31, 2025 and 2024 (see Note 14). The fair value of the investment properties used as collateral amounted to ₱4,707.57 million and ₱5,626.72 million under market approach as of December 31, 2025 and 2024, respectively.

There is no borrowing cost capitalized to investment properties for the years ended December 31, 2025 and 2024 (see Note 18). Amortization expense related to right-of-use asset amounted to ₱231.76 million and ₱235.06 million for the years ended December 31, 2025 and 2024, respectively. Right-of-use asset is amortized over a period of 3 to 30 years.

On January 8, 2022, a fire hit Star Mall Alabang in Muntinlupa City in which the Group received additional insurance proceeds in 2023 amounting to ₱1,841.16 million which was reported as Proceeds from insurance claim in the 2023 consolidated statement of comprehensive income.

11. **Other Assets**

This account consists of:

	2025	2024
Input value-added tax (VAT)	**₱2,906,520,757**	₱2,750,967,224
Refundable deposits	**164,178,707**	160,142,510
Restricted cash	**9,751,045**	155,594,729
Prepaid expenses	**39,430,956**	25,853,347
Creditable withholding taxes	**5,994,556**	6,465,791
Others	**12,715,859**	14,340,031
	3,138,591,880	3,113,363,632
Other noncurrent assets:		
Refundable deposits	**164,178,707**	160,142,510
Restricted cash	**9,751,045**	155,594,729
	173,929,752	315,737,239
Current Assets	**₱2,964,662,128**	₱2,797,626,393

Input VAT is a tax imposed on purchases of goods, professional and consulting services and construction costs. These are available for offset against output VAT in future periods.

Refundable deposits pertain to deposits on utility subscriptions, rental deposits and security deposits. These deposits shall be applied against unpaid utility expenses and rent expenses upon termination of the contracts. These deposits are necessary for the continuing construction and development of the Group's commercial centers.

Restricted cash are deposits restricted solely for payment of the principal amortization and interest of certain bank loans. These deposits bear prevailing interest rates and will be retained as deposits until the bank loans are fully paid. Deposit balance should be equivalent to two quarters of debt amortization. Interest income from restricted cash amounted to ₱14.69 million, ₱4.32 million, and ₱3.60 million in 2025, 2024 and 2023, respectively (see Note 18).

Creditable withholding taxes pertain to taxes withheld by the customer and are recoverable and can be applied against income tax in future periods. For the years ended December 31, 2025, and 2024, creditable withholding taxes applied against income tax payable amounted to ₱58.57 million and ₱77.28 million, respectively (see Note 26).

Prepaid expenses mainly include advertising and marketing fees, taxes and licenses, rentals and insurance paid in advance. These are to be fully amortized within one year.

12. **Accounts and Other Payables**

This account consists of:

	2025	2024
Accounts payable:		
Supplier	**₱1,386,122,234**	₱1,933,295,280
Contractors (Note 20)	**1,554,675,065**	1,403,697,418
Accrued expenses	**326,853,726**	350,182,931
Deferred output VAT	**1,881,970,819**	1,113,806,859
Current portion of liabilities for purchased land	**175,375,425**	106,287,436
Current portion of retention payable	**404,251,019**	396,017,891
Other payables (Notes 22 and 26)	**1,001,184,764**	348,689,512
	₱6,730,433,052	₱5,651,977,327

Accounts payable - contractors
Accounts payable - contractors pertain to contractors' billings for construction services related to the development of various projects of the Group. These are expected to be settled within the year.

Accounts payable - suppliers
Accounts payable - suppliers represent agency fees, construction materials, marketing collaterals, office supplies and property and equipment ordered and delivered but not yet due. These are expected to be settled within the year.

Deferred output VAT
Deferred output VAT pertains to the output VAT on receivables from the Group's leasing operations. This amount is presented as output VAT upon collection of the receivables.

Current portion of liabilities for purchased land
Liabilities for purchased land are payables to various real estate property sellers. Under the terms of the agreements executed by the Group covering the purchase of certain real estate properties, the titles of the subject properties shall be transferred to the Group only upon full payment of the real estate payables. Liabilities for purchased land that are payable beyond one year from year end date are presented in 'Other noncurrent liabilities' (see Note 15).

Current portion of retention payable
Retention payable pertains to 10.00% retention from the contractors' progress billings which will be released after the completion of contractors' project. The retention serves as a holdout amount withheld from the contractor to cover for back charges that may arise from quality issues in affected projects. Retention payables that are payable beyond one year from year end date are presented in 'Other noncurrent liabilities' (see Note 15).



Accrued expenses
Details of accrued expenses follow:

	2025	2024
Real property taxes	**₱77,984,086**	₱114,039,741
Utilities	**75,824,345**	82,746,834
Repairs and maintenance and licenses	**32,749,690**	29,938,917
Security services	**27,138,482**	21,762,817
Agency services	**20,109,425**	15,550,021
Janitorial services	**18,827,742**	15,567,072
Advertising	**15,595,588**	14,839,698
Professional fees	**13,022,732**	11,947,344
Interest (Notes 18 and 25)	**9,423,312**	14,808,063
Rental	**888,129**	471,954
Others	**35,290,195**	28,510,470
	₱326,853,726	₱350,182,931

Other payables
Other payables include dues from remittance to Social Security System, Philippine Health Insurance Corporation, Home Development Mutual Fund, withholding taxes, output tax and various payables. These are noninterest-bearing and are normally settled within one year. In 2025, this account also includes provisions amounting to ₱81.56 million (Notes 22 and 26).

In 2025, upon management determination that based on sufficient supporting evidence certain financial liabilities are no longer enforceable and settlement is no longer probable, the Company derecognized and reversed financial liabilities amounting to ₱326.26 million (see Notes 17 and 26).

13. Advance Rent and Security Deposits

This account consists of:

	2025	2024
Advance rent	**₱788,867,084**	₱829,788,275
Security deposits	**587,664,586**	606,992,964
	1,376,531,670	1,436,781,239
Less noncurrent portion:		
Advance rent (Note 15)	**(72,065,976)**	(78,059,297)
Security deposits (Note 15)	**(154,456,981)**	(133,967,023)
	(226,522,957)	(212,026,320)
Current portion	**₱1,150,008,713**	₱1,224,754,919

Advance rent
Advance rent includes three-month advance rent paid by lessee as required under lease contract. These will be applied to the first or last three months rental depending on the contract terms of the related lease contract. These also include overpayments made by lessee against its monthly billings which will applied to future billings. Current portion are those to be applied within one year from financial reporting date.

Security deposits
Security deposits represent deposits required by lease agreements. These can be recovered upon termination of the lease agreement through refund or application to unpaid rent and/or other charges. Current portion are those to be applied within one year from financial reporting date.

In 2025, upon management determination that based on sufficient supporting evidence certain security deposits are no longer enforceable and settlement is no longer probable, the Company derecognized and reversed financial liabilities amounting to ₱135.06 million (see Notes 17 and 26).

14. **Bank Loans**

Bank Loans
Bank loans pertain to the borrowings of the Group from various local financial institutions. These bank loans are obtained to finance capital expenditures and for general corporate purposes.

The rollforward analysis of this account follows:

	December 31, 2025	December 31, 2024
Principal		
Balance at the beginning of year	**₱1,271,875,000**	₱1,734,375,000
Payment	**(462,500,000)**	(462,500,000)
Balance at end of year	**809,375,000**	1,271,875,000
Debt issue cost		
Balance at the beginning of the year	**7,808,005**	14,288,814
Amortizations	**(4,625,009)**	(6,480,809)
Balance at end of the year	**3,182,996**	7,808,005
Carrying value	**806,192,004**	1,264,066,995
Less current portion	**460,038,866**	448,211,186
Noncurrent portion	**₱346,153,138**	₱815,855,809

Details of the bank loans as at December 31, 2025 and 2024 follow:

Loan Type	Date of Availment	2025	2024	Maturity	Interest Rate	Payment Terms	Covenants/Collaterals
MAPI							
Bank loan	July 2017	**₱109,375,000**	₱171,875,000	June 2027	6.23%	Interest and principal payable quarterly	Current ratio of at least 1:1.00; Debt to Equity maximum of 2.50:1.00 and DSCR 1:1.00; Guaranteed by VMI
		109,375,000	171,875,000				
MC							
Bank loan	October 2022	**696,817,004**	1,092,191,995	July 2027	7.55%	Interest and principal payable quarterly	With land collateral in Alabang
		696,817,004	1,092,191,995				
		806,192,004	1,264,066,995				
Less noncurrent portion		**346,153,138**	815,855,809				
		₱460,038,866	₱448,211,186				

Interest expense on bank loans amounted to ₱83.05 million, ₱119.03 million and ₱153.99 million in 2025, 2024 and 2023, respectively (see Note 18).

The Group has complied with the covenants required by the bank loans as at December 31, 2025 and 2024. The compliance of MAPI and MC to the covenants of their respective bank loans are based on their standalone financial statement balances.

As disclosed in Note 10, certain investment properties are used as collateral to bank loans.

15. Other Noncurrent Liabilities

This account consists of long-term portion of:

	2025	2024
Retention payable - net of current portion (Note 12)	**₱93,807,765**	₱109,857,044
Liabilities for purchased land - net of current portion (Note 12)	**224,805,388**	183,248,035
Security deposits - net of current portion (Note 13)	**154,456,981**	133,967,023
Advance rent - net of current portion (Note 13)	**72,065,976**	78,059,297
Other payables (Note 12)	**40,878**	4,865,798
	₱545,176,988	₱509,997,197

16. Equity

Capital Stock

The details of the Parent Company's capital stock as at December 31, 2025 and 2024 follow:

Preferred	
Authorized shares	10,000,000,000
Par value per share	₱0.01
Issued and outstanding shares	2,350,000,000
Value of shares issued	₱23,500,000
Common	
Authorized shares	16,900,000,000
Par value per share	₱1.00
Issued and outstanding shares	8,425,981,156
Value of shares issued	₱8,425,981,156

Registration Track Record

On November 13, 1970, the SEC approved the listing of the Parent Company's common shares totaling 1,000,000,000 shares. The shares were initially issued at an offer price of ₱0.01 per share.

After listing in 1970, there had been subsequent issuances covering a total of 7,425,981,156 shares.

Below is the summary of the Parent Company's track record of registration of securities with the SEC as at December 31, 2025:

	Number of Shares Registered	Number of holders of securities as of year end
December 31, 2023	8,425,981,156	432
Add/(Deduct) Movement	–	(1)
December 31, 2024	8,425,981,156	431
Add/(Deduct) Movement	–	–
December 31, 2025	**8,425,981,156**	**431**

Retained Earnings

In accordance with Revised Securities Regulation Code Rule 68, the Parent Company's retained earnings available for dividend declaration as at December 31, 2025, after reconciling items, amounted to ₱5,447.44 million.

Retained earnings include the accumulated equity in undistributed earnings of consolidated subsidiaries of ₱38,575.62 million and ₱38,895.73 million in 2025 and 2024, respectively. These are not available for dividends until declared by the subsidiaries.

The BOD of the Parent Company approved the declaration of regular cash dividend amounting to ₱365.09 million or ₱0.0433 per share, ₱307.66 million or ₱0.0365 per share and ₱258.14 million or ₱0.0306 per share on December 26, 2025, November 13, 2024 and September 28, 2023, respectively. The dividend declarations are in favor of all stockholders of record as of January 15, 2026, December 12, 2024 and October 13, 2023. The unpaid declared dividends are lodged under "Payable to VLLI" account (see Note 26).

As at December 31, 2025 and 2024, unpaid dividends amounted to ₱47.06 million and ₱4.48 million, respectively.

Capital Management

The primary objective of the Group's capital management policy is to ensure that debt and equity capital are mobilized efficiently to support business objectives and maximize shareholder value. The Group establishes the appropriate capital structure for each business line that properly reflects its premier credit rating and allows it the financial flexibility, while providing it sufficient cushion to absorb cyclical industry risks.

The Group considers debt as a stable source of funding. The Group may lengthen the maturity profile of its debt portfolio in order to spread out its debt maturities by not having a significant percentage of its total debt maturing in a single year.

The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. It monitors capital using leverage ratios on both a gross debt and net debt basis.

As at December 31, 2025, 2024 and 2023, the Group had the following ratios:

	2025	2024	2023
Current ratio	**0.61**	0.50	0.43
Debt-to-equity ratio	**1.32**	1.15	1.21
Net debt-to-equity ratio	**0.02**	0.02	0.03
Asset-to-equity ratio	**2.32**	2.15	2.21

As at December 31, 2025, 2024 and 2023, the Group had complied with all externally imposed capital requirements (see Note 14). No changes were made in the objectives, policies or processes for managing capital during the years ended December 31, 2025, 2024 and 2023.

The Group considers as capital the equity attributable to equity holders of the Parent Company.

The following table shows the component of the Group's equity which it manages as capital as at December 31, 2025, 2024 and 2023:

	2025	2024	2023
Total paid-up capital	**₱14,838,795,510**	₱14,838,795,510	₱14,838,795,510
Retained earnings	**39,349,180,587**	40,489,986,916	33,891,742,283
Other comprehensive income	**(4,448,316,347)**	(4,131,433,332)	(4,016,045,195)
	₱49,739,659,750	₱51,197,349,094	₱44,714,492,598

Other comprehensive income attributable to Parent Company consists of the following:

	Unrealized fair value loss on equity investment at FVOCI	Remeasurement gain in pension liabilities	Total
OCI as at January 1, 2023	(₱4,051,993,143)	₱40,013,943	(₱4,011,979,200)
Movement during the year	(7,510,799)	3,444,804	(4,065,995)
OCI as at December 31, 2023	(₱4,059,503,942)	₱43,458,747	(₱4,016,045,195)
OCI as at January 1, 2024	(₱4,059,503,942)	₱43,458,747	(₱4,016,045,195)
Movement during the year	(120,172,785)	4,784,648	(115,388,137)
OCI as at December 31, 2024	(₱4,179,676,727)	₱48,243,395	(₱4,131,433,332)
OCI as at January 1, 2025	**(₱4,179,676,727)**	**₱48,243,395**	**(₱4,131,433,332)**
Movement during the year	**(330,475,158)**	**13,592,143**	**(316,883,015)**
OCI as at December 31, 2025	**(₱4,510,151,885)**	**₱61,835,538**	**(₱4,448,316,347)**

Financial Risk Assessment

The Group's financial condition and operating results would not be materially affected by the current changes in liquidity, credit, interest, currency and market conditions.

Credit risks continue to be managed through defined credit policies and continuing monitoring of exposure to credit risks. The Group's counterparties remain diverse, and the outstanding balance of selected related parties are provided with support by Fine Properties, Inc., Ultimate parent company as it makes available its property holdings and other assets to support the related party receivables.

As discussed in Note 6, out of the total rental income in 2025, 89.30% comes from anchor tenants of the Group which are related parties.

17. Other Operating Income

This account consists of:

	2025	2024	2023
Administrative fees	**₱147,271,001**	₱139,023,036	₱206,658,556
Forfeited deposits and advances rent (Note 26)	**135,058,390**	–	1,734,873
Mall maintenance and security fees	**73,155,510**	97,611,660	114,547,492
Advertising fees	**17,012,062**	15,623,919	19,128,512
Penalties and surcharges	**412,956**	3,519,259	3,681,449
Miscellaneous	**7,125,150**	892,988	12,277,560
	₱380,035,069	₱256,670,862	₱358,028,442

In 2025, upon management determination that based on sufficient supporting evidence certain financial liabilities are no longer enforceable and settlement is no longer probable, the Company derecognized and reversed financial liabilities amounting to ₱326.26 million (see Notes 17 and 26).

18. Interest Income and Expense

Interest income consists of:

	2025	2024	2023
Interest income from cash and restricted cash (Note 7, 8 and 11)	**₱14,789,284**	₱4,414,231	₱4,679,888
Interest income from tenants	**6,195,300**	5,871,204	3,699,593
	₱20,984,584	₱10,285,435	₱8,379,481

Interest expense and other financing charges consist of:

	2025	2024	2023
Bank loans (Note 14)	**₱83,049,014**	₱119,027,575	₱153,991,691
Lease liabilities (Notes 25)	**511,102,039**	512,123,706	506,740,223
Payable to related parties (Note 20)	**4,300,793,423**	2,974,924,624	–
Bank charges	**1,558,164**	527,897	1,016,842
	₱4,896,502,640	₱3,606,603,802	₱661,748,756

19. **Income Tax**

Provision for income tax consists of:

	2025	2024	2023
Current:			
RCIT	**₱171,079,921**	₱118,765,883	₱149,330,503
Final	**2,779,734**	18,204	217,819
Deferred	**1,081,099,424**	1,473,852,681	2,523,107,214
	₱1,254,959,079	₱1,592,636,768	₱2,672,655,536

The components of the Group's deferred tax assets (liabilities) follow:

	2025	2024
Deferred tax assets on:		
Lease liabilities	**₱1,731,019,259**	₱1,697,095,975
Allowance for impairment	**290,158,791**	189,388,645
Accrual of retirement costs	**11,733,302**	13,743,310
	2,032,911,352	1,900,227,930
Deferred tax liabilities on:		
Straight lining of rent income	**(8,485,832,344)**	(7,112,408,012)
Capitalized interest and other expenses	**(3,353,702,040)**	(3,450,632,962)
Right-of-use assets	**(1,176,830,153)**	(1,234,769,779)
Difference in tax basis of depreciation expense	**(460,289,100)**	(460,289,100)
Excess of book basis over tax basis of deferred gross profit on real estate sales	**(6,637,681)**	(6,875,835)
	(13,483,291,318)	(12,264,975,688)
	(₱11,450,379,966)	(₱10,364,747,758)

The movement in net deferred tax liabilities was booked as movement in OCI amounting to ₱4.53 million, ₱1.60 million and ₱1.15 million in 2025, 2024 and 2023, respectively.

As of December 31, 2025, the Group did not recognize deferred tax asset amounting to ₱27.51 million pertaining to allowance for expected credit loss since management believes that sufficient taxable income will not be available in the future to allow the carryforward benefits of deferred tax assets to be utilized.

Deferred tax assets are recognized only to the extent that taxable income will be available against which the deferred tax assets can be used. The subsidiaries recognize a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable income will allow the deferred tax asset to be recovered.

The reconciliation of the provision for income tax computed at the statutory income tax rate to the provision for income tax shown in profit or loss follows:

	2025	2024	2023
Provision for income tax at statutory income tax rate	**25.00%**	25.00%	25.00%
Tax effects of:			
Nondeductible expense	**3.24%**	0.41%	–
Dividend income	**(30.19%)**	(1.60%)	–
Change in unrecognized deferred tax asset	**5.75%**	–	–
Nontaxable loss (recovery)	**258.66%**	(2.47%)	–
Others	**–**	(2.60%)	(1.15%)
Provision for income tax	**262.46%**	18.74%	23.85%

20. **Related Party Transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control or common significant influence. Entities under common control are those entities outside the Group but are related parties of Fine Properties, Inc. Related parties may be individuals or corporate entities.

The Parent Company and its subsidiaries have material related party transactions policies containing the approval requirements and limits on amounts and extent of related party transactions in compliance with the requirement under Revised Securities Regulation Code Rule 68 and SEC Memorandum Circular 10, series 2019.

The Parent Company has an approval requirement such that material related party transaction (RPT) shall be reviewed by the Risk Management Committee (the Committee) and endorsed to the BOD for approval. Material RPTs are those transactions that meet the threshold value as approved by the Committee amounting to 10% or higher of the Group's total consolidated assets based on its latest audited financial statements.

The Group in their regular conduct of business has entered into transactions with related parties principally consisting of trade transactions from mall leasing, advances, reimbursement of expenses, and purchase and sale of real estate properties. Except as otherwise indicated, the outstanding accounts with related parties shall be settled in cash. As a policy and when applicable, the Group allows settlement of RPTs through transfer of property holdings and other assets. The transactions are made at terms and prices agreed upon by the parties.

The consolidated statements of financial position include the following amounts resulting from the foregoing transactions which represent amounts receivable (payable) with related parties as of December 31, 2025 and 2024:

2025

	Nature of Transaction	Volume	Receivable (Payable)	Terms	Conditions
Receivables from tenants and accrued rental receivables (Note 9)					
Ultimate Parent Company	a) Rental of office spaces	₱–	₱3,577,888	Due and demandable; Noninterest bearing	Unsecured; no impairment
VLLI	a) Rental of office spaces	(14,163,646)	–	Due and demandable; Noninterest-bearing	Unsecured; no impairment
Entities under common control	a) Rental of commercial spaces	11,858,274,400	46,644,722,369	Due and demandable; Noninterest-bearing	Certain receivables with letter of support from Fine Properties Inc., no impairment
			₱46,648,300,257		
Receivables from related parties (Note 9)					
Entities under common control	a) Assignment of receivables	₱–	₱5,050,542,342	Due and demandable; Noninterest-bearing Noninterest-bearing	Certain receivables with letter of support from Fine Properties Inc., no impairment
Investments at fair value through OCI (Note 8)					
VLLI	b) Investments in VLLI shares	(₱330,971,615)	₱782,296,543	Not held for trading; subject to fair value changes	Unsecured; no impairment
Receivables from related Parties					
Ultimate Parent Company	e) Dividend	(₱4,977,567)	₱–		
Entities under common control	c) Advances	4,000,000	3,164,157,971	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured; no impairment
			₱3,164,157,971		
Advances (Note 9)					
Affiliates	c) Contractors	(₱4,783,923)	₱4,072,948,097	Due and demandable; Noninterest-bearing Noninterest-bearing	Certain receivables with letter of support from Fine Properties Inc., no impairment
	c) Other receivables	4,000,000	29,636,480	Due and demandable; Noninterest-bearing Noninterest-bearing	Certain receivables with letter of support from Fine Properties Inc., no impairment
			₱4,102,584,577		
Dividends					
VistaREIT, Inc.	h) Dividends	₱577,387,324	₱–	Noninterest-bearing	Unsecured
Investment in associate					
VistaREIT, Inc.	h) Investment in associate	(₱4,947,113,701)	₱6,037,126,233	Noninterest-bearing	Unsecured; with impairment

	Nature of Transaction	Volume	Receivable (Payable)	Terms	Conditions
Payables to related parties					
Parent Company	c) Advances	(₱3,407,386,346)	(₱33,698,165,102)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
	e) Dividend	(322,507,419)	–	–	–
Entity under common control	h) Interest	(1,325,868,799)	(4,300,793,423)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
			₱37,998,958,525		
Accounts and Other Payables (Note 12)					
Affiliates	c) Contractors	(₱54,696,859)	(₱173,631,707)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
	c) Suppliers	(354,246,466)	(541,326,310)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
	c)Retention	(900,888)	(411,772,804)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
	c)Other payables	(1,500,000)	(12,412,991)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
			(₱1,139,143,812)		
Lease liabilities (Note 25)					
Ultimate parent company	d) Rental of parcels of land	₱343,477,229	(₱173,053,969)	Scheduled lease payments	Unsecured
Entities under common control	d) Rental of parcels of land	3,959,227,309	(1,989,089,374)	Scheduled lease payments	Unsecured
			(₱2,162,143,343)		
Dividends payable (Note 16)					
Other stockholders	e) Dividend	(₱37,605,848)	(₱47,064,856)	Due and demandable; noninterest-bearing	Unsecured

2024

	Nature of Transaction	Volume	Receivable (Payable)	Terms	Conditions
Receivables from tenants and accrued rental receivables (Note 9)					
Ultimate Parent Company	a) Rental of office spaces	₱–	₱3,577,888	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured; no impairment
VLLI	a) Rental of office spaces	15,584,982	14,163,646	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured; no impairment
Entities under common control	a) Rental of commercial spaces	12,123,457,889	34,786,447,969	Due and demandable; Noninterest-bearing Noninterest-bearing	Certain receivables with letter of support from Fine Properties Inc., no impairment
			₱34,804,189,503		
Receivables from related parties *(Note 9)*					
Entities under common control	a) Assignment of receivables	₱1,832,102,342	₱5,050,542,342	Due and demandable; Noninterest-bearing Noninterest-bearing	Certain receivables with letter of support from Fine Properties Inc., no impairment
Investments at fair value through OCI *(Note 8)*					
VLLI	b) Investments in VLLI shares	(₱120,353,315)	₱1,113,268,158	Not held for trading; subject to fair value changes	Unsecured; no impairment
Receivables from related Parties					
Ultimate Parent Company	e) Dividend	(₱4,194,597)	₱–		
Entities under common control	c) Advances	4,000,000	3,160,157,971	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured; no impairment
			₱3,160,157,971		
Advances (Note 9)					
Affiliates	c) Contractors	₱–	₱4,077,732,021	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
	c) Other receivables	–	8,100,879	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
			₱4,085,832,900		
Dividends					
VistaREIT, Inc.	h) Dividends	₱545,396,118	₱–	Noninterest-bearing	Unsecured
Investment in associate					
VistaREIT, Inc.	h) Investment in associate	₱1,085,673,857	₱10,984,239,934	Noninterest-bearing	Unsecured; with impairment
Payables to related parties					
Parent Company	c) Advances	₱361,861,657	(₱30,019,001,694)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
	e) Dividend	(271,777,062)	–	–	–
Entity under common control	h) Interest	(2,974,924,624)	(2,974,924,624)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
			₱32,993,926,318		
Accounts and other payables (Note 12)					
Affiliates	c) Contractors	₱–	(₱118,934,849)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
	c) Supplies	–	(187,079,844)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
	c) Retention	–	(410,871,915)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
	c) Other payables	–	(10,912,990)	Due and demandable; Noninterest-bearing Noninterest-bearing	Unsecured
			₱727,799,598		



2024	Nature of Transaction	Volume	Receivable (Payable)	Terms	Conditions
Lease liabilities *(Note 25)*					
Ultimate parent company	d) Rental of parcels of land	₱92,863,908	(₱170,423,260)	Scheduled lease payments	Unsecured
Entities under common control	d) Rental of parcels of land	9,309,874	(1,970,137,936)	Scheduled lease payments	Unsecured
			(₱2,140,561,196)		
Dividends payable *(Note 16)*					
Other stockholders	e) Dividend	(₱31,690,458)	(₱4,483,177)	Due and demandable; noninterest-bearing	Unsecured

Outstanding balances at year-end are unsecured, interest free and unless otherwise stated, settlement occurs generally in cash. The Group also expects settlement of these related party transactions and balances through transfer of property holdings and other assets. The Ultimate Parent Company, Fine Properties, Inc. also offers appropriate support and makes available its property holdings and other assets to guarantee the recoverability of the related party receivables. The related party receivables are due and demandable and legally enforceable.

As at December 31, 2025 and 2024, the Group has not made any provision for impairment loss relating to amounts owed by related parties. This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates. In the analysis, the assessment has been extended to determine if available property holdings and other assets are enough to cover the amounts recoverable from related parties.

The significant transactions with related parties follow:

a) The Group has operating lease agreements with entities under common control for the leases of commercial centers. The lease agreements are renewable and contain escalation clauses. Rental income and receivables including the effect of straight-line calculation from related parties amounted to ₱11,035.76 million and ₱46,648.30 million, respectively, as of December 31, 2025, ₱12,123.46 million and ₱34,786.45 million, respectively, as of December 31, 2024. These receivables from related parties which are recognized as 'Accounts receivable from tenants' and 'Accrued rent receivable' under 'Receivables' are not impaired (see Note 9).

   Included in the related party tenants are the AllValue Holdings Corp. Group of companies (AllValue Group), an anchor tenant, which is comprised of AllHome Corp., AllDay Marts, Inc., AllDay Retail Concepts, Inc., Family Shoppers Unlimited, Inc., CM Star Management, Inc., Marks Fitness Place Inc., Parallax Incorporated and The Village Server, Inc. AllValue Group is engaged in retail businesses covering supermarkets, retail of apparel, construction materials and home/building appliances and furnishings. The lease agreements are renewable and contains escalation clauses.

   Rental income and receivables from All-Value Group including the effect of future lease rate escalation amounted to ₱10,995.43 million and ₱46,382.38 million, respectively, as of December 31, 2025 and ₱10,744.61 million and ₱32,746.60 million , respectively, as of December 31, 2024. These receivables from AllValue Group which are recognized as 'Accounts receivable from tenants' and 'Accrued rent receivable' under 'Receivables' are not impaired (see Note 9).

   Rental income and receivables from All Value Group without the effect of future escalation amounted to ₱5,472.12 million and ₱12,493.69 million, respectively, as of December 31, 2025 and ₱4,655.39 million and ₱7,147.91 million , respectively, as of December 31, 2024. These receivables from All-Value Group are recognized as 'Accounts receivable from tenants' under 'Receivables' (see Note 9). These receivables are due and demandable and legally enforceable.

Outstanding rent receivables with the effect of future escalation amounting to ₱46,382.38 million and are supported by Fine Properties, Inc. as of December 31, 2025. In 2024, outstanding rent receivables with the effect of future escalation amounting to ₱32,746.60 million are financially supported by Fine Properties, Inc.

Receivables from Related Parties

In March 2023, June 2023, September 2023 and March 2024, Deeds of Assignment were entered among (1) the Company as lessor; (2) various related party tenants under AllValue Holdings Corp. (AVHC) (Assignors) and (3) AVHC (Assignee), for the Assignors to assign, transfer and convey to AVHC as the Assignee, all the Assignors' rental payables to the Company amounting to ₱7,811.66 million.

In 2024, ₱874.48 million worth of parcels of land were transferred. As of December 31, 2024, the cumulative parcels of land valued at ₱2,761.12 million were transferred by AVHC to the Company as a form of settlement of the assigned receivables and these were recorded under "Investment properties" in the statement of financial position (see Notes 9 and 18). There were no similar transfers in 2025.

The remaining ₱5,050.54 million is expected to be settled through cash or transfer of land holdings and other assets.

In 2022, the Group amended certain lease contracts with Family Shoppers Unlimited, Inc. and Parallax, Inc. resulting to increase in rental income and rental receivables by ₱5,435.40 million. The amendments of the lease contracts follow:

i. Extension of lease term by another 30 years commencing from the lease modification date; and
ii. From variable rent based on agreed percentage of sales to annual fixed rent of ₱2,000 with 10% annual escalation.

In May and November 2019, the Group amended certain lease contracts with AllValue Group. The amendments of the lease contracts follow:

i. Extension of the lease term by 10-15 years commencing from the lease modification date; and
ii. From annual fixed rent to variable rent based on agreed percentage on gross sales or agreed minimum guaranteed rent (MGR) with annual escalation, whichever is higher

The Ultimate Parent Company also has lease agreements with the Group for the lease of its office spaces. The rental due is based on prevailing market conditions.

As discussed in Note 9, various related party tenants under AVHC (Assignors) assigned their rental payables to AVHC (Assignee), being its parent company. Accordingly, AVHC transferred parcels of land to the Group as a form of settlement of the assigned rental payables.

b) In 2016, MC invested in 752.21 million shares of VLLI at ₱7.15 per share amounting to ₱5,378.29 million. Investment in VLLI is recorded as investment in quoted equity securities carried at fair value through OCI by the Group.

c) The Group in its regular conduct of business has entered into transactions with ultimate parent company, parent company and other related parties under common control principally consisting of noninterest bearing advances for working capital requirements and capital expenditures which

have no stated date of repayment. Other related party transactions consist mainly of construction services, procurement of supplies and others. The Group's policy is to settle its intercompany receivables and payables on a net basis.

Offsetting Agreement
Commencing in December 2023, MAPI and MC, as the Sponsors, entered into an offsetting agreement with VREIT to offset any financial obligations owed to each other under the terms of existing agreements between the parties and shall apply to all present and future financial obligations including but not limited to dividends, loans, advances and any other monetary transactions.

The following table represents the recognized financial instruments that are offset as of December 31, 2025 and 2024 and shows in the 'Net' column the net impact on the Group's statements of financial position as a result of the offsetting rights.

	December 31, 2025		
Financial Instruments Offsetting	**Gross Amount**	**Offsetting**	**Net Amount**
Payable to related parties	**(₱39,205,101,763)**	**₱–**	**(₱39,205,101,763)**
Receivables from land lease	**–**	**13,968,746**	**13,968,746**
Dividend receivables (Note 9)	**–**	**577,387,324**	**577,387,324**
Receivables from related parties	**–**	**614,787,168**	**614,787,168**
	(₱39,205,101,763)	**₱1,206,143,238**	**(₱37,998,958,525)**

	December 31, 2024		
Financial Instruments Offsetting	Gross Amount	Offsetting	Net Amount
Payable to related parties	(₱34,449,790,123)	₱–	(₱34,449,790,123)
Receivables from land lease	–	13,927,942	13,927,942
Dividend receivables (Note 9)	–	545,396,118	545,396,118
Receivables from related parties	–	896,539,745	896,539,745
	(₱34,449,790,123)	₱1,455,863,805	(₱32,993,926,318)

d) The Group entered into lease agreements pertaining to parcels of land wherein the Group's commercial centers are situated with Fine Properties, Inc. and other related parties under common control of which includes Brittany Corporation, Communities Bulacan, Inc., Communities Naga, Inc., Communities Cebu, Inc., Crown Asia Properties, Inc. and Household Development Corporation. These leases have terms ranging from 20 to 25 years, with rental escalation clauses and renewal options.

e) Details of dividends declared to stockholders are discussed in Note 16.

f) Details of the offsetting agreement of MC and MAPI as the Sponsors, with VREIT are discussed in Note 9.

g) Details of the investment in associate are discussed in Note 8.

h) VLLI has extended a loan to Vista Land International, Inc. (VII). VII allocates a portion of the interest burden attributable to said loan to MAPI and MC, based on their respective utilization of the proceeds or economic benefit received and pursuant to an internal agreement among related parties.

The Group agrees to assume and pay interest due on the VLLI loan as of December 31, 2025 and recognized interest expense amounting to ₱4,300.79 million in 2025 and ₱2,974.92 million in 2024. These remains unpaid as of December 31, 2025 and 2024 and are recognized under "Payable to related parties" in the statement of financial position.

In addition, the Parent Company served as the guarantor for the following borrowings entered into by its related parties which the Parent Company unconditionally and irrevocably guaranteed. No fees are charged for these guarantee agreements.

A. Dollar Denominated Bonds

a. US$150 million Notes (Due April 2028)

On May 2, 2025, VLL International, Inc. (VII), a subsidiary of VLLI, obtained a US$150 million syndicated term loan facility at a rate of 6.41% per annum. The obligations of VII under the loan facility are guaranteed by the Parent Company and its subsidiaries namely Brittany Corporation, Crown Asia Properties, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc. The proceeds of the term loan facility will be used for financing, refinancing or reimbursing working capital and general corporate purposes of the Group.

As of December 31, 2025, outstanding balance of the Notes amounted to US$150 million (₱8,818.50 million).

b. US$220.00 million Notes (Due July 2027)

On May 17, 2021, VII (the Issuer) issued US$170.00 million Notes with a term of six years from initial drawdown date. The interest rate is 7.25% per annum, payable semi-annually in arrears on January 20 and July 20 of each year beginning on January 20, 2022. The Notes were used to refinance existing debt as a result of liability management exercise and excess proceeds were used to refinance existing debt and for general corporate purposes. There are no properties owned by the Group that were pledged as collateral to this Notes.

As of December 31, 2025 and 2024, outstanding balance of the Notes amounted to US$169.49 million (₱9,964.51 million) and US$172.18 million (₱9,959.98 million), respectively.

On June 1, 2021, VII issued an additional US$50.00 million unsecured note, with similar terms and conditions as the above notes. There are no properties owned by the Group that were pledged as collateral to this Notes.

As of December 31, 2025 and 2024, outstanding balance of the Notes amounted to US$49.85 million (₱2,930.74 million) and US$50.64 million (₱2,929.41 million), respectively.

c. US$200.00 million Notes (Due July 2027)

On July 20, 2020, VII issued US$ 200.00 million Notes with a term of seven years from initial drawdown date. The Notes were used to refinance existing debt as a result of liability management exercise and excess proceeds were used to refinance existing debt and for general corporate purposes.

As of December 31, 2025 and 2024, outstanding balance of the Notes amounted to US$199.37 million (₱11,730.84 million) and US$198.98 million (₱11,510.15 million), respectively.

The Parent Company acted as one of the guarantors of the VLLI on the above loan, and no fees are charged for this guarantee agreement.

B. Corporate Note Facility

a. ₱13,610 million Corporate Notes (Due December 2030)

On December 11, 2025, VLLI (the Issuer) entered into an Omnibus Notes Facility and Security Agreement for the issuance of long-term corporate notes, consisting of Five-Year Corporate Notes due in 2030, in the aggregate amount of ₱13,610.00 million at a fixed interest rate of 7.50%, to be drawn in three tranches.

The first drawdown was made on December 26, 2025, whereby VLLI obtained a loan amounting to ₱7,279.25 million, with principal repayments payable quarterly starting March 2027.

The proceeds of the Corporate Notes were used to refinance existing or maturing obligations of VLLI, as well as to pay various fees, expenses, and taxes incurred in connection with the issuance of the facility. The issue costs amounted to ₱202.00 million. These were capitalized as debt issue costs and are being amortized over the life of the Corporate Notes and are offset against the carrying value of the Corporate Notes.

As of December 31, 2025, the outstanding balance of the Corporate Notes amounted to ₱7,077.24 million.

The Corporate Notes do not provide early redemption at the option of the Issuer.

As part of the issuance of the Corporate Notes, the subsidiaries of the VLLI that acted as guarantors, irrevocably and unconditionally are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio of at least 1.00, maximum debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025.

b. ₱10,000 million Corporate Notes (Due April 2026)

On April 4, 2023, VLLI (the Issuer) entered into a Corporate Notes Facility Agreement for the issuance of long-term corporate notes consisting of Three-Year Corporate Notes due 2026 amounting to ₱6,000.00 million at a fixed rate of 7.61% per annum, payable on maturity date.

On April 14, 2023, an additional issuance of Corporate Notes was made in the amount of ₱4,000.00 million due 2026, at a fixed interest of 7.63% per annum, payable on maturity date.

The proceeds of the Corporate Notes were used for refinancing of existing or maturing obligations of VLLI, and for other general corporate purposes. The issue cost amounted to ₱105.22 million. This was capitalized as debt issue cost and amortized over the life of the corporate Notes and was offset to the carrying value of the Corporate Notes.

As of December 31, 2025 and 2024, the outstanding balance of the Corporate Notes is ₱9,990.15 million and ₱9,952.84 million, respectively.

The Corporate Notes do not provide early redemption at the option of the Issuer.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio of at least 1.00, maximum debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

c. ₱6,000.00 million Corporate Notes (Due March 2027)

On March 28, 2022, the VLLI (the Issuer) entered into a Corporate Notes Facility Agreement for the issuance of a long-term corporate notes consisting of Five-Year Corporate Notes due 2027 amounting to ₱4,000.00 million at a fixed rate of 6.64% per annum, payable in equal 17 quarters.

On June 1, 2022, an additional issuance of Corporate Notes was made in the amount of ₱2,000.00 million due 2027, at a fixed interest of 7.24% per annum, payable in equal 18 quarters commencing on the second interest payment date.

The proceeds of the Corporate Notes were used for refinancing of existing or maturing obligations of VLLI, and for other general corporate purposes. The issue cost amounted to ₱51.36 million. This was capitalized as debt issue cost and amortized over the life of the Corporate Notes and was offset to the carrying value of the Corporate Notes. As of December 31, 2025 and 2024, the outstanding balance of the Corporate Notes is ₱1,995.95 million and ₱3,321.46 million, respectively.

The Corporate Notes provide early Redemption at the option of the Issuer as follows:

Early Redemption Date	Early Redemption Amount
3rd anniversary from issue date and interest payment thereafter	102.00%
4th anniversary from issue date and interest payment thereafter	101.00%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio of at least 1.00, maximum debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

d. ₱12,000.00 million Corporate Notes (Due December 2025)
On January 31, 2023, an additional issuance of Corporate Notes was made in the amount of ₱2,900.00 million due 2025, at a fixed interest of 7.26% per annum, payable on maturity date.

On December 28, 2022, the VLLI (the Issuer) entered into a Corporate Notes Facility Agreement for the issuance of a long-term corporate notes consisting of Three-Year Corporate Notes due 2025 amounting to ₱8,600.00 million at a fixed rate of 7.93% per annum, payable on maturity date.

The proceeds of the Corporate Notes were used for refinancing of existing or maturing obligations of the VLLI, and for other general corporate purposes. The issue cost amounted to ₱88.84 million and ₱51.77 million for the 2023 and 2022 Corporate Notes, respectively. These were capitalized as debt issue cost and amortized over the life of the liability and were offset to the carrying value of the liability.

In 2025, the outstanding balance of the Corporate Notes amounting to ₱11,500.00 million was settled. As of December 31, 2024, the outstanding balance of the Corporate Notes amounted to ₱11,449.56 million.

The Corporate Notes do not provide early redemption at the option of the Issuer.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally, are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio of at least 1.00, maximum debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31,2024.

e. ₱8,200.00 million Corporate Notes (Due July 2025 and 2028)

On July 11, 2018, the VLLI (the Issuer) entered into a Corporate Notes Facility Agreement for the issuance of a long term corporate notes consisting of Seven-Year Corporate Notes due 2025 amounting to ₱1,700.00 million at a fixed rate of 7.4913% per annum, payable quarterly and Ten-Year Corporate Notes due 2028 amounting to ₱6,000.00 million at a fixed rate of 7.7083% per annum, payable quarterly.

On July 25, 2018, an additional issuance of Corporate Notes was made in the amount of ₱500.00 million due 2025, at a fixed interest of 7.4985% per annum.

The proceeds of the Corporate Notes were utilized for the 2018 capital expenditures for commercial property projects, and to fund other general corporate expenses of the Group. The issue cost amounted to ₱105.30 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

In 2025, the outstanding balance of Corporate Notes amounting to ₱2,774.96 million was settled. As of December 31, 2025 and 2024, the outstanding balance of the Corporate Notes amounted to ₱2,774.96 and ₱2,763.50 million, respectively.

The Corporate Notes provide early Redemption at the option of the Issuer as follows:

Seven Year Notes:

Early Redemption Date	Early Redemption Amount
5th anniversary from issue date and interest payment thereafter	101.00%
6th anniversary from issue date and interest payment thereafter	100.50%

Ten Year Notes:

Early Redemption Date	Early Redemption Amount
7th anniversary from issue date and interest payment thereafter	102.00%
8th anniversary from issue date and interest payment thereafter	101.00%
9th anniversary from issue date and interest payment thereafter	100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally, are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants

The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio at 1.00, debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

f. ₱10,000.00 million Corporate Notes (Due December 2026)

On December 28, 2016, VLLI entered into a Corporate Notes Facility Agreement for the issuance of a long-term corporate notes with a principal amount of up to ₱8,000.00 million. On April 21, 2017, a consent solicitation was made for amendments to include among others, increasing the Corporate Notes principal amount to up to ₱10,000.00 million in respect to the second drawdown. Such amendments were consented by Note Holders representing at least fifty one percent (51%) of the outstanding Corporate Notes.

On April 27, 2017, VLLI made such amendments to the Corporate Note Facility dated December 28, 2016. The first drawdown was at ₱5,150.00 million in 2016. On May 3, 2017, VLLI made its second drawdown at ₱4,850.00 million, payable quarterly.

The proceeds of the Corporate Notes were utilized for the 2017 capital expenditures, refinancing of existing indebtedness and to fund other general corporate expenses. The issue cost amounted to ₱38.72 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability. As of December 31, 2025 and 2024, the outstanding balance of the Corporate Notes is ₱8,190.02 million and ₱8,431.10 million, respectively.

The Corporate Notes provide early Redemption at the option of the Issuer as follows:

Early Redemption Date	Early Redemption Amount
7th anniversary from issue date and interest payment thereafter	102.00%
8th anniversary from issue date and interest payment thereafter	101.00%
9th anniversary from issue date and interest payment thereafter	100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally, are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio at 1.00, debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

C. Peso-denominated Loan

a. 2024 Fixed-rate Peso Denominated Loan (Due December 2029)
On December 27, 2024, VLLI obtained a five-year unsecured Peso Denominated Loan amounting to ₱1,400.00 million. An initial drawdown of ₱897.40 million was obtained, subject to a fixed annual interest of 7.76%, payable quarterly. The principal balance of the loan will be paid quarterly. The second drawdown was made on February 28, 2025, whereby the Parent Company obtained a loan amounting to ₱502.60 million.

This loan is guaranteed by the VLLI subsidiaries consisting of Brittany Corporation, Crown Asia Philippines, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc.

As of December 31, 2025, VLLI opted for the early repayment of this loan. The outstanding balance of the Peso Denominated Loan amounting to ₱1,400.00 million was settled. As of December 31, 2024, the outstanding balance of the Peso Denominated Loan amounted to ₱880.88 million.

b. 2023 Fixed-rate Peso Denominated Loan (due December 2026)
On December 22, 2023, VLLI obtained a three-year unsecured Peso Denominated Loan amounting to ₱1,600.00 million which bears annual fixed interest of 7.10% payable quarterly. 70% of the principal amount of the loan will be paid in equal quarterly installments commencing on the second interest payment date, and the 30% balance will be paid in full on maturity date.

As of December 31, 2025 and 2024, the outstanding balance of the Peso Denominated Loan is ₱810.81 million and ₱1,253.62 million, respectively.

Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

The compliance of the VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of the Parent Company. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.

Subsidiaries of the VLLI namely, Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences, Inc. acted as guarantors for selected bank loans of the Parent Company. No fees are charged for these guaranteed agreements.

c. 2023 Fixed-rate Peso Denominated Loan (due December 2028)
On December 20, 2023, the VLLI obtained a five-year unsecured Peso Denominated Loan amounting to ₱6,500.00 million which bears annual fixed interest of 7.54%, payable quarterly. The principal balance of the loan will be paid in 20 equal quarterly installments commencing on the first interest payment date subject to prepayment option.

As of December 31, 2025 and 2024, the outstanding balance of the Peso Denominated Loan is ₱3,878.81 million and ₱5,171.75 million, respectively.



Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

The compliance of the VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of the VLLI. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.

Subsidiaries of VLLI namely, Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences, Inc. acted as guarantors for selected bank loans of the Parent Company. No fees are charged for these guaranteed agreements.

d. 2023 Fixed-rate Peso Retail Bonds (due December 2026 and December 2028)
On December 6, 2023, the VLLI issued unsecured fixed-rate Peso Retail Bonds with an aggregate principal amount of ₱6,000.0 million. The proceeds of the issuance were used for refinancing maturing loan obligations as well as for general and corporate purposes. The issue costs amounted to ₱94.27 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

The offer is comprised of three-year Retail Bonds due on December 6, 2026 with interest rate of 7.54% per annum and five-year Retail Bonds due on December 6, 2028 with interest rates of 7.69% per annum. This is the first tranche offered out of the shelf registration of Retail Bonds in the aggregate principal amount of up to ₱35,000.00 million to be offered within a period of three years. Interest on the Retail Bonds is payable quarterly in arrears starting on March 6, 2024 for the first interest payment date and on March 6, June 6, September 6 and December 6 each year for each subsequent payment date.

As of December 31, 2025 and 2024, the outstanding balance of the Retail Bonds is ₱5,955.47 million and ₱5,930.35 million, respectively.

Redemption at the option of the Issuer
The three-year Retail Bonds do not provide early redemption at the option of the Issuer.

The five-year Retail Bonds provide early redemption at the option of the Issuer. The Issuer may redeem in whole, the outstanding Retail Bonds on the following relevant dates. The amount payable to the bondholders upon the exercise of the early redemption option by the Issuer shall be calculated, based on the principal amount of Retail Bonds being redeemed, as the sum of: (i) accrued interest computed from the last interest payment date up to the relevant early redemption option date; and (ii) the product of the principal amount of the Retail Bonds being redeemed and the early redemption price in accordance with the following schedule:

i. Three (3) years from issue date at early redemption price of 101.00%
ii. Four (4) years from issue date at early redemption price of 100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.



Covenants
The Retail Bonds provide for the Issuer to comply with covenants including, among others, incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; consolidation or merger with other entities; and certain other covenants. The Retail Bonds requires the Issuer to maintain a current ratio of at least 1.00:1.00, a maximum debt-to-equity ratio of 2.50:1.00 and a DSCR of at least 1.00:100. These were complied with by the Parent Company as at December 31, 2025 and 2024.

e. 2022 Fixed-rate Peso Denominated Loan (due June 2027)
On June 1, 2022, VLLI obtained a five-year unsecured peso denominated loan amounting to ₱10,000.00 million which bears annual fixed interest of 7.13%, payable quarterly. The principal balance of the loan will be paid in 20 equal quarterly installments commencing on the first interest payment date subject to prepayment option.

As of December 31, 2025 and 2024, the outstanding balance of the Peso Denominated Loan is ₱2,995.21 million and ₱4,987.29 million, respectively.

Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

The compliance of the VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of the VLLI. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.

Subsidiaries of VLLI namely, Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences, Inc. acted as guarantors for selected bank loans of the Parent Company. No fees are charged for these guaranteed agreements.

f. 2021 Fixed-rate Peso Denominated Loan (due June 2026)
On June 1, 2021, VLLI obtained a five-year unsecured peso denominated loan amounting to ₱5,000.00 million which bears annual fixed interest of 4.75%, payable quarterly. The principal balance of the loan will be paid in 20 equal quarterly installments commencing on the second interest payment date subject to prepayment option.

As of December 31, 2025 and 2024, the outstanding balance of the Peso Denominated Loan is ₱499.53 million and ₱1,497.41 million, respectively.

Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

The compliance of VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of VLLI. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.



Subsidiaries of VLLI namely, Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences, Inc. acted as guarantors for selected bank loans of the Parent Company. No fees are charged for these guaranteed agreements.

g. 2019 Fixed-rate Peso Retail Bonds (due December 2025)
On December 18, 2019, VLLI (the Issuer) issued an unsecured fixed-rate Peso Retail Bonds with an aggregate principal amount of ₱10,000.00 million. The proceeds of the issuance were used to fund the construction and completion of the various malls and condominium projects, redevelopment of existing malls, as well as for general corporate purposes. The issue costs amounted ₱91.07 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

The offer is comprised of five-year Retail Bonds due on June 18, 2025 with interest rate of 5.70% per annum. This is the third and last tranche offered out of the shelf registration of Peso Retail Bonds in the aggregate principal amount of up to ₱20,000.00 million and initial tranche offered out of the shelf registration of Retail Bonds in the aggregate principal amount of up to ₱30,000.00 million to be offered within a period of three (3) years. Interest on the Retail Bonds is payable quarterly in arrears starting on March 18, 2020, for the first interest payment date and on June 18, September 18, December 18 each year for each subsequent payment date.

In 2025, the outstanding balance of the Retail Bonds amounting to ₱10,000.00 million was settled. As of December 31, 2024, the outstanding balance of the Retails Bonds amounted to ₱9,990.38 million.

Redemption at the option of the Issuer
The Issuer may redeem in whole, the outstanding Retail Bonds on the following relevant dates. The amount payable to the bondholders upon the exercise of the early redemption option by the Issuer shall be calculated, based on the principal amount of Retail Bonds being redeemed, as the sum of: (i) accrued interest computed from the last interest payment date up to the relevant early redemption option date; and (ii) the product of the principal amount of the Retail Bonds being redeemed and the early redemption price in accordance with the following schedule:

iii. Three (3) years from issue date at early redemption price of 101.00%
iv. Four (4) years from issue date at early redemption price of 100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

Covenants
The Retail Bonds provide for the Issuer to comply with covenants including, among others, incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; consolidation or merger with other entities; and certain other covenants. The Retail Bonds requires the Issuer to maintain a current ratio of at least 1.00:1.00, a maximum debt-to-equity ratio of 2.50:1.00 and a DSCR of at least 1.00:100. These were complied with by VLLI as at December 31, 2025 and 2024.

h. 2018 Fixed-rate Peso Retail Bonds (due December 2025)
On December 21, 2018, VLLI (the Issuer) issued unsecured fixed-rate Peso Retail Bonds with an aggregate principal amount of ₱10,000.00 million. The proceeds of the issuance were used to fund the construction and completion of the various malls and for general corporate purposes. The issue costs amounted to ₱130.20 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

The offer is comprised of five-year Retail Bonds due on December 21, 2023 with interest rate of 8.00% per annum and seven-year Retail Bonds due on December 21, 2025 with interest rates 8.25% per annum. This is the second tranche offered out of the shelf registration of Retail Bonds in the aggregate principal amount of up to ₱20,000.00 million to be offered within a period of three (3) years. Interest on the Retail Bonds is payable quarterly in arrears starting on March 21, 2019 for the first interest payment date and on March 21, June 21, September 21 and December 21 each year for each subsequent payment date.

In 2025, the outstanding balance of the Retail Bonds amounting to ₱3,500.00 million was settled. As of December 31, 2024, the outstanding balance of the Retails Bonds amounted to ₱3,491.86 million.

Redemption at the option of the Issuer
The Issuer may redeem in whole, the outstanding Retail Bonds on the following relevant dates. The amount payable to the bondholders upon the exercise of the early redemption option by the Issuer shall be calculated, based on the principal amount of Retail Bonds being redeemed, as the sum of: (i) accrued interest computed from the last interest payment date up to the relevant early redemption option date; and (ii) the product of the principal amount of the Retail Bonds being redeemed and the early redemption price in accordance with the following schedule:

a) Five-year Bonds:
   i. Three (3) years from issue date at early redemption price of 101.00%
   ii. Four (4) years from issue date at early redemption price of 100.50%
b) Seven-year Bonds:
   i. Five (5) years from issue date at early redemption price of 101.00%
   ii. Six (6) years from issue date at early redemption price of 100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

Covenants
The Retail Bonds provide for the Issuer to comply with covenants including, among others, incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; consolidation or merger with other entities; and certain other covenants. The Retail Bonds requires the Issuer to maintain a current ratio of at least 1.00:1.00, a maximum debt-to-equity ratio of 2.50:1.00 and a DSCR of at least 1.00:100. These were complied with by VLLI as at December 31, 2024.

i. 2017 Fixed-rate Peso Retail Bonds (due August 2027)
On August 8, 2017, the VLLI (the Issuer) issued unsecured fixed-rate Peso Retail Bonds with an aggregate principal amount of ₱5,000.00 million. The proceeds of the issuance were used to partially finance certain commercial development projects and for general corporate

purposes. The issue costs amounted to ₱64.87 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

The offer is comprised of seven-year Retail Bonds due on August 8, 2024 with interest rate of 5.75% per annum and 10-year Retail Bonds due on August 9, 2027 with interest rate of 6.23% per annum. This is the initial tranche offered out of the shelf registration of Retail Bonds in the aggregate principal amount of up to ₱20,000.00 million to be offered within a period of three (3) years. Interest on the Retail Bonds is payable quarterly in arrears starting on November 8, 2017 for the first interest payment date and on February 8, May 8, August 8 and November 8 each year for each subsequent payment date.

As of December 31, 2025 and 2024, the outstanding balance of the Retail Bonds is ₱1,994.70 million and ₱1,991.63 million, respectively.

Redemption at the option of the Issuer
The Issuer may redeem in whole, the outstanding Retail Bonds on the following relevant dates. The amount payable to the bondholders upon the exercise of the early redemption option by the Issuer shall be calculated, based on the principal amount of Retail Bonds being redeemed, as the sum of: (i) accrued interest computed from the last interest payment date up to the relevant early redemption option date; and (ii) the product of the principal amount of the Retail Bonds being redeemed and the early redemption price in accordance with the following schedule:

a) Seven-year Bonds:
   i. Five (5) years and six (6) months from issue date at early redemption price of 101.00%
   ii. Six (6) years from issue date at early redemption price of 100.50%

b) 10-year Bonds:
   i. Seven (7) years from issue date at early redemption price of 102.00%
   ii. Eight (8) years from issue date at early redemption price of 101.00%
   iii. Nine (9) years from issue date at early redemption price of 100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

Covenants
The Retail Bonds provide for the Issuer to comply with covenants including, among others, incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; consolidation or merger with other entities; and certain other covenants. The Retail Bonds requires the Issuer to maintain a current ratio of at least 1.00:1.00, a maximum debt-to-equity ratio of 2.50:1.00 and a DSCR of at least 1.00:100. These were complied with by the Parent Company as at December 31, 2025 and 2024.

D. Bank Loans

a. ₱5,000.00 million Bank Loan (Due December 2028)
In December 2025, VLLI availed of a ₱5,000.00 million three-year loan which bears annual interest rate of 7.37% payable quarterly. This Bank Loan is secured by real estate mortgages over several parcels of land, including one (1) parcel located at Lot 7063, Barangay Salawag,

Dasmariñas City, Cavite, and registered under the name of Fine Properties Incorporated; one (1) parcel located at Lot 7038, Barangay Salawag, Dasmariñas City, Cavite, and registered under the name of Chalgrove Properties Inc. (formerly Althorp Hotel Ventures, Inc.); and five (5) parcels of land located at Lots 5795-D-11, 5795-D-10, 5795-D-9, 5795-D-8-B, and 5795-D-7, Barangay Molino IV, Bacoor City, Cavite, all registered under the name of Althorp Land Holdings, Inc. No fees are charged by related parties for the use of properties as security to loans payable.

As of December 31, 2025, outstanding balance of the loan amounted to ₱4,938.55 million.

This loan is guaranteed by VLLI's subsidiaries consisting of Brittany Corporation, Crown Asia Philippines, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc

b. ₱700.00 million Bank Loan (Due May 2028)
In May 2025, the Parent Company availed of a ₱700.00 million three-year loan with an annual interest rate of 7.02% payable quarterly, which is secured by a Continuing Suretyship Agreement executed by the Company's subsidiaries. The suretyship serves as security for the prompt and full payment of the loan when due.

The subsidiaries include Brittany Corporation, Camella Homes, Inc., Crown Asia Philippines, Inc., Communities Philippines, Inc., Vista Residences, Inc., and Vistamalls, Inc. No fees are charged by related parties for the suretyship as security to loans payable. As of December 31, 2025, outstanding balance of the loan amounted to ₱583.33 million.

c. ₱8,300.00 million Bank Loan (Due April 2030)
In April 2025, VLLI obtained a ₱8,300.00 million 5-year loan secured by registered real estate mortgage over four (4) parcels of land located at SITE 1 - Lot 5783-NEW (Interior Lot), Brgy. Salawag, Bacoor City, Cavite, Site 2 - Lot 7045 (Interior Lot), Brgy. Paliparan 1, Dasmarinas City, Cavite, and SITE 4 Lots 7062-A & 7062-B (Interior Lot) Brgy. Salawag, Dasmarinas City, Cavite and registered under the name of Fine Properties, Inc. The loan is subject to an annual interest rate of 8.37% payable quarterly. No fees are charged by Fine Properties, Inc. for the use of properties as security to loans payable.

This loan is guaranteed by VLLI's subsidiaries consisting of Brittany Corporation, Crown Asia Philippines, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc. As of December 31, 2025, outstanding balance of the loan amounted to ₱7,795.13 million.

d. ₱2,000.00 million Bank Loan (Due March 2029)
In March 2024, VLLI signed a ₱2,000.00 million loan deal with the Manila branch of Sumitomo Mitsui Banking Corp. to finance the property developer's capital expenditures. The loan will also be used for the Group's capital expenditures for property development, refinancing and to fund other general corporate purposes.

This loan is guaranteed by VLLI's subsidiaries consisting of Brittany Corporation, Crown Asia Philippines Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences Inc. No fees are charged by related parties for the provision of guarantees on the loans payable.

As of December 31, 2025 and 2024, the outstanding balance of the Bank Loan is ₱1,508.80 million and ₱1,972.50 million, respectively.

Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024

The compliance of VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of the VLLI. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.

Compensation of Key Management Personnel
The Parent Company's accounting and administrative functions are handled by its subsidiaries, MC and MAPI, and as such, the compensation of its key management personnel is paid by its subsidiaries at no cost to the Parent Company. Hence, the disclosure of compensation for key management personnel, as required by PAS 24, *Related Party Disclosures*, is included in the financial statements of such related parties.

The compensation of key management personnel by benefit type follows:

	2025	2024	2023
Short-term employee benefits	**₱23,916,113**	₱26,647,685	₱30,063,586
Post-employment benefits	**14,722,754**	14,021,670	13,353,971
	₱38,638,867	₱40,669,355	₱43,417,557

21. Earnings Per Share and Noncontrolling Interest

Earnings Per Share
The following table presents information necessary to compute the EPS:

	2025	2024	2023
Net profit attributable to equity holders of Parent Company	**(₱775,715,491)**	₱6,905,906,750	₱8,532,813,246
Weighted average common shares	**8,425,981,156**	8,425,981,156	8,425,981,156
Basic/Diluted EPS	**(₱0.092)**	₱0.820	₱1.013

The basic and dilutive earnings per share are the same due to the absence of potentially dilutive common shares for the years ended December 31, 2025, 2024 and 2023.

Noncontrolling Interest

The Group's noncontrolling interest arises from MC. The summarized financial information of MC is provided below. The information is based on amounts before inter-company eliminations.

	2025	2024	2023
Assets	**₱20,602,215,645**	₱22,335,918,115	₱21,464,611,844
Liabilities	**7,773,396,106**	8,532,712,463	8,118,379,811
Equity	**12,828,819,539**	13,803,205,652	13,346,232,033
Total comprehensive income (loss)	**(974,386,113)**	456,973,619	1,533,732,495
Attributable to:			
Equity holders of VMI	**(972,798,630)**	456,091,368	1,531,541,572
Non-controlling interest	**(1,587,483)**	882,250	(2,190,923)

As of December 31, 2025, 2024 and 2023, the accumulated balances of non-controlling interest and net income attributable to non-controlling interests follows:

	2025	2024	2023
Accumulated balances	**₱159,614,679**	₱161,202,162	₱160,319,912
Net (loss) income	**(1,097,236)**	1,055,937	2,207,080
Other comprehensive (loss) income	**(1,587,483)**	882,250	2,190,923

22. **Contingencies**

The Group is contingently liable with respect to lease contracts and other transactions arising in the ordinary course of business.

The Group has contingent liabilities from legal cases arising from the ordinary course of business which are either pending decision by the courts or are currently being contested by the Group, the outcome of which are not presently determinable. The estimate of the probable cost for the resolution of any contingency has been developed in consultation with legal counsel. In the opinion of the management and its legal counsel, the eventual liability under these lawsuits or claims, if any, may impact the Group's consolidated financial position and results of operations. Accordingly, provision for any liability has been made in the financial statements (Note 26).

On disclosures required by PAS 37*, Provisions, Contingent Liabilities and Contingent Assets*, these are not provided as it may prejudice the Group's position and it may affect the outcome of the contingency.

23. **Fair Value Determination**

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: Valuation techniques involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: Other valuation techniques involving inputs for the asset or liability that are not based on observable market data (unobservable inputs).



The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Cash, short-term cash investments, restricted cash, accounts receivable from tenants, other receivables, receivables from related parties, accounts and other payables (except for deferred output VAT and other statutory payables) and payable to VLLI: Due to the short-term nature of the accounts, the fair values approximate the carrying amounts in the consolidated statements of financial position except for the carrying value of the noncurrent portion of restricted cash which represents its fair value as it carries interest rate that are prevailing market rates for similar type of instrument.

Investments at FVTPL and FVOCI
Fair values of equity securities are based on quoted market prices.

Bank loans
Estimated fair values are based on the discounted value of future cash flows using the applicable rates for similar types of loans. Interest rates used in discounting cash flows ranges from 7.85% to 8.09% in 2025 and 7.49% to 7.98% in 2024 using the remaining terms to maturity.

Liabilities for purchased land and retention payable
Estimated fair value are based on the discounted value of future cash flows using the prevailing interest rates for similar types of instruments as of the reporting date using the remaining terms of maturity. The discount rate used ranged from 6.37% to 6.53% in 2025 and 7.52% to 7.59% in 2024 using the remaining terms to maturity.

The following table provides the fair value measurement hierarchy of the Group's financial assets and liabilities recognized as at December 31, 2025 and 2024:

	2025				
	Carrying Value	**Quoted prices in active markets for identical assets (Level 1)**	**Significant offer observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
Assets					
Financial assets measured at fair value :					
Investments at FVTPL	**₱24,638,950**	**₱24,638,950**	**₱–**	**₱–**	**₱24,638,950**
Investments at FVOCI	**782,296,543**	**782,296,543**	**–**	**–**	**782,296,543**
Liabilities					
Financial liabilities for which fair values are disclosed:					
Bank loans	**806,192,004**	**–**	**–**	**806,192,004**	**806,192,004**
Liabilities for purchased land	**400,180,813**	**365,086,569**	**–**	**–**	**365,086,569**
Retention payable	**498,058,784**	**496,311,475**	**–**	**–**	**496,311,475**

	2024				
	Carrying Value	Quoted prices in active markets for identical assets (Level 1)	Significant offer observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets					
Financial assets measured at fair value :					
Investments at FVTPL	₱28,687,647	₱28,687,647	₱–	₱–	₱28,687,647
Investments at FVOCI	1,113,268,158	1,113,268,158	–	–	1,113,268,158
Liabilities					
Financial liabilities for which fair values are disclosed:					
Bank loans	1,264,066,995	–	–	1,264,066,995	1,264,066,995
Liabilities for purchased land	289,535,471	285,933,612	–	–	285,933,612

	2024				
	Carrying Value	Quoted prices in active markets for identical assets (Level 1)	Significant offer observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Retention payable	505,874,935	481,186,122	–	–	481,186,122

In 2025 and 2024, there were no transfers between Levels of fair value measurements.

Significant increases (decreases) in discount rate would result in significantly higher (lower) fair value of the bank loans, liabilities for purchased land and retention payable.

Description of significant unobservable inputs to valuation:

Account	Valuation Technique	Significant Unobservable Inputs
Bank loans	Discounted cash flow analysis	Discount rate
Liabilities for purchased land	Discounted cash flow analysis	Discount rate
Retention payable	Discounted cash flow analysis	Discount rate

24. Financial Assets and Liabilities

Financial Risk Management Objectives and Policies

Financial risk
The Group's principal financial liabilities comprise of accounts and other payables (except for deferred output VAT and other statutory payables), payable to VLLI, liabilities for purchased land, lease liabilities, retention payable and bank loans. The main purpose of the Group's financial liabilities is to raise financing for the Group's operations. The Group has various financial assets such as cash, short-term cash investments, receivables (except for advances to contractors), receivables from related parties, restricted cash, investment at FVTPL and investment at FVOCI which arise directly from its operations. The main risks arising from the use of financial instruments are credit risk and liquidity risk.

The BOD reviews and approves the policies for managing each of these risks. The Group monitors market price risk arising from all financial instruments and regularly report financial management activities and the results of these activities to the BOD.

The Group's risk management policies are summarized below. The exposure to risk and how they arise, as well as the Group's objectives, policies and processes for managing the risk and the methods used to measure the risk did not change from prior years.

Credit risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities primarily from receivables from tenants and from its investing activities primarily from short-term cash investments with banks and financial institutions.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Receivables are regularly monitored.

With respect to credit risk arising from the other financial assets of the Group, which are comprised of cash in banks, short-term cash investments, receivables from tenants, accrued rent receivable, receivables from related parties, restricted cash, investment at FVTPL and investment at FVOCI, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. The Group manages its cash by maintaining cash accounts with banks which have demonstrated financial soundness for several years.

The Group evaluates the concentration of risk with respect to receivables from third party tenants as low, as its customers are located in several jurisdictions and various income brackets and operate in largely independent markets.

The Group evaluates the concentration of risk with respect to receivable from related parties (refer to Note 20). The related parties have a strong capacity to meet their contractual cash flows and Fine Properties, Inc. offers its available property holdings and other assets to support the recoverability of the related party receivables.

Credit risk arising from receivable from third party tenants is primarily managed through a screening of tenants based on credit history and financial information submitted. Tenants are required to pay security deposits equivalent to 3-months lease payment to cover any defaulting amounts and advance rent also equivalent to 3-month rent.

Credit risk arising from receivables from related parties is minimal as they have a low risk of default and have a strong capacity to meet their contractual cash flows in the near term. The Group also considers settlement of the related party receivables through real estate properties. Also, the Ultimate Parent Company, Fine Properties, Inc. offers its property holdings and other assets to guarantee the recoverability of the related party receivables.

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Finance Committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk as of December 31, 2025 and 2024 is equal to the carrying values of its financial assets.

As of December 31, the credit quality per class of financial assets follows:

	2025					
	Neither Past Due nor Impaired					
	High Grade	Standard	Substandard Grade	Past due but not Impaired	Impaired	Total
Cash in banks	₱50,472,247	₱–	₱–	₱–	₱–	₱50,472,247
Investment at FVTPL	24,638,950	–	–	–	–	24,638,950
Investment at FVOCI	782,296,543	–	–	–	–	782,296,543
Receivables from tenants and accrued rent receivable	2,393,103,747	–	–	44,552,148,682	929,496,371	47,874,748,800
Receivable from related parties[1]	5,050,542,342	–	–	–	–	5,050,542,342
Other receivables[2]	–	–	–	260,439,312	–	260,439,312
Restricted cash	9,751,045	–	–	–	–	9,751,045
Receivable from related parties	3,164,157,971	–	–	–	–	3,164,157,971
	₱11,474,962,845	₱–	₱–	₱44,812,587,994	₱929,496,371	₱57,217,047,210

[1] *These pertain to assigned receivables to AVHC (see Note 9).*
[2] *Net of other receivables which are nonfinancial assets amounting to ₱25,081,944*

	2024					
	Neither Past Due nor Impaired					
	High Grade	Standard	Substandard Grade	Past due but not Impaired	Impaired	Total
Cash in banks	₱79,659,663	₱–	₱–	₱–	₱–	₱79,659,663
Investment at FVTPL	28,687,647	–	–	–	–	28,687,647
Investment at FVOCI	1,113,268,158	–	–	–	–	1,113,268,158
Receivables from tenants and accrued rent receivable	2,041,608,728	–	–	32,988,723,522	757,554,581	35,787,886,831
Receivable from related parties[1]	5,050,542,342	–	–	–	–	5,050,542,342
Other receivables[2]	–	–	–	98,089,513	–	98,089,513
Restricted cash	155,594,729	–	–	–	–	155,594,729
Receivable from related parties	3,160,157,971	–	–	–	–	3,160,157,971
	₱11,629,519,238	₱–	₱–	₱33,086,813,035	₱757,554,581	₱45,473,886,854

[1] *These pertain to assigned receivables to AVHC (see Note 9).*
[2]*Net of other receivables which are nonfinancial assets amounting to ₱25,102,123*

The Group's basis in grading its receivables are as follow:

High-grade - pertain to receivables from related parties which based on experience are highly collectible or collectible on demand, and of which exposure to bad debt is not significant. High-grade receivables from tenants and accrued rent receivable are receivables which have a high probability of collection (i.e., the counterparty has the apparent ability to satisfy its obligation and the security on receivables are readily enforceable).

Standard - pertain to active accounts with minimal to regular instances of payment default, due to ordinary/common collection issues. These accounts are typically not impaired as the counterparties generally respond to credit actions and update their payments accordingly.

Substandard - pertain to receivables that can be collected provided the Group makes persistent effort to collect them.

The Group's investments at fair value through profit or loss and through other comprehensive income are considered by the Group to be of high quality.

Cash in banks, short-term cash investments and restricted cash are deposited/placed in banks that are stable as they qualify either as universal or commercial banks. Universal and commercial banks represent the largest single group, resource-wide, of financial institutions in the country the Group is operating. They offer the widest variety of banking services among financial institutions. These financial assets are classified as high grade due to the counterparties' low probability of insolvency.

As of December 31, the aging analyses of the Group's receivables are as follow:

	2025						
		Past due but not impaired					
	Current	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**Over 90 days**	**Impaired**	**Total**
Accrued rent receivable	**₱33,943,329,378**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱33,943,329,378**
Receivables from tenants	**1,625,917,305**	**200,327,054**	**2,619,608,503**	**147,057,088**	**8,409,013,101**	**929,496,371**	**13,931,419,422**
Receivables from related parties	**5,050,542,342**	**–**	**–**	**–**	**–**	**–**	**5,050,542,342**
Installment contracts receivables	**–**	**–**	**–**	**–**	**47,180,967**	**–**	**47,180,967**
Receivables from related parties	**–**	**–**	**–**	**–**	**3,164,157,971**	**–**	**3,164,157,971**

	2024						
		Past due but not impaired					
	Current	1 to 30 days	31 to 60 days	61 to 90 days	Over 90 days	Impaired	Total
Accrued rent receivable	₱28,449,632,048	₱–	₱–	₱–	₱–	₱–	₱28,449,632,048
Receivables from tenants	991,756,803	162,422,817	1,009,205,549	204,426,696	4,212,888,337	757,554,581	7,338,254,783
Receivables from related parties	5,050,542,342	–	–	–	–	–	5,050,542,342
Installment contracts receivables	–	–	–	–	48,873,770	–	48,873,770
Receivables from related parties	–	–	–	–	3,160,157,971	–	3,160,157,971

Set out below is the information about the credit risk exposure on the Group's accounts receivable from third party tenants using a provision matrix:

	2025					
	Days past due					
	Current	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**Over 90 days**	**Total**
Average expected credit loss rates	**21.26%**	**9.26%**	**25.59%**	**16.67%**	**20.48%**	**19.37%**
Amount of exposure at default net of advance rent and security deposits	**₱35,884,629**	**₱52,798,721**	**₱25,704,131**	**₱33,991,282**	**₱338,428,738**	**₱486,807,501**
Expected credit loss	**₱7,627,293**	**₱5,077,178**	**₱6,576,831**	**₱5,666,045**	**₱69,326,212**	**₱94,273,559**

	2024					
	Days past due					
	Current	1 to 30 days	31 to 60 days	61 to 90 days	Over 90 days	Total
Average expected credit loss rates	14.90%	20.34%	36.83%	46.205	57.03%	49.25%
Amount of exposure at default net of advance rent and security deposits	₱46,379,305	₱19,767,913	₱16,461,059	₱10,793,064	₱103,959,672	₱150,981,708
Expected credit loss	₱6,909,600	₱4,021,204	₱6,062,748	₱4,986,219	₱59,293,008	₱81,272,779

On a noncumulative basis, the average expected credit loss rate applied to generally impaired receivables range from 2% to 4%.

Current receivables include billed lease receivables and accrued rent receivables which are not yet contractually collectible. Past due but not impaired include lease receivables which are aged 31 to over 90 days but collection is still probable. Impaired receivables are lease receivables from terminated tenants which are less likely to be collected.

The Group has collaterals in the form of security deposits and advance rent with respect to billed lease receivables that have been identified as past due but not impaired.

Applying the expected credit risk model resulted to recognition of impairment loss of ₱284.67 million in 2025 and ₱205.33 million in 2024.

Liquidity Risk
The Group monitors its cash flow position, debt maturity profile and overall liquidity position in assessing its exposure to liquidity risk. The Group maintains a level of cash deemed sufficient to finance its cash requirements. Operating expenses and working capital requirements are sufficiently funded through cash collections. The Group's loan maturity profile is regularly reviewed to ensure availability of funding through adequate credit facilities with banks and other financial institutions.

The extent and nature of exposures to liquidity risk and how they arise as well as the Group's objectives, policies and processes for managing the risk and the methods used to measure the risk are the same for 2025 and 2024.

Maturity Profile of Financial Liabilities

The tables below summarize the maturity profile of the Group's financial liabilities as at December 31, 2025 and 2024 based on undiscounted contractual payments, including interest payable.

	2025				
	On Demand	**1 to 3 Months**	**3 to 12 Months**	**More than 1 year**	**Total**
Financial Liabilities					
Financial liabilities at amortized cost					
Bank loans	**₱–**	**₱115,625,000**	**₱346,875,000**	**₱346,875,000**	**₱809,375,000**
Lease liabilities	**–**	**135,016,310**	**424,067,260**	**12,706,690,535**	**13,265,774,105**
Accounts and other payables*	**47,064,856**	**4,121,272,075**	**433,207,605**	**473,070,134**	**5,074,614,670**
Payable to VLLI	**37,998,958,525**	**–**	**–**	**–**	**37,998,958,525**
	₱38,046,023,381	**₱4,371,913,385**	**₱1,204,149,865**	**₱13,526,635,669**	**₱57,148,722,300**

**Excluding deferred output VAT, other payables and including security deposit*

	2024				
	On Demand	1 to 3 Months	3 to 12 Months	More than 1 year	Total
Financial Liabilities					
Financial liabilities at amortized cost					
Bank loans	₱–	₱115,625,000	₱346,875,000	₱809,375,000	₱1,271,875,000
Lease liabilities	–	126,986,161	399,550,191	13,290,950,327	13,817,486,679
Accounts and other payables*	4,483,177	4,490,341,234	473,025,941	427,072,102	5,394,922,454
Payable to VLLI	32,993,926,318	–	–	–	32,993,926,318
	₱32,998,409,495	₱4,732,952,395	₱1,219,451,132	₱14,527,397,429	₱53,478,210,451

25. **Leases**

The Group as a Lessor

The Group has entered into non-cancellable property leases on its investment property portfolio, consisting of retail mall spaces and BPO commercial centers which generally provide for either (a) fixed monthly rent, or (b) minimum rent or a certain percentage of gross revenue, whichever is higher. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions.

Future minimum rentals receivable under non-cancellable operating leases as of December 31, 2025 and 2024 follow:

	2025	2024
Within one year	**₱6,242,583,453**	₱5,905,821,762
More than 1 year to 2 years	**6,473,627,456**	6,268,560,376
More than 2 years to 3 years	**7,021,236,024**	6,449,992,745
More than 3 years to 4 years	**7,606,827,937**	6,962,958,122
More than 4 years to 5 years	**8,134,915,972**	7,584,302,796
More than five years	**203,937,363,496**	212,254,766,499
	₱239,416,554,338	₱245,426,402,300

Rental income included in the consolidated statements of comprehensive income for the years ended December 31, 2025, 2024 and 2023 amounted to ₱12,357.95 million, ₱13,326.49 million and ₱12,673.46 million, respectively.

Contingent rent included in rental income for the years ended December 31, 2025, 2024 and 2023 amounted to ₱1,244.78 million, ₱1,303.51 million, and ₱1,240.61 million, respectively.

The Group as a Lessee

The Group, as lessee, has lease contracts for parcels of land where its commercial centers are situated with the lease term of 2 - 25 years. Rental due is based on prevailing market conditions. Generally, the Group is not restricted from assigning and subleasing the leased assets. There are several lease contracts that include extension and termination options, which are further discussed below.
The following are the amounts recognized in consolidated statement of comprehensive income:

	2025	2024
Depreciation expense of right-of-use assets included in investment properties	**₱231,758,506**	₱235,058,143
Interest expense on lease liabilities	**511,102,039**	512,123,706
Expenses relating to short-term leases (included in operating expenses)	**4,438,099**	7,493,726
Total amount recognized in statement of comprehensive income	**747,298,644**	₱754,675,575

The rollforward analysis of lease liabilities follows:

	2025	2024
Balance at the beginning of the year	**₱6,788,383,899**	₱6,761,837,682
Additions and lease modification	**–**	9,977,726
Interest expense (Note 18)	**511,102,039**	512,123,706
Reclassification	**–**	(183,346,321)
Payments	**(375,408,905)**	(312,208,894)
Balance at the end of the year	**6,924,077,033**	6,788,383,899
Less current portion	**371,794,884**	311,377,601
Noncurrent portion	**₱6,552,282,149**	₱6,477,006,298

The Group has no lease contract that contains variable payments.

The Group's lease contracts include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised (see Note 5).

Shown below is the maturity analysis of the undiscounted lease payments:

	2025	2024
Within 1 year	**₱559,083,570**	₱526,536,352
More than 1 year to 2 years	**588,870,136**	559,536,511
More than 2 years to 3 years	**642,144,895**	607,148,174
More than 3 years to 4 years	**663,054,322**	624,813,913
More than 4 years to 5 years	**706,378,739**	663,598,011
More than 5 years	**10,106,242,443**	10,835,853,718
	₱13,265,774,105	₱13,817,486,679

26. Notes to Consolidated Statements of Cash Flows

Details of the movement in cash flows from financing activities follow:

			Non-cash Changes						
	January 1, 2025	Cash Flows	Amortization of debt issue cost	Lease liabilities	Declaration of dividends	Receivable from ultimate parent company	Payable to parent company	Interest and other financing charges (including capitalized borrowing cost)	December 31, 2025
Payables to related parties	**₱32,993,926,318**	**₱381,731,365**	**₱–**	**₱–**	**₱–**	**₱–**	**₱322,507,419**	**₱4,300,793,423**	**₱37,998,958,525**
Dividends payable	**4,483,177**	**–**	**–**	**–**	**365,090,838**	**–**	**(322,507,419)**	**–**	**47,066,596**
Bank loans	**1,264,066,995**	**(462,500,000)**	**4,625,009**	**–**	**–**	**–**	**–**	**–**	**806,192,004**
Interest payable	**14,808,063**	**(79,982,169)**	**(4,625,009)**	**–**	**–**	**–**	**–**	**84,607,178**	**14,808,063**
Lease liabilities	**6,788,383,899**	**(375,408,905)**	**–**	**–**	**–**	**–**	**–**	**511,102,039**	**6,924,077,033**
Total liabilities from financing activities	**₱41,065,668,452**	**(₱536,159,709)**	**₱–**	**₱–**	**₱365,090,838**	**₱–**	**₱–**	**₱4,896,502,640**	**₱45,791,102,221**

			Non-cash Changes						
	January 1, 2024	Cash Flows	Amortization of debt issue cost	Lease liabilities	Declaration of dividends	Receivable from ultimate parent company	Payable to parent company	Interest and other financing charges (including capitalized borrowing cost)	December 31, 2024
Payables to related parties	₱30,109,086,289	(₱338,568,744)	₱–	₱–	₱–	₱–	₱275,983,382	₱2,947,425,391	₱32,993,926,318
Dividends payable	303,675	(59,177,968)	–	–	307,662,117	31,678,735	(275,983,382)	–	4,483,177
Bank loans	1,720,086,186	(462,500,000)	6,480,809	–	–	–	–	–	1,264,066,995
Interest payable	19,810,350	(281,612,921)	(6,480,809)	–	–	–	–	283,091,443	14,808,063
Lease liabilities	6,761,837,682	(312,208,894)		(173,368,595)	–	–	–	512,123,706	6,788,383,899
Total liabilities from financing activities	₱38,611,124,182	(₱1,454,068,527)	₱–	(₱173,368,595)	₱307,662,117	₱31,678,735	₱–	₱3,742,640,540	₱41,065,668,452

The Group's noncash operating and investing activities pertain to the following:

a) Recognition of mark-to-market loss and mark-to-market gain amounting to ₱4.05 million and ₱2.89 million in 2025 and 2024, respectively. Recognition of unrealized fair value loss of investment held at fair value through OCI amounting to ₱330.97 million and ₱120.35 million in 2025 and 2024, respectively.
b) Dividend income from VREIT amounting to ₱577.39 million and ₱545.35 million in 2025 and 2024 respectively, were reported as offset against payable to VREIT.
c) Application of dividends against outstanding receivable from and payable to VLLI amounted to ₱322.51 million in 2025 and ₱271.78 million in 2024.
d) As at December 31, 2025 and 2024, unpaid investment properties amounted to ₱749.49 million and ₱678.40 million, respectively.
e) As at December 31, 2025 and 2024, unpaid property and equipment amounted to ₱4.47 million and ₱7.56 million, respectively.
f) In 2025, the Group reversed and derecognized certain payables that are no longer due amounting to ₱326.26 million (nil in 2024; see Note 17)
g) In 2025, the Group derecognized and reversed security deposits and advance rent amounting to ₱135.06 million (nil in 2024).
h) As at December 31, 2025 and 2024, the Group applied creditable withholding taxes amounting to ₱58.57 million and ₱77.27 million, respectively. In 2025, other payables include provisions amounting to ₱81.56 million.
i) Settlement of accounts receivable – tenants via dacion amounted to ₱874.48 million in 2024 (nil in 2025), respectively (see Notes 9 and 20).
j) Consolidated accretion interest expense on lease liabilities amounting ₱511.10 million in 2025 and ₱512.12 million in 2024.
k) The Group recognized interest expense on the VLLI loan amounting to ₱4,300.79 million in 2025 and ₱2,974.92 million in 2024. These balances were presented under Payables to VLLI in the statements of financial position.

27. Other Matters and Subsequent Events

New Loan Availment
On May 6, 2026, VLLI obtained a ₱3,000.00 million loan at an annual interest rate of 7.35%, payable quarterly. The loan will mature on October 30, 2026. The loan is guaranteed by VLLI's subsidiaries consisting of Brittany Corporation, Crown Asia Philippines, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc. There are no guarantee fees from the subsidiaries.

Dividend Declaration
On May 11, 2026, the BOD of VREIT approved the declaration of regular cash dividends amounting to ₱285.00 million or ₱0.04 per share. The dividend declarations are in favor of all stockholders of record as of May 25, 2026 and are expected to be paid on May 29, 2026.

Disposal of Assets
Subsequent to the reporting date, the Group entered into agreements for the disposal of various assets consisting of investment properties. The disposals are part of the Group's continuing portfolio management and capital optimization initiatives. The aggregate consideration under the disposal agreements is subject to the terms and conditions of the respective agreements and these are subject to customary closing and contractual conditions.

28. Approval of the Financial Statements

The consolidated financial statements of the Group as of December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025 were authorized for issue by the BOD on October 8, 2026.

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
sgv.ph

INDEPENDENT AUDITOR'S REPORT
ON THE SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Vistamalls, Inc. and Subsidiaries
LGF, Building B, Evia Lifestyle Center
Vista City, Daanghari, Almanza II
Las Piñas City

We have audited in accordance with Philippine Standards on Auditing, the accompanying consolidated financial statements of Vistamalls, Inc. and its subsidiaries (the Group) as at December 31, 2025, and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated October 8, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules, are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and are not part of the basic consolidated financial statements. These schedules have been subjected to the audit procedures applied in the audit of the basic consolidated financial statements, and in our opinion, fairly states, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 24, 2026, valid until August 23, 2029
SEC Partner Accreditation No. 89336-SEC (Group A
Valid to cover audit of 2023 to 2027 financial statements
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements
BIR Accreditation No. 08-001998-073-2023, October 23, 2023, valid until October 22, 2026
PTR No. 10765122, January 2, 2026, Makati City

October 8, 2026

VISTAMALLS, INC.

SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

DECEMBER 31, 2025

Unappropriated Retained Earnings, beginning of reporting period		₱5,512,566,593
Add: Category A: Items that are directly credited to Unappropriated Retained Earnings		
Reversal of Retained Earnings Appropriation/s	–	
Effect of restatements or prior-period adjustments	–	
Others	–	–
Less: Category B: Items that are directly debited to Unappropriated Retained Earnings		
Dividend declaration during the reporting period	365,090,838	
Retained Earnings appropriated during the reporting period	–	
Effect of restatements or prior-period adjustments	–	
Others	–	365,090,830
Unappropriated Retained Earnings, as adjusted		5,147,475,763
Add/Less: Net Income (loss) for the current year		310,439,257
Less: Category C.1: Unrealized income recognized in the profit or loss during the reporting period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared	–	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	–	
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	(4,048,697)	
Unrealized fair value gain of Investment Property	–	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	–	
Sub-total		(4,048,697)
Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)		
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	–	
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	–	
Realized fair value gain of Investment Property	–	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	–	
Sub-total		–

Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)		
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	–	
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	–	
Reversal of previously recorded fair value gain of Investment Property	–	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded	–	
Sub-total		–
Adjusted Net Income/Loss		306,390,560
Add: <u>Category D</u>: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)	–	
Sub-total		–
Add/Less: <u>Category E</u>: Adjustments related to relief granted by the SEC and BSP		
Amortization of the effect of reporting relief	–	
Total amount of reporting relief granted during the year	–	
Others	–	
Sub-total		–
Add/Less: <u>Category F</u>: Other items that should be excluded from the determination of the amount of available for dividends distribution		
Net movement of treasury shares (except for reacquisition of redeemable shares)	–	
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	–	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	–	
Adjustment due to deviation from PFRS/GAAP – gain (loss)	–	
Others	–	
Sub-total		–
Total Retained Earnings, end of the reporting period available for dividend declaration		₱5,453,866,315

VISTAMALLS, INC. AND SUBSIDIARIES
INDEX TO SUPPLEMENTARY SCHEDULES

Report of Independent Auditors on Supplementary Schedules

I. Schedule of Financial Soundness Indicators (Part 1, Annex 68-E)

II. Reconciliation of Retained Earnings Available for Dividend Declaration (Part 1, Annex 68-D)

III. Supplementary schedules required by Annex 68-J

1. Financial Assets (Current Marketable Equity and Debt Securities and Other Short-Term Cash Investments)
2. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
3. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
4. Long-term Debt
5. Indebtedness to Related Parties
6. Guarantees of Securities of Other Issuers
7. Capital Stock

IV. Map of the relationships of the companies within the group

V. External Auditor Fee - Related Information

VISTAMALLS, INC. AND SUBSIDIARIES

SCHEDULE A: FINANCIAL ASSETS

DECEMBER 31, 2025

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Value based on market quotation at end of reporting period	Income received and accrued
Cash (excluding cash on hand)	N/A	₱50,472,247	₱50,472,247	₱100,227
Accounts receivables from tenants and accrued rent receivable	N/A	47,874,748,800	47,874,748,800	7,085,909
Installment contracts receivables	N/A	47,180,967	47,180,967	–
Investments in mutual funds	N/A	24,638,950	24,638,950	–
Investments in quoted equity shares (VLL)	N/A	782,296,543	782,296,543	–
Restricted cash	N/A	9,751,045	9,751,045	13,798,448
Total financial assets		₱48,789,088,552	₱48,789,088,552	₱20,984,584

See Note 7, 8, 9 and 11 of the Consolidated Financial Statements

VISTAMALLS, INC. AND SUBSIDIARIES

SCHEDULE B: AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDER (OTHER THAN RELATED PARTIES)

DECEMBER 31, 2025

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts liquidated	Amounts written off	Current	Not current	Balance at end of period
Receivable from employees	₱25,102,123	₱52,523,716	₱52,543,895	₱–	₱25,081,944	₱–	₱25,081,944

See Note 9 of the Consolidated Financial Statements

VISTAMALLS, INC. AND SUBSIDIARIES

SCHEDULE C: AMOUNTS RECEIVABLES/PAYABLES FROM/TO RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS

DECEMBER 31, 2025

Name and Designation of Debtor/Creditor	Balance at Beginning of Period	Additions	Amounts Liquidated	Amounts Converted to APIC/Capital Stock	Current	Noncurrent	Balance at end of period
Vistamalls, Inc.	₱35,523,770,812	₱576,200,477	(₱235,575,023)	₱–	₱35,864,396,266	₱–	₱35,864,396,266
Manuela Corporation	8,861,265,397	95,797,766	(216,384,472)	–	8,740,678,691	–	8,740,678,691
Masterpiece Asia Properties, Inc.	(44,385,036,209)	342,957,157	(562,995,905)	–	(44,605,074,957)	–	(44,605,074,957)

VISTAMALLS, INC. AND SUBSIDIARIES

SCHEDULE D: LONG TERM DEBT

DECEMBER 31, 2025

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-term debt" in related balance sheet	Interest rates	Amount	Number of periodic installments	Maturity date
Bank loan 1	₱500,000,000	₱62,500,000	₱46,875,000	6.23%	₱109,375,000	Quarterly interest and principal payment	June 2027
Bank loan 2	2,000,000,000	397,358,867	397,538,867	7.55%	696,817,004	Quarterly interest and principal payment	July 2027
	₱2,500,000,000	₱460,038,867	₱346,153,137		₱806,192,004		

See Note 14 of the Consolidated Financial Statements

VISTAMALLS, INC. AND SUBSIDIARIES

SCHEDULE E: INDEBTEDNESS TO RELATED PARTIES

DECEMBER 31, 2025

Name of related party	Balance at beginning of period	Balance at end of period
Payable to related parties	₱32,993,926,318	₱37,998,958,525

See Note 20 of the Consolidated Financial Statements

VISTAMALLS, INC. AND SUBSIDIARIES

SCHEDULE F: GUARANTEES OF SECURITIES OF OTHER ISSUERS

DECEMBER 31, 2025

Name of issuing entity of securities guaranteed by the Group for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount of owned by person for which statement is filed	Nature of guarantee
VLL International, Inc.	Dollar-denominated bonds	₱8,818,500,000	₱8,818,500,000	Guaranteed principal payments of the securities
VLL International, Inc.	Dollar-denominated bonds	12,895,242,477	12,895,242,477	Guaranteed principal payments of the securities
VLL International, Inc.	Dollar-denominated bonds	11,720,838,034	11,720,838,034	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Corporate notes facility	7,077,246,287	7,077,246,287	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Corporate notes facility	9,990,145,426	9,990,145,426	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Corporate notes facility	1,995,952,682	1,995,952,682	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Corporate notes facility	8,190,019,336	8,190,019,336	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-denominated loan	810,810,628	810,810,628	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-denominated loan	3,878,810,006	3,878,810,006	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-retail bonds	5,955,474,742	5,955,474,742	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-denominated loan	2,995,206,600	2,995,206,600	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-denominated loan	499,529,021	499,529,021	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-retail bonds	1,994,698,200	1,994,698,200	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Bank loan	4,938,553,472	4,938,553,472	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Bank loan	583,333,333	583,333,333	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Bank loan	7,795,133,888	7,795,133,888	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Bank loan	1,508,789,344	1,508,789,344	Guaranteed principal payments of the securities
		₱91,648,283,476	₱91,648,283,476	

See Note 20 of the Consolidated Financial Statements

VISTAMALLS, INC. AND SUBSIDIARIES

SCHEDULE G: CAPITAL STOCK

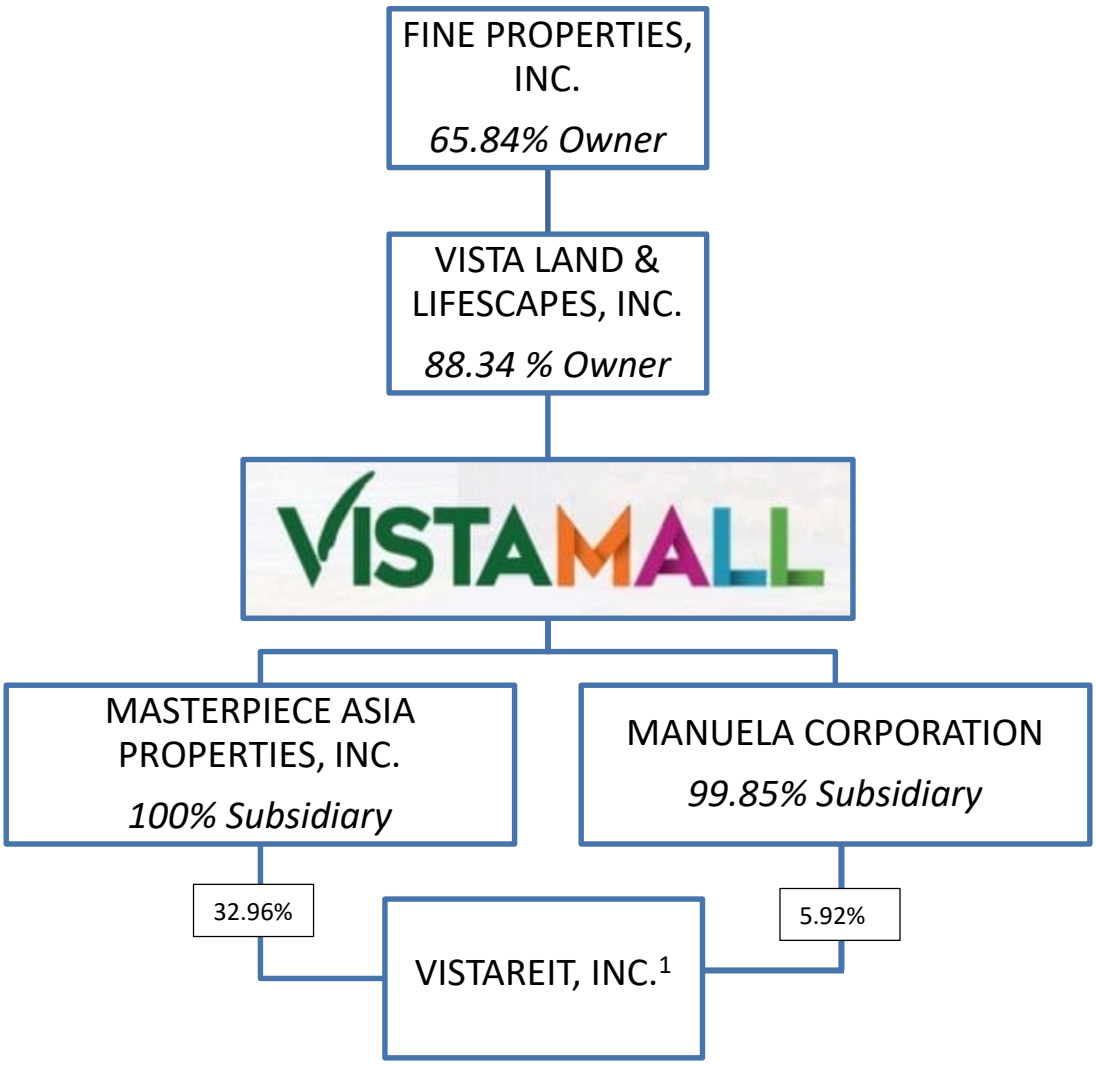
DECEMBER 31, 2025

Title of issue	Number of shares authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by		
				Related parties	Directors, officers and employees	Others
Common Stock, ₱1 par value	16,900,000,000	8,425,981,156 shares issued; and outstanding	–	7,558,070,596	6,100	867,904,460
Preferred Stock, ₱0.01 par value	10,000,000,000	2,350,000,000 shares issued and outstanding	–	2,350,000,000	–	–

See Note 16 of the Consolidated Financial Statements

VISTAMALLS, INC. AND SUBSIDIARIES
GROUP STRUCTURE

Below is the map showing the relationship between and among the Group and its Parent Company, and its subsidiaries as of December 31, 2025.



[1] *Communities Pampanga, Inc., Crown Asia Properties, Inc. and Vista Residences, Inc., wholly-owned subsidiaries of the Parent Company, own 4.86%, 3.49% and 17.40%, respectively. Remaining 35.29% are owned by the public and the remaining by individual shareholders.*

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
sgv.ph

INDEPENDENT AUDITOR'S REPORT
ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
Vistamalls, Inc. and Subsidiaries
LGF, Building B, Evia Lifestyle Center
Vista City, Daanghari, Almanza II
Las Piñas City

We have audited in accordance with Philippine Standards on Auditing, the accompanying consolidated financial statements of Vistamalls, Inc. and its subsidiaries (the Group) as at December 31, 2025, and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated October 8, 2026. Our audits were made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2025, and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 24, 2026, valid until August 23, 2029
SEC Partner Accreditation No. 89336-SEC (Group A
Valid to cover audit of 2023 to 2027 financial statements
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements
BIR Accreditation No. 08-001998-073-2023, October 23, 2023, valid until October 22, 2026
PTR No. 10765122, January 2, 2026, Makati City

October 8, 2026

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

VISTAMALLS, INC. AND SUBSIDIARIES
AS OF DECEMBER 31, 2025, 2024 AND 2023

Below are the financial ratios that are relevant to the Group for the years ended December 31, 2025, 2024 and 2023.

		2025	2024	2023
Current ratio	Current assets / Current liabilities	**0.61**	0.50	0.44
Acid test ratio	Quick asset[1] / Current liabilities	**0.61**	0.49	0.43
Solvency ratio	Net income + Depreciation / Total liabilities	**0.01**	0.14	0.18
Debt ratio	Interest bearing debt[2] / Total assets	**0.01**	0.01	0.02
Asset to equity ratio	Total assets / Total equity	**2.31**	2.15	2.5
Interest service coverage ratio	EBITDA[3] / Total interest paid	**153.17**	45.93	107.78
Return on equity	Net income / Total equity	**(0.01)**	0.13	0.23
Return on assets	Net income / Average total assets	**(0.01)**	0.07	0.10
Net profit margin	Net income / Net revenue	**(0.05)**	0.50	0.69

[1]Includes Cash, Short-term investments, Investment at FVTPL, Current receivables, Receivable from related parties and Other current asset
[2]Includes current and noncurrent portion of Bank loans
[3]Includes impairment in Investment in associate and Investment at FVTPL

VISTAMALLS, INC. AND SUBSIDIARIES

EXTERNAL AUDITOR FEE-RELATED INFORMATION
DECEMBER 31, 2025

	2025	2024
Total Audit Fees	₱6,047,169	₱5,759,209
Non-audit services fees:		
Other assurance services	–	–
Tax services	–	–
All other services	–	–
Total Non-Audit Fees	–	–
Total Audit and Non-Audit Fees	₱6,047,169	₱5,759,209

VISTAMALL

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

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

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

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

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

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

Signed this _____ day of OCT 0 8 2026 2026.

MANUEL B. VILLAR, JR.
Chairman of the Board

MANUEL PAOLO A. VILLAR
President

BRIAN N. EDANG
Chief Financial Officer and Head Investor Relations

SUBSCRIBED AND SWORN, to before me this OCT 0 8 2026 at MANDALUYONG CITY, affiants exhibiting to me their respective Passports, to wit:

Name	Passport No.	Date and Place of Issue
Manuel B Villar, Jr.		
Manuel Paolo A. Villar		
Brian N. Edang		

who has satisfactory proven to me their identities through their valid identification cards, and that they are the same persons who personally signed before me the foregoing and acknowledges that they executed the same.

Doc No. 395
Page No. 80
Book No. XXIV
Series of 2026.

ATTY. ARBIN OMAR F. CARINO
NOTARY PUBLIC
For City of Mandaluyong
UNTIL DECEMBER 31, 2026
ROLL No. 57146
IBP Lifetime Member No. 018537
PTR No. 5038125 / 05 Jan. 2026 / Mandaluyong City
MCLE Compliance No. VIII-0028169 issued dated 16 April 2025
Notarial Commission Appointment No. 0388-25
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City

VISTAMALL

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

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

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

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

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

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

Signed this _____ day of OCT 0 8 2026 2026.

MANUEL B. VILLAR, JR.
Chairman of the Board

MANUEL PAOLO A. VILLAR
President

BRIAN N. EDANG
Chief Financial Officer and Head Investor Relations

SUBSCRIBED AND SWORN, to before me this OCT 0 8 2026 at MANDALUYONG CITY, affiants exhibiting to me their respective Passports, to wit:

Name	Passport No.	Date and Place of Issue
Manuel B Villar, Jr.	P2529752B	12 JUL 2019 / DFA MANILA
Manuel Paolo A. Villar	P4237701B	17 DEC 2019 / DFA MANILA
Brian N. Edang	P9937644A	14 DEC 2018 / DFA NCR EAST

who has satisfactory proven to me their identities through their valid identification cards, and that they are the same persons who personally signed before me the foregoing and acknowledges that they executed the same.

Doc No. 395
Page No. 80
Book No. XXIV
Series of 2026.

ATTY. ARBIN OMAR F. CARINO
NOTARY PUBLIC
For City of Mandaluyong
UNTIL DECEMBER 31, 2026
ROLL No. 57146
IBP Lifetime Member No. 018537
PTR No. 5038125 / 05 Jan. 2026 / Mandaluyong City
MCLE Compliance No. VIII-0028169 issued dated 16 April 2025
Notarial Commission Appointment No. 0388-25
Vista Corporate Center, Upper Ground Floor,
Worldwide Corporate Center, Shaw Blvd., Mandaluyong City

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C	S	0	0	0	0	3	9	5	8	7

COMPANY NAME

VISTAMALLS, INC.

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

LGF, BUILDING B, EVIA LIFESTYLE CENTER, VISTA CITY, DAANGHARI, ALMANZA II, LAS PIÑAS CITY

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

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
www.starmalls.com.ph	8571-5948	N/A

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
431	Every last Monday of June	12/31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Brian N. Edang	brian_edang@vistaland.com.ph	3226-3552/ 8874-5758	0917-801-0637

CONTACT PERSON's ADDRESS

LGF, Building B, EVIA Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City

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

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

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
sgv.ph

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Vistamalls, Inc.
LGF, Building B, Evia Lifestyle Center
Vista City, Daanghari, Almanza II
Las Piñas City

Report on the Audit of the Financial Statements

Opinion

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

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

Basis for Opinion

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

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

Report on the Supplementary Information Required Under Revenue Regulations 15-2010

The supplementary information required under Revenue Regulations 15-2010 for purposes of filing with the Bureau of Internal Revenue is presented by the management of Vistamalls, Inc. in a separate schedule. Revenue Regulations 15-2010 requires the information to be presented in the notes to Parent Company financial statements. Such information is not a required part of the basic parent company financial statements. The information is also not required by Revised Securities Regulation Code Rule 68. Our unqualified opinion on the basic financial statements is not affected by the presentation of the information in a separate schedule.

The engagement partner on the audit resulting in this independent auditor's report is Michael C. Sabado.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 24, 2026, valid until August 23, 2029
SEC Partner Accreditation No. 89336-SEC (Group A)
Valid to cover audit of 2023 to 2027 financial statements
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements
BIR Accreditation No. 08-001998-073-2023, October 23, 2023, valid until October 22, 2026
PTR No. 10765122, January 2, 2026, Makati City

October 8, 2026

VISTAMALLS, INC.
PARENT COMPANY STATEMENTS OF FINANCIAL POSITION

	December 31	
	2025	2024
ASSETS		
Current Assets		
Cash in banks (Notes 6 and 12)	**₱1,177,187**	₱1,380,276
Receivable from related parties (Notes 10 and 12)	**2,780,042,331**	2,776,042,331
Other current assets	**66,763,176**	61,085,689
Total Current Assets	**2,847,982,694**	2,838,508,296
Noncurrent Assets		
Receivable from subsidiary (Notes 10 and 12)	**44,515,614,902**	44,214,267,071
Investments in subsidiaries (Note 7)	**7,080,895,752**	7,080,895,752
Other noncurrent assets	**8,234,628**	8,310,528
Total Noncurrent Assets	**51,604,745,282**	51,303,473,351
	₱54,452,727,976	₱54,141,981,647
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts and other payables (Notes 8 and 12)	**₱102,248,113**	₱34,901,525
Payable to intermediate parent company and entities under common control (Notes 10 and 12)	**30,809,620,244**	30,472,291,299
Payable to subsidiary (Notes 10 and 12)	**8,651,218,636**	8,690,496,259
Total Current Liabilities	**39,563,086,993**	39,197,689,083
Noncurrent Liability		
Security deposit and payable to private company	**6,186,046**	6,186,046
Total Liabilities	**39,569,273,039**	39,203,875,129
Equity (Note 11)		
Capital stock	**8,449,481,156**	8,449,481,156
Additional paid-in capital	**976,058,769**	976,058,769
Retained earnings	**5,457,915,012**	5,512,566,593
Total Equity	**14,883,454,937**	14,938,106,518
	₱54,452,727,976	₱54,141,981,647

See accompanying Notes to Parent Company Financial Statements.

VISTAMALLS, INC.
PARENT COMPANY STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31	
	2025	2024
REVENUE		
Dividend income (Note 10)	**₱320,110,065**	₱305,037,628
Management income (Note 10)	**8,035,714**	8,035,714
Rental income	**937,500**	910,714
	329,083,279	313,984,056
EXPENSES		
Representation	**9,044,115**	10,377,972
Professional fees	**2,172,371**	2,399,317
Taxes, licenses and other fees	**1,473,671**	2,097,370
Security services	**1,072,972**	1,244,647
Depreciation	**75,898**	49,576
Miscellaneous	**277,636**	332,525
	14,116,663	16,501,407
OTHER INCOME (EXPENSE)		
Mark-to-market gain (loss) (Note 12 and 13)	**(4,048,697)**	2,889,401
Foreign exchange loss	**–**	(217,879)
Interest income (Note 6)	**441**	1,537
Finance cost	**(7,780)**	(400)
	(4,056,036)	2,672,659
INCOME BEFORE INCOME TAX	**310,910,580**	300,155,308
PROVISION FOR INCOME TAX (Note 9)	**471,323**	283,487
NET INCOME AND TOTAL COMPREHENSIVE INCOME	**₱310,439,257**	₱299,871,821

See accompanying Notes to Parent Company Financial Statements.

VISTAMALLS, INC.
PARENT COMPANY STATEMENTS OF CHANGES IN EQUITY

	Capital Stock (Note 11)		**Additional Paid-in Capital** (Note 11)	**Retained Earnings** (Note 11)	**Total**
	Common Stock	**Preferred Stock**			
Balances as at January 1, 2025	**₱8,425,981,156**	**₱23,500,000**	**₱976,058,769**	**₱5,512,566,593**	**₱14,938,106,518**
Net income	–	–	–	**310,439,257**	**310,439,257**
Cash dividend declared	–	–	–	**(365,090,838)**	**(365,090,838)**
Balances as at December 31, 2025	**₱8,425,981,156**	**₱23,500,000**	**₱976,058,769**	**₱5,457,915,012**	**₱14,883,454,937**
Balances as at January 1, 2024	₱8,425,981,156	₱23,500,000	₱976,058,769	₱5,520,356,889	₱14,945,896,814
Net income	–	–	–	299,871,821	299,871,821
Cash dividend declared	–	–	–	(307,662,117)	(307,662,117)
Balances as at December 31, 2024	₱8,425,981,156	₱23,500,000	₱976,058,769	₱5,512,566,593	₱14,938,106,518

See accompanying Notes to Parent Company Financial Statements.

VISTAMALLS, INC.
PARENT COMPANY STATEMENTS OF CASH FLOWS

	Years Ended December 31	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱310,910,580**	₱300,155,308
Adjustments for:		
Dividend income (Notes 10 and 13)	**(320,110,065)**	(305,037,628)
Finance cost	**7,780**	400
Interest income (Note 6)	**(441)**	(1,537)
Mark-to-market (gain) loss (Note 12 and 13)	**4,048,697**	(2,889,401)
Operating loss before working capital changes	**(5,143,449)**	(7,772,858)
Increase in other current assets	**(9,726,184)**	(10,585,293)
Increase in accounts and other payables	**24,763,169**	6,368,330
Net cash flows generated from (used for) operations	**9,893,536**	(11,989,821)
Interest received	**441**	1,537
Income taxes paid (including applied CWT and final tax)	**(471,323)**	(307)
Finance cost paid	**(7,780)**	(400)
Net cash flows provided by (used in) operating activities	**9,414,874**	(11,988,991)
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease in other noncurrent assets	**75,900**	49,574
Decrease in receivables from related parties (Note 13)	**14,762,234**	48,335,379
Cash flows provided by investing activities	**14,838,134**	48,384,953
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in payables to related parties (Note 13)	**(24,456,097)**	(4,823,500)
Dividends paid	–	(31,678,735)
Cash flows used in financing activities	**(24,456,097)**	(36,502,235)
NET DECREASE IN CASH IN BANKS	**(203,089)**	(106,273)
CASH IN BANKS AT BEGINNING OF YEAR	**1,380,276**	1,486,549
CASH IN BANKS AT END OF YEAR (Note 6)	**₱1,177,187**	₱1,380,276

See accompanying Notes to Parent Company Financial Statements.

VISTAMALLS, INC.
NOTES TO PARENT COMPANY FINANCIAL STATEMENTS

1. Corporate Information

Vistamalls, Inc. (the Parent Company, or VMI) was incorporated in the Republic of the Philippines and duly registered with the Philippine Securities and Exchange Commission (SEC) on October 16, 1969, originally to pursue mineral exploration. After obtaining Philippine SEC approval, the Parent Company later changed its primary business and is now presently engaged in holding investments in shares of stock and real estate business.

The Parent Company is the holding company of Vistamalls Group (the Group or VMI Group) which is engaged in leasing of retail malls and Business Process Outsourcing ("BPO") commercial center. The Group has a wholly owned subsidiary, Masterpiece Asia Properties, Inc. (MAPI) and a 99.85% owned subsidiary, Manuela Corporation (MC).

The Parent Company is 88.34% owned by Vista Land & Lifescapes, Inc. (VLLI) and the rest by the public. VLLI is a publicly-listed investment holding company which is 65.05% and 65.84% owned by Fine Properties, Inc. (Ultimate Parent Company), and the rest by the public, as of December 31, 2025 and 2024. The Parent Company's shares of stock are listed at the Philippine Stock Exchange (PSE).

The Parent Company's accounting and administrative functions are handled by its subsidiaries, MC and MAPI (Note 10).

The Parent Company's registered office and principal place of business is located at LGF, Building B, EVIA Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City.

2. Basis of Preparation

The accompanying parent financial statements have been prepared on a historical cost basis, except for the financial assets measured at fair value through profit or loss (FVTPL), which have been measured at fair value. The parent financial statements are presented in Philippine Peso (₱) which is the functional and presentation currency of the Parent Company, and all amounts are rounded to the nearest Philippine Peso unless otherwise indicated.

Statement of Compliance

The Parent Company financial statements of Vistamalls, Inc., which are prepared for submission to the Philippine SEC and the BIR, are prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. The Parent Company also prepares, and issues consolidated financial statements presented in compliance with PFRS which are available at the registered office address of the Parent Company.

3. Changes in Accounting Policies

New Standards, Interpretations and Amendments

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of amendments to PAS 21, *Lack of exchangeability,* which became effective in 2025. The Parent Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Unless otherwise indicated, adoption of this amendment did not have an impact on the financial statements of the Parent Company.



Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Parent Company does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Parent Company intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2026

- Amendments to Illustrative Examples on PFRS 7, PFRS 18, PAS 1, PAS 8, PAS 26 and PAS 37, *Disclosures about Uncertainties in the Financial Statements*
- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*
- Annual Improvements to PFRS Accounting Standards—Volume 11
  - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
  - Amendments to PFRS 7, *Gain or Loss on Derecognition*
  - Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities* and *Transaction Price*
  - Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
  - Amendments to PAS 7, *Cost Method*

Effective beginning on or after January 1, 2027

- PFRS 17, *Insurance Contracts*
- PFRS 18, *Presentation and Disclosure in Financial Statements*
  The standard replaces PAS 1, Presentation of Financial Statements, and responds to investors' demand for better information about companies' financial performance. The new requirements include:
  - Required totals, subtotals and new categories in the statement of profit or loss
  - Disclosure of management-defined performance measures
  - Guidance on aggregation and disaggregation

  The Group is currently assessing the impact of adopting this standard.

- PFRS 19, *Subsidiaries without Public Accountability*
- Amendments to PAS 21, *Translation to a Hyperinflationary Presentation Currency*

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

4. Summary of Material Accounting Policy Information

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Parent Company.

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Parent Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition and subsequently measured at amortized cost, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Parent Company's business model for managing them. The Parent Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

For a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Parent Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Parent Company commits to purchase or sell the asset.



Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortized cost (debt instruments)
This category is the most relevant to the Parent Company. The Parent Company measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Parent Company's financial assets include cash in banks, receivable from related parties and receivable from subsidiary.

Financial assets at fair value though profit or loss
Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss.

As at December 31, 2025 and 2024, investment at FVTPL comprises of investment in mutual funds and presented in 'Other current assets' in the statement of financial position.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a Parent Company of similar financial assets) is primarily derecognized when:

- the rights to receive cash flows from the asset have expired, or,
- the Parent Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Parent Company has transferred substantially all the risks and rewards of the asset, or (b) the Parent Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.



Determination of fair value
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to the Parent Company.

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Parent Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each financial reporting period.

For the purpose of fair value disclosures, the Parent Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Financial Liabilities
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financials liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in case of loans and borrowings and payables, net of directly attributable transaction costs.



The Parent Company's financial liabilities pertain to "Accounts and other payables" and "Payable to intermediate parent company and entities under common control" and "payable to subsidiary".

Subsequent Measurement
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the EIR.

Derecognition
A financial liability (or a part of a financial liability) is derecognized when the obligation under the liability is discharged, cancelled or has expired. The reversal and derecognition of a financial liability is recognized upon determination, based on sufficient supporting evidence and management approval, that the related obligations are no longer enforceable and settlement is no longer probable. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in profit or loss.

Impairment of Financial Assets
The Parent Company recognizes an allowance for expected credit losses (ECL) for all financial assets at amortized cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Parent Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Parent Company applies a simplified approach in calculating ECLs for financial asset at amortized cost. Therefore, the Parent Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date.

Other Current Assets
Other current assets consist of financial assets at fair value though profit or loss, input value-added taxes (VAT), creditable withholding tax (CWT) and advances to employees.

Value-Added Taxes (VAT)
Input VAT represents the shifted sales tax to the Parent Company on purchases of goods and services. This can be claimed against the output VAT on sale of services of the Parent Company to its subsidiaries. Input VAT is carried at net realizable value net of allowance provided for any portion of the input tax that cannot be claimed against output tax or recovered as tax credit against future income tax liability.

Creditable Withholding Tax (CWT)
This pertains to the tax withheld at source by the Parent Company's subsidiaries for the management fee due them and is creditable against the income tax liability of the Parent Company.

Advances to Employees
Advances to employees are cash advances which are collectible through salary deductions. These are noninterest bearing and has various maturity dates within one year from the date advances are made.



Investment in Subsidiaries

Investments in subsidiaries are accounted for under the cost method less accumulated provision for impairment losses, if any. A subsidiary is an entity in which the Parent Company, directly or indirectly, holds more than half of the issued share capital, or controls more than half of the voting power, or exercises control over the operations and management of the investee. Controls exists when an entity is exposed, or has rights, to variable returns from its investment with the investee and has the ability to affect those returns through its power over the investee.

The Parent Company recognizes income from the investment only to the extent that the Parent Company receives or has earned the right to receive distribution from the accumulated profits of the investee arising after the date of the acquisition. Distributions received in excess of such profits are regarded as recovery of investment and are recognized as a reduction of the cost of the investment.

The Parent Company determines at each end of the reporting period whether there is any objective evidence that the investments in the investee companies are impaired. If this is the case, the Parent Company calculates the amount of impairment as being the difference between the recoverable amount of the investee company and the carrying cost and recognized the amount in profit or loss.

Impairment of Nonfinancial Assets

The Parent Company assesses as at reporting date whether there is an indication that nonfinancial assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Parent Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is calculated as the higher of the asset's or CGU's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognized in profit or loss in those expense categories consistent with the function of the impaired asset.

An assessment is made at each financial reporting date as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as revaluation increase in OCI. After such reversal, the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Equity

Capital stock and additional paid-in capital

Capital stock is measured at par value for all shares issued. When the shares are sold at premium, the difference between the proceeds and the par value is recognized as additional paid-in capital. Direct costs incurred related to the equity issuance are deducted from equity, net of any related tax benefits. If additional paid-in capital is not sufficient, the excess is charged against retained earnings.



Retained earnings
Retained earnings represents the net accumulated earnings of the Parent Company, net of dividends declared.

Other comprehensive income (OCI)
OCI are items of income and expense that are not recognized in the profit or loss for the year in accordance with PFRS. OCI includes remeasurement gain (loss) on retirement plan, net of related taxes.

Revenue Recognition
Revenue from contracts with customers is recognized when control of services is transferred to the customer at an amount that reflects the consideration to which the Parent Company expects to be entitled in exchange for those services. The Parent Company has assessed its revenue arrangements against specific criteria in order to determine if it is acting as principal or as an agent. The Parent Company has concluded that it is acting as a principal in all of its revenue arrangements.

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

Dividend income
Dividend income is recognized when the right to receive payment is established.

Management income
Management income is recognized when the Parent Company's right to receive payment is established.

Interest income
Interest income is recognized as it accrues using the effective interest method.

Rental Income
The Company earns rental income from leasing its land property. Rental income is recognized based on the rental rates and terms stipulated in the lease agreements and is presented as revenue in profit or loss when earned.

Expenses
Expenses are recognized in the statement of comprehensive income when decrease in economic benefits related to a decrease in an asset or an increase in liability has risen that can be measured reliably. These are generally recognized as they are incurred.

Income Taxes
Current tax
Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

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

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

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

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

Deferred tax relating to items recognized outside of profit or loss is recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

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

Provisions

Provisions are recognized when the Parent Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Where the Parent Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. Provisions are reviewed at each financial reporting date and adjusted to reflect the current best estimate.

Events After the Financial Reporting Date

Post year-end events that provide additional information about the Parent Company's position at the financial reporting date (adjusting events) are reflected in the parent company financial statements. Any post year-end events that are not adjusting events are disclosed in the parent company financial statements when material.

5. Material Accounting Judgments and Estimates

The preparation of accompanying Parent Company financial statements in compliance with PFRS Accounting Standards requires management to make estimates and assumptions that affect the amounts reported in the Parent Company financial statements and accompanying notes. The estimates and assumptions used in the Parent Company financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the Parent Company financial statements. Actual results could differ from such estimates.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.



Judgments
In the process of applying the accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the Parent Company financial statements:

Evaluation of impairment of financial asset and receivable from related parties
Under PFRS 9, the Parent Company reviews its financial assets portfolio to asset impairment at least on an annual basis. In determining whether ECL should be recognized in the statement of comprehensive income, the Parent Company makes judgements as to whether there is any observable data indicating that there is a measurable decrease in the estimated future cash flows from debts instruments. In 2025 and 2024, no ECL is recognized.

The Parent Company has receivables from related parties consisting of receivable from the Ultimate Parent Company. The Company expects settlement of these related party receivables either through cash or transfer of tangible assets which are abundantly available. Also, Fine Properties, Inc., the Company's ultimate Parent Company, offers its available and abundant real estate properties to guarantee the recoverability of the related party receivables. As such, the Company believes that the related party receivables are recoverable.

Evaluation of impairment of nonfinancial assets
The Parent Company assesses impairment on its nonfinancial assets whenever events or changes in the circumstances indicate that the carrying amount of an asset may not be recoverable. As of December 31, 2025 and 2024, there are no impairment indicators identified in the Parent Company's nonfinancial assets.

Estimates and Assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the financial reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Recognition of financial guarantee obligation
The Parent Company serves as a guarantor of the borrowings entered into by VLLI and affiliate, VLL International, Inc. (VII) without a guarantee fee. The Parent Company assessed that the expected credit loss from its guaranteed obligation of VLLI and VII is nil. Therefore, the obligation related to the guarantee extended by the Parent Company is nil (see Note 10).

6. Cash in Banks

Cash in banks amounted to ₱1.18 million and ₱1.38 million as of December 31, 2025 and 2024, respectively.

Cash in banks earns interest at prevailing deposit rates, which ranged from 0.06% to 0.13% in both 2025 and 2024.

Interest earned from cash in banks amounted to ₱441 and ₱1,537 in 2025 and 2024, respectively.

7. Investments in Subsidiaries

The Parent Company's investment in subsidiaries and the corresponding direct percentage of ownership are shown below.

		Direct Percentage of Ownership		Amounts	
Entity	Nature of Business	**2025**	2024	**2025**	2024
MC	Leasing	**99.85%**	99.85%	**₱4,527,396,641**	₱4,527,396,641
MAPI	Leasing	**100.00%**	100.00%	**2,553,499,111**	2,553,499,111
				₱7,080,895,752	₱7,080,895,752

The principal place of business and country of incorporation of the subsidiaries is in the Philippines.

For the years ended December 31, 2025 and 2024, MAPI declared dividends amounting to ₱320.11 million and ₱305.04 million, respectively (see Note 10).

As of December 31, 2025 and 2024, MC has investments in real estate and investment properties amounting ₱301.89 million and ₱5,464.67 million, respectively. Likewise, MAPI has investments in investment properties amounting ₱43,344.25 million and ₱40,762.34 as of December 31, 2025 and 2024, respectively.

8. Accounts and Other Payables

This account consists of:

	2025	2024
Accounts payable to:		
Supplier (Note 10)	**₱51,414,364**	₱22,133,389
Private company	**5,931,046**	5,931,046
Dividends payable	**47,064,856**	4,481,437
Accrued expenses	**1,730,001**	1,685,865
Other payables	**2,038,892**	6,600,834
	108,179,159	40,832,571
Less: Noncurrent portion	**5,931,046**	5,931,046
Current portion	**₱102,248,113**	₱34,901,525

Accounts payable to suppliers
Accounts payable to suppliers pertain to various purchases of the Parent Company. These payables are expected to be settled in the first quarter of the succeeding year.

Accounts payable to private company
Accounts payable to private company pertains to the reclassified pension liability in 2022. The reclassification is due to the transfer of key officer to the private company. This is payable upon demand of the private company.

Accrued expenses
Accrued expenses consist mainly of accruals for professional fees and outside services. These are expected to be settled within a year from the recognition date.

Other payables
Other payables include withholding taxes, directors fees and accrued expenses. These are noninterest-bearing and are normally settled within one year.

9. Income Tax

Provision for income tax consists of:

	2025	2024
Current:		
RCIT	**₱471,235**	₱283,180
Final	**88**	307
	₱471,323	₱283,487

The reconciliation of the provision for income tax computed at the statutory income tax rate to the provision for income tax shown in profit or loss follows:

	2025	2024
Income tax at statutory income tax rate	**₱77,727,645**	₱74,316,477
Tax effects of:		
Non-deductible expense	**2,771,216**	2,226,494
Interest income already subjected to final tax	**(22)**	(77)
Dividend income exempt from income tax	**(80,027,516)**	(76,259,407)
Effective income tax	**₱471,323**	₱283,487

10. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control or common significant influence. Entities under common control are those entities that are related parties of Fine Properties, Inc. Related parties may be individuals or corporate entities.

The Parent Company in its regular conduct of business has entered into transactions with related parties principally consisting of nontrade transaction from advances and reimbursement of expenses.

The Parent Company statements of financial position include the following amounts resulting from transactions with related parties as at December 31, 2025 and 2024:

December 31, 2025

	Nature of Transaction	Volume	Amount Receivable (Payable)	Terms	Conditions
Receivables from related parties					
Entity under common control	a) Advances	₱4,000,000	₱2,780,042,331	Due and demandable; noninterest-bearing	Unsecured; no impairment
Subsidiary	a) Advances	(18,762,234)	40,097,874,640	Noninterest-bearing; No stated date of repayment	Unsecured; no impairment
	b) Management income	8,035,714	–		
	c) Dividend income	320,110,065	4,417,740,262	Noninterest-bearing; No stated date of repayment	Unsecured; no impairment
			₱47,295,657,233		

	Nature of Transaction	Volume	Amount Receivable (Payable)	Terms	Conditions
Payables to related parties					
Intermediate Parent Company and entities under common control	**a) Advances** **d) Dividends**	**(₱659,836,364)** **322,507,419**	**(₱30,809,620,244)** –	**Noninterest-bearing; Due and demandable**	**Unsecured**
Subsidiary	**b) Advances**	**39,277,623**	**(8,651,218,636)**	**Noninterest-bearing; Due and demandable**	**Unsecured**
			(39,460,838,880)		
			₱7,834,818,353		

December 31, 2024

	Nature of Transaction	Volume	Amount Receivable (Payable)	Terms	Conditions
Receivables from related parties					
Ultimate Parent Company	a) Advances d) Dividends	₱16,277,062 (16,277,062)	₱– –	Due and demandable; noninterest-bearing	Unsecured; no impairment
Entity under common control	a) Advances	(884,342)	2,776,042,331	Due and demandable; noninterest-bearing	Unsecured; no impairment
Subsidiary	a) Advances b) Management income c) Dividend income	(68,818,762) 8,035,714 305,037,628	40,116,636,874 – 4,097,630,197	Noninterest-bearing; No stated date of repayment Noninterest-bearing; No stated date of repayment	Unsecured; no impairment Unsecured; no impairment
			₱46,990,309,402		
Payables to related parties					
Intermediate Parent Company and entities under common control	a) Advances d) Dividends	(₱89,930,229) (227,761,695)	(₱30,472,291,299) –	Noninterest-bearing; Due and demandable	Unsecured
Subsidiary	b) Advances	67,015,424	(8,690,496,259)	Noninterest-bearing; Due and demandable	Unsecured
			(39,162,787,558)		
			₱7,827,521,844		

Outstanding balances at year-end are unsecured, interest free and unless otherwise stated, settlement occurs generally in cash. The Group also considers settlement through transfer of real estate properties. The Ultimate Parent Company, Fine Properties, Inc., also offers its available and abundant real estate properties to guarantee the recoverability of the related party receivables. The related party receivables are due and demandable and legally enforceable.

As at December 31, 2025 and 2024, the Company has not made any provision for impairment loss relating to amounts owed by related parties. This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates. In the analysis, the assessment has been extended to determine if available property holdings and other assets are enough to cover the amounts recoverable from related parties.

The significant transactions with related parties follow:

a) The Parent Company in its regular conduct of business has entered into transactions with Ultimate Parent Company, subsidiaries and entities under common control (referred to as "other related parties") principally consisting receipts and granting of noninterest bearing advances for working capital requirements and capital expenditures which are due and demandable except for its receivable from subsidiary which has no stated date of repayment. The Parent Company's policy is to settle its intercompany receivables and payables on a net basis.

   Dividends to the ultimate parent company amounting to nil and ₱16.28 million was applied against receivable from ultimate parent company in 2025 and 2024, respectively.

b) The Parent Company charges its subsidiaries fixed management fees for services rendered with an aggregate amount of ₱8.04 million for the years ended December 31, 2025 and 2024.

c) As of December 31, 2025 and 2024, the dividends declared by MAPI in 2025 and 2024 amounting to ₱320.11 and ₱305.04 million, respectively, remains unpaid (Note 7).

These are presented under "Receivable from subsidiary" in the statement of financial position.

d) Details of dividends declared to stockholders are discussed in Note 11.

e) Other transactions with related parties include receivables and payables to be recouped from affiliated companies and entities under common control. Unless otherwise indicated, payable to Ultimate Parent Company, Parent Company, subsidiaries and other related parties are presented at net of their receivable balance if the Parent Company has a legally enforceable right to offset recognized amounts and intends to settle in cash on a net basis. These are due and demandable and legally enforceable.

In addition, the Parent Company serves as a guarantor for the following borrowings entered into by its related parties which the Parent Company unconditionally and irrevocably guaranteed. No fees are charged for these guarantee agreements.

A. Dollar Denominated Bonds

a. US$150 million Notes (Due April 2028)
On May 2, 2025, VLL International, Inc. (VII), a subsidiary of VLLI, obtained a US$150 million syndicated term loan facility at a rate of 6.41% per annum. The obligations of VII under the loan facility are guaranteed by the Parent Company and its subsidiaries namely Brittany Corporation, Crown Asia Properties, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc. The proceeds of the term loan facility will be used for financing, refinancing or reimbursing working capital and general corporate purposes of the Group.

As of December 31, 2025, outstanding balance of the Notes amounted to US$150 million (₱8,818.50 million).

b. US$220.00 million Notes (Due July 2027)
On May 17, 2021, VII (the Issuer) issued US$170.00 million Notes with a term of six years from initial drawdown date. The interest rate is 7.25% per annum, payable semi-annually in arrears on January 20 and July 20 of each year beginning on January 20, 2022. The Notes were used to refinance existing debt as a result of liability management exercise and excess proceeds were used to refinance existing debt and for general corporate purposes. There are no properties owned by the Group that were pledged as collateral to this Notes.

As of December 31, 2025 and 2024, outstanding balance of the Notes amounted to US$169.49 million (₱9,964.50 million) and US$172.18 million (₱9,959.98 million), respectively.

On June 1, 2021, VII issued an additional US$50.00 million unsecured note, with similar terms and conditions as the above notes. There are no properties owned by the Group that were pledged as collateral to this Notes.

As of December 31, 2025 and 2024, outstanding balance of the Notes amounted to US$49.85 million (₱2,930.74 million) and US$50.64 million (₱2,929.41 million), respectively.

US$200.00 million Notes (Due July 2027)
On July 20, 2020, VII issued US$ 200.00 million Notes with a term of seven years from initial drawdown date. The Notes were used to refinance existing debt as a result of liability management exercise and excess proceeds were used to refinance existing debt and for general corporate purposes.

As of December 31, 2025 and 2024, outstanding balance of the Notes amounted to US$199.37 million (₱11,720.84 million) and US$198.98 million (₱11,510.15 million), respectively.

The Parent Company acted as one of the guarantors of the VLLI on the above loan, and no fees are charged for this guarantee agreement.

B. Corporate Note Facility

a. ₱13,610 million Corporate Notes (Due December 2030)
On December 11, 2025, VLLI (the Issuer) entered into an Omnibus Notes Facility and Security Agreement for the issuance of long-term corporate notes, consisting of Five-Year Corporate Notes due in 2030, in the aggregate amount of ₱13,610.00 million at a fixed interest rate of 7.50%, to be drawn in three tranches.

The first drawdown was made on December 26, 2025, whereby VLLI obtained a loan amounting to ₱7,279.25 million, with principal repayments payable quarterly starting March 2027.

The proceeds of the Corporate Notes were used to refinance existing or maturing obligations of VLLI, as well as to pay various fees, expenses, and taxes incurred in connection with the issuance of the facility. The issue costs amounted to ₱202.00 million. These were capitalized as debt issue costs and are being amortized over the life of the Corporate Notes and are offset against the carrying value of the Corporate Notes.

As of December 31, 2025, the outstanding balance of the Corporate Notes amounted to ₱7,077.25 million.

The Corporate Notes do not provide early redemption at the option of the Issuer.

As part of the issuance of the Corporate Notes, the subsidiaries of the VLLI that acted as guarantors, irrevocably and unconditionally are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio of at least 1.00, maximum debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025.



b. ₱10,000 million Corporate Notes (Due April 2026)
On April 4, 2023, VLLI (the Issuer) entered into a Corporate Notes Facility Agreement for the issuance of long-term corporate notes consisting of Three-Year Corporate Notes due 2026 amounting to ₱6,000.00 million at a fixed rate of 7.61% per annum, payable on maturity date.

On April 14, 2023, an additional issuance of Corporate Notes was made in the amount of ₱4,000.00 million due 2026, at a fixed interest of 7.63% per annum, payable on maturity date.

The proceeds of the Corporate Notes were used for refinancing of existing or maturing obligations of VLLI, and for other general corporate purposes. The issue cost amounted to ₱105.22 million. This was capitalized as debt issue cost and amortized over the life of the corporate Notes and was offset to the carrying value of the Corporate Notes.

As of December 31, 2025 and 2024, the outstanding balance of the Corporate Notes is ₱9,990.15 million and ₱9,952.84 million, respectively.

The Corporate Notes do not provide early redemption at the option of the Issuer.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio of at least 1.00, maximum debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

c. ₱6,000.00 million Corporate Notes (Due March 2027)
On March 28, 2022, the VLLI (the Issuer) entered into a Corporate Notes Facility Agreement for the issuance of a long-term corporate notes consisting of Five-Year Corporate Notes due 2027 amounting to ₱4,000.00 million at a fixed rate of 6.64% per annum, payable in equal 17 quarters.

On June 1, 2022, an additional issuance of Corporate Notes was made in the amount of ₱2,000.00 million due 2027, at a fixed interest of 7.24% per annum, payable in equal 18 quarters commencing on the second interest payment date.

The proceeds of the corporate notes were used for refinancing of existing or maturing obligations of VLLI, and for other general corporate purposes. The issue cost amounted to ₱51.36 million. This was capitalized as debt issue cost and amortized over the life of the Corporate Notes and was offset to the carrying value of the Corporate Notes.

As of December 31, 2025 and 2024, the outstanding balance of the Corporate Notes is ₱1,995.95 million and ₱3,321.46 million, respectively.

The Corporate Notes provide early Redemption at the option of the Issuer as follows:

Early Redemption Date	Early Redemption Amount
3rd anniversary from issue date and interest payment thereafter	102.00%
4th anniversary from issue date and interest payment thereafter	101.00%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio of at least 1.00, maximum debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

d. ₱12,000.00 million Corporate Notes (Due December 2025)
On January 31, 2023, an additional issuance of Corporate Notes was made in the amount of ₱2,900.00 million due 2025, at a fixed interest of 7.26% per annum, payable on maturity date.

On December 28, 2022, the VLLI (the Issuer) entered into a Corporate Notes Facility Agreement for the issuance of a long-term corporate notes consisting of Three-Year Corporate Notes due 2025 amounting to ₱8,600.00 million at a fixed rate of 7.93% per annum, payable on maturity date.

The proceeds of the corporate notes were used for refinancing of existing or maturing obligations of the VLLI, and for other general corporate purposes. The issue cost amounted to ₱88.84 million and ₱51.77 million for the 2023 and 2022 corporate notes, respectively. These were capitalized as debt issue cost and amortized over the life of the liability and were offset to the carrying value of the liability.

In 2025, the outstanding balance of the corporate notes amounting to ₱11,500.00 million was settled. As of December 31, 2024, the outstanding balance of the Corporate Notes amounted to ₱11,449.56 million.

The Corporate Notes do not provide early redemption at the option of the Issuer.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally, are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.



Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio of at least 1.00, maximum debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2024 and 2025.

e. ₱8,200.00 million Corporate Notes (Due July 2025 and 2028)
On July 11, 2018, the VLLI (the Issuer) entered into a Corporate Notes Facility Agreement for the issuance of a long term corporate notes consisting of Seven-Year Corporate Notes due 2025 amounting to ₱1,700.00 million at a fixed rate of 7.4913% per annum, payable quarterly and Ten-Year Corporate Notes due 2028 amounting to ₱6,000.00 million at a fixed rate of 7.7083% per annum, payable quarterly.

On July 25, 2018, an additional issuance of Corporate Notes was made in the amount of ₱500.00 million due 2025, at a fixed interest of 7.4985% per annum.

The proceeds of the corporate notes were utilized for the 2018 capital expenditures for commercial property projects, and to fund other general corporate expenses of the Group. The issue cost amounted to ₱105.30 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

In 2025, the outstanding balance of Corporate Notes amounting to ₱2,774.96 million was settled. As of December 31, 2025 and 2024, the outstanding balance of the Corporate Notes amounted to ₱2,774.96 and ₱2,763.50 million, respectively.

The Corporate Notes provide early Redemption at the option of the Issuer as follows:
Seven Year Notes:

Early Redemption Date	Early Redemption Amount
5th anniversary from issue date and interest payment thereafter	101.00%
6th anniversary from issue date and interest payment thereafter	100.50%

Ten Year Notes:

Early Redemption Date	Early Redemption Amount
7th anniversary from issue date and interest payment thereafter	102.00%
8th anniversary from issue date and interest payment thereafter	101.00%
9th anniversary from issue date and interest payment thereafter	100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally, are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio at 1.00, debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

f. ₱10,000.00 million Corporate Notes (Due December 2026)
On December 28, 2016, VLLI entered into a Corporate Notes Facility Agreement for the issuance of a long-term corporate notes with a principal amount of up to ₱8,000.00 million. On April 21, 2017, a consent solicitation was made for amendments to include among others, increasing the Corporate Notes principal amount to up to ₱10,000.00 million in respect to the second drawdown. Such amendments were consented by Note Holders representing at least fifty one percent (51%) of the outstanding Corporate Notes.

On April 27, 2017, VLLI made such amendments to the Corporate Note Facility dated December 28, 2016. The first drawdown was at ₱5,150.00 million in 2016. On May 3, 2017, VLLI made its second drawdown at ₱4,850.00 million, payable quarterly.

The proceeds of the Corporate Notes were utilized for the 2017 capital expenditures, refinancing of existing indebtedness and to fund other general corporate expenses. The issue cost amounted to ₱38.72 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

As of December 31, 2025 and 2024, the outstanding balance of the Corporate Notes is ₱8,190.02 million and ₱8,431.10 million, respectively.

The Corporate Notes provide early Redemption at the option of the Issuer as follows:

Early Redemption Date	Early Redemption Amount
7th anniversary from issue date and interest payment thereafter	102.00%
8th anniversary from issue date and interest payment thereafter	101.00%
9th anniversary from issue date and interest payment thereafter	100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

As part of the issuance of the Corporate Notes, the subsidiaries of VLLI that acted as guarantors, irrevocably and unconditionally, are: Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences Inc. No fees are charged for these guarantee agreements.

Covenants
The Corporate Notes requires the Issuer to maintain the pari passu ranking with all and future unsecured and unsubordinated indebtedness except for obligations mandatorily preferred or in respect of which a statutory preference is established by law.

The Issuer is also required to maintain at all times the following financial ratios: current ratio at 1.00, debt to equity at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024.

C. Peso-denominated Loan

a. 2024 Fixed-rate Peso Denominated Loan (due December 2029)
On December 27, 2024, VLLI obtained a five-year unsecured Peso Denominated Loan amounting to ₱1,400.00 million. An initial drawdown of ₱897.40 million was obtained, subject to a fixed annual interest of 7.76%, payable quarterly. The principal balance of the loan will be paid quarterly. The second drawdown was made on February 28, 2025, whereby the Parent Company obtained a loan amounting to ₱502.60 million.

This loan is guaranteed by the VLLI subsidiaries consisting of Brittany Corporation, Crown Asia Philippines, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc.

As of December 31, 2025, VLLI opted for the early repayment of this loan. The outstanding balance of the Peso Denominated Loan amounting to ₱1,400.00 million was settled. As of December 31, 2024, the outstanding balance of the Peso Denominated Loan amounted to ₱880.88 million.

b. 2023 Fixed-rate Peso Denominated Loan (due December 2026)
On December 22, 2023, VLLI obtained a three-year unsecured Peso Denominated Loan amounting to ₱1,600.00 million which bears annual fixed interest of 7.10% payable quarterly. 70% of the principal amount of the loan will be paid in equal quarterly installments commencing on the second interest payment date, and the 30% balance will be paid in full on maturity date.

As of December 31, 2025 and 2024, the outstanding balance of the Peso Denominated Loan is ₱810.81 million and ₱1,253.62 million, respectively.

Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024

The compliance of the VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of the Parent Company. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.

Subsidiaries of the VLLI namely, Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences, Inc. acted as guarantors for selected bank loans of the Parent Company. No fees are charged for these guaranteed agreements.

c. 2023 Fixed-rate Peso Denominated Loan (due December 2028)
On December 20, 2023, the VLLI obtained a five-year unsecured Peso Denominated Loan amounting to ₱6,500.00 million which bears annual fixed interest of 7.54%, payable quarterly. The principal balance of the loan will be paid in 20 equal quarterly installments commencing on the first interest payment date subject to prepayment option.



As of December 31, 2025 and 2024, the outstanding balance of the Peso Denominated Loan is ₱3,878.81 million and ₱5,171.75 million, respectively.

Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024

The compliance of the VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of the VLLI. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.

Subsidiaries of VLLI namely, Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences, Inc. acted as guarantors for selected bank loans of the Parent Company. No fees are charged for these guaranteed agreements.

d. 2023 Fixed-rate Peso Retail Bonds (due December 2026 and December 2028)
On December 6, 2023, the VLLI issued unsecured fixed-rate Peso Retail Bonds with an aggregate principal amount of ₱6,000.0 million. The proceeds of the issuance were used for refinancing maturing loan obligations as well as for general and corporate purposes. The issue costs amounted to ₱94.27 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

The offer is comprised of three-year Retail Bonds due on December 6, 2026 with interest rate of 7.54% per annum and five-year Retail Bonds due on December 6, 2028 with interest rates of 7.69% per annum. This is the first tranche offered out of the shelf registration of Retail Bonds in the aggregate principal amount of up to ₱35,000.00 million to be offered within a period of three years. Interest on the Retail Bonds is payable quarterly in arrears starting on March 6, 2024 for the first interest payment date and on March 6, June 6, September 6 and December 6 each year for each subsequent payment date.

As of December 31, 2025 and 2024, the outstanding balance of the Retail Bonds is ₱5,955.47 million and ₱5,930.35 million, respectively.

Redemption at the option of the Issuer
The three-year Retail Bonds do not provide early redemption at the option of the Issuer.

The five-year Retail Bonds provide early redemption at the option of the Issuer. The Issuer may redeem in whole, the outstanding Retail Bonds on the following relevant dates. The amount payable to the bondholders upon the exercise of the early redemption option by the Issuer shall be calculated, based on the principal amount of Retail Bonds being redeemed, as the sum of: (i) accrued interest computed from the last interest payment date up to the relevant early redemption option date; and (ii) the product of the principal amount of the Retail Bonds being redeemed and the early redemption price in accordance with the following schedule:

i. Three (3) years from issue date at early redemption price of 101.00%
ii. Four (4) years from issue date at early redemption price of 100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

Covenants
The Retail Bonds provide for the Issuer to comply with covenants including, among others, incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; consolidation or merger with other entities; and certain other covenants. The Retail Bonds requires the Issuer to maintain a current ratio of at least 1.00:1.00, a maximum debt-to-equity ratio of 2.50:1.00 and a DSCR of at least 1.00:100. These were complied with by the Parent Company as at December 31, 2025 and 2024.

e. 2022 Fixed-rate Peso Denominated Loan (due June 2027)
On June 1, 2022, VLLI obtained a five-year unsecured peso denominated loan amounting to ₱10,000.00 million which bears annual fixed interest of 7.13%, payable quarterly. The principal balance of the loan will be paid in 20 equal quarterly installments commencing on the first interest payment date subject to prepayment option.

As of December 31, 2025 and 2024, the outstanding balance of the Peso Denominated Loan is ₱2,995.21 million and ₱4,987.29 million, respectively.

Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024

The compliance of the VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of the VLLI. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.

Subsidiaries of VLLI namely, Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences, Inc. acted as guarantors for selected bank loans of the Parent Company. No fees are charged for these guaranteed agreements.

f. 2021 Fixed-rate Peso Denominated Loan (due June 2026)
On June 1, 2021, VLLI obtained a five-year unsecured peso denominated loan amounting to ₱5,000.00 million which bears annual fixed interest of 4.75%, payable quarterly. The principal balance of the loan will be paid in 20 equal quarterly installments commencing on the second interest payment date subject to prepayment option.

As of December 31, 2025 and 2024, the outstanding balance of the Peso Denominated Loan is ₱499.53 million and ₱1,497.41 million, respectively.

Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024

The compliance of VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of VLLI. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.

Subsidiaries of VLLI namely, Brittany Corporation, Camella Homes, Inc., Crown Asia Properties, Inc., Communities Philippines, Inc., Vistamalls, Inc. and Vista Residences, Inc. acted as guarantors for selected bank loans of the Parent Company. No fees are charged for these guaranteed agreements.

g. 2019 Fixed-rate Peso Retail Bonds (due December 2025)
On December 18, 2019, VLLI (the Issuer) issued an unsecured fixed-rate Peso Retail Bonds with an aggregate principal amount of ₱10,000.00 million. The proceeds of the issuance were used to fund the construction and completion of the various malls and condominium projects, redevelopment of existing malls, as well as for general corporate purposes. The issue costs amounted ₱91.07 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

The offer is comprised of five-year Retail Bonds due on June 18, 2025 with interest rate of 5.70% per annum. This is the third and last tranche offered out of the shelf registration of Peso Retail Bonds in the aggregate principal amount of up to ₱20,000.00 million and initial tranche offered out of the shelf registration of Retail Bonds in the aggregate principal amount of up to ₱30,000.00 million to be offered within a period of three (3) years. Interest on the Retail Bonds is payable quarterly in arrears starting on March 18, 2020, for the first interest payment date and on June 18, September 18, December 18 each year for each subsequent payment date.

In 2025, the outstanding balance of the Retail Bonds amounting to ₱10,000.00 million was settled. As of December 31, 2024, the outstanding balance of the Retails Bonds amounted to ₱9,990.38 million.

Redemption at the option of the Issuer
The Issuer may redeem in whole, the outstanding Retail Bonds on the following relevant dates. The amount payable to the bondholders upon the exercise of the early redemption option by the Issuer shall be calculated, based on the principal amount of Retail Bonds being redeemed, as the sum of: (i) accrued interest computed from the last interest payment date up to the relevant early redemption option date; and (ii) the product of the principal amount of the Retail Bonds being redeemed and the early redemption price in accordance with the following schedule:

iii. Three (3) years from issue date at early redemption price of 101.00%
iv. Four (4) years from issue date at early redemption price of 100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

Covenants
The Retail Bonds provide for the Issuer to comply with covenants including, among others, incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; consolidation or merger with other entities; and certain other covenants. The Retail Bonds requires the Issuer to maintain a current ratio of at least 1.00:1.00, a maximum debt-to-equity ratio of 2.50:1.00 and a DSCR of at least 1.00:100. These were complied with by VLLI as at December 31, 2024 and 2025.

h. 2018 Fixed-rate Peso Retail Bonds (due December 2025)
On December 21, 2018, VLLI (the Issuer) issued unsecured fixed-rate Peso Retail Bonds with an aggregate principal amount of ₱10,000.00 million. The proceeds of the issuance were used to fund the construction and completion of the various malls and for general corporate purposes. The issue costs amounted to ₱130.20 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

The offer is comprised of five-year Retail Bonds due on December 21, 2023 with interest rate of 8.00% per annum and seven-year Retail Bonds due on December 21, 2025 with interest rates 8.25% per annum. This is the second tranche offered out of the shelf registration of Retail Bonds in the aggregate principal amount of up to ₱20,000.00 million to be offered within a period of three (3) years. Interest on the Retail Bonds is payable quarterly in arrears starting on March 21, 2019 for the first interest payment date and on March 21, June 21, September 21 and December 21 each year for each subsequent payment date.

In 2025, the outstanding balance of the Retail Bonds amounting to ₱3,500.00 million was settled. As of December 31, 2024, the outstanding balance of the Retails Bonds amounted to ₱3,491.86 million.

Redemption at the option of the Issuer
The Issuer may redeem in whole, the outstanding Retail Bonds on the following relevant dates. The amount payable to the bondholders upon the exercise of the early redemption option by the Issuer shall be calculated, based on the principal amount of Retail Bonds being redeemed, as the sum of: (i) accrued interest computed from the last interest payment date up to the relevant early redemption option date; and (ii) the product of the principal amount of the Retail Bonds being redeemed and the early redemption price in accordance with the following schedule:

a) Five-year Bonds:
   i. Three (3) years from issue date at early redemption price of 101.00%
   ii. Four (4) years from issue date at early redemption price of 100.50%
b) Seven-year Bonds:
   i. Five (5) years from issue date at early redemption price of 101.00%
   ii. Six (6) years from issue date at early redemption price of 100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

Covenants
The Retail Bonds provide for the Issuer to comply with covenants including, among others, incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; consolidation or merger with other entities; and certain other covenants. The Retail Bonds requires the Issuer to maintain a current ratio of at least 1.00:1.00, a maximum debt-to-equity ratio of 2.50:1.00 and a DSCR of at least 1.00:100. These were complied with by VLLI as at December 31, 2024 and 2025.



i. 2017 Fixed-rate Peso Retail Bonds (due August 2027)

On August 8, 2017, the VLLI (the Issuer) issued unsecured fixed-rate Peso Retail Bonds with an aggregate principal amount of ₱5,000.00 million. The proceeds of the issuance were used to partially finance certain commercial development projects and for general corporate purposes. The issue costs amounted to ₱64.87 million. This was capitalized as debt issue cost and amortized over the life of the liability and was offset to the carrying value of the liability.

The offer is comprised of seven-year Retail Bonds due on August 8, 2024 with interest rate of 5.75% per annum and 10-year Retail Bonds due on August 9, 2027 with interest rate of 6.23% per annum. This is the initial tranche offered out of the shelf registration of Retail Bonds in the aggregate principal amount of up to ₱20,000.00 million to be offered within a period of three (3) years. Interest on the Retail Bonds is payable quarterly in arrears starting on November 8, 2017 for the first interest payment date and on February 8, May 8, August 8 and November 8 each year for each subsequent payment date.

As of December 31, 2025 and 2024, the outstanding balance of the Retail Bonds is ₱1,994.70 million and ₱1,991.63 million, respectively.

Redemption at the option of the Issuer

The Issuer may redeem in whole, the outstanding Retail Bonds on the following relevant dates. The amount payable to the bondholders upon the exercise of the early redemption option by the Issuer shall be calculated, based on the principal amount of Retail Bonds being redeemed, as the sum of: (i) accrued interest computed from the last interest payment date up to the relevant early redemption option date; and (ii) the product of the principal amount of the Retail Bonds being redeemed and the early redemption price in accordance with the following schedule:

a) Seven-year Bonds:
   i. Five (5) years and six (6) months from issue date at early redemption price of 101.00%
   ii. Six (6) years from issue date at early redemption price of 100.50%

b) 10-year Bonds:
   i. Seven (7) years from issue date at early redemption price of 102.00%
   ii. Eight (8) years from issue date at early redemption price of 101.00%
   iii. Nine (9) years from issue date at early redemption price of 100.50%

The redemption option was assessed to be embedded derivatives that is clearly and closely related to the host contract, therefore, not required to be bifurcated.

Covenants

The Retail Bonds provide for the Issuer to comply with covenants including, among others, incurrence or guarantee of additional indebtedness; prepayment or redemption of subordinate debt and equity; making certain investments and capital expenditures; consolidation or merger with other entities; and certain other covenants. The Retail Bonds requires the Issuer to maintain a current ratio of at least 1.00:1.00, a maximum debt-to-equity ratio of 2.50:1.00 and a DSCR of at least 1.00:100. These were complied with by the Parent Company as at December 31, 2025 and 2024.

D. Bank Loans

a. ₱5,000.00 million Bank Loan (Due December 2028)
In December 2025, VLLI availed of a ₱5,000.00 million three-year loan which bears annual interest rate of 7.37% payable quarterly. This Bank Loan is secured by real estate mortgages over several parcels of land, including one (1) parcel located at Lot 7063, Barangay Salawag, Dasmariñas City, Cavite, and registered under the name of Fine Properties Incorporated; one (1) parcel located at Lot 7038, Barangay Salawag, Dasmariñas City, Cavite, and registered under the name of Chalgrove Properties Inc. (formerly Althorp Hotel Ventures, Inc.); and five (5) parcels of land located at Lots 5795-D-11, 5795-D-10, 5795-D-9, 5795-D-8-B, and 5795-D-7, Barangay Molino IV, Bacoor City, Cavite, all registered under the name of Althorp Land Holdings, Inc. No fees are charged by related parties for the use of properties as security to loans payable.

As of December 31, 2025, outstanding balance of the loan amounted to ₱4,938.55 million.

This loan is guaranteed by VLLI's subsidiaries consisting of Brittany Corporation, Crown Asia Philippines, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc

b. ₱700.00 million Bank Loan (Due May 2028)
In May 2025, the Parent Company availed of a ₱700.00 million three-year loan with an annual interest rate of 7.02% payable quarterly, which is secured by a Continuing Suretyship Agreement executed by the Parent Company's subsidiaries. The suretyship serves as security for the prompt and full payment of the loan when due.

The subsidiaries include Brittany Corporation, Camella Homes, Inc., Crown Asia Philippines, Inc., Communities Philippines, Inc., Vista Residences, Inc., and Vistamalls, Inc. No fees are charged by related parties for the suretyship as security to loans payable. As of December 31, 2025, outstanding balance of the loan amounted to ₱583.33 million.

c. ₱8,300.00 million Bank Loan (Due April 2030)
In April 2025, VLLI obtained a ₱8,300.00 million 5-year loan secured by registered real estate mortgage over four (4) parcels of land located at SITE 1 - Lot 5783-NEW (Interior Lot), Brgy. Salawag, Bacoor City, Cavite, Site 2 - Lot 7045 (Interior Lot), Brgy. Paliparan 1, Dasmarinas City, Cavite, and SITE 4 Lots 7062-A & 7062-B (Interior Lot) Brgy. Salawag, Dasmarinas City, Cavite and registered under the name of Fine Properties, Inc. The loan is subject to an annual interest rate of 8.37% payable quarterly. No fees are charged by Fine Properties, Inc. for the use of properties as security to loans payable.

This loan is guaranteed by VLLI's subsidiaries consisting of Brittany Corporation, Crown Asia Philippines, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc. As of December 31, 2025, outstanding balance of the loan amounted to ₱7,795.13 million.

d. ₱2,000.00 million Bank Loan (Due March 2029)
In March 2024, VLLI signed a ₱2,000.00 million loan deal with the Manila branch of Sumitomo Mitsui Banking Corp. to finance the property developer's capital expenditures. The loan will also be used for the Group's capital expenditures for property development, refinancing and to fund other general corporate purposes.

This loan is guaranteed by VLLI's subsidiaries consisting of Brittany Corporation, Crown Asia Philippines Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences Inc. No fees are charged by related parties for the provision of guarantees on the loans payable.

As of December 31, 2025 and 2024, the outstanding balance of the Bank Loan is ₱1,508.80 million and ₱1,972.50 million, respectively.

Covenants
VLLI is required to maintain at all times the following financial ratios: current ratio of at least 1.00; maximum debt to equity not at 2.50 and debt service coverage ratio of at least 1.00. These were complied with by the Parent Company as at December 31, 2025 and 2024

The compliance of VLLI to the covenants of its bank loans is based on the balances of the consolidated financial statements of the VLLI. Accordingly, the covenants were complied with as at December 31, 2025 and 2024.

Compensation of Key Management Personnel
The Parent Company's accounting and administrative functions are handled by its subsidiaries, MC and MAPI, and as such, the compensation of its key management personnel is paid by its subsidiaries at no cost to the Parent Company. Hence, the disclosure of compensation for key management personnel, as required by PAS 24, *Related Party Disclosures*, is included in the financial statements of such related parties.

11. **Equity**

Capital Stock
Capital stock as at December 31, 2025 and 2024 consists of:

	Shares	Amount
Common shares - ₱1.00 par value		
Authorized	16,900,000,000	16,900,000,000
Issued and outstanding	8,425,981,156	8,425,981,156
Preferred - voting, cumulative, non-participating, non-convertible, non-redeemable - ₱0.01 par value		
Authorized	10,000,000,000	100,000,000
Issued and outstanding	2,350,000,000	23,500,000

Registration Track Record
On November 13, 1970, the SEC approved the listing of the Parent Company's common shares totaling 1,000,000,000 shares. The shares were initially issued at an offer price of ₱0.01 per share.

After listing in 1970, there had been subsequent issuances covering a total of 7,425,981,156 shares.

Below is the summary of the Parent Company's track record of registration of securities with the SEC as of December 31, 2025:

	Number of Shares Registered	Number of holders of securities as of year end
December 31, 2023	8,425,981,156	431
Add/(Deduct) Movement	–	–
December 31, 2024	8,425,981,156	431
Add/(Deduct) Movement	–	–
December 31, 2025	**8,425,981,156**	**431**

The paid-up capital includes capital stock and additional paid-in capital of the Parent Company.

Retained Earnings

In accordance with Revised Securities Regulation Code Rule 68, the Parent Company's retained earnings available for dividend declaration as at December 31, 2025, after reconciling items, amounted to ₱5,447.44 million.

The BOD of the Parent Company approved the declaration of regular cash dividend amounting to ₱365.09 million or ₱0.0433 per share and ₱307.66 million or ₱0.0365 per share on December 26, 2025 and November 13, 2024, respectively. The dividend declarations are in favor of all stockholders of record as of January 15, 2026 and December 13, 2024. The unpaid declared dividends are lodged under "Payable to intermediate parent company and entities under common control".

Capital Management

The primary objective of the Parent Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Parent Company establishes the appropriate capital structure for each business line that properly reflects its premier credit rating and allows it the financial flexibility, while providing it sufficient cushion to absorb cyclical industry risks.

The Parent Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. It monitors capital using leverage ratios on both a gross debt and net debt basis.

As at December 31, 2025 and 2024, the Parent Company is not subject to any externally imposed capital requirement. No changes were made in the objectives, policies, or processes for managing capital for the years ended December 31, 2025 and 2024.

The Parent Company considers its total equity as its capital.

12. Financial Asset and Liabilities

The Parent Company uses the following three-level hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1*:* Quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2*:* Valuation techniques involving inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3*:* Valuation techniques involving inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following methods and assumptions were used to estimate the fair value of each class of financial instrument including investment properties:

Cash in banks and receivable from related parties: Due to the short-term nature of the account, the fair value of the accounts approximates the carrying amounts in the statements of financial position.

Receivable from subsidiary: The account pertains to noninterest-bearing intercompany loan to a subsidiary with no stated date of repayment. The fair value of the account is estimated using the discounted future loan repayments of the subsidiary using the applicable rates for similar types of loans considering the remaining terms to maturity based on the management's best estimate of the future cash flows. Given such considerations, the fair value of the account approximates the carrying amount in the statements of financial position.

Investment at FVTPL: Fair values of equity securities are based on quoted market prices as presented in 'Other current assets' in the statement of financial position.

Accounts and other payables (excluding statutory payables) and payable to related parties (intermediate parent company, entities under common control and subsidiary): The fair values of the accounts approximate their carrying amounts in the statement of financial position due to the short-term nature of the transactions.

The fair value measurement hierarchy of the Parent Company's assets recognized as at December 31, 2025 and 2024 pertains only to investment at FVTPL under Level 1 amounting to ₱24.64 million and ₱28.69 million, respectively.

There were no transfers between level categories as at December 31, 2025 and 2024.

Financial Risk Management and Objectives

Financial risk

The Parent Company's principal financial instruments are cash in banks, receivables from related parties, accounts and other payables (excluding statutory obligations), dividends payable and payables to related parties which arise directly from the conduct of its operations. The main risks arising from the use of financial instruments are credit risk, equity risk, and liquidity risk.

Exposure to liquidity and credit risks arise in the normal course of the business activities. The main objectives of the financial risk management are as follows:

- to identify and monitor such risks on an ongoing basis;
- to minimize and mitigate such risks; and
- to provide a degree of certainty about costs.



The BOD reviews and agrees with policies for managing each of these risks. The exposures to risk and how they arise, as well as the objectives, policies and processes for managing the risk and the methods used to measure the risk did not change from prior years.

The risk management policies are summarized below. The exposures to risk and how they arise, as well as the objectives, policies and processes for managing the risk and the methods used to measure the risk did not change from prior years.

Interest rate risk
The Parent Company's exposure to market risk for changes in interest rates, relates primarily to its financial assets and liabilities that are interest-bearing. The Parent Company's financial asset that is interest-bearing pertains only to cash in banks which amounted to ₱1.17 million and ₱1.37 million as of December 31, 2025 and 2024, respectively, which earn interest at the prevailing bank deposit rates ranging from 0.0625% to 0.125% in 2025 and 2024. Financial liabilities of the Parent Company are non-interest bearing for the years 2025 and 2024.

Credit risk
The credit risks are primarily attributable to cash in banks, receivables from related parties, receivable from subsidiary and investment at FVTPL. To manage credit risks, the Parent Company maintains defined credit policies and monitors on a continuous basis exposure to credit risks.

Credit risk of the Parent Company arises from cash in banks. The exposure to credit risk arises from default of the banks holding these assets. The Parent Company manages its cash by maintaining accounts with banks which have demonstrated financial soundness for several years.

The Parent Company's receivables are concentrated to its subsidiaries, being a holding company.

Credit risk arising from receivables from related parties is minimal as they have a low risk of default and have a strong capacity to meet their contractual cash flows in the near term. The Company also considers settlement of the related party receivables through real estate properties. Also, the Ultimate Parent Company, Fine Properties, Inc. offers its available and abundant real estate properties to guarantee the recoverability of the related party receivables.

The Parent Company statement of financial position shows the maximum exposure to credit risk for the components of the statement of financial position as of December 31, 2025 and 2024.

Applying the expected credit risk model did not result in the recognition of a provision for expected credit losses for all financial assets at amortized cost in 2025 and 2024.

Liquidity risk
The Parent Company monitors its cash flow position, debt maturity profile and overall liquidity position in assessing its exposure to liquidity risk. The Parent Company maintains a level of cash deemed sufficient to finance its cash requirements. Operating expenses and working capital requirements are sufficiently funded through cash collections.

The Parent Company's cash in banks, receivables from related parties, accounts and other payables (excluding statutory payables) and payable to related parties are all either due and demandable or due within one year and approximate their undiscounted contractual payments.



Maturity Profile of Financial Liabilities

The table below shows the maturity profile of parent company's financial liabilities based on contractual undiscounted cash flows as at December 31, 2025 and 2024 respectively:

2025

	On demand	1 to 3 months	3 to 12 months	More than 1 year	Total
Financial Liabilities					
Accounts payable and other payables*	**₱3,753,424**	**₱92,603,175**	**₱–**	**₱5,931,046**	**₱102,287,645**
Payable to related parties	**36,945,640,538**	–	–	–	**36,945,640,538**
	₱36,949,393,962	**₱92,603,175**	**₱–**	**₱5,931,046**	**₱37,047,928,183**

**Excluding statutory payables amounting to ₱15,468.*

2024

	On demand	1 to 3 months	3 to 12 months	More than 1 year	Total
Financial Liabilities					
Accounts payable and other payables*	₱8,280,673	₱20,683,780	₱–	₱ 5,931,046	₱34,895,499
Payable to related parties	39,162,787,558	–	–	–	39,162,787,558
	₱39,171,068,231	₱20,683,780	₱–	₱5,931,046	₱39,197,683,057

**Excluding statutory payables amounting to ₱6,026.*

13. Notes to Parent Company Statements of Cash Flows

Details of the movement in cash flows from financing activities follow:

December 31, 2025

			Non-cash Change			
	January 1	**Cash Flows**	**Dividends declared**	**Receivable from ultimate parent company**	**Payable to parent company**	**December 31**
Payable to related parties	**₱39,162,787,558**	**(₱2,539,654,439)**	**₱–**	**₱–**	**₱322,507,419**	**₱36,945,640,538**
Dividends payable	**4,481,437**	–	**365,090,838**	–	**(322,507,419)**	**47,064,856**
Total liabilities from financing activities	**₱39,167,268,995**	**(₱2,539,654,439)**	**₱365,090,838**	**₱–**	**₱–**	**₱36,992,705,394**

December 31, 2024

			Non-cash Change			
	January 1	Cash Flows	Dividends declared	Receivable from ultimate parent company	Payable to parent company	December 31
Payable to related parties	₱38,912,111,058	(₱4,823,500)	₱–	₱–	₱255,500,000	₱39,162,787,558
Dividends payable	275,117	(31,678,735)	307,662,117	(16,277,062)	(255,500,000)	4,481,437
Total liabilities from financing activities	₱38,912,386,175	(₱36,502,235)	₱307,662,117	(₱16,277,062)	₱–	₱39,167,268,995

The Parent Company's noncash operating, investing and financing activities pertain to the following:

a) Recognition of mark-to-market loss and mark-to-market gain amounting to ₱4.05 million and ₱2.89 million in 2025 and 2024, respectively. The investment at FVTPL is presented as part of 'Other current asset' in the statements of financial position.
b) Application of dividends against receivable from ultimate parent company amounted to nil in 2025 and ₱16.28 million in 2024.
c) Dividends declared to VLLI amounting to ₱322.51 million and ₱255.50 million in 2025 and 2024, respectively, were recognized as payable to VLLI.
d) Dividends declared by subsidiary, MAPI, amounting to ₱320.11 million and ₱305.04 million in 2025 and 2024, respectively, were recognized as receivable from MAPI.

13. Subsequent Events

New Loan Availment
On May 6, 2026, VLLI obtained a ₱3,000.00 million loan at an annual interest rate of 7.35%, payable quarterly. The loan will mature on October 30, 2026. The loan is guaranteed by the Parent Company's subsidiaries consisting of Brittany Corporation, Crown Asia Philippines, Inc., Camella Homes, Inc., Communities Philippines, Inc., Vistamalls, Inc., and Vista Residences, Inc. There are no guarantee fees from the subsidiaries.

14. Approval of the Financial Statements

The financial statements of the Parent Company for the year ended December 31, 2025 were authorized for issue by the BOD on October 8, 2026.

SGV
Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
sgv.ph

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Vistamalls, Inc.
LGF, Building B, Evia Lifestyle Center
Vista City, Daanghari, Almanza II
Las Piñas City

We have audited the accompanying financial statements of Vistamalls, Inc. (the Parent Company) as at and for the year then ended December 31, 2025, on which we have rendered the attached report dated October 8, 2026.

In compliance with Revised Securities Regulation Code Rule 68, we are stating that the Parent Company has 431 stockholders owning one hundred (100) or more shares each.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 24, 2026, valid until August 23, 2029
SEC Partner Accreditation No. 89336-SEC (Group A)
Valid to cover audit of 2023 to 2027 financial statements
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements
BIR Accreditation No. 08-001998-073-2023, October 23, 2023, valid until October 22, 2026
PTR No. 10765122, January 2, 2026, Makati City

October 8, 2026

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
sgv.ph

**INDEPENDENT AUDITOR'S REPORT
ON THE SCHEDULE OF RECONCILIATION
OF RETAINED EARNINGS AVAILABLE
FOR DIVIDEND DECLARATION**

The Stockholders and the Board of Directors
Vistamalls, Inc.
LGF, Building B, Evia Lifestyle Center
Vista City, Daanghari, Almanza II
Las Piñas City

We have audited in accordance with Philippine Standards on Auditing the accompanying financial statements of Vistamalls, Inc. (the Parent Company) as at and for the year ended December 31, 2025 and have issued our report thereon dated October 8, 2026. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying Schedule of Reconciliation of Retained Earnings Available for Dividend Declaration is the responsibility of the management of the Parent Company. This schedule is presented for the purpose of complying with Revised Securities Regulation Code Rule 68 and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, April 24, 2026, valid until August 23, 2029
SEC Partner Accreditation No. 89336-SEC (Group A)
Valid to cover audit of 2023 to 2027 financial statements
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements
BIR Accreditation No. 08-001998-073-2023, October 23, 2023, valid until October 22, 2026
PTR No. 10765122, January 2, 2026, Makati City

October 8, 2026

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VISTAMALLS, INC.

SUPPLEMENTARY SCHEDULE OF RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

AS OF DECEMBER 31, 2025

Unappropriated Retained Earnings, beginning of reporting period		₱5,512,566,593
Add: Category A: Items that are directly credited to Unappropriated Retained Earnings		
Reversal of Retained Earnings Appropriation/s	–	
Effect of restatements or prior-period adjustments	–	
Others	–	–
Less: Category B: Items that are directly debited to Unappropriated Retained Earnings		
Dividend declaration during the reporting period	365,090,838	
Retained Earnings appropriated during the reporting period	–	
Effect of restatements or prior-period adjustments	–	
Others	–	365,090,838
Unappropriated Retained Earnings, as adjusted		5,147,475,755
Add/Less: Net Income (loss) for the current year		310,439,257
Less: Category C.1: Unrealized income recognized in the profit or loss during the reporting period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared	–	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	–	
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	(4,048,697)	
Unrealized fair value gain on Investment Property	–	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	–	
Sub-total		(4,048,697)
Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)		
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	–	
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	–	
Realized fair value gain of Investment Property	–	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	–	
Sub-total		–

Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)		
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	–	
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	–	
Reversal of previously recorded fair value gain of Investment Property	–	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded	–	
Sub-total		–
Adjusted Net Income/Loss		306,390,560
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)	–	
Sub-total		–
Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP		
Amortization of the effect of reporting relief	–	
Total amount of reporting relief granted during the year	–	
Others	–	
Sub-total		–
Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution		
Net movement of treasury shares (except for reacquisition of redeemable shares)	–	
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	–	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	–	
Adjustment due to deviation from PFRS/GAAP - gain (loss)	–	
Others	–	
Sub-total		–
Total Retained Earnings, end of the reporting period available for dividend declaration		₱5,453,866,315

VISTAMALLS, INC.

SCHEDULE A: FINANCIAL ASSETS (CURRENT MARKETABLE EQUITY AND DEBT SECURITIES AND OTHER SHORT-TERM CASH INVESTMENTS

DECEMBER 31, 2025

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Value based on market quotation at end of reporting period	Income received and accrued
Cash in banks	N/A	₱1,177,187	₱1,177,187	₱441
Receivables from ultimate parent	N/A	2,780,042,331	2,780,042,331	–
Receivables from subsidiaries	N/A	44,515,614,902	44,515,614,902	–
Investment in FVTPL	N/A	24,638,950	24,638,950	–
Total financial assets		₱47,321,473,370	₱47,321,473,370	₱441

See Notes 6 and 10 of the Parent Company Financial Statements

VISTAMALLS, INC.

SCHEDULE B: AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDER (OTHER THAN RELATED PARTIES)

DECEMBER 31, 2025

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts liquidated	Amounts written off	Current	Not current	Balance at end of period
Receivable from employees	₱1,595,000	₱3,715,300	(₱4,250,000)	₱–	₱1,060,300	₱–	₱1,060,300

VISTAMALLS, INC.

SCHEDULE C: AMOUNTS RECEIVABLES/PAYABLES FROM/TO RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS

DECEMBER 31, 2025

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Amounts Collected	Amounts Converted to APIC/Capital Stock	Current	Noncurrent	Balance at end of period

NOT APPLICABLE

VISTAMALLS, INC.

SCHEDULE D: LONG TERM DEBT

DECEMBER 31, 2025

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-term debt" in related balance sheet	Interest rates	Amount	Number of periodic installments	Maturity date

NOT APPLICABLE

VISTAMALLS, INC.

SCHEDULE E: INDEBTEDNESS TO RELATED PARTIES

DECEMBER 31, 2025

Name of related party	Balance at beginning of period	Balance at end of period
Payable to related parties	₱39,162,787,558	₱39,460,838,880

See Note 10 of the Parent Company Financial Statements

VISTAMALLS, INC.

SCHEDULE F: GUARANTEES OF SECURITIES OF OTHER ISSUERS

DECEMBER 31, 2025

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount of owned by person for which statement is filed	Nature of guarantee
VLL International, Inc.	Dollar-denominated bonds	₱8,818,500,000	₱8,818,500,000	Guaranteed principal payments of the securities
VLL International, Inc.	Dollar-denominated bonds	12,895,242,477	12,895,242,477	Guaranteed principal payments of the securities
VLL International, Inc.	Dollar-denominated bonds	11,720,838,034	11,720,838,034	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Corporate notes facility	7,077,246,287	7,077,246,287	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Corporate notes facility	9,990,145,426	9,990,145,426	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Corporate notes facility	1,995,952,682	1,995,952,682	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Corporate notes facility	8,190,019,336	8,190,019,336	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-denominated loan	810,810,628	810,810,628	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-denominated loan	3,878,810,006	3,878,810,006	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-retail bonds	5,955,474,742	5,955,474,742	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-denominated loan	2,995,206,600	2,995,206,600	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-denominated loan	499,529,021	499,529,021	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Peso-retail bonds	1,994,698,200	1,994,698,200	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Bank loan	4,938,553,472	4,938,553,472	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Bank loan	583,333,333	583,333,333	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Bank loan	7,795,133,888	7,795,133,888	Guaranteed principal payments of the securities
Vista Land and Lifescapes, Inc.	Bank loan	1,508,789,344	1,508,789,344	Guaranteed principal payments of the securities
		₱91,648,283,476	₱91,648,283,476	

See Note 10 of the Parent Company Financial Statements

VISTAMALLS, INC.

SCHEDULE G: CAPITAL STOCK

DECEMBER 31, 2025

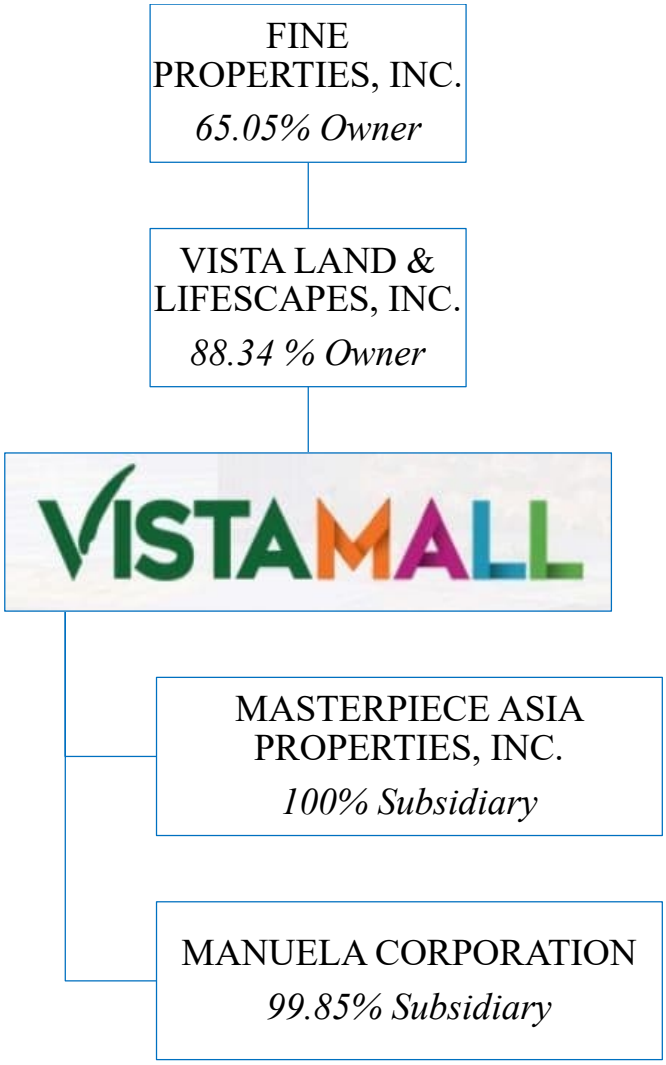
Title of issue	Number of shares authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by		
				Related parties	Directors, officers and employees	Others
Common Stock, ₱1 par value	16,900,000,000	8,425,981,156 shares issued and outstanding	–	₱7,558,070,596	₱6,100	₱867,904,460
Preferred Stock, ₱0.01 par value	10,000,000,000	2,350,000,000 shares issued and outstanding	–	2,350,000,000	-	-

See Note 11 of the Parent Company Financial Statements

VISTAMALLS, INC.

COMPANY STRUCTURE

Below is the map showing the relationship between and among the Group and its Parent Company, and its subsidiaries as of December 31, 2025.



SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

VISTAMALLS, INC.
AS OF DECEMBER 31, 2025 AND 2024

Ratios	Formula	December 31, 2025	December 31, 2024
Current ratio	Current assets / Current liabilities	**0.07**	0.07
Solvency ratio	Net income + Depreciation / Total liabilities	**0.008**	0.008
Asset to equity ratio	Total assets / Total equity	**3.66**	3.62
Return on equity	Net income / Total equity	**0.02**	0.02
Return on assets	Net income / Average total assets	**0.006**	0.006
Net profit margin	Net income / Net revenue[1]	**38.63**	37.36

[1]*Management income*

VISTAMALLS, INC.

EXTERNAL AUDITOR FEE-RELATED INFORMATION
DECEMBER 31, 2025

	2025	2024
Total Audit Fees	**₱1,205,921**	₱1,148,496
Non-audit services fees:		
Other assurance services	–	–
Tax services	–	–
All other services	–	–
Total Non-Audit Fees	–	–
Total Audit and Non-Audit Fees	**₱1,205,921**	₱1,148,496