

# COVER SHEET

for  
**AUDITED FINANCIAL STATEMENTS**

SEC Registration Number

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**COMPANY NAME**

I	N	T	E	R	N	A	T	I	O	N	A	L		C	O	N	T	A	I	N	E	R		T	E	R	M	I	N
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**PRINCIPAL OFFICE** ( No. / Street / Barangay / City / Town / Province )

I	C	T	S	I		A	D	M	I	N	I	S	T	R	A	T	I	O	N		B	U	I	L	D	I	N	G	,	
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Form Type

1	7	-	A
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Department requiring the report

C	R	M	D
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Secondary License Type, If Applicable

N	/	A
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**COMPANY INFORMATION**

Company's Email Address <b>ictsi.ir@ictsi.com</b>	Company's Telephone Number <b>8245-4101</b>	Mobile Number <b>09285031362</b>
No. of Stockholders <b>1,340</b>	Annual Meeting (Month / Day) <b>04/15</b>	Fiscal Year (Month / Day) <b>12/31</b>

**CONTACT PERSON INFORMATION**

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

Name of Contact Person <b>Arlyn L. McDonald</b>	Email Address [REDACTED]	Telephone Number/s <b>8245-4101</b>	Mobile Number [REDACTED]
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**CONTACT PERSON'S ADDRESS**

**3F ICTSI Administration Building, Manila International Container Terminal, South Access Road, Manila**

**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.



# 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, 2024**
2. SEC Identification No: **147212**
3. BIR Tax Identification No.: **000-323-228**
4. Exact name of issuer as specified in its charter:  
**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.**
5. Province, Country or other jurisdiction of incorporation: **Philippines**
6. Industry Classification Code: \_\_\_\_\_(SEC Use Only)
7. Address of principal office: **ICTSI Administration Building, MICT South Access Road, Manila**  
Postal Code: **1012**
8. Issuer's telephone number, including area code: **(632) 8245-4101**
9. Former name, former address, and former fiscal year, if changed since last report: **Not applicable**
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the Revised Securities Act:

<u>Title of Each Class</u>	Number of Shares of Common Stock Outstanding as at March 5, 2025
<b>Common Stock</b>	<b>2,025,583,712</b>

Amount of consolidated debt outstanding as at December 31, 2024: US\$2,654.3 million

11. Common Stocks are listed in the **Philippine Stock Exchange**.

12. Check whether the Issuer:

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

Yes [  ]                      No [  ]

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

Yes [  ]                      No [  ]

13. The aggregate market value as at March 5, 2025 of the voting stock held by non-affiliates is about ₱682.1 billion (US\$11.9 billion), based on average price of ICTSI common shares as at March 5, 2025.



**SEC FORM 17-A**

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## PART I – BUSINESS AND GENERAL INFORMATION

### Item 1. Business

#### 1.1 Business Development

International Container Terminal Services, Inc. (“ICTSI” or, “the Company” or, “the Parent Company”) was incorporated on December 24, 1987 in connection with the public bidding to operate, manage and develop the Manila International Container Terminal (MICT), which handles international container cargo at the Port of Manila.

In May 1988, the Philippine Ports Authority (PPA) awarded to ICTSI a concession to be the exclusive operator of MICT for a period of 25 years. ICTSI started operating MICT on June 12, 1988. On March 23, 1992, ICTSI’s common shares were listed with the Philippine Stock Exchange following the initial public offering of its shares at an issue price of ₱6.70 per share.

ICTSI’s concession contract for MICT (MICT Contract) was extended for another 25 years up to May 18, 2038, upon completion of agreed additional investments in port equipment and infrastructures, payment of upfront fees, and turnover and execution of Deed of Transfer of port facilities and equipment used at MICT and part of committed investment under the original concession agreement, among others.

Significant changes to the Group’s business during the last three years are summarized below:

*Port of Kribi, Cameroon.* In January 2025, the Port Authority of Kribi agreed to extend the concession agreement for the development, operation and maintenance activities of the multipurpose terminal at the Port of Kribi by Kribi Multipurpose Terminal (KMT) for another five years. The amended agreement will expire in 2050.

*Mindanao Container Terminal, Philippines.* In December 2024, Mindanao International Container Terminal Services, Inc. (MICTSI) was granted by PHIVIDEC Industrial Authority an extension of its concession term to operate and manage the Mindanao Container Terminal for another 25 years, from 2033 to 2058.

*Tanjung Pakis Lamongan Public Terminal, East Java, Indonesia.* On July 27, 2022, ICTSI signed a Conditional Share Subscription and Purchase Agreement with Indo Port Holding Pte Ltd. and Eastlog Holding Pte Ltd. to acquire majority share ownership up to 66.67% in PT East Java Development (EJD). EJD holds a concession right to operate a multi-purpose terminal in Lamongan Regency, East Java, Indonesia, effective until December 31, 2065. On December 17, 2024, PT Lamongan Integrated Shorebase granted an extension of EJD’s concession right for additional seven years or until December 31, 2072.

*Iloilo Commercial Port Complex (ICPC), Philippines.* In January 2024, the PPA has awarded to ICTSI the 25-year contract to develop and operate the ICPC. In April 2024, the Group received from the PPA the notice to proceed and the 25-year ICPC port management contract was entered between ICTSI and PPA on the same date.

*Jakarta, Indonesia.* On January 22, 2024, ICTSI, through its wholly-owned subsidiary – ICTSI Far East Pte. Ltd. (IFEL), signed a Conditional Share Sale and Purchase Agreement with PT Sarana Kelola Investa in connection with the sale of 80.19% shares of PT ICTSI Jasa Prima Tbk (IJP), the Company’s listed subsidiary in Indonesia which owns PT PBM Olah Jasa Andal (OJA), for US\$2.0 million. OJA has an equipment supply cooperation agreement with PT Pelabuhan Indonesia II (Pelindo II) at the Port of Tanjung Priok in Jakarta, Indonesia. The sale of IJP shares closed on February 1, 2024.

*Armazéns Gerais Sul das Gerais S.A. (CLIA Pouso Alegre), Minas Gerais, Brazil.* On September 5, 2023, ICTSI through its newly incorporated wholly-owned subsidiary in Brazil – Rio Logística e Participações Ltda, completed the acquisition of 60% ownership in CLIA Pouso Alegre, an Integrated Customs Logistics Center entity located in the state of Minas Gerais, Brazil.

CLIA Pouso Alegre operates as a bonded facility, providing various integrated logistics services such as storage and transportation of bonded cargo and pharmaceutical inputs.

*IRB Logística S.A., Rio de Janeiro and Barra Mansa, Brazil.* In May 2021, ICTSI, through its wholly-owned subsidiary ICTSI America B.V (IABV), established a new company, IRB Logística S.A. (IRB Logística). IRB Logística entered into a long-term lease agreement with MMR Administração, Participações e Empreendimentos S.A. until February 2048 covering the Floriano intermodal rail ramp terminal facilities, in Barra Mansa City, and took over the operations of the terminal starting July 1, 2021. Floriano Rail Ramp offers sustainable cargo handling, transport, and storage services to the economic, industrial and production centers in Rio de Janeiro, Minas Gerais and São Paulo.

In July 2022, ICTSI, through its wholly-owned subsidiaries, IRB Logística, ICTSI Rio Brasil Terminal 1 S.A. (ICTSI Rio), IABV and IRB Holding Ltda (IRB Holding), entered into definitive agreements with a local Brazilian logistic operator, Tracker Logística, to constitute a new logistics and warehousing operation, the “iTracker Project”. ICTSI and Tracker Logística contributed assets and current businesses into iTracker Project. As part of the iTracker Project, in July 2023, IRB Holding acquired 70% stake in iTracker Logística Inteligente Ltda (iTracker), through offsetting of advances, for a consideration of US\$2.7 million.

*South Cotabato, Philippines.* On February 20, 2006, the PPA granted South Cotabato Integrated Port Services, Inc. (SCIPSI) a ten-year contract for the exclusive management and operation of arrastre, stevedoring, and other cargo handling services, except portage, at Makar Wharf, Port of General Santos, General Santos City in the Philippines that expired on February 19, 2016. Thereafter, the PPA granted SCIPSI a series of Hold-over-Authority (HOA) on a temporary basis over the cargo handling services at Makar Wharf, Port of General Santos. SCIPSI has been granted a new HOA that is valid for 12 months starting from January 1, 2024. The HOA may be pre-terminated upon the award of a new contract by the PPA or revoked for a reason by the PPA. As at March 5, 2025, SCIPSI continues to operate and has submitted the letter of intent including the requirements for the issuance of a new HOA.

*Port of Karachi, Pakistan.* In June 2023, ICTSI was informed by KPT that PICT’s container terminal concession in Karachi, Pakistan will revert to the port authority effective June 18, 2023. Thereafter, PICT has fully transitioned the terminal operations to the new port operator.

*Port of Sudan.* On January 3, 2019, ICTSI, through its wholly-owned subsidiary ICTSI Middle East DMCC, signed a Concession Agreement (‘the Agreement’) with the Sea Ports Corporation (SPC) of Sudan to operate, manage and develop the South Port Container Terminal (SPCT) at Port of Sudan, Republic of the Sudan for 20 years. The Port of Sudan is the only major modern port in the country and serves as the international gateway for more than 95% of Sudan’s cargo flows.

Pursuant to the Agreement, ICTSI is required to pay: (a) an upfront fee of EUR530.0 million in installments of EUR410.0 million (US\$467.2 million) and five other installments each in the amount of EUR24.0 million (US\$27.3 million) from the third to the seventh operation year; (b) fixed monthly fee; and (c) royalty fee during the concession period. The Agreement is secured by a sovereign guarantee by the Republic of the Sudan. On January 13, 2019, ICTSI paid the initial installment of upfront fee of EUR410.0 million (US\$470.2 million, the “Upfront Fee”). In February 2019, ICTSI established Africa Gateway Terminal (AGT), a Sudanese entity, to operate the container terminal.

On January 8, 2019, the Ministry of Finance and Economic Planning of the Republic of the Sudan (the “Ministry”) issued a bond (the Refund Bond), which was subsequently amended, wherein it agreed to refund the Upfront Fee in case ICTSI is unable to take over operations by April 7, 2019.

On August 7, 2019, due to the ongoing political instability in the Republic of the Sudan and the failure of the Sudanese government to turn over SPCT on or before April 7, 2019, the Ministry sent ICTSI a letter confirming: (1) the remittance of EUR195.2 million (US\$219.1 million) as partial repayment of the Upfront Fee under the terms of the Refund Bond; and (2) that the balance will be repaid as soon as possible. In December 2019, ICTSI, through ICTSI Middle East DMCC, received from the Sudanese Government a second partial repayment of the Upfront Fee in the amount of EUR26.8 million (US\$29.8 million). In November 2022 and February 2023, ICTSI received from the Sudanese Government the third and fourth partial repayment of the Upfront Fee in the amount of EUR1.0 million (US\$1.0 million) and EUR0.5 million (US\$0.5 million), respectively.

ICTSI strived to reach out to the Sudanese Government but failed to have a productive discussion since the Sudan war broke out in April 2023. As such, for the year ended December 31, 2023, the Group recognized full impairment charge on the remaining balance of the Upfront Fee and other noncurrent assets totaling US\$154.7 million.

Notwithstanding the prudence in the accounting impairment charge, ICTSI will continue to pursue the Sudanese government on the remaining balance of the Upfront Fee under the terms of the Refund Bond and the UK High Court ruling in favor of ICTSI.

*Port of Makassar, Indonesia.* The extended term of the cooperation agreement between PT Makassar Terminal Services (MTS) and PT Pelabuhan Indonesia IV (Pelindo IV) for the procurement, installation and operation of container loading and unloading equipment at the Makassar Port Container Terminal, South Sulawesi, Indonesia expired on January 31, 2023. The parties mutually agreed not to renew the cooperation agreement. Immediately thereafter, MTS ceased its operations at the Makassar Port Container Terminal.

*Port of Gdynia, Poland.* In December 2022, ICTSI, through its wholly-owned subsidiary, Baltic Container Terminal (BCT), signed a new 30-year lease with the Port Authority of Gdynia S.A. (PAGSA). This new lease extends BCT’s operation of the multipurpose terminal at Port of Gdynia in Poland from 2023 up to 2053.

*Bauan, Batangas.* In December 2022, ICTSI through its wholly-owned subsidiary, IWI Container Terminal Holdings, Inc. (IWI CTHI), acquired the remaining 20% non-controlling interest in Bauan International Port, Inc. (BIPI), from Marubeni Corporation for Php507.4 million (US\$9.2 million). After the transaction, BIPI became a wholly-owned subsidiary of IWI CTHI.

*Manila North Harbour Port, Inc. (MNHPI), Philippines.* On September 21, 2017, ICTSI acquired 34.83 percent of the total issued and outstanding shares of MNHPI. In September 2018, ICTSI signed an agreement to purchase additional shares in MNHPI. Upon approval of the acquisition of additional shares by the Philippine Competition Commission and the PPA, ICTSI’s shareholdings in MNHPI increased from 34.83% to 50% effective on April 26, 2019.

On September 8, 2022, ICTSI and San Miguel Holdings Corporation (SMHC), co-shareholders in MNHPI, agreed that MNHPI shall be consolidated under ICTSI in accordance with the Philippine Financial Reporting Standards (PFRS) Accounting Standards. SMHC recognizes that ICTSI is the shareholder who has the ability to direct the relevant operational activities in view of its technical and port management expertise to affect increased returns to the shareholders. SMHC, directly or through its affiliates, shall provide financial management expertise and support to the operations of MNHPI.

*Hijo Port, Davao, Philippines.* AHI entered into a share purchase agreement (SPA) with Hijo Resources Corp. (HRC), with AHI selling all its 65% interest in Hijo International Port Services, Inc. (HIPS) to the latter subject to delivery of a bank guarantee, among other conditions. Effective August 31, 2022, the sale was finalized and concluded by both parties. The sale resulted to a gain on disposal of HIPS amounting to US\$2.2 million.

*Port of Davao, Davao, Philippines.* In June 2022, ICTSI was informed that the PPA has awarded the Davao port terminal management contract to a new port operator. On June 30, 2022, Davao Integrated Port and Stevedoring Services Corporation (DIPSSCOR) ceased its operations. Immediately thereafter, DIPSSCOR has fully transitioned the operations at Sasa Wharf to the new operator in coordination with the PPA.

## **1.2 Business of Issuer**

### **Overview**

ICTSI is an international operator of common user container terminals serving the global container shipping industry whose principal business includes the operation, management, development and acquisition of container terminals focusing on facilities with total annual throughputs ranging from 50,000 TEUs to 3,500,000 TEUs. The primary mechanism for the operation of these terminals is long-term concession agreements with local port authorities and governments through ICTSI and its subsidiaries. As at March 5, 2025, the Group is involved in 32 terminal operations, including concessions and port development projects, in 19 countries worldwide. The Group has 10 terminal operations in the Philippines (including an inland container terminal, a barge terminal and combined terminal operations in Subic), four (4) in Brazil (including an intermodal rail ramp terminal and a Customs-bonded facility), two (2) in Papua New Guinea (PNG), and one (1) each in China, Indonesia, Ecuador, Poland, Georgia, Madagascar, Croatia, Honduras, Mexico, Iraq, Argentina, Democratic Republic (DR) Congo, Colombia, Australia, Cameroon and Nigeria. In 2022, 2023 and 2024, the Group handled consolidated throughput of 12,216,190 TEUs, 12,749,214 TEUs and 13,066,949 TEUs, respectively.

The Group provides different services in each of the ports operated based on the nature of business and industry of the country of operations and the general needs of customers including shipping lines, cargo owners and port users. The Group primarily handles international containerized cargoes, which include cargoes shipped in containers for international import or export. The Group's customer base mainly includes shipping lines and cargo owners. The Group also provides a number of ancillary services such as storage, container stripping and stuffing, inspection, weighing, and services for refrigerated containers or reefers, as well as roll-on/roll-off and anchorage services to non-containerized cargoes or general cargoes on a limited basis.

These services fall into three general categories:

*On-vessel.* This refers to all work performed on board a ship. This includes the loading and unloading of cargoes, rigging gears, opening and closing hatches, securing cargo stored on board, and shifting cargo to and from vessels;

*Off-vessel.* This refers to the services involved in moving containers from container yards to the gate. This includes the receiving, handling, checking and delivery of containers over piers, wharves, transit sheds, warehouses and open storage areas, and the transfer of containers from the tail of a consignee's transportation unit; and

*Other Services.* At some terminals, maintenance services to ships that are docked in the harbor for which the port operator receives berthing and harbor fees from shipping lines are provided. ICTSI also offers

ancillary services relating to its core services, such as container and truck weighing, use of reefer outlets to provide power to refrigerated containers and extended storage.

The fee structure for the Group’s services varies across the terminals it operates based upon local regulations and practices. In some terminals, such as MICT, the Company charges shipping lines fees for on-vessel charges and charges cargo owners separately for off-vessel services. The PPA sets different tariffs for on-vessel and off-vessel services. In other jurisdictions, the Group charges only the shipping lines or the cargo owners who have separate arrangements among themselves. ICTSI mostly charges cargo owners on a cash-on-delivery basis. Containers are not allowed to leave the port facility until actual cash payment has been made and confirmed received. Shipping lines may be granted credit lines of up to 30 days. Yet in some jurisdictions, the release order of cargoes should come from the port authority.

The percentage of gross revenues from port operations and net income attributable to equity holders of the parent contributed by foreign terminals or terminals operating outside the Republic of the Philippines for the years ended December 31, 2022, 2023 and 2024, are as follows:

	2022	2023	<b>2024</b>
Gross revenues	66.7%	66.1%	<b>68.8%</b>
Net income attributable to equity holders of the parent <sup>1</sup>	63.4%	76.1%	<b>74.2%</b>

<sup>1</sup> Net income attributable to equity holders of the parent includes nonrecurring gains and losses. Excluding the impact of nonrecurring gains and losses, contribution of foreign operations would have been 63.4%, 76.5% and 74.2% in 2022, 2023 and 2024, respectively.

## Competition

Some of the terminals in the Group’s portfolio are faced with competition as a result of open capacity in the same port community or proximity or duplication in the same supply chain.

ICTSI’s main customer base consists of the (Container) Shipping Lines and the Beneficial Cargo Owners (BCOs) including ‘End Users’. Traditionally, the Shipping Lines have the main buying power in terms of terminal selection. At the same time, there is a growing trend with the BCOs increasing their influence in the supply chain selection of vendors, terminals, and associated land side services. Therefore, the Group is engaging selectively with both parties, with both short- and long-term commitments ensuring we optimize our portfolio and mitigate any dependence on a single or cluster of clients.

## Asia

The Manila South Harbor, operated by Asian Terminals Inc. (ATI) is MICT’s main competitor in the international marine container service market in Manila. The PPA’s tariffs are applied uniformly to both MICT and ATI. In 2024, MICT has an estimated market share of 70% of the international container traffic in Manila. Other terminals under the ICTSI Group operations in the Philippines are dominant in their respective markets or operate without direct competition in their immediate market.

Victoria International Container Terminal (VICT) has established itself as a major player at the Port of Melbourne and competes with Dubai Ports World (DP World) and Patrick Terminals. The container market is spread rather equally among the three terminal operators in Melbourne. In 2024, VICT handled approximately 37% of the container volume in Melbourne, whereas DP World and Patrick Terminals handled 29% and 34% respectively.

After the Company's acquisition of 51% of Yantai International Container Terminals, Limited (YICT) and divestment of its holdings in Yantai Rising Dragon International Container Terminal, Ltd. (YRDICTL) in July 2014, higher yielding international container cargo in the Port of Yantai has been handled exclusively by YICT. YICT faces competition for international cargo with other ports in the region. Meanwhile, domestic cargo has been handled exclusively by YRDICTL. In November 2020, Yantai Port Holdings (YPH) moved all of its domestic trade services to YICT through an outsourcing agreement, making YICT as the sole terminal operator at the Zhifu Bay Port Area in Yantai, China.

Motukea International Terminal Limited (MITL) in Motukea and South Pacific International Container Terminal Limited (SPICTL) in Lae, are the two main container terminals in Papua New Guinea and operate exclusively within their respective markets in Motukea and Lae, respectively.

From its acquisition in 2022, East Java Multipurpose Terminal (EJMT) handles cargoes from barges such as coal and limestone. In October 2024 with the completion of a new deep-water berth, EJMT started handling containerized, bulk and project cargoes. With barge cargo handling still being its primary business in 2024, it competes directly with Maspion Port and two other barge ports in East Java where EJMT captured 41% of the barge operations whereas Maspion Port and the two other ports have 41% and 18% market share, respectively.

### *Americas*

The Group has eight operating terminals in the Americas: Tecon Suape, S.A. (TSSA); Contecon Guayaquil S.A. (CGSA); TecPlata, S.A. (TecPlata); Contecon Manzanillo S.A. (CMSA); Operadora Portuaria Centroamericana, S.A. (OPC); ICTSI Rio; IRB Logistica; and Sociedad Puerto Industrial Aguadulce, S.A. (SPIA; a joint venture).

Ever since the container handling services discontinued at the Port of Recife, TSSA in Suape enjoys limited competition. Other neighboring ports are at least 800 kilometers away. In 2024, TSSA captured 100% market share in the state of Pernambuco while having 38% market share in the Northeastern region of Brazil.

CGSA is located at the Port of Guayaquil, which serves as Ecuador's main international trading gateway. The port is connected to the main terrestrial highways of Ecuador and has good access to other principal cities in the country. CGSA's main competitor at the Port of Guayaquil is Terminal Portuario Guayaquil (TPG), operated by the Chilean company – SAAM, acquired by Hapag Lloyd in 2022. The third container terminal in Guayaquil called Naportec also dubbed as Bananapuerto is operated by the Dole fruit company. In addition, DP World opened a greenfield container terminal at the Port of Posorja in October 2019, which is 120 kilometers away from the City of Guayaquil. In 2024, CGSA has an estimated market share of 15% of the traffic at the port while TPG, DPWorld and Bananapuerto captured 31%, 32% and 22%, respectively.

Due to the rolling concession extensions of the legacy terminals in Buenos Aires, the market continues to enjoy significantly open capacity. It did not help that the political and economic environment of the country remained poor. Under these circumstances, the volume throughput in TecPlata continues to be miniscule.

CMSA's entry into the Manzanillo market was to address the congestion in the port and the competitor's inability to further expand their capacity to absorb the growing demand. In 2024, CMSA has an estimated 37% market share while SSA Mexico S.A. de C.V., Terminal Internacional de Manzanillo, S.A. de C.V. and Operadora de la Cuenca Del Pacifico S.A. de C.V. captured 44%, 9% and 10%, respectively.

Puerto Cortés is the primary gateway for trade in Honduras, with OPC serving as the exclusive operator for both container and general cargo. OPC enjoys a significant competitive advantage due to the limited capacity of its competitors. In 2024, OPC handled approximately 82% of all container traffic in Honduras, while the remaining 18% was distributed among its competitors – Port Castilla in the Atlantic and Port San Lorenzo in the Pacific with 15% and 3% market share, respectively.

ICTSI Rio is a terminal located in Rio de Janeiro, Brazil. In 2024, ICTSI Rio captured an estimated market share of 31% whereas two main competitors, MultiRio, operated by a major shipping line, and Sepetiba Tecon handled 56% and 13%, respectively.

The Port of Buenaventura in Colombia, where SPIA is located, handles approximately 47% of the country's foreign trade. In 2024, SPIA is estimated to have handled 45% of the volume whereas the other two competing terminals, Buenaventura Container Terminal (TCBUEN), operated by a major shipping line, and Buenaventura Regional Port Society (SPRBUN) captured 28% and 27%, respectively.

### ***Europe, Middle East and Africa (EMEA)***

The Group has eight operating terminals in the EMEA region: BCT; Madagascar International Container Terminal Services, Ltd. (MICTSL); Batumi International Container Terminal LLC (BICTL); Adriatic Gateway Container Terminal (AGCT); ICTSI Iraq; ICTSI Democratic Republic of Congo (IDRC); KMT; and ICTSI Nigeria.

The main competition faced by BCT comes from the adjacent terminal – Gdynia Container Terminal (GCT) operated by another global port operator, Hutchison Port, and Baltic Hub Container Terminal [BHCT, formerly Deepwater Container Terminal (DCT)], in neighboring Gdansk operated by another global port operator – Port of Singapore (PSA). BCT's market share among the three terminals in 2024 is estimated to be at 18%, whereas DCT and GCT handled 70% and 12%, respectively.

MICTSL does not have any major competitor in the Madagascar container market.

BICTL's main competition comes from the nearby located port of Poti in Georgia. In 2024, BICTL captured estimated 14% of the market, with Poti Sea Port, operated by a major shipping line, handling the balance.

AGCT is the smallest of the three main container terminals in the Adriatic catering to the immediate markets in the area as well as Central Europe. In 2024, AGCT captured 18% of the market, whereas Koper and Trieste handled 50% and 32%, respectively.

Since the Group developed its presence in the market, ICTSI Iraq has established itself as Iraq's leading terminal operator in both container and general cargoes. The container terminal competition consists of Basra Multipurpose Terminal (BMT), Gulftainer, and CMA CGM. In 2024, ICTSI Iraq captured 45% of the market whereas BMT, Gulftainer and CMA CGM handled 27%, 19% and 9% of the containerized volume, respectively.

IDRC handled 84% of the container volume at the Port of Matadi in the Democratic Republic of Congo in 2024. The balance was handled by the terminal operated by a government-owned and operated terminal, Societe Commerciale des Transports et des Ports (SCTP). Following its restructuring at end of 2024, public port previously operated by SCTP was transferred to DP World and MCTC.

KMT is a general cargo terminal and is facing competition mainly from the traditional ports in the region. In 2024, KMT captured approximately 14% of the non-containerized market, whereas the traditional terminals in Douala captured the rest of the volume.

A number of gateways in the Gulf of Guinea cater to the Nigerian and neighboring markets, including some landlocked countries. These include the container terminals in Lagos, Onne where ICTSI Nigeria is located, Port Harcourt, Warr, and Cotonou in Benin. ICTSI Nigeria's main competition comes from neighboring terminal – West Africa Container Terminal (WACT), operated by APM Terminals, and to a much lesser extent Ports and Terminal Operators Nigeria Limited (PTOL). In 2024, OMT secured 41% of the market, whereas WACT and PTOL handled 58% and 1%, respectively.

### **Key Competitive Strengths**

The following favorable conditions have allowed ICTSI to remain a strong brand despite the competitive environment:

#### *Global diverse footprint*

As a global port operator, ICTSI owns and/or operates ports in 19 countries across three regions namely Asia, the Americas and EMEA (Europe, Middle East & Africa). In 2024, the contribution by region in terms of consolidated volume and gross revenue from port operations for Asia was 54.4% and 41.6%, respectively; 26.8% and 39.4%, respectively, for the Americas; and 18.8% and 19.0%, respectively, for EMEA.

Owing to further consolidation in the container shipping segment, the combined market share of the top 10 container shipping lines increased from 68% in 2014 to more than 92% in 2024. Yet, no single customer contributed to more than 10% of the Group's consolidated gross revenues in 2022, 2023 and 2024. The Group's business units are strategically located in mostly emerging markets and serve all the global, as well as most of the major regional container shipping companies. The Group believes that its diversified and global port network mitigates the effect of regional or area-specific economic downturns on its business and results of operations.

#### *Leading market positions in key targeted markets*

The Group's major terminals enjoy leading positions in their respective geographic markets. In addition, most of its major terminals are strategically located in emerging markets with strong growth and profit potentials, including Asia, EMEA and Americas. The Group's terminals mainly serve as end-destination ports for distinct markets and cargo catchment areas. The Company believes that its strong market position in the regions where it operates allows it to enhance operating efficiencies and maximize throughput, which increases profitability. The Group dominates in the Philippines, the Brazilian state of Pernambuco, Madagascar, Yantai in China, Honduras, Iraq, DR Congo and Papua New Guinea. At these terminals, there are limited opportunities for competition from other port operators, or ports or terminals within the same port community. This can be among other, due to high barriers to entry. Some of these barriers include the limited number of opportunities for suitable port or terminal sites to serve the same market, government controls and regulations, as well as the usually high terminal construction costs. This means that there are limitations on substitutes for the Group's services, which provides confidence in the Group's ability to price in a way that it can ensure strong margins. The Group's concessions are mostly a result from Government initiatives to privatize the port and terminals in order to enhance the efficiency to facilitate the trade of the respective countries. Many of these ports and terminals are located in emerging markets, which generally exhibit stronger growth than the more developed markets; thus, the Group believes that its leading position in these markets will allow it to directly capture organic growth in line with the economic growth of these markets. Furthermore, all of the Group's concession agreements are long-term agreements that ensure continued benefits from long-term GDP growth trends.

*Experienced and dynamic management team*

The Group's management team has extensive experience in the container terminal and container shipping sectors. Management structure is decentralized with extensive authority delegated to the regional operating units where management teams are closest to their customers and have the most comprehensive knowledge for the regulatory, labor and other key operating conditions prevailing in their respective jurisdictions. The decentralized structure also allows a lean and flat management team, which reduces administrative costs. Meanwhile, senior management at the corporate level focuses on providing overall strategy, direction and oversight, as well as managing key global functions such as information technology, engineering, treasury and finance. The Group has strong financial controls over each operating entity through standardized monthly reporting, annual budget process, regular financial and operating audits, and control over external sourcing of funds and capital, insurance coverage and risk management.

*Established track record of improving operational efficiency and performance*

The Group has made substantial investments in terminal facilities and will continue to invest further to enhance handling capacity and operating efficiency, modernizing information technology systems, and expanding and rehabilitating civil works. The Group also provides its know-how through enhanced training and improved work processes to streamline labor practices and rationalize commercial strategies. The Group has received commendations and recognition for its success in improving cargo handling and assisting in the development of private sector. The Group has been cited by the World Bank for its success in public-private partnerships in South America, Africa and Europe.

*Strong and stable cash flows and strong capital structure*

The Group believes that terminals provide stable cash flows because of its globally diversified operations and long-term concession agreements, which have an average remaining term of approximately 19 years. In addition, the Group's terminals focus on end-destination cargo, which accounts for substantially all of the Group's consolidated throughput volume. The Group believes that its focus on end-destination cargo limits concentration risk to individual container shipping lines in that if a shipping line that calls at one of its terminals ceases to operate, the cargo intended for that particular destination will simply transfer to another shipping line that is still calling in that terminal. An example of the Group's stable cash flow is that even at the height of the global pandemic, the Group's terminals continued to operate and revenue collections were unhampered as the terminals undertook measures to ensure that the customers are able to settle their invoices. Specifically, ICTSI was able to migrate to 100% online transactions to eliminate face-to-face interactions. As at December 31, 2024, the Group's total indebtedness was US\$2,654.3 million and its total indebtedness to total equity ratio (interest-bearing debt over total equity, as shown in the consolidated balance sheet) was 1.39 times, providing head room for future financial leverage. The Group believes that its cash flows and debt structure will provide it with a solid platform to pursue investment opportunities, supported by its active balance sheet management strategies and liability management initiatives which have helped streamline its debt maturity profile and interest payment schedules significantly.

*Demonstrated ability to control operating costs*

Lastly, the Group has continuously demonstrated its ability to control operating costs effectively, which allows the Group to generate profitable margins in both weak and strong economic environments. Cost containment measures are continuously enforced all throughout the Group. These programs may include process automation, equipment upgrades, migration to online transactions, and projects to improve labor efficiencies. An example is the migration to online transactions for its customers eliminating the need to maintain on-site counters. The Group also moved internal activities online whenever possible which reduced the need for physical meetings and conferences resulting to lower travel-related costs. The

Group also leverages on the knowledge and experience sharing across ports to reduce costs and improve processes.

### **Principal Suppliers**

The Group is neither dependent on a single nor a few suppliers, of which the loss of any or more would have a material adverse effect on its operations, nor has existing major supply contracts.

### **Customers**

Consistent with the past strategies, ICTSI's portfolio mainly caters to the gateway markets (both import and export).

Similarly, the Group's customer engagement remained robust, both locally, serving the local communities, as well as internationally ensuring our terminals continued facilitation of global containerized trade without interruption. This is supported by a more digital and efficient journey for the Group's customers, as the Group continues to invest in information technology infrastructure, contributing to a more digital and efficient customer journey and further enhancing the overall customer experience.

Furthermore, the Group maintains terminal service as well as service level agreements with several shipping lines specifying service and performance standards. The Group continues to maintain high-level relationships with its existing and potential customers, as it believes that this engagement is necessary to continually anticipate changes in a very dynamic shipping industry. This ensures alignment with the Group's strategies.

### **Related Parties**

Related party transactions are discussed in Part IV, Item 12 of this report, and in Note 23, *Related Party Transactions*, to the 2024 Annual Audited Consolidated Financial Statements.

### **Intellectual Property, Licenses, Contracts and Agreements**

The "ICTSI" name and logo are registered trademarks with the Intellectual Property Office in the Philippines, and several other jurisdictions through the Madrid Protocol. The Company also possesses copyrights for certain proprietary software systems. The Group sees to it that its rights for the design, source codes, and use of these software systems are secured at all times to ensure continued use and support from vendors.

The Company also entered into global agreements for third party software licenses or services, for the use of the Group. The Company charges royalty fees on an arm's-length basis to certain subsidiaries for the use of the Company's intellectual properties, such as brand and technical know-how, in the subsidiaries' port operations.

### **Government Regulations and Licenses**

The Group's operations are subject to a variety of laws and regulations promulgated by the national and local government of each jurisdiction in which it operates. The Group believes that it is in compliance, in all material aspects, with applicable government regulations in each jurisdiction in which it operates. The Group is not aware of any governmental proceedings or investigations to which it might become a party and which may have a material adverse effect on the Group's properties and operations.

Various governmental and quasi-governmental agencies and regulatory bodies require the holding of certain licenses, concessions and permits with respect to port and port-related operations. For example, the PPA regulates all port operations in the Philippines, except for ports in Misamis Oriental and Subic, which are regulated by PHIVIDEC Industrial Authority and Subic Bay Metropolitan Authority (SBMA), respectively. Services and fees being offered to the port users may be controlled and approved by the respective regulatory agency. Overseas operations are conducted under valid licenses, concessions, permits or certificates granted by the applicable regulatory body in that jurisdiction.

The Group maintains regular dialogue with local government and regulatory authorities through its management teams or representatives in each jurisdiction, to ensure compliance with the requirements and conditions for obtaining and maintaining the aforementioned licenses, concessions, permits or certificates.

As at December 31, 2024, there are no pending requests for government approval for any of the Group's principal activities, except (1) those arising from new or ongoing bids to operate, manage or develop ports, which the Group's Business Development Offices undertake; and (2) application for HOA by SCIPSI with the PPA.

### **Development Activities Expenses**

Amount spent during the last three years on business development activities pursuing future port acquisitions are as follows (amounts in millions):

	Amounts	% of Revenues
2022	US\$3.7	0.16%
2023	6.0	0.25%
2024	7.5	0.27%

### **Insurance**

The Group is determined to continue its first-class comprehensive insurance program to ensure that it maintains the insurance policies to protect its physical assets, liabilities, as well as its employees. The Group's main insurance programs are its Global Port All Risk Property Policy, which covers the Group's handling equipment and terminal infrastructure from damage and loss due to, among others, natural catastrophe perils such as earthquake, seaquake, flood, named windstorm, tsunami, volcanic eruption and tornado, physical damage, and additional coverage for strikes, riots, labor disturbances and civil commotion; Terminal Operator's Liability Program (TOL), which embodies and exceeds the standard terms of insurance coverage for port properties and terminal operators' liability for all its operations globally. Coverage includes, but is not limited to, liabilities for cargo damage, uncollected cargo, unintended and unexpected pollution and disposal costs, third party property damage and third-party liability; Political Violence Insurance (PV) which includes cover against acts of terrorism, riots, strikes, civil unrest, war and/or civil war, etc.; and Employee Benefits programs which cover among others the health care needs of its employees in the countries in which it operates and other insurance programs as reasonably needed by its terminals and personnel. Through continued thorough risk management and safety practices, the Group believes that its insurance coverage is more than adequate to cover all normal risks associated with the operation of its business and is consistent with industry standards.

### **Safety, Quality, Maintenance and Compliance with Environmental Laws**

#### *Equipment Inspection and Maintenance*

To help ensure equipment reliability and support operational efficiency, the Group provides regular inspection and maintenance of its equipment and facilities. It has established formal procedures for

periodic maintenance and inspection of equipment in line with international best practices (e.g., reliability-centered maintenance or RCM), manufacturers' recommendations, and ICTSI's Equipment Maintenance Philosophy. Formal corporate policies are issued to address maintenance of the critical components such as the structure, hoisting mechanisms, elevators, twist locks, safety devices interlocks, brakes, and load path crane components. On a regular basis, the Group commissions structural professional consultants to provide testing of equipment, such as crane structures. Purchase of wire ropes is always accompanied by load test certificates. Wire ropes and twist locks installed on different container handling equipment are monitored and tested for defects through visual and non-destructive test (NDT) inspections and discarded from usage based on established discard criteria. Periodical load test in cranes is also performed.

On a regular basis, Global Engineering audits the compliance of the corporate policies and best maintenance practices.

All these activities are recorded and maintained as part of the Group's Asset Management System.

The Group continually strives to develop and promote the best maintenance practices for the port industry. Standardization of computerized asset and inventory management systems are being implemented.

#### *Quality, Health and Safety, Environmental Management Systems, and Compliance with Environmental Laws*

The Group continues to place a high premium on protecting the health and welfare of all its stakeholders. To ensure that we meet our commitment to operate our ports safely and efficiently and to care for the well-being and welfare of our employees, contractors, customers, and other people who we may interact with as a result of our activities, the Health & Safety Management (HSM) framework was introduced and deployed to all terminals. This outlines the 10 key elements of ICTSI HSM coupled with an improvement action plan to address the identified gaps that should be developed, implemented, and closely monitored moving forward.

As the terminals continue to enhance control measures for their critical health, safety and environment (HSE) risks in their operational activities, the Group's injury frequency rate has steadily declined for the past two years while its severity rate significantly increased compared to previous year.

Additionally, a number of the Group's terminals have maintained external certifications on their HSE management systems such as: (a) International Ship and Port Facility Security Code; (b) ISO 28000:2022 *Security and Resilience*; (c) ISO 27001:2013 *Information Security Management*; (d) ISO 45001:2018 *Occupational Health and Safety Management*; (e) ISO 22000:2005 *Food Safety Management Systems*; (f) ISO 14001:2015 *Environmental Management Systems*; (g) ISO 14064-3:2019 *Declaration of Inventory and Neutrality of Carbon Emissions*; (h) ISO 14064-3:2007 *Greenhouse Gas Emissions Management and PAS 260*; (i) ISO 50001:2018 *Energy Management Systems*; (j) ISO 9001:2015 *Quality Management Systems*; and (k) ISO 28000:2007 *Supply Chain Security Management Systems*.

The amount invested by the Group to implement its various HSE programs and injury prevention initiatives for the past three years are as follows: US\$7.0 million in 2022, US\$10.4 million in 2023 and US\$8.8 million in 2024, out of which US\$1.5 million, US\$2.3 million and US\$1.9 million in 2022, 2023 and 2024, respectively, represent costs of compliance with environmental laws.

## Employees

The Group has a total of 11,046, 10,745 and 11,909 permanent employees as at December 31, 2022, 2023 and 2024, respectively. The Group generally does not hire contractual employees as the Group believes that it can achieve greater efficiency with a dedicated staff of employees who are familiar with the Group's internal systems. The following table shows the number of employees by activity and location:

	As at December 31		
	2022	2023	2024
<b>Employees by Activity</b>			
Operations	7,764	7,594	<b>8,346</b>
Engineering	1,504	1,389	<b>1,478</b>
Finance, administration and others	1,778	1,762	<b>1,949</b>
<b>Total</b>	<b>11,046</b>	<b>10,745</b>	<b>11,773</b>
<b>Employees by Geographic Region</b>			
Asia	5,817	5,846	<b>6,400</b>
Americas	2,972	3,260	<b>3,745</b>
EMEA	2,257	1,639	<b>1,628</b>
<b>Total</b>	<b>11,046</b>	<b>10,745</b>	<b>11,773</b>

The decrease in number of employees in 2023 was mainly due to the expiration of concession contract at PICT in June 2023 partially tapered by further absorption of manpower from i-Tracker business by IRB Logistica in February 2023 and acquisition of CLIA Pouso Alegre in September 2023. Whereas the increase in the number of employees in 2024 was mainly due to the contribution of ICPC operation in Iloilo, Philippines which started in April 2024, coupled with operations-driven increases at Brazil and Mexico partially tapered by sale of OJA in February 2024. The Group does not anticipate any major change or increase in its labor force in the ensuing 12 months from its existing operating terminals. There are no current or known threats from employees to engage in any work stoppage across all terminals.

A large portion of these employees are union members. As at December 31, 2022, 2023 and 2024, approximately 54.7%, 54.9% and 52.9%, respectively, of the labor force are unionized. The above percentages are based on total permanent employee headcount regardless of whether an employee is entitled and eligible to join a union or not. The Group has collective bargaining agreements (CBA) in many of the ports in which it operates.

### Asia

*MICT*. On May 7, 2024, ICTSI and the Nagkakaisang Manggagawa sa Pantalan ng ICTSI - National Federation of Labor Unions (NMPI-NAFLU), the bargaining unit for MICT workers, renewed its CBA for another five years effective up to May 7, 2029.

A five-year CBA between ICTSI and Anchorage Labor Union-ICTSI-NAFLU (ALU-ICTSI-NAFLU), the bargaining unit for the MICT Anchorage Division, was also signed on March 19, 2024, effective until March 19, 2029.

Both CBAs contain provisions on employee benefits to union members such as: wage increases; rice and meal allowances; paid leaves; medical, dental, and hospitalization benefits; life insurance; incentives; retirements; uniforms; welfare, education and access to a calamity fund; and union leave with pay. The CBAs also provide a venue for settling grievances.

*MNHPI.* On April 27, 2023, MNHPI and Waterfront Workers' Union - North Harbor (WWU-NH) signed a renewal contract for the CBA effective February 1, 2023 to January 31, 2028 which covers all the regular rank-and-file direct port workers. The CBA contains provisions on employee benefits such as leaves (vacation and sick leaves, union leaves, work-connected illness/injury leaves, paternity and maternity leaves, bereavement leaves, indefinite leaves), wage increase, emergency loans, educational assistance, life and accident insurance, Christmas bonus and gift, rice, welfare fund, hospitalization benefit, and retirement pay.

On May 31, 2024 MNHPI and NorthPort Operators' Independent Union (NPOIU) signed a new CBA effective May 1, 2024 to April 30, 2029 which covers all the Yard Tractor Operators and Heavy Equipment Specialists. The CBA contains provisions on employee benefits such as leaves (vacation and sick leaves, paternity leaves, and bereavement leaves), wage increase, emergency loans, educational assistance, life and accident insurance, Christmas bonus and gift, rice, welfare fund, and hospitalization benefit.

*MHCPSI.* In January 2022, MHCPSI officially recognized Manila Harbor Center Port Services Inc. - National Federation of Labor Union (MHCPSI-NAFLU) as the sole and exclusive bargaining agent for all the rank-and-file employees, upon signing of a five year CBA effective from April 6, 2022 until April 5, 2027.

The CBA will serve its purpose in establishing the terms and conditions of work such as: payment of wages, check-off of union dues, hours of work and other benefits, medical, dental and hospitalization benefits, life insurance, burial benefit, rotation system, union leave and other benefits; to foster good management-labor relations; to enforce discipline and exact efficiency in the performance of duties by employees, and to ensure peaceful adjustment and settlement of all grievances, disputes and differences which may arise.

*MICTSI.* On March 21, 2020, a CBA was signed between MICTSI and MICTSI Labor Union - Federation of Democratic Labor Organization (MICTSILU-FDLO) with a term of five years ending on March 20, 2025. The parties agree to renegotiate the economic provisions of the agreement, solely on the wage increase for the fourth and fifth year, before end of third year anniversary.

After a progressive series of negotiations, MICTSI and MICTSI Supervisor Union - Federation of Democratic Labor Organization (MICTSISU-FDLO) entered into a new five-year CBA on October 28, 2021, that is effective from September 1, 2021 to August 31, 2026. The parties agree to renegotiate the economic provisions of the agreement, solely on the wage increase for the fourth and fifth year, before end of third year anniversary.

Other salient provisions of the CBA include wage increases, leave applications, hours of work, medical and hospitalization benefits, optional retirement program, education fund contribution, group life insurance, bereavement assistance, company uniform, rice subsidy, production incentive bonus, Christmas package, and signing bonus. Other matters relative to the unions are periodically discussed in the Labor Management Council, consisting of representatives from the management of MICTSI, MICTSILU-FDLO and MICTSISU-FDLO.

*SCIPSI.* On October 10, 2024, SCIPSI and PRO-LABOR Champ Movement in Makar (PCM-M) signed a renewal contract for the CBA valid for a period of five years from the date of expiration of initial CBA or until August 13, 2029. The CBA was ratified on October 18, 2024, and was registered with the Department of Labor and Employment (DOLE) on October 25, 2024.

*YICT.* The right to unionize is guaranteed for the employees of YICT. All employees are unionized by law.

*VICT.* On July 2, 2021, VICT entered into a new Enterprise Agreement (EA) with the Construction, Forestry, Mining, Maritime and Energy Union (Maritime Union of Australia division) and was endorsed by the Fair Work Commission on July 22, 2021, valid until March 31, 2025. The new EA primarily covers rates of pay, working hours, and leave entitlements for operational and engineering employees of VICT.

*MITL and SPICTL.* MITL and SPICTL renewed a modern and innovative agreement called the ICTSI South Pacific and the National Maritime and Workers Union Award of 2023 as witnessed by Employers Federation and the Department of Labour. The agreement was signed on November 10, 2023 and published by the Industrial Registrar, effective for a period of three years or until replaced by a new agreement.

The agreement regulates employment contracts, normal and overtime hours, remuneration conditions including timing and rates of increases, employment groups such as guaranteed wage earners, permanent and casual workers, vacation and shift schedules, health and safety requirements, retirement, and conditions for termination of employment contracts.

There are no labor unions in Subic Bay International Terminal Corporation (SBITC), ICTSI Subic, Inc. (ISI), BIPI, Cavite Gateway Terminal (CGT), Laguna Gateway Inland Container Terminal, Inc. (LGICT), Sevilla Brokerage Incorporated (SBI), Catalyst Logistics Incorporated (CLI), Visayas Container Terminal (VCT) and East Java Multipurpose Terminal (EJMT).

### *Americas*

*CGSA.* CGSA has a unionized Works Council since October 2008 and a CBA was signed initially on July 16, 2009 with latest renewal signed on February 28, 2024. As at March 5, 2025, renewal of the CBA covering the period January 1, 2025 to December 31, 2026 is currently under review.

Besides the benefits that any worker is entitled to by law, CBA secures for the employees some additional benefits such as in-out transportation, food service and uniform.

There have been no cases of strikes or walkouts since CGSA took over operations in 2007.

*TSSA.* The administrative and maintenance employees of TSSA are represented by the Sindicato dos Auxiliares de Administracao de Aramazens Gerais do Estado de Pernambuco (SINDAGE). The CBA with SINDAGE is renewed every two years and was last signed in June 2023.

For many years, there have been no major labor disturbances such as strikes, slowdown, boycott or mass absences. The employees receive benefits such as dental, health insurance, food service, support for professional development, leaves and transportation services. Occasional workers at the customs inspections area and all other operations personnel, both represented by occasional labor unions, have entered into a CBA with TSSA. The CBA relating to customs inspections area workers was renewed in February 2024 with two years validity whereas CBA for all other operations personnel will expire in June 2025.

*CMSA.* CMSA has a Collective Work Contract (CWC) signed in November 2010 with the Union de Estibadores y Jornaleros del Pacifico, which is part of the Confederacion Regional Obrero Mexicana (CROM). CROM has not had a strike since it was founded. The CWC is effective until year 2044 and extendible based on any extension on the concession agreement with the Administracion del Sistema Portuario Nacional Manzanillo S.A. de C.V. (ASIPONA) formerly Administration Portuaria Integral de Manzanillo, S.A. de C.V. (API).

Salaries are reviewed annually while a comprehensive review of salaries and benefits is done every two years. CMSA is committed to give benefits in addition to those required by the Mexican Labor Law, such as 5% savings fund, transportation, uniforms, scholarships, contributions in the case of death of workers, sports support and life insurance. There is an additional compensation of 16.23% of salary paid to the union to support the administration expenses and retirement fund of the workers.

*OPC.* In December 2022, OPC signed a new CBA with all employees effective January 2023 to December 2025. The collective agreement stipulates employees' benefits like pension, medical and life insurance, trainings, employee engagement, vacation bonus, meal subsidy, special leaves, and salary loans, among others.

*TecPlata.* There are two Framework CBA that are in force and are applicable to TecPlata. These are (1) CCT 431/05, that is applicable to each port that conforms to the Commercial Private Ports Chamber and Port Union Federation; and (2) the agreement between La Plata Port Chamber and La Plata Stevedores Union.

CCT 431/05 was signed on June 1, 2005 and will expire once both parties decide to subscribe to a new CBA that will replace or substitute the agreement. It contains provisions on employee benefits to union members such as working day conditions, salary conditions, productivity incentives, meal allowance, paid leaves and union leave with pay. Salary increase is negotiated and agreed annually between both parties.

The agreement between La Plata Port Chamber and La Plata Stevedores Union is renewed annually and it establishes the annual salary increase and wage conditions for on-call workers.

In September 2022, TecPlata and La Plata Stevedores Union signed a CBA establishing specific conditions for TecPlata's stevedores, such as working day conditions and salary conditions, among others.

*ICTSI Rio.* In January 2024, CBA between ICTSI Rio and Longshoremen was renewed effective January 2024 to January 2026. The CBA contains provisions on benefits for loose dock workers of the longshoremen category, such as crew, rostering, overtime compensation, vacation allowance, medical and dental benefits, and other economic provisions.

On October 6, 2023, signed a separate two-year CBA with Stevedoring valid until October 6, 2025. The CBA establishes the provisions for hiring stevedoring workers by demand, and following the similar benefits of CBA signed with Longshoremen.

In July 2024, the CBA between ICTSI Rio and the Block Union was renewed with effectivity until July 2026. The CBA contains provisions on benefits for loose port workers in the block category, shifts, medical benefits, and other economic provisions.

*IRB Logistica.* IRB Logistica's CBA was renewed on May 1, 2024 and is effective until April 30, 2025. The CBA regulates employment contracts, overtime, supplements, vacations, salary increases or reductions, other benefits, health requirements, and security and conditions of termination of employment contracts. There have been no cases of strikes or stoppages since IRB Logistica took over operations in July 2021.

*CLIA Pouso Alegre.* The CBA of CLIA Pouso Alegre was established with SINTRAMGEP (Union of Workers in the Handling of Products and Goods in General of Pouso Alegre and Region/MG), with validity from September 1, 2024 to August 31, 2025. The CBA applies to all employees and outlines various provisions, including the minimum wage, salary adjustment (collective bargaining), substitution, overtime, hazardous duty allowance, transportation voucher, termination notice, provision of temporary

labor, maternity job stability, work shifts, holiday work, uniforms, personal protective equipment, the use of mobile phones and watches, employee inspections, meals, attendance bonuses, and variable compensation. There have been no recorded instances of strikes since acquisition in September 2023.

***EMEA***

*BCT.* In 2008, an agreement on salary regulations was signed between the Labor Union - Strike Committee and BCT Management Board.

Renegotiation on the CBA began in 2009 but was suspended at the insistence of the union. The Remuneration and Work Regulations addressed the outstanding issues of the CBA.

*MICTSL.* MICTSL assumed the CBA concluded by the previous port operator. In 2010, MICTSL adopted its own collective agreement by taking over some of the provisions of the previous CBA and integrating the social specificities of MICTSL.

In 2015, the CBA has been renegotiated to better consider the socio-economic context and to align the clauses with the legal framework.

The CBA regulates the Company's relationship with its staff in various aspects, including trade unions, the right to strike, staff representatives, the works council, the principles applied to hiring, and the execution of contracts. The CBA also defines the obligations of the port operator in terms of medical care, leave, and index salary scale on which the calculation of the applicable salaries is based.

Under the collective agreement and applicable employment regulations, union representatives may only be dismissed after the employer has successfully petitioned the labor inspectorate to do so. The collective agreement stipulates that there should be no reduction in acquired benefits.

As at March 5, 2025, discussions on technical points related to the new CBA presented by staff representatives to the management of MICTSL are ongoing.

*AGCT.* On November 25, 2024, AGCT's CBA was signed and remains effective until end of 2025. The CBA regulates employment contracts, overtime, add-ons, vacations, salary increases or decreases, other benefits, health and safety requirements, and conditions for termination of employment contracts. There have been no cases of strikes or walkouts in 2024.

*IDRC.* There is no labor union in IDRC but there is a framework in place for communication and grievances with elected labor representatives.

*KMT.* There is no labor union yet in KMT and there is no CBA signed with the limited number of employees of KMT. The employee benefits are based on the minimum requirements of the collective agreement for maritime carriers, freight forwarders and transport auxiliaries as well as the national collective agreement for port handling. These collective agreements regulate employment and working conditions in the port industry and specify the manner of executing the employment contracts, as well as the minimum benefits pertaining to overtime, bonuses, salary grades, salary changes, other benefits, promotions, trainings, union membership, termination and retirement, among others.

*ICTSI Nigeria.* In 2023, ICTSI Nigeria finalized the CBA with the two unions: (1) Maritime Workers' Union of Nigeria (MWUN), valid until April 30, 2025; and (2) Senior Staff Association of Statutory Corporations and Government Owned Companies (SSASCGOC), valid until June 30, 2025.

*ICTSI Iraq and BICTL.* There are no labor unions in ICTSI Iraq and BICTL.

## **Risks Relating to the Group's Business**

*The outbreak, or threatened outbreak, of any severe communicable disease, such as the COVID-19 pandemic in 2020, could have a material adverse effect on the Group's business, financial condition and results of operations.*

The outbreak of COVID-19, which was declared a global pandemic by organizations such as the World Health Organization in the first quarter of 2020, has severely affected the global economy. Several nations and territories, including areas where the Group operates, have imposed strict quarantine measures, social distancing rules, closure of work sites, restaurants, bars and non-essential services, and even complete lockdowns of certain populations or areas.

The Group's businesses experienced, as with other businesses particularly reliant on global trade, a general decline in the volume of containers due to disruptions in supply chains across the globe, as well as decreased demand due to the movement restrictions and slowdown of business activities. A similar global health crisis, which may necessitate the re-introduction of movement restrictions, may cause global trade volumes to decrease and have a material adverse effect on the Group's business and results of operations.

*The Group's business is influenced by global and regional economic trends that affect the trades in which it operates.*

Maritime transport remains the backbone of globalized trade and the manufacturing supply chain, as more than four fifths of world merchandise trade by volume is carried by sea and as such facilitated by the ports. In 2021, this fact has been even more palpable as disruption in maritime transport has also disrupted supply chains across the globe. Inevitably, the port sector as one of the main actors is not immune to significant global and regional economic developments. A large share of the globalized containerized trade continues to be consolidated across the major East-West trade arteries, namely Asia-Europe, the Trans-Pacific and Transatlantic. However, 60% of global containerized trade occurring on non-main lane trade routes (other routes), secondary routes involving emerging countries' trade are increasingly important. With a strong footprint in the emerging markets, the Group's risk exposure remains more isolated from global trade shift patterns such as the trade tensions because of overreliance on import demand from China.

*The Group operates in a number of emerging markets that have experienced economic and political instability.*

The Group operates mainly in emerging markets, many of which have experienced political and economic instability in the past and may be continuing up to the present. Many of the countries where the Group operates or may operate in the future continue to face significant budget deficits, limited foreign currency reserves, volatile exchange rates, and highly regulated and less sophisticated banking sectors. Common to many of these markets where ICTSI operates, including in the Philippines, continue to experience a high government turnovers, political scandals, terror attacks and civil strife. There is no assurance that the political environment in these countries will improve and become more stable, and that the future governments will be able to adopt economic policies to sustain economic growth.

*The Group is dependent on concessions and other key contracts to conduct its business.*

The conduct of the Group's business is restricted within the terms of the concession and other key contracts that put a limit to its operational and strategic options. ICTSI and subsidiaries usually only obtain the right, subject to certain conditions, to operate, manage and develop terminals for a set period of time. These contracts contain provisions that allow the relevant port authority to suspend, cancel or terminate the contract on specified grounds, including noncompliance with the terms of the contract and,

in certain instances, the occurrence of a “change in control” of ICTSI without the consent of the relevant port authority or if the relevant port authority determines that the public interest may be better served by the cancellation of the contract in accordance with its regulations. Hence, there can be no assurance that further challenges in the Group’s operations will not be raised or that its concessions will not be terminated for public policy reasons. Also, these concessions and key contracts may limit the ability of the Group to raise tariffs that it charges to customers.

*The Group is limited in its ability to raise the tariffs billable to customers in most terminals.*

The aforementioned contracts and agreements may prescribe maximum tariffs that the Group can charge or bill shipping lines and customers and either prohibit any changes in those tariffs without prior approval of the relevant port authority or subject the tariffs to an automatic adjustment mechanism. At certain terminals, tariff increases have recently been implemented in phases causing timing differences when the Group petitioned for an increase and the actual increase in tariff. In countries in which tariffs are not prescribed, such as Poland, Brazil, Australia and DR Congo, the Group is still limited in its ability to raise tariffs by market norms, competition and local demand.

*The Group faces competition at its domestic and international terminals on factors such as location, facilities, supporting infrastructure, service and price.*

Competition is heightened at domestic and international terminals on factors such as location, facilities, supporting infrastructure, service and price. The Group’s competitors may offer lower tariffs than what its own terminal offers in a certain location; or have greater financial resources with which to develop the ports that they operate to provide better access and improved facilities, structure and services. One of the strategies that the Group employs is to acquire terminals in emerging markets, then improve operations and grow volume organically. If trading volume increases, competitors may begin to target these same markets. Increased competition from existing and future competitors may result in a reduction in the Group’s market share in locations where it operates, a decrease in volume of containers it handles, or increased price competition which could result in possible declines in the Group’s cash flows, operating margins and profitability.

*The Group’s failure to effectively manage its existing container terminal operations and growth as a result of rapid expansion and development may adversely impact the Group’s business.*

The Group’s rapid expansion, especially overseas, limits its resources and could pose challenges for managing existing terminals and pursuing ambitious growth. It has presented, and will continue to present significant challenges for the Group’s management, operational and administrative systems, and its ability to maintain effective systems of internal controls. The Group may not successfully integrate new acquisitions to meet its efficiency and performance standards, nor keep existing facilities up to those same standards. The Group needs to constantly develop and adjust management and administrative responsibilities to match market conditions, and its growth and expansion strategies. The Group’s continued development into a global terminal operator requires it to identify new qualified personnel with widespread knowledge of its industry and the countries in which it operates. Failure to identify suitable personnel for these management and administrative positions may adversely affect the Group’s ability to manage its growth and continue to pursue its growth strategy and eventually impact its business, results of operations and financial condition.

*The Group’s results of operations and financial condition may be adversely affected by exchange rate fluctuations.*

Because of the geographic diversity of the Group’s business, it receives revenue and incurs expenses in a variety of currencies. Its revenues are primarily in U.S. dollar, Philippine peso, Mexican peso, Australian dollar, Brazilian real and Euros while its expenses are generally in local currencies. The Group attempts

to operationally hedge its foreign exchange exposure by matching its revenues and expenses whenever possible and, from time to time, engages in hedging activities to mitigate residual foreign exchange cash flow exposures. The Group is subject to translation risks whereby changes in exchange rates impact its reported revenues in U.S. dollar terms. Because the Group reports its financial statements in U.S. dollars, increases in the value of the U.S. dollar against the currencies in which it receives revenues in its international operations, such as Philippine peso, Mexican pesos, Australian dollar, Brazilian real and Euros, could restrict its revenue growth in U.S. dollar terms and vice versa. Continued fluctuations in the value of the U.S. dollar against its other subsidiaries' functional currencies could cause the Group's revenues to decrease in U.S. dollar terms and distort comparisons of its results of operations and financial condition across periods.

*The Group's business has high dependence upon key personnel with special skills that are not readily available in the market.*

In order for the Group to maintain its operating and performance standards, it highly leverages on the continued service of key personnel. The Group has a relatively small management team which makes it more dependent on senior personnel than some of its larger competitors. With the rapid growth of the container terminal industry, competition for skilled senior employees becomes intense and there are limited numbers of qualified candidates. The Group's business and results of operations may be adversely affected if any of the existing key personnel leaves their position and the Group fails to find a similarly competent replacement.

*The Group is subject to the risk of system failures.*

The Group's business is highly reliant on complex information technology and automated systems to handle its terminal operations for high productivity and efficient handling of containers. Any systems failure may result in delayed or hindered terminal operations. These events may adversely affect the achievement of the Group's planned business growth and results of operations.

*The Group's facilities could be exposed to unforeseen catastrophic events over which it has little or no control and the impact of climate change risks*

The Group's facilities could be exposed to effects of natural disasters and other potentially catastrophic events, such as major accidents, acts of God, terrorist attacks, armed conflicts and hostilities. To cite, the Philippines is vulnerable to typhoons, earthquakes and other major natural disasters, which could suspend MICT's operations temporarily or damage or destroy key equipment. Since operations at MICT have historically provided the majority of the Group's revenues from port operations, occurrence of a catastrophic event affecting the Philippines could have a material adverse effect on the Group's business, results of operations and financial condition. In addition, the Group is facing a range of risks related to climate change that may impact the Group's operations, financial performance, and strategic objectives. Some of the key areas of concern are rising sea levels and extreme weather events, regulatory and legal risks, supply chain disruptions, and insurance and financial risks.

*The Group is subject to regulations that govern operational, environmental and safety standards.*

Lastly, the Group's terminal services are conducted under licenses, concessions, permits or certificates granted by applicable regulatory bodies in the countries in which it operates. Various environmental and safety standards may also be enforced by each jurisdiction in which the Group operates. Failure to comply with relevant laws and regulations may result in financial penalties or administrative or legal proceedings against the Group, including revocation or suspension of the Group's concessions or licenses, which may adversely impact results of operations and financial condition.

Henceforth, the Group has established an Enterprise Risk Management program to assess and ensure that the potential impact and likelihood of any of these risks are minimized and will not adversely impact the Group's business as a whole through an established risk assessment, communication, mitigation and monitoring process. These business risks, however, might result to financial statement risks for which the Group identifies and includes as part of its financial risk management objectives and policies.

## **Item 2. Properties**

### **2.1 Principal Facilities**

#### *Asia*

*Philippines – MICT.* MICT provides a full range of container cargo handling services to shipping lines transporting international containerized cargo to and from the Port of Manila with an estimated handling capacity of 3,350,000 TEUs per year after the completion of Berth 7 in January 2021. Berth 7 provided additional 150 meters of berth and 5.5 hectares of container yard, that were required under the concession contract with the PPA. This development offered to customers a 600-meter continuous berth together with the adjacent Berth 6 to accommodate over 8,000-TEU capacity vessels. MICT occupies a total land area of 105.2 hectares, of which 100.6 hectares have been developed and includes seven berths. MICT also has a total of 1,850-meter long wharf that can accommodate six to seven ships, depending on the ships' sizes.

Adjacent to the MICT wharf is a container yard, with a total stacking capacity of 75,000 TEUs, 3,672 TEUs of which are refrigeration-ready with reefer plugs. MICT has two gates: both inbound and outbound have seven lanes. The terminal is fully equipped with security including a closed-circuit television surveillance system capable of facial and vehicle license plate recognition and intrusion detection.

Development of Berth 8 commenced in the last quarter of 2022. Phases 1 and 2 of the development will add 300 meters of berth and an additional 4.96 hectares of yard or yard capacity of about 200,000 TEUs, and are expected to be completed in the last quarter of 2025 and within 2027, respectively.

As at December 31, 2024, MICT has a total of 18 quay cranes (QCs) complemented by 48 rubber tired gantries (RTGs), of which 40 are hybrid, 14 empty container handlers (ECHs), two reach stackers (RSs), 25 forklifts, 84 terminal tractors and 108 terminal trailers.

*Philippines – Manila North Harbor.* MNHPI has a concession contract with the PPA for the development, management, operation and maintenance of Manila North Harbor. MNHPI commenced commercial operations on April 12, 2010. Committed to modernization, MNHPI aims to transform Manila North Harbor into a premier maritime hub. MNHPI provides cargo handling services for containerized and break-bulk cargoes to shipping lines and tramp vessel operators serving domestic routes. Overall, the port facility can accommodate up to 2,200,000 TEUs of containerized cargoes, 2,000,000 metric tons of break-bulk cargoes, and 1,460,000 passengers per year.

The 58.5-hectare area operated by MNHPI under the concession agreement is divided into two terminals namely, Container Terminal 1 and Multi-Purpose Terminal 2. These terminals work in synergy to optimize port operations. MNHPI manages a total quay length of 5,758 meters, equivalent to 36 berthing positions, with handling capacity of approximately 4,200 vessel calls per year.

MNHPI has completed Phase 1 of its Master Development Program, marking the first stage in delivering modern port facilities, which includes a state-of-the-art container terminal, Ro-Ro terminal, modern passenger terminal complex, and one-stop processing centers. These developments enable the efficient processing of transactions involving shipping lines, MNHPI, PPA, and other government agencies.

As at December 31, 2024, MNHPI operates and maintains a fleet of modern cargo-handling equipment, which include eight QCs, 27 RTGs, 18 RSs, nine ECHs and 15 heavy forklifts, among others. Ancillary facilities were also built such as six weighbridges, the power center equipped with two 2.5 MVA (2 MW) generator sets for back-up power, and a reefer facility with 264 plugs.

*China – Port of Yantai.* YICT's terminal covers an area of 76.7 hectares with four berthing positions of 14 to 17 meters in depth and occupying a total length of 1,300 meters. The estimated handling capacity of YICT is 1,300,000 TEUs per year. As at December 31, 2024, YICT has seven QCs that handle loading and unloading of cargoes with the support from one ECHs, three RTGs, 14 forklifts, 20 rail mounted gantries (RMGs) and 25 chassis.

*Australia – Port of Melbourne.* On May 2, 2014, ICTSI, through its subsidiary in Australia, VICT, signed a contract with Port of Melbourne (POM) for the design, construction, commissioning, maintenance, operation and financing of Melbourne's Webb Dock new international container terminal and empty container park. The contract grants a lease concession until 2040. Phase 1 of the terminal comprised of a berth of 330 meters fitted with three neo-Panamax ship-to-shore cranes, 23.8 hectares of yard with fully automated operations from gate to quayside. Phase 2 of the terminal comprised of a 330-meter berth fitted with additional two neo-Panamax ship-to-shore cranes and 11.5 hectares of yard.

On August 3, 2021, POM carried out berth extension works adding 71 meters to the existing quay together with a designated hard stand area behind the extended quay, adding 6,821.3 square meters to the original leased area. The POM expansion works commenced in March 2022 and were completed in December 2023.

On September 15, 2021, VICT received the approval from the POM for the commencement of the development of the first of two sub-phases of the Phase 3 expansion plan (Phase 3A). Phase 3A includes the addition of two super-post-Panamax ship-to-shore cranes with a 22-container outreach, six automated container carriers (ACCs), six automated stacking cranes (ASCs), and the construction of three-yard modules (with 325 ground slots). Phase 3A development was completed in December 2023. The Phase 3A expansion increased annual capacity up to an estimated 1,250,000 TEUs.

As at December 31, 2024, VICT operates with seven QCs, one RS, 26 ASCs, 17 ACCs, three forklifts and two prime movers.

### *Americas*

*Brazil – Suape Container Terminal.* TSSA is the exclusive operator of the container terminal in the port in Suape, Brazil until the earlier of (a) throughput of 250,000 boxes (approximately 400,000 TEUs) for three consecutive years or (b) after the first 15 years of the concession. The terminal covers a developed area of 39.4 hectares and undeveloped area of 2.5 hectares. TSSA has a 660-meter long two-berth wharf, a 30-hectare container yard, 576 reefer plugs, a 4,900-square meter CFS and seven weighing scale. The estimated handling capacity of TSSA is 700,000 TEUs per year.

TSSA has completed the build-out of the infrastructure of the Suape Container Terminal, including the acquisition of equipment and the development of civil works, such as yard expansions. As at December 31, 2024, TSSA has four QCs, 12 RTGs, five RSs, five ECHs, 19 forklifts, 32 prime movers and 48 chassis that complement the servicing of all movements of containerized cargoes inside the terminal.

*Mexico – Port of Manzanillo.* In June 2010, ICTSI signed a 34-year concession for the development and operation of the TEC-II at the Port of Manzanillo in Mexico. ICTSI established CMSA to operate the Port of Manzanillo. The port development project covers about 77 hectares with 1,080 meters of seafront. The development of the container terminal will be done in three phases. Phase 1 has a berth

length of 720 meters with two berthing positions with a depth of 16 meters and yard capacity of 967,000 TEUs.

Phase 2 involved the construction of 180 meters of additional berth, and acquisition of two QCs and four RTGs with increased yard capacity of 1,571,000 TEUs.

Phase 3A development started in December 2022 which comprises the construction of 180 meters of additional berth, and acquisition of two QCs and five RTGs. Phase 3A development is expected to be operational in the first quarter of 2025 and will increase yard capacity to 1,774,000 TEUs.

As at December 31, 2024, the estimated handling capacity of CMSA is 1,700,000 TEUs with 10 QCs supported by nine RSs, 10 ECHs, 34 RTGs, 36 forklifts, 79 prime movers and 85 chassis.

*Honduras – Puerto Cortés.* On February 1, 2013, ICTSI won and was awarded the contract for the Design, Financing, Construction, Maintenance, Operation and Exploitation of the Specialized Container and General Cargo Terminal of Puerto Cortés in the Republic of Honduras for a period of 30 years through a public hearing held in Tegucigalpa, Honduras. OPC started its commercial operations in December 2013. The terminal has a 826-meter pier with three berthing positions and depth from 12 meters to 14 meters, 19.9-hectare container yard, 1,744 reefer plugs, a 7,600-square meter CFS and has an estimated annual capacity of 1,000,000 TEUs. As at December 31, 2024, OPC has three QCs, four MHCs, three ECHs, 18 RSs, 29 forklifts, 50 prime movers and 46 chassis.

#### ***EMEA***

*Poland – Port of Gdynia.* BCT has an existing lease contract to operate the Container Terminal in Gdynia, Poland. The terminal covers an area of 57 hectares and its facilities include a 790-meter long wharf with five berths (four of which are for container loading and unloading operations and one of which is equipped with a hydraulic ramp for roll-on roll-off operations), a container stacking yard, a cargo handling zone, two warehouses and a rail facility with three rail tracks. The estimated handling capacity of BCT is 1,200,000 TEUs per year. As at December 31, 2024, BCT has five QCs, two MHCs, two RMGs, five RSs, 20 RTGs, 5 RSs, 28 forklifts, 44 chassis, 40 prime movers and two straddle carriers.

*Iraq – Port of Umm Qasr.* On April 10, 2014, ICTSI, through its wholly owned subsidiary, ICTSI (M.E.) DMCC [formerly ICTSI (M.E.) JLT (ICTSI Dubai)], and General Company for Ports of Iraq (GCPI) signed a contract for the Construction and Operation of Three New Quays, and Management and Operation of Quay No. 20 (“Contract”) in the Port of Umm Qasr (“Port”) in Iraq. The Contract grants ICTSI the rights to: (a) manage and operate the existing container facility at Berth 20 of the Port for a period of 10 years, (b) build in three phases, under a build-operate-transfer (BOT) scheme, a new container and general cargo terminal in the Port for a concession period of 26 years, and (c) provide container and general cargo terminal services in both components. On March 1, 2016, an addendum to the Contract (“First Addendum”) was signed by the parties granting ICTSI, through ICTSI Dubai, the right to manage and operate an additional existing Quay No. 19 for a total of 13 years, with the first three years for the completion of rehabilitation works. Also, the First Addendum extended the original term for the management and operation of Quay No. 20 from 10 to 13 years. On March 26, 2017, a second addendum to the Contract (“Second Addendum”) was signed by the parties granting ICTSI, through ICTSI Dubai, the right to manage and operate Quay No. 21 co-terminus with the Contract and the First Addendum. The Second Addendum extended the term for the management and operation of Quay No. 19 and 20 from 13 to 21 years.

The Port covers an area of 78.2 hectares, 5.5 hectares of which is still undeveloped. The Port has six berths with length of 1,100 meters and depth of up to 14 meters. As at December 31, 2024, the

estimated handling capacity of ICTSI Iraq is 1,200,000 TEUs with seven QCs, two MHCs, nine ECHs, 10 RTGs, 25 forklifts, 13 RSs, 44 chassis and 38 prime movers.

*Croatia - Brajdica Container Terminal.* AGCT operates the Brajdica Container Terminal in Rijeka, Croatia with a concession period of 30 years until 2041. The port includes a 17-hectare yard, with a combined 790-meter quay and depth of 10.5 to 14.8 meters. The current capacity is 600,000 TEUs per year with 480 reefer plugs. As at December 31, 2024, AGCT has three QCs, six RTGs, two RMGs, four RSs, four forklifts, 20 prime movers and 25 chassis.

## 2.2 Other Properties Owned by ICTSI and Subsidiaries

Location	Descriptions/Owner	Encumbrance
Cabuyao, Laguna, Philippines	20-hectare property that was original site of the inland container depot project/IWI Container Terminal Holdings, Inc. (IWI CTHI) <sup>1</sup>	None
Calamba, Laguna, Philippines	25-hectare property which is the site of LGICT's one-stop inland container terminal/ICTSI	None
Bauan, Batangas, Philippines	20-hectare (approximately) property in Batangas acquired from AG&P in December 1997/BIPI <sup>2</sup>	None
Bauan, Batangas, Philippines	27-hectare property adjacent to BIPI property, intended for New South Luzon Gateway Project/ICTSI	None
Tanza, Cavite, Philippines	6-hectare <sup>3</sup> property located in Tanza, Cavite acquired by CGT <sup>1</sup> from Capital Resources Corporation and the Heirs of Francisco Joaquin for use in the gateway terminal business of CGT.	None
Tondo, Manila, Philippines	10-hectare lot used for storage within the 79-hectare Manila Harbour Centre complex/MHCPSI	None
Tondo, Manila, Philippines	3.2-hectare property located within Manila Harbor Centre complex leased to MHCPSI to be used for port services, management and operations business/ICTSI	None
Gdynia, Poland	3.5-hectares of lot with a building owned by BCT was acquired from local real estate company. These properties are being leased to third parties.	None
Central Matadi, DR Congo	21.3-hectares of land owned by IDRC, 10.47-hectares of which is where the existing terminal is built, while 10.83-hectares is being developed as part of the Phase 2 terminal expansion.	10.47-hectares was mortgaged to Rawbank DRC
Tuxpan, Mexico	68.5-hectares of land owned by TMT <sup>4</sup> divided into: (a) Property "A" with 42.9-hectares, adjacent to maritime zone, including 0.81 hectares easement; and (b) Property "D" with 25.6 hectares, including 0.66 hectares easement.	None

<sup>1</sup> 100% owned by ICTSI

<sup>2</sup> 100% owned by IWI CTHI

<sup>3</sup> 1 of the 62 TCTs (1,113sqm of the total 63,513sqm area) is still in the process of being transferred from the seller

<sup>4</sup> 100% owned by ICTSI Tuxpan B.V.

## 2.3 Estimated Capital Expenditures and Sources of Financing

The Group's estimated capital expenditures for 2025 is approximately US\$580.0 million. The estimated capital expenditure will be utilized mainly for the development of Southern Luzon Gateway in the Philippines, new expansion projects at ICTSI Rio in Brazil and MCT in Mindanao, Philippines, continuation of the ongoing expansion projects at MICT in Manila, Philippines and MGT in Matadi, DR Congo, including the phase 3B expansion at CMSA in Mexico, other equipment acquisitions and upgrade, and maintenance capex. The Group expects to fund these capital expenditures through a combination of available cash, internally-generated funds, third party loans and other fund raising activities, if necessary.

### **Item 3. Legal Proceedings**

Due to the nature of the ICTSI Group's business, it is involved in various legal proceedings, both as plaintiff and defendant, from time to time. Most of the outstanding litigation involves subrogation claims under which insurance companies have brought claims against the operator, shipping lines and/or brokerage firms for reimbursement of their payment of insurance claims for damaged equipment, facilities and cargoes. Except as discussed below, ICTSI is not engaged in any legal or arbitration proceedings (either as plaintiff or defendant), including those which are pending or known to be contemplated, and its Board has no knowledge of any proceedings pending or threatened against the ICTSI Group, or any facts likely to give rise to any litigation, claims or proceedings, which might materially affect its financial position or business. Management and its legal counsels believe that the ICTSI Group has substantial legal and factual bases for its position and is of the opinion that losses arising from these legal actions and proceedings, if any, will not have material adverse impact on the ICTSI Group's consolidated financial position and results of operations.

#### ***ICTSI Oregon***

Due to labor disruptions caused by International Longshore and Warehouse Union and ILWU Local 8 (collectively "ILWU") in Portland, Oregon from June 2012 and continuing over several years, ICTSI Oregon filed a claim in federal court for damages caused by the ILWU's unlawful secondary activity under the National Labor Relations Act. The claim went to trial, and a jury verdict awarded damages to ICTSI.

On September 30, 2023, ILWU filed a Chapter 11 bankruptcy petition in the United States Bankruptcy Court for the Northern District of California.

On February 2, 2024, ILWU and ICTSI Oregon jointly announced that a settlement of all legal claims had been reached. The settlement resolves all of ICTSI Oregon's claims in the case on which ICTSI Oregon received payment of US\$20.5 million in March 2024. The settlement arises from the parties' participation in several days of mediation during ILWU's Chapter 11 bankruptcy case, which has been voluntarily dismissed as part of the terms of the settlement. The dismissal order of the damage case filed by ICTSI Oregon in the federal court has become final.

#### ***ICTSI***

In 1997, Paramount Company (Private) Limited (PCL) filed a case against ICTSI before the High Court of Sindh (HCS) for the sum of US\$17.4 million as damages as well as a 10% shareholding in Karachi International Container Terminal Limited (KICTL). PCL asserted that it was ousted from the Consortium with ICTSI and American President Lines Limited (APL) even after having obtained the approvals for the establishment of KICTL, to which PCL alleged to be entitled to receive 10% shareholding in KICTL.

ICTSI filed an application for the matter to be referred to arbitration (Arbitration Application) per its Equity Linked Security Agreement with PCL in 1995. The court, in an order dated December 16, 1998, fixed Singapore as the venue for arbitration. After dismissal of PCL's last appeal on March 17, 2022 contesting the arbitration venue, PCL was given the opportunity to file a fresh application of new venue, from Singapore to Karachi, while alleging new circumstances in an Initial Suit.

On May 6, 2024, the Court issued an Order dismissing the application for a new venue and maintaining that the proceedings in the instant suit be stayed by the December 16, 1998 Order. The case is now considered closed.

### ***PICT***

1.) The Trustees of the Port of Karachi (KPT) filed a civil suit against PICT in 2006 before the HCS claiming a sum of US\$1.49 million along with the interest, as default payment of wharfage and penalty thereon, for the alleged mis-declaration of the category of goods on the import of ship-to-shore cranes and RTGs in 2004. On April 24, 2017, HCS passed the judgment and decree in favor of PICT and ordered that KPT is not entitled to the amount of wharfage charges claimed by it. In June 2017, KPT filed an appeal before the Divisional Bench of HCS. PICT's management and its legal counsels believe that the claim has no merit.

2.) PICT is involved in several tax proceedings. However, PICT's management and its legal counsels believe that the said cases will be decided in favor of PICT.

### ***TSSA***

1.) In 2015, Custom Enclosure Atlântico Terminais SA (CE) and Suata Serviço Unificado de Armazenagem e Terminal Alfandegado SA (SUATA) filed a civil case against TSSA questioning the legality of imposing charges for the Segregation Service (Terminal Handling Charge 2, THC2). CE and SUATA alleged that the THC2 is already included in the amount paid in the Terminal Handling Charge (THC) rate. Pending litigation, the court ordered TSSA to suspend the collection of the THC2. TSSA questioned the court's competence to judge on the matter, in view of the absence of the necessary notification from the Regulatory Agency (ANTAQ) to enter the dispute. The case is pending for the court's decision. TSSA will file a request for annulment of the order suspending the collection of THC2 considering a new ANTAQ law 34/2019, which allows the collection of THC2.

2.) TSSA filed an Annulment Action with Urgent Injunction Request to nullify the Brazilian Administrative Council for Economic Defense (the Brazil Competition Authority, CADE) decision in an administrative case wherein CADE ruled that (1) TSSA's collection of the Segregation and Delivery Service of Containers - SSE or Terminal Handling Charge 2 (THC2) is illegal, and (2) TSSA should pay a fine in the amount of BRL9.1 million (US\$1.5 million). The CADE decision pointed out that charging the THC2 fee would provide an unjustifiable and illegal competitive advantage in the bonded storage market. On February 18, 2021, the preliminary injunction requested by TSSA was granted. This suspended the enforceability of the CADE decision guaranteeing TSSA's ability to continue with the retroactive collection of the services provided and not invoiced, as well as future collection of the THC2 until further final judgment of the case.

3.) In 2016, CE and SUATA filed a civil action against TSSA questioning the legality of charging fees connected with the ISPS Code, which according to CE and SUATA, is a service integrated in the port activity and cannot be charged separately. TSSA's defense is that the ISPS Code was established by international demand, after the attacks on September 11, 2001, and that the amount collected is for extraordinary security costs continually implemented by TSSA to meet international counter-terrorism requirements levied on the importer or exporter. A preliminary injunction was granted enjoining TSSA from charging fees connected with the ISPS Code. On December 15, 2020, the decision prohibited TSSA from charging the ISPS Code, but found it legitimate to charge the entire past period. TSSA appealed and awaiting judgment by the Pernambuco Court of Justice. With the appeal, the effects of the decision are suspended and TSSA continues to collect the ISPS Code charges.

4.) TSSA filed an Annulment Action with Urgent Injunction Request to suspend the enforcement of the decision of CADE against TSSA in an administrative proceeding to (i) refrain from charging fees connected with the ISPS Code to CE and other import companies, and other fees to reimburse costs incurred in complying with safety standards, and (ii) pay a fine in the amount of BRL7.2 million (US\$1.2 million). On September 14, 2021, an award confirming preliminary injunction in favor of TSSA was issued. The award ruled that the collection of ISPS Code tariff is (i) legal and legitimate, (ii) there is competence of the private agent to negotiate regarding port tariffs, (iii) there was non-inclusion of ISPS

charges in box rates, (iv) it is a provision of international regulations, and (v) there was no violation of Competition Law. The CADE appealed and there is no judgment as of March 5, 2025.

### ***TICT***

On December 28, 2012, TICT filed a Notice of Termination of its 10-year Investment Agreement with Tartous Port General Company (TPGC) on the grounds of “unforeseen change of circumstances” and “Force Majeure”. In early 2013, TPGC submitted to arbitration TICT’s termination notice. On April 1, 2014, the arbitration panel decided in favor of TPGC. While the award has become executory on April 20, 2015, management and its legal counsels believe that TPGC will not be able to successfully enforce the award outside of Syria. An attempt to implement the above-mentioned foreign judgment was made in Iraq before the Karkh Court of First Instance based on the provisions of Foreign Judgment Execution Law as well as the Riyadh Agreement for Judicial Cooperation. The implementation case was eventually dismissed in a judgment dated March 13, 2023.

### ***ICTSI Rio***

ICTSI Rio filed a case questioning the legality of a portion of its Lease Agreement Contract (Contract) with the Companhia Docas do Rio de Janeiro – CDRJ (Port Authority) which requires ICTSI Rio to pay the Port Authority for not achieving the minimum container handling goals (MMC). ICTSI Rio pointed out that the Port Authority failed to fulfil its obligation to provide adequate infrastructure to the Port of Rio de Janeiro to allow ICTSI Rio to meet its movement goals under the Contract. In 2016 and 2017, ICTSI Rio was heavily impacted by the delay in the dredging works of the access channel to the Port of Rio de Janeiro, which was the responsibility of the Port Authority. ICTSI Rio requested the cancellation of the collection carried out by the Port Authority related to the invoices of MMC for the years 2016 and 2017 amounting to BRL22.8 million (US\$3.7 million). It was also requested that the Port Authority refund to ICTSI Rio the amount of BRL16.8 million (US\$2.7 million) paid in advance.

In July 2022, in order to resolve the conflict, a virtual conciliation hearing was commenced and discussions with the Port Authority were resumed. Efforts to reach for an agreement continued after the replacement of the president of the Port Authority in October 2023. In October 2024, the Ministry of Ports issued a favorable opinion on the agreement and a resolution process is in progress.

### ***ISPL, SPICTL and MITL***

ISPL, along with SPICTL and MITL, filed and obtained a favorable Stay Order in the National Court on December 21, 2023, against Independent Consumer and Competition Commission (ICCC), preventing Stevedoring and Handling recommendations set out in the ICCC Final Report and Price Order from coming into effect on January 1, 2024. The report is based on the decision of the ICCC (1) to conduct a review of stevedoring and cargo handling services pursuant to the Prices Regulation Act; (2) to make Price Control Orders pursuant to the Prices Regulation Act; and (3) to refuse to extend the time for the plaintiffs to make submissions to it as to why it could not and should not make the intended Price Control Orders in respect of the services provided by SPICTL and MITL. On June 13, 2024, Consent Orders were entered by the National Court stating that ICCC had no power under the Prices Regulation Act to conduct the Review or to make Price Orders.

### ***Arbitration against Republic of Honduras***

The arbitration requested by ICTSI and its subsidiary in Honduras, Operadora Portuaria Centroamericana, S.A. de C.V. (OPC), against the Republic of Honduras were both registered by the International Centre for Settlement of Investment Disputes (ICSID) in August 2024. This was due to the sovereign decision of Honduras to denounce the ICSID treaty on February 24, 2024. In the arbitration proceedings, ICTSI and OPC alleged that the Republic of Honduras has breached certain obligations. There is no impact to day-to-day operations. ICTSI and OPC are open to further discussions with the Government of Honduras to seek appropriate solutions.

**CGSA**

On May 31, 2024, Termiport Terminales Portuarios S.A. filed a lawsuit against CGSA, alleging breach of contract following CGSA's termination of their technical services agreement on February 26, 2024. This agreement was originally signed on June 1, 2018. Termiport is seeking a US\$5.0 million settlement. CGSA filed its response to the lawsuit in November 2024, and the presiding judge has yet to acknowledge and schedule a preliminary hearing for the involved parties.

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

None. There are no matters submitted during the year covered by the 17-A to a vote of security holders, through the solicitation of proxies or otherwise.

## PART II – SECURITIES OF THE REGISTRANT

### Item 5. Market for Issuer’s Common Equity and Related Stockholder Matters

#### 5.1 Market Information

Principal Market where Company’s common equity is traded: Philippine Stock Exchange

As at the latest practicable trading date on March 5, 2025, the share prices of ICTSI were:

	<i>In US Dollar</i>	<i>In Philippine Peso</i>
Opening	US\$5.88	₱337.0
High	5.99	343.6
Low	5.78	331.4
Closing	5.88	337.0

\* Amounts expressed in Philippine peso have been translated to USD using the closing exchange rate quoted from the Bankers Association of the Philippines as at the end of March 5, 2025.

The high and low share prices for each quarter within the last two years are:

Calendar Period	Price/Common Share*			
	High		Low	
	<i>In US Dollar</i>	<i>In Philippine Peso</i>	<i>In US Dollar</i>	<i>In Philippine Peso</i>
<b>2023</b>				
Quarter 1	US\$4.077	₱221.60	US\$3.606	₱196.00
Quarter 2	3.967	219.00	3.524	194.50
Quarter 3	3.836	217.00	3.507	198.40
Quarter 4	4.457	246.80	3.603	199.50
<b>2024</b>				
Quarter 1	US\$5.761	₱324.00	US\$4.196	₱236.00
Quarter 2	6.159	361.00	5.361	314.20
Quarter 3	7.471	418.60	6.211	348.00
Quarter 4	7.572	438.00	6.396	370.00

\* Amounts expressed in Philippine peso have been translated to USD using the closing exchange rates quoted from the Bankers Association of the Philippines as at end of each quarter in 2023 and 2024.

#### 5.2 Holder

The number of common stockholders of record as at the latest practicable date on December 31, 2024 was 1,340. Common shares issued and outstanding as at the same date were 2,045,177,671 shares (including 17,962,468 treasury shares). While Preferred A and B shares outstanding as at the same date were 3,800,000 shares and 700,000,000 shares, respectively.

As at December 31, 2024, the public ownership level of the Company is at 51.14% based only on outstanding common shares (excluding 17,962,468 treasury shares). The public ownership level of the Company is at 38.02% if both issued and outstanding common shares (including treasury shares) and Preferred B voting shares are considered.

The following are the Company's top 20 registered common stockholders as at December 31, 2024:

Name	No. of Shares Held	% of Total*
1. PCD Nominee Corporation (Filipino)	895,751,913	43.80%
2. PCD Nominee Corporation (Non-Filipino)	694,530,247	33.96%
3. Bravo International Port Holdings, Inc.	279,675,000	13.67%
4. Achillion Holdings, Inc.	80,000,000	3.91%
5. Sureste Realty Corporation	23,016,176	1.13%
6. A. Soriano Corporation	18,850,637	0.92%
7. Enrique Razon	18,143,687	0.89%
8. Enrique K. Razon Jr. As Voting Trustee	15,936,201	0.78%
9. Razon Industries, Inc.	3,758,133	0.18%
10. Stephen Paradies	3,087,473	0.15%
11. Felicia S. Razon	868,725	0.04%
12. Cosme Maria De Aboitiz	527,343	0.03%
13. Ma. Consuelo R Medrano and/or Victorino S Medrano Jr	250,000	0.01%
14. Jose Sy Ching	220,000	0.01%
15. Silverio J. Tan	200,000	0.01%
16. Ma. Socorro S. Gatmaitan	196,000	0.01%
17. Alberto Mendoza and/or Lawrence Mendoza	192,457	0.01%
18. Cbna Mla Obo Ac 6011800001	170,870	0.01%
19. Ma. Henrietta R. Santos	155,053	0.01%
20. Alberto Mendoza and/or Jeanie C. Mendoza	149,687	0.01%

\*Percentage ownerships were computed based on the total number of issued and outstanding common shares of 2,045,177,671 (including 17,962,468 treasury shares).

### 5.3 Dividends and Dividend Policy

The details of ICTSI's declaration of cash dividends are as follows:

	2022	2023	2024
Date of Board approval	March 3, 2022	March 6, 2023	<b>March 1, 2024</b>
Cash dividends (regular) per share	US\$0.106 (P5.56)	US\$0.156 (P8.56)	<b>US\$0.167 (P9.35)</b>
Cash dividends (special) per share	US\$0.008 (P0.44)	US\$0.026 (P1.44)	<b>US\$0.029 (P1.65)</b>
Record date	March 18, 2022	March 20, 2023	<b>March 15, 2024</b>
Payment date	March 28, 2022	March 28, 2023	<b>March 25, 2024</b>

Dividends may be declared only out of the unrestricted retained earnings. A board resolution is required for declaration of dividends. In addition, approval of stockholders representing at least two-thirds of the outstanding capital stock is required for the payment of stock dividends. Dividends are payable to all common stockholders, on the basis of outstanding shares held by them, each share being entitled to the same unit of dividend as any other share. Dividends are payable to stockholders whose names are recorded in the stock and transfer book as at the record date fixed by the Board. Preferred A shareholders are entitled to dividends at rates to be fixed by the Board. As at December 31, 2024, the Board has not set the dividend rate for Preferred A shares. On the other hand, Preferred B shareholders shall earn no dividends.

Moreover, retained earnings were reduced by distributions paid out by Royal Capital B.V. (RCBV), a subsidiary of ICTSI, to holders of Perpetual Capital Securities aggregating US\$35.4 million in 2022, US\$29.0 million in 2023 and US\$22.0 million in 2024.

As at December 31, 2024, the unappropriated retained earnings of the Parent Company that is available for dividend declaration amounted to US\$597.6 million.

### 5.4 Recent Sale of Unregistered Securities

There is no sale of unregistered securities in 2022, 2023 and 2024.

## 5.5 Description of Registrant's Securities

ICTSI's capital stock is comprised of common and preferred shares. Common shares are listed and traded in the Philippine Stock Exchange. Preferred shares comprising of Preferred A and B shares are not traded. Details and movement in the shares of stock of ICTSI are disclosed in Note 15, *Equity*, to the 2024 Audited Annual Consolidated Financial Statements.

The stockholders of ICTSI, in a special stockholders meeting held on August 11, 2010, approved the creation of a class of voting low par value preferred shares. The stockholders representing at least 2/3 of the outstanding capital stock of ICTSI approved the amendment of the articles of incorporation of ICTSI to reclassify the existing 1,000,000,000 authorized Preferred Shares with a par value of US\$0.048 (₱1.00) per share into: (a) 993,000,000 Preferred A Shares with a par value of US\$0.048 (₱1.00) per share, inclusive of the outstanding Preferred Shares, and (b) 7,000,000 Preferred shares which were further reclassified into 700,000,000 Preferred B Shares with a par value of US\$0.0002 (₱0.01). The creation of a class of low par value voting preferred shares was authorized by the Board on June 18, 2010.

The Preferred A shares, which were subscribed to by International Container Terminal Holdings, Inc., are non-voting, entitled to dividend at rates to be fixed by the Board, non-cumulative, convertible to common shares under such terms to be provided by the Board, redeemable at such price and terms determined by the Board and have preference over common shares in the distribution of the assets of the Parent Company (see Note 15.1 to the 2024 Audited Annual Consolidated Financial Statements). The Board has not fixed the dividend rate and terms of conversion of Preferred A shares.

The Preferred B shares were issued to Achillion Holdings, Inc. (Achillion). Preferred B shares have the following features: voting; issued only to Philippine Nationals; not convertible into common shares; earn no dividend and redeemable at the option of the Board.

## PART III – FINANCIAL INFORMATION

### Item 6. Management’s Discussion and Analysis or Plan of Operations

The following discussion and analysis relate to the consolidated financial position and results of operations of ICTSI and its subsidiaries (collectively known as “ICTSI Group”) and should be read in conjunction with the accompanying audited consolidated financial statements and related notes as at and for the year ended December 31, 2024. References to “ICTSI”, “the Company”, and “Parent Company” pertain to ICTSI Parent Company, while references to “the Group” pertain to ICTSI and its subsidiaries.

#### 6.1 Overview

The Group is an international operator of common user container terminals serving the global container shipping industry. Its business is the acquisition, development, operation and management of container terminals focusing on facilities with total annual throughputs ranging from 50,000 to 3,500,000 TEUs. It also handles general cargoes and provides a number of ancillary services such as storage, container packing and unpacking, inspection, weighing, and services for refrigerated containers or reefers. As at March 5, 2025, the Group is involved in 32 terminal operations, including concessions and port development projects, in 19 countries worldwide. There are 10 terminal operations in the Philippines (including an inland container terminal, a barge terminal and combined terminal operations in Subic), four (4) in Brazil (including an intermodal rail ramp terminal and a Customs-bonded facility), two (2) in Papua New Guinea (PNG), and one (1) each in China, Indonesia, Ecuador, Poland, Georgia, Madagascar, Croatia, Honduras, Mexico, Iraq, Argentina, Democratic Republic (DR) of the Congo, Colombia, Australia, Cameroon and Nigeria.

ICTSI was established in 1987 in connection with the privatization of Manila International Container Terminal (MICT) in the Port of Manila, and has built upon the experience gained in rehabilitating, developing and operating MICT to establish an extensive international network of efficient and sustainable origin and destination gateway terminals in locations with supportive demographics, a favorable competitive environment and scope for operational improvements. International acquisitions throughout Asia, Europe, Middle East and Africa (EMEA), and Americas substantially contributed to the growth in volume, revenues, earnings before interest, taxes, depreciation and amortization (EBITDA), and net income. ICTSI’s business strategy is to continue to develop its existing portfolio of terminals, proactively seek acquisition opportunities that meet its investment criteria while delivering returns to the shareholders.

The Group operates principally in one industry segment which is cargo handling and related services. ICTSI has organized its business into three (3) geographical segments:

- Asia
  - Manila - Manila International Container Terminal, Port of Manila, Philippines (MICT)
  - Manila - Manila North Harbour Port, Inc., North Harbor, Manila, Philippines (MNHPI)
  - Misamis Oriental - Mindanao Container Terminal, Phividec Industrial Estate, Tagaluan, Philippines (MCT)
  - Zambales - Subic Bay International Terminal Corp., Subic Bay Freeport Zone, Olongapo City, Philippines (SBITC/ICTSI Subic)
  - General Santos - South Cotabato Integrated Port Services, Inc., Port of General Santos, Philippines (SCIPSI)
  - Iloilo - Visayas Container Terminal, Iloilo Commercial Port Complex, Philippines (VCT; *started April 1, 2024*)
  - Manila - Manila Multipurpose Terminal, Manila, Philippines (MMT)
  - Batangas - Bauan International Port, Inc., Bauan, Philippines (BIPI)

- Laguna - Laguna Gateway Inland Container Terminal, Calamba City, Laguna, Philippines (LGICT)
- Cavite - Cavite Gateway Terminal, Tanza, Cavite, Philippines (CGT)
- Australia - Victoria International Container Terminal Ltd., Webb Dock East, Port of Melbourne, Australia (VICT)
- China - Yantai International Container Terminals Ltd., Port of Yantai, Shandong Province, China (YICT)
- Papua New Guinea - Motukea International Terminal Ltd., Port of Motukea, Papua New Guinea (MITL) and South Pacific International Container Terminal Ltd., Port of Lae, Papua New Guinea (SPICTL)
- Indonesia - East Java Multipurpose Terminal, Tanjung Pakis Lamongan Public Terminal, East Java, Indonesia (EJMT); Makassar Terminal Services, Makassar, South Sulawesi, Indonesia (MTS; *ceased commercial operations on January 31, 2023*); and Olah Jasa Andal, Port of Tanjung Priok, Jakarta, Indonesia (OJA; *until February 1, 2024*)
- EMEA
  - Iraq - Basra Gateway Terminal, Port of Umm Qasr, Iraq (ICTSI Iraq)
  - Poland - Baltic Container Terminal Ltd., Gdynia, Poland (BCT)
  - Croatia - Adriatic Gate Container Terminal, Rijeka, Croatia (AGCT)
  - DR Congo - ICTSI D.R. Congo S.A., Matadi Gateway Terminal, Mbengu, Matadi, Democratic Republic of Congo (IDRC)
  - Madagascar - Madagascar International Container Terminal Services Ltd., Port of Toamasina, Toamasina, Madagascar (MICTSL)
  - Nigeria - Onne, Multipurpose Terminal, Port of Onne, Rivers State, Nigeria (OMT)
  - Georgia - Batumi International Container Terminal LLC, Port of Batumi, Batumi, Georgia (BICTL)
  - Cameroon - Kribi Multipurpose Terminal, Kribi, Cameroon (KMT)
  - Pakistan - Pakistan International Container Terminal, Port of Karachi, Karachi, Pakistan (PICT; *concession contract ended June 17, 2023*)
- Americas
  - Mexico - Contecon Manzanillo S.A. de C.V., Port of Manzanillo, Manzanillo, Mexico (CMSA)
  - Honduras - Operadora Portuaria Centroamericana, SA de CV, Puerto Cortés, Republic of Honduras (OPC)
  - Brazil - Tecon Suape, S.A., Suape, Brazil, Terminal de Contêineres (TSSA); Rio Brasil Terminal, Port of Rio de Janeiro City, Brazil (ICTSI Rio); iTracker, Floriano Intermodal Terminal, Barra Mansa, Rio de Janeiro State, Brazil (IRB Logistica); and CLIA Pouso Alegre, Minas Gerais, Brazil (*acquired on September 5, 2023*)
  - Ecuador - Contecon Guayaquil S.A., Port of Guayaquil, Guayaquil, Ecuador (CGSA)
  - Argentina - TecPlata S.A., Port of La Plata, Buenos Aires Province, Argentina (TecPlata)
  - Colombia - Sociedad Puerto Industrial de Aguadulce S.A., Port of Buenaventura, Buenaventura, Colombia (SPIA; *a joint venture*)

## 6.2 Results of Operations and Key Performance Indicators

### 6.2.1 Results of Operations

The following table shows a summary of the results of operations for the year ended December 31, 2024 as compared with the same period in 2023 and 2022 as derived from the accompanying audited consolidated financial statements:

**Table 6.1 Audited Consolidated Statements of Income**

For the Years Ended December 31					
<i>In thousands, except % change data</i>	2022	2023	2024	% Change 2022 vs 2023	% Change 2023 vs 2024
Gross revenues from port operations	US\$2,242,992	US\$2,388,326	<b>US\$2,739,524</b>	6.5	14.7
Revenues from port operations, net of port authorities' share	2,021,388	2,168,318	<b>2,506,676</b>	7.3	15.6
Total income (net revenues, interest, and other income)	2,095,894	2,259,871	<b>2,634,777</b>	7.8	16.6
Total expenses (operating, financing, and other expenses)	1,265,770	1,512,329	<b>1,428,956</b>	19.5	(5.5)
EBITDA <sup>1</sup>	1,409,273	1,505,614	<b>1,779,428</b>	6.8	18.2
EBIT <sup>2</sup>	1,142,555	1,211,182	<b>1,478,650</b>	6.0	22.1
Net income attributable to equity holders of the parent	618,465	511,530	<b>849,799</b>	(17.3)	66.1
<b>Earnings per share</b>					
Basic	US\$0.287	US\$0.238	<b>US\$0.408</b>	(17.3)	71.6
Diluted	0.287	0.237	<b>0.407</b>	(17.3)	71.9

<sup>1</sup> EBITDA is not a uniform or legally defined financial measure. It generally represents earnings before interest, taxes, depreciation and amortization. EBITDA is presented because the Group believes it is an important measure of its performance and liquidity. EBITDA is also frequently used by securities analysts, investors and other interested parties in the evaluation of companies in the industry.

The Group's EBITDA figures are not, however, readily comparable with other companies' EBITDA figures as they are calculated differently and thus, must be read in conjunction with related additional explanations. EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of the Group's results as reported under PFRS Accounting Standards. Some of the limitations concerning EBITDA are:

- EBITDA does not reflect cash expenditures or future requirements for capital expenditures or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for working capital needs;
- EBITDA does not reflect fixed (and in-substance fixed) port fees and lease payments that are accounted as concession assets under Philippine Interpretation IFRIC 12, *Service Concession Arrangements* and right-of-use assets under PFRS 16, *Leases*;
- EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest and distributions on perpetual securities or principal debt payments and perpetual security redemptions;
- Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in the industry may calculate EBITDA differently, which may limit its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered as a measure of discretionary cash available to the Group to invest in the growth of the business. The Group compensates for these limitations by relying primarily on the PFRS Accounting Standards results and uses EBITDA only as supplementary information.

<sup>2</sup> EBIT, or Earnings Before Interest and Taxes, is calculated by taking net revenues from port operations and deducting cash operating expenses, and depreciation and amortization.

The following table presents the computation of EBITDA as derived from the Group's consolidated net income attributable to equity holders of the parent for the year:

**Table 6.2 EBITDA Computation**

For the Years Ended December 31					
<i>In thousands, except % change data</i>	2022	2023	2024	% Change 2022 vs 2023	% Change 2023 vs 2024
Net income attributable to equity holders of the parent	US\$618,465	US\$511,530	<b>US\$849,799</b>	(17.3)	66.1
Non-controlling interests	59,002	69,596	<b>85,979</b>	18.0	23.5
Provision for income tax	152,658	166,416	<b>270,043</b>	9.0	62.3
Income before income tax	830,125	747,542	<b>1,205,821</b>	(9.9)	61.3
Add (deduct):					
Depreciation and amortization	266,718	294,432	<b>300,778</b>	10.4	2.2
Interest and other expenses	386,937	555,193	<b>400,930</b>	43.5	(27.8)
Interest and other income	(74,507)	(91,553)	<b>(128,101)</b>	22.9	39.9
EBITDA	US\$1,409,273	US\$1,505,614	<b>US\$1,779,428</b>	6.8	18.2

## 6.2.2 Key Performance Indicators

**Table 6.3 Key Performance Indicators**

	2022	2023	2024
Gross moves per hour per crane	12.0 - 31.1	12.3 - 30.0	<b>13.4 - 33.0</b>
Crane availability	52.9% - 98.8%	66.8% - 99.7%	<b>78.0% - 98.0%</b>
Berth utilization	22.3% - 77.9%	25.2% - 72.6%	<b>23.3% - 83.4%</b>
TEU volume growth	9.4%	4.4%	<b>2.5%</b>
Gross revenue growth	20.3%	6.5%	<b>14.7%</b>

The gross moves per hour per crane is a measure of crane productivity while working on vessels during discharging or loading operations. The crane availability relates to the efficiency of the maintenance of the crane. Berth utilization is a measure of how long the berth is utilized for a given period and this indicator measures the efficiency of the operations and the productivity on the vessel.

## 6.3 Comparison of Operating Results for the Years Ended December 31, 2023 and 2024

### 6.3.1 TEU Volume

The below table presents the volume (in TEU) handled by the Group for the years ended December 31, 2023 and 2024:

**Table 6.4 Volume**

	For the Years Ended December 31		
	2023	2024	% Change
Asia	6,570,833	<b>7,107,101</b>	8.2
Americas	3,653,516	<b>3,498,068</b>	(4.3)
EMEA	2,524,865	<b>2,461,780</b>	(2.5)
	12,749,214	<b>13,066,949</b>	2.5

The Group's consolidated volume increased by 2.5 percent to 13,066,949 TEUs for the year ended December 31, 2024 from 12,749,214 TEUs handled for the same period in 2023 mainly due to the new services and improvement in trade activities at certain terminals; and contribution of VCT; partially tapered by the decrease in volume of CGSA; and the impact of expiration of the concession contract at PICT, and sale of OJA. Excluding the impact of new (VCT) and discontinued (PICT, OJA and MTS) operations, consolidated volume would have increased by 5.1 percent for the year ended December 31, 2024.

Volume from the Asia segment, consisting of terminals in the Philippines, Australia, China, Papua New Guinea and Indonesia, increased by 8.2 percent to 7,107,101 TEUs for the year ended December 31, 2024 from 6,570,833 TEUs for the same period in 2023 mainly due to new services and improvement in trade activities largely at VICT and Philippine terminals, including contribution of VCT; partially tapered by the impact of sale of OJA. Excluding the impact of new and discontinued operations, volume from the Asia segment would have increased by 9.9 percent for the year ended December 31, 2024. The Asia operations accounted for 51.5 percent and 54.4 percent of the consolidated volume for the years ended December 31, 2023 and 2024, respectively.

Volume from the Americas segment, consisting of terminals in Mexico, Ecuador, Brazil, Honduras and Argentina, decreased by 4.3 percent to 3,498,068 TEUs for the year ended December 31, 2024 from 3,653,516 TEUs for the same period in 2023 mainly due to the decrease in volume of CGSA; partially tapered by the new services and improvement in trade activities largely at CMSA, TSSA and ICTSI Rio. The Americas operations accounted for 28.7 percent and 26.8 percent of the consolidated volume for the years ended December 31, 2023 and 2024, respectively.

Volume from the EMEA segment, consisting of terminals in Iraq, DR Congo, Poland, Pakistan, Georgia, Croatia, Madagascar and Nigeria, decreased by 2.5 percent to 2,461,780 TEUs for the year ended December 31, 2024 from 2,524,865 TEUs for the same period in 2023 mainly due to the impact of expiration of the concession contract at PICT; partially tapered by volume growth due to market recovery at BGT; and improvement in trade activities at BCT, IDRC and MICTSL. Excluding the impact of discontinued operations at PICT, volume from the EMEA segment would have increased by 6.5 percent for the year ended December 31, 2024. The EMEA operations accounted for 19.8 percent and 18.8 percent of the Group's consolidated volume for the years ended December 31, 2023 and 2024, respectively.

### 6.3.2 Total Income

Total income consists of: (1) Revenues from port operations, net of port authorities' share in gross revenues; (2) Interest income; (3) Foreign exchange gain and (4) Other income.

The table below illustrates the consolidated total income for the years ended December 31, 2023 and 2024:

**Table 6.5 Total Income**

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2023	2024	% Change
Gross revenues from port operations	US\$2,388,326	<b>US\$2,739,524</b>	14.7
Port authorities' share in gross revenues	220,008	<b>232,848</b>	5.8
Net revenues	2,168,318	<b>2,506,676</b>	15.6
Interest income	57,977	<b>71,547</b>	23.4
Foreign exchange gain	10,489	<b>19,599</b>	86.9
Other income	23,087	<b>36,954</b>	60.1
	US\$2,259,871	<b>US\$2,634,776</b>	16.6

For the year ended December 31, 2024, net revenues stood at 95.1 percent of the total consolidated income whereas interest income, foreign exchange gain, and other income accounted for 2.7 percent, 0.8 percent and 1.4 percent, respectively. For the same period in 2023, net revenues stood at 95.9 percent of the total consolidated income whereas interest income, foreign exchange gain, and other income accounted for 2.6 percent, 0.5 percent and 1.0 percent, respectively.

#### 6.3.2.1 Gross Revenues from Port Operations

Gross revenues from port operations include fees received for cargo handling, wharfage, berthing, storage, and special services.

The below table illustrates the consolidated gross revenues for the years ended December 31, 2023 and 2024:

**Table 6.6 Gross Revenues from Port Operations**

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2023	2024	% Change
Asia	US\$1,042,432	<b>US\$1,140,265</b>	9.4
Americas	855,615	<b>1,078,241</b>	26.0
EMEA	490,279	<b>521,018</b>	6.3
	US\$2,388,326	<b>US\$2,739,524</b>	14.7

The Group's consolidated gross revenues from port operations increased by 14.7 percent to US\$2,739.5 million for the year ended December 31, 2024 from US\$2,388.3 million for the same period in 2023 mainly due to volume growth with favorable container mix, tariff adjustments, higher revenues

from ancillary services, and growth in general cargo activities at certain terminals; partially tapered by volume-driven decrease in revenues at certain terminals; the impact of expiration of the concession contract at PICT, and sale of OJA; and unfavorable translation impact mainly of the depreciation of Brazilian Real (BRL)-based revenues at TSSA and ICTSI Rio, Nigerian Naira (NGN)-, Mexican Peso (MXN)- and Philippine Peso (PHP)-based revenues at OMT, CMSA and Philippine terminals, respectively. Excluding the impact of new (VCT and CLIA Pouso Alegre) and discontinued (PICT and OJA) operations, consolidated gross revenues would have increased by 15.3 percent for the year ended December 31, 2024.

Gross revenues from the Asia segment increased by 9.4 percent to US\$1,140.3 million for the year ended December 31, 2024 from US\$1,042.4 million for the same period in 2023 mainly due to volume-driven increase and tariff adjustments at VICT and certain Philippine terminals, including contribution of VCT; partially tapered by the impact of sale of OJA; and net unfavorable translation impact of certain currencies against US dollar. Excluding the impact of new and discontinued operations, gross revenues of Asia segment would have increased by 8.5 percent for the year ended December 31, 2024. The Asia operations captured 43.7 percent and 41.6 percent of the consolidated gross revenues for the years ended December 31, 2023 and 2024, respectively.

Gross revenues from the Americas segment increased by 26.0 percent to US\$1,078.2 million for the year ended December 31, 2024 from US\$855.6 million for the same period in 2023 mainly due to volume growth with favorable container mix, tariff adjustments and higher revenues from ancillary services largely at CMSA, ICTSI Rio, TSSA and OPC; partially tapered by volume-driven decrease in revenues at CGSA; and net unfavorable translation impact of foreign currency-denominated revenues against US dollar. Excluding the impact of new and discontinued operations, gross revenues of Americas segment would have increased by 25.5 percent for the year ended December 31, 2024. The Americas operations accounted for 35.8 percent and 39.4 percent of the consolidated gross revenues for the years ended December 31, 2023 and 2024, respectively.

Gross revenues from the EMEA segment increased by 6.3 percent to US\$521.0 million for the year ended December 31, 2024 from US\$490.3 million for the same period in 2023 due to volume-driven increase and higher revenues from ancillary services largely at IDRC, MICTSL, AGCT and ICTSI Iraq; partially tapered by the impact of expiration of the concession contract at PICT; and net unfavorable translation impact of foreign currency-denominated revenues against US dollar. Excluding the impact of discontinued operations at PICT, gross revenues of EMEA segment would have increased by 11.4 percent for the year ended December 31, 2024. The EMEA operations stood at 20.5 percent and 19.0 percent of the consolidated gross revenues for the years ended December 31, 2023 and 2024, respectively.

#### *6.3.2.2 Port Authorities' Share in Gross Revenues*

Port authorities' share in gross revenues, which represents the variable fees paid to Port Authorities by certain terminals, other than the minimum guaranteed variable fees or in-substance fixed fees that were capitalized as part of concession rights and right-of-use assets, and amortized on a straight-line basis over the term of the concession, increased by 5.8 percent to US\$232.8 million for the year ended December 31, 2024 from US\$220.0 million for the same period in 2023 as a result of higher revenues at some of these terminals.

#### *6.3.2.3 Interest Income, Foreign Exchange Gain, and Other Income*

Interest income increased by 23.4 percent to US\$71.5 million for the year ended December 31, 2024 from US\$58.0 million for the same period in 2023 mainly due to interest earned from short-term investments and deposits at certain terminals.

Foreign exchange gain increased by 86.9 percent to US\$19.6 million for the year ended December 31, 2024 from US\$10.5 million for the same period in 2023 mainly due to the favorable translation impact of certain currencies against US dollar.

Other income increased by 60.1 percent to US\$37.0 million for the year ended December 31, 2024 from US\$23.1 million for the same period in 2023 mainly due to nonrecurring income from the settlement of legal claims.

### 6.3.3 Total Expense

The table below shows the breakdown of total expenses for the years ended December 31, 2023 and 2024:

**Table 6.7 Total Expenses**

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2023	2024	% Change
Manpower costs	US\$329,115	<b>US\$365,862</b>	11.2
Equipment and facilities-related expenses	167,837	<b>187,400</b>	11.7
Administrative and other operating expenses	165,752	<b>173,986</b>	5.0
Total cash operating expenses	662,704	<b>727,248</b>	9.7
Depreciation and amortization	294,432	<b>300,778</b>	2.2
Interest expense and financing charges on borrowings	140,333	<b>159,280</b>	13.5
Interest expense on concession rights payable	64,519	<b>63,313</b>	(1.9)
Interest expense on lease liabilities	133,793	<b>138,035</b>	3.2
Equity in net loss of joint ventures	9,809	<b>5,457</b>	(44.4)
Foreign exchange loss and other expenses	206,739	<b>34,845</b>	(83.1)
Total expenses	US\$1,512,329	<b>US\$1,428,956</b>	(5.5)

Total cash operating expenses of the Group increased by 9.7 percent to US\$727.2 million for the year ended December 31, 2024 from US\$662.7 million for the same period in 2023 mainly driven by volume-driven increase in operating expenses, including increases related to the growth in revenue generating ancillary services and general cargo activities at certain terminals; and increase in government-mandated and contracted salary rate adjustments, including benefits; partially tapered by the impact of expiration of the concession contract at PICT; continuous cost optimization measures implemented; and favorable foreign exchange effect mainly of BRL-based expenses at TSSA and ICTSI Rio, NGN- and PHP-based expenses at OMT and Philippine terminals, respectively. Excluding the impact of new and discontinued operations, consolidated cash operating expenses would have increased by 10.5 percent for the year ended December 31, 2024.

Expense accounts for the year ended December 31, 2024 with variances of plus or minus 5.0 percent against December 31, 2023 balances are discussed, as follows:

#### 6.3.3.1 Manpower Costs

Manpower costs increased by 11.2 percent to US\$365.9 million for year ended December 31, 2024 from US\$329.1 million for the same period in 2023 primarily due to government-mandated and contracted salary rate adjustments, including benefits, and volume-driven increase in headcount at certain terminals; partially tapered by the decrease in manpower costs at CGSA; the impact of expiration of the concession contract at PICT; continuous cost optimization measures implemented; and net favorable translation impact of foreign currency-denominated manpower costs against US dollar. Excluding the impact of new and discontinued operations, consolidated manpower costs would have increased by 11.7 percent for the year ended December 31, 2024.

Manpower costs accounted for 49.7 percent and 50.3 percent of consolidated cash operating expenses for the years ended December 31, 2023 and 2024, respectively.

#### *6.3.3.2 Equipment and Facilities-related Expenses*

Equipment and facilities-related expenses consist mainly of repairs and maintenance costs of port equipment and facilities, power and light, tools expenses, equipment rentals, and fuel, oil and lubricants.

Equipment and facilities-related expenses increased by 11.7 percent to US\$187.4 million for the year ended December 31, 2024 from US\$167.8 million for the same period in 2023 mainly due to volume/revenue-driven increase in equipment repairs and maintenance, and outsourced facilities and services; partially tapered by the decrease in power and fuel at CGSA; the impact of expiration of the concession contract at PICT; continuous cost optimization measures implemented; and net favorable translation impact of foreign currency-denominated equipment and facilities-related expenses against US dollar. Excluding the impact of new and discontinued operations, consolidated equipment and facilities-related expenses would have increased by 13.9 percent for the year ended December 31, 2024.

Equipment and facilities-related expenses represented 25.3 percent and 25.8 percent of consolidated cash operating expenses for the years ended December 31, 2023 and 2024, respectively.

#### *6.3.3.3 Administrative and Other Operating Expenses*

Administrative and other operating expenses increased by 5.0 percent to US\$174.0 million for the year ended December 31, 2024 from US\$165.8 million for the same period in 2023 driven by increases in sponsorships, insurance, IT cost, and taxes linked to revenues; partially tapered by decreases in provision for claims and losses, transportation and travel, professional fees, and the general impact of continuous cost optimization measures implemented. Excluding the impact of new and discontinued operations, consolidated administrative and other operating expenses would have increased by 4.8 percent for the year ended December 31, 2024.

Administrative and other operating expenses stood at 25.0 percent and 23.9 percent of consolidated cash operating expenses for the years ended December 31, 2023 and 2024, respectively.

#### *6.3.3.4 Interest and Financing Charges on Borrowings*

Interest and financing charges on borrowings increased by 13.5 percent to US\$159.3 million for the year ended December 31, 2024 from US\$140.3 million for the same period in 2023 primarily due to higher average loan balance.

#### *6.3.3.5 Equity in Net Loss of Joint Ventures*

Equity in net loss of joint ventures decreased by 44.4 percent to US\$5.5 million for the year ended December 31, 2024 from US\$9.8 million for the same period in 2023 mainly from equity in lower net loss of SPIA.

#### *6.3.3.6 Foreign Exchange Loss and Other Expenses*

Foreign exchange loss and other expenses decreased by 83.1 percent to US\$34.8 million for the year ended December 31, 2024 from US\$206.7 million for the same period in 2023 mainly due to the nonrecurring impairment charge on non-financial assets in 2023, including goodwill attributed to PICT, amounting to \$165.3 million; complemented with lower foreign exchange loss arising from the

unfavorable translation impact of certain currencies against US dollar during the year; partially tapered by nonrecurring loss on sale of OJA in 2024.

#### 6.3.4 EBITDA and EBIT

Consolidated EBITDA increased by 18.2 percent to US\$1,779.4 million for the year ended December 31, 2024 from US\$1,505.6 million for the same period in 2023 mainly due to higher revenues partially tapered by the increase in cash operating expenses. EBITDA margin increased to 65.0 percent in 2024 from 63.0 percent in 2023. Excluding the impact of new and discontinued operations, EBITDA would have increased by 18.8 percent for the year ended December 31, 2024.

Meanwhile, consolidated EBIT increased by 22.1 percent to US\$1,478.7 million for the year ended December 31, 2024 from US\$1,211.2 million for the same period in 2023 mainly due to higher EBITDA, partially tapered by increase in depreciation and amortization charges. EBIT margin increased to 54.0 percent in 2024 from 50.7 percent in 2023. Excluding the impact of new and discontinued operations, EBIT would have increased by 22.5 percent for the year ended December 31, 2024.

#### 6.3.5 Income Before Income Tax and Provision for Income Tax

Consolidated income before income tax increased by 61.3 percent to US\$1,205.8 million for the year ended December 31, 2024 from US\$747.5 million for the same period in 2023 primarily due to the nonrecurring impairment charge on non-financial assets in 2023 amounting to \$165.3 million; complemented with higher operating income during the year, including interest on short-term investments and deposits; decreases in equity in net loss of joint ventures, interest on concession rights payable; and net favorable translation impact of certain currencies against US dollar; partially tapered by increases in interests on loans and lease liabilities, and depreciation and amortization. Excluding the impact of nonrecurring gains and losses, consolidated income before income tax would have increased by 30.0 percent.

The ratio of consolidated income before income tax to consolidated gross revenues stood at 31.3 percent and 44.0 percent in 2023 and 2024, respectively.

Consolidated provision for income taxes increased by 62.3 percent to US\$270.0 million for the year ended December 31, 2024 from US\$166.4 million for the same period in 2023. Effective income tax rate in 2023 and 2024 stood at 22.3 percent and 22.4 percent, respectively. Increase in the provision for income taxes from prior period is mainly due to stronger results of operations of the Group.

#### 6.3.6 Net Income

Consolidated net income increased by 61.0 percent to US\$935.8 million for the year ended December 31, 2024 from US\$581.1 million for the same period in 2023. The ratio of consolidated net income to gross revenues from port operations stood at 24.3 percent and 34.2 percent in 2023 and 2024, respectively. Excluding the impact of nonrecurring gains and losses, consolidated net income would have increased by 22.8 percent.

Consolidated net income attributable to equity holders of the Parent increased by 66.1 percent to US\$849.8 million for the year ended December 31, 2024 from US\$511.5 million for the same period in 2023. Excluding the impact of nonrecurring gains and losses, consolidated net income attributable to equity holders would have increased by 22.8 percent.

Basic earnings per share increased to US\$0.408 in 2024 from US\$0.238 in 2023. Diluted earnings per share increased to US\$0.407 in 2024 from US\$0.237 in 2023.

## 6.4 Comparison of Operating Results for the Years Ended December 31, 2022 and 2023

### 6.4.1 TEU Volume

The below table presents the volume (in TEU) handled by the Group for the years ended December 31, 2022 and 2023:

**Table 6.8 Volume**

	For the Years Ended December 31		
	2022	2023	% Change
Asia	6,129,900	<b>6,570,833</b>	7.2
Americas	3,429,002	<b>3,653,516</b>	6.5
EMEA	2,657,288	<b>2,524,865</b>	(5.0)
	12,216,190	<b>12,749,214</b>	4.4

The Group's consolidated volume increased by 4.4 percent to 12,749,214 TEUs for the year ended December 31, 2023 from 12,216,190 TEUs handled for the same period in 2022 mainly due to the contribution of MNHPI that was consolidated starting September 2022; improvement in trade activities, and new and additional services at certain terminals; partially tapered by the impact of expiration of the concession contract at PICT; termination of cargo handling operations at MTS; and slowdown in trade activities at few terminals. Excluding MNHPI and discontinued operations (PICT, MTS and DIPSSCOR), consolidated volume would have increased by 1.6 percent for the year ended December 31, 2023.

Volume from the Asia segment, consisting of terminals in the Philippines, Australia, China, Papua New Guinea and Indonesia, increased by 7.2 percent to 6,570,833 TEUs for the year ended December 31, 2023 from 6,129,900 TEUs for the same period in 2022 mainly due to the contribution of MNHPI; partially tapered by lower trade volumes at VICT, certain Philippine terminals and OJA; and the termination of cargo handling operations at MTS. Excluding the contribution of MNHPI, and impact of discontinued operations at MTS and DIPSSCOR, volume from the Asia segment would have decreased by 5.1 percent for the year ended December 31, 2023. The Asia operations accounted for 50.2 percent and 51.5 percent of the consolidated volume for the years ended December 31, 2022 and 2023, respectively.

Volume from the Americas segment, consisting of terminals in Mexico, Ecuador, Brazil, Honduras and Argentina, increased by 6.5 percent to 3,653,516 TEUs for the year ended December 31, 2023 from 3,429,002 TEUs for the same period in 2022 mainly due to improvement in trade activities, and new and additional services at CGSA, CMSA and ICTSI Rio; partially tapered by lower trade volume at OPC. The Americas operations accounted for 28.1 percent and 28.7 percent of the consolidated volume for the years ended December 31, 2022 and 2023, respectively.

Volume from the EMEA segment, consisting of terminals in Iraq, DR Congo, Poland, Pakistan, Georgia, Croatia, Madagascar and Nigeria, decreased by 5.0 percent to 2,524,865 TEUs for the year ended December 31, 2023 from 2,657,288 TEUs for the same period in 2022 mainly due to expiration of the concession contract at PICT; partially tapered by volume growth due to market recovery at BGT. Excluding the contribution of PICT, volume from the EMEA segment would have increased by 11.2 percent for the year ended December 31, 2023. The EMEA operations accounted for 21.7 percent and 19.8 percent of the Group's consolidated volume for the years ended December 31, 2022 and 2023, respectively.

#### 6.4.2 Total Income

Total income consists of: (1) Revenues from port operations, net of port authorities' share in gross revenues; (2) Interest income; (3) Foreign exchange gain; (4) Equity in net profit of joint ventures; and (5) Other income.

The table below illustrates the consolidated total income for the years ended December 31, 2022 and 2023:

**Table 6.9 Total Income**

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2022	2023	% Change
Gross revenues from port operations	US\$2,242,992	<b>US\$2,388,326</b>	6.5
Port authorities' share in gross revenues	221,604	<b>220,008</b>	(0.7)
Net revenues	2,021,388	<b>2,168,318</b>	7.3
Interest income	39,052	<b>57,977</b>	48.5
Foreign exchange gain	14,471	<b>10,489</b>	(27.5)
Equity in net profit of joint ventures	1,987	–	(100.0)
Other income	18,996	<b>23,087</b>	21.5
	US\$2,095,894	<b>US\$2,259,871</b>	7.8

For the year ended December 31, 2023, net revenues stood at 95.9 percent of the total consolidated income while interest income, foreign exchange gain, and other income accounted for 2.6 percent, 0.5 percent and 1.0 percent, respectively. For the same period in 2022, net revenues stood at 96.4 percent of the total consolidated income while interest income, foreign exchange gain, equity in net profit of joint ventures, and other income accounted for 1.9 percent, 0.7 percent, 0.1 percent and 0.9 percent, respectively.

##### 6.4.2.1 Gross Revenues from Port Operations

Gross revenues from port operations include fees received for cargo handling, wharfage, berthing, storage, and special services.

The below table illustrates the consolidated gross revenues for the years ended December 31, 2022 and 2023:

**Table 6.10 Gross Revenues from Port Operations**

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2022	2023	% Change
Asia	US\$1,015,533	<b>US\$1,042,432</b>	2.6
Americas	759,825	<b>855,615</b>	12.6
EMEA	467,634	<b>490,279</b>	4.8
	US\$2,242,992	<b>US\$2,388,326</b>	6.5

The Group's consolidated gross revenues from port operations increased by 6.5 percent to US\$2,388.3 million for the year ended December 31, 2023 from US\$2,243.0 million for the same period in 2022 mainly due to the contribution of MNHPI; tariff adjustments, volume growth and higher revenues from ancillary services and general cargo business at certain terminals; and favorable translation impact mainly of Mexican Peso (MXN)- and Iraqi Dinar (IQD)-based revenues at CMSA and ICTSI Iraq, respectively, and Brazilian Real (BRL)-based revenues at TSSA and ICTSI Rio; partially tapered by the expiration of the concession contract at PICT; slowdown in trade activities and lower revenue from ancillary services largely at VICT and MICT; and unfavorable translation impact mainly of Philippine Peso (PHP)-, Nigerian Naira (NGN)- and Australian Dollars (AUD)-based revenues at Philippine terminals, OMT and VICT, respectively. Excluding the contribution of MNHPI, and impact of new

businesses [EJMT, SBI (acquired in December 2022), CM Logista (started operations in August 2022, CLI (started operations in July 2023) and CLIA Pouso Alegre] and discontinued businesses (PICT, MTS, DIPSSCOR and HIPS), consolidated gross revenues would have increased by 5.5 percent for the year ended December 31, 2023.

Gross revenues from the Asia segment increased by 2.6 percent to US\$1,042.4 million for the year ended December 31, 2023 from US\$1,015.5 million for the same period in 2022 mainly due to the contribution of MNHPI; higher revenues from ancillary services and general cargo business, and tariff adjustments at certain Philippine terminals; partially tapered by slowdown in trade activities lower revenue from ancillary services largely at VICT and MICT; and unfavorable translation impact mainly of PHP- and AUD-based revenues at Philippine terminals and VICT, respectively. Excluding the contribution of MNHPI, and impact of new (EJMT, SBI and CLI) and discontinued (DIPSSCOR, MTS and HIPS) businesses, gross revenues of Asia segment would have decreased by 3.5 percent for the year ended December 31, 2023. The Asia operations captured 45.3 percent and 43.7 percent of the consolidated gross revenues for the years ended December 31, 2022 and 2023, respectively.

Gross revenues from the Americas segment increased by 12.6 percent to US\$855.6 million for the year ended December 31, 2023 from US\$759.8 million for the same period in 2022 mainly due to volume growth, favorable cargo mix, tariff adjustments and higher revenue from ancillary services at certain terminals; contribution of iTracker business at IRB Logistica; and favorable translation impact of MXN-based revenues at CMSA, and BRL-based revenues at TSSA and ICTSI Rio. Excluding the contribution of new businesses (CLIA Pouso Alegre and CM Logista), gross revenues of Americas segment would have increased by 12.4 percent for the year ended December 31, 2023. The Americas operations accounted for 33.9 percent and 35.8 percent of the consolidated gross revenues for the years ended December 31, 2022 and 2023, respectively.

Gross revenues from the EMEA segment increased by 4.8 percent to US\$490.3 million for the year ended December 31, 2023 from US\$467.6 million for the same period in 2022 mainly due to volume growth driven by market recovery at ICTSI Iraq, including favorable translation impact of IQD-based revenues; tariff adjustments and increase in trade activities at MICTSL and IDRC; partially tapered by the expiration of the concession contract at PICT; and unfavorable translation impact mainly of NGN-based revenues at OMT. Excluding PICT, gross revenues of EMEA segment would have increased by 14.4 percent for the year ended December 31, 2023. The EMEA operations stood at 20.8 percent and 20.5 percent of the consolidated gross revenues for the years ended December 31, 2022 and 2023, respectively.

#### *6.4.2.2 Port Authorities' Share in Gross Revenues*

Port authorities' share in gross revenues, which represents the variable fees paid to Port Authorities by certain terminals, other than the minimum guaranteed variable fees or in-substance fixed fees that were capitalized as part of concession rights and right-of-use assets, and amortized on a straight-line basis over the term of the concession, marginally decreased by 0.7 percent to US\$220.0 million for the year ended December 31, 2023 from US\$221.6 million for the same period in 2022 as a result of lower volume and revenues at some of these terminals.

#### *6.4.2.3 Interest Income, Foreign Exchange Gain, Equity in Net Profit of Joint Ventures and Other Income*

Consolidated interest income increased by 48.5 percent to US\$58.0 million for the year ended December 31, 2023 from US\$39.1 million for the same period in 2022 mainly due to higher interest earned from short-term deposits and government-issued debt securities at certain terminals.

Foreign exchange gain decreased by 27.5 percent to US\$10.5 million for the year ended December 31, 2023 from US\$14.5 million for the same period in 2022 mainly due to the unfavorable translation impact of certain currencies against US dollar. Foreign exchange gain mainly arises from the settlement and translation or restatement adjustments of foreign currency-denominated monetary assets and liabilities.

Equity in net profit of joint ventures amounted to nil for the year ended December 31, 2023 from US\$2.0 million for the same period in 2022 mainly due to the consolidation of MNHPI effective September 2022, that contributed positive equity in net earnings as a joint venture prior to its consolidation.

Other income increased by 21.5 percent to US\$23.1 million for the year ended December 31, 2023 from US\$19.0 million for the same period in 2022. Other income includes the Group's rental income, gain from disposals of assets and settlement of claims, and sundry income accounts.

### 6.4.3 Total Expenses

The table below shows the breakdown of total expenses for the years ended December 31, 2022 and 2023:

**Table 6.11 Total Expenses**

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2022	2023	% Change
Manpower costs	US\$299,779	<b>US\$329,115</b>	9.8
Equipment and facilities-related expenses	166,228	<b>167,837</b>	1.0
Administrative and other operating expenses	146,108	<b>165,752</b>	13.4
Total cash operating expenses	612,115	<b>662,704</b>	8.3
Depreciation and amortization	266,718	<b>294,432</b>	10.4
Interest expense and financing charges on borrowings	126,471	<b>140,333</b>	11.0
Interest expense on concession rights payable	62,699	<b>64,519</b>	2.9
Interest expense on lease liabilities	119,722	<b>133,793</b>	11.8
Equity in net loss of joint ventures	–	<b>9,809</b>	100.0
Foreign exchange loss and other expenses	78,045	<b>206,739</b>	164.9
<b>Total expenses</b>	<b>US\$1,265,770</b>	<b>US\$1,512,329</b>	<b>19.5</b>

Total cash operating expenses of the Group increased by 8.3 percent to US\$662.7 million for the year ended December 31, 2023 from US\$612.1 million for the same period in 2022 mainly due to the costs contribution of MNHPI, and of iTracker business at IRB Logistica; government-mandated and contracted salary rate adjustments, including benefits; volume-driven increase in contracted services, repairs and maintenance, professional fees, including business development-related costs, and transportation and travel; and unfavorable foreign exchange effect mainly of MXN-based expenses at CMSA; partially tapered by the expiration of the concession contract at PICT, and termination of cargo handling operations at DIPSSCOR and MTS; decrease in power costs mainly at MICT; continuous cost optimization measures implemented; and favorable foreign exchange effect mainly of NGN-, PHP- and AUD-based expenses at OMT, Philippine terminals and VICT, respectively. Excluding contribution of MNHPI, and new and discontinued businesses (mainly PICT), consolidated cash operating expenses would have increased by 7.8 percent for the year ended December 31, 2023.

#### 6.4.3.1 Manpower Costs

Manpower costs increased by 9.8 percent to US\$329.1 million for year ended December 31, 2023 from US\$299.8 million for the same period in 2022 primarily due to the costs contribution of MNHPI, and of iTracker business at IRB Logistica; government-mandated and contracted salary rate adjustments, including benefits, at certain terminals; volume-driven increase in contracted services; and unfavorable

foreign exchange effect mainly of MXN-based manpower costs at CMSA; partially tapered by continuous cost optimization measures implemented; favorable foreign exchange effect mainly of NGN-, AUD- and PHP-based manpower costs at OMT, VICT and Philippine terminals, respectively; and expiration of concession contract at PICT, and termination of cargo handling operations at DIPSSCOR and MTS. Excluding contribution of MNHPI, and new and discontinued businesses (mainly PICT), consolidated manpower costs would have increased by 9.4 percent for the year ended December 31, 2023.

Manpower costs accounted for 49.0 percent and 49.7 percent of consolidated cash operating expenses for the years ended December 31, 2022 and 2023, respectively.

#### *6.4.3.2 Equipment and Facilities-related Expenses*

Equipment and facilities-related expenses consist mainly of repairs and maintenance costs of port equipment and facilities, power and light, tools expenses, equipment rentals, and fuel, oil and lubricants.

Equipment and facilities-related expenses increased by 1.0 percent to US\$167.8 million for the year ended December 31, 2023 from US\$166.2 million for the same period in 2022 mainly due to the costs contribution of MNHPI, and of iTracker business at IRB Logistica; increase in equipment repairs and maintenance at certain terminals; and unfavorable foreign exchange effect mainly of MXN-based equipment and facilities-related expenses at CMSA; partially tapered by the expiration of the concession contract at PICT, and termination of cargo handling operations at MTS and DIPSSCOR; decrease in power costs, fuel, and equipment rentals at certain terminals; and favorable foreign exchange effect mainly of NGN-based equipment and facilities-related expenses at OMT. Excluding contribution of MNHPI, and new and discontinued businesses (mainly PICT), consolidated equipment and facilities-related expenses would have marginally increased by 0.8 percent for the year ended December 31, 2023.

Equipment and facilities-related expenses represented 27.1 percent and 25.3 percent of consolidated cash operating expenses for the years ended December 31, 2022 and 2023, respectively.

#### *6.4.3.3 Administrative and Other Operating Expenses*

Administrative and other operating expenses increased by 13.4 percent to US\$165.8 million for the year ended December 31, 2023 from US\$146.1 million for the same period in 2022 driven by increases in professional fees, including business development-related costs, transportation and travel, taxes linked to revenues, sponsorships, and security costs; and the costs contribution of MNHPI; partially tapered by the general impact of continuous cost optimization measures implemented. Excluding contribution of MNHPI, and new and discontinued businesses, consolidated administrative and other operating expenses would have increased by 12.1 percent for the year ended December 31, 2023.

Administrative and other operating expenses stood at 23.9 percent and 25.0 percent of consolidated cash operating expenses for the years ended December 31, 2022 and 2023, respectively.

#### *6.4.3.4 Depreciation and Amortization*

Depreciation and amortization expense increased by 10.4 percent to US\$294.4 million for the year ended December 31, 2023 from US\$266.7 million for the same period in 2022 mainly driven by the cost contribution of MNHPI; acquisition of additional fixed assets and expansion projects at number of terminals, mainly at MICT; unfavorable translation impact of MXN-based depreciation and amortization charges at CMSA; increase in right-of-use asset as a result of remeasurement of lease liabilities at certain terminals, and new leases of equipment at IRB Logistica; partially tapered by favorable translation impact of NGN- and AUD-based depreciation and amortization charges at OMT and VICT, respectively. Excluding contribution of MNHPI, and new and discontinued businesses, depreciation and amortization

expense would have increased by 4.7 percent for the year ended December 31, 2023.

#### *6.4.3.5 Interest Expense and Financing Charges on Borrowings*

Interest and financing charges on borrowings increased by 11.0 percent to US\$140.3 million for the year ended December 31, 2023 from US\$126.5 million for the same period in 2022 primarily due to short-term and long-term loans availed by the Group; higher floating interest rate on certain loans; partially tapered by redemption of medium-term notes in January 2023.

#### *6.4.3.6 Interest Expense on Lease Liabilities*

Interest expense on lease liabilities increased by 11.8 percent to US\$133.8 million for the year ended December 31, 2023 from US\$119.7 million for the same period in 2022 mainly due to the renewal of the concession contract at BCT; remeasurement of lease liabilities at certain terminals; contract extension at OMT; and unfavorable translation impact of MXN- and BRL-based interest expenses at CMSA and TSSA, respectively; partially tapered by favorable translation impact of AUD-based interest expense at VICT.

#### *6.4.3.7 Equity in Net Loss of Joint Ventures*

Equity in net loss of joint ventures amounted to US\$9.8 million for the year ended December 31, 2023 mainly from equity in net losses of SPIA and FAMI.

#### *6.4.3.8 Foreign Exchange Loss and Other Expenses*

Foreign exchange loss and other expenses increased to US\$206.7 million for the year ended December 31, 2023 from US\$78.0 million for the same period in 2022 mainly due to the nonrecurring impairment charge on non-financial assets, including goodwill attributed to PICT, amounting to \$165.3 million; and higher foreign exchange loss arising from the unfavorable translation impact of certain currencies against US dollar.

#### **6.4.4 EBITDA and EBIT**

Consolidated EBITDA increased by 6.8 percent to US\$1,505.6 million for the year ended December 31, 2023 from US\$1,409.3 million for the same period in 2022 mainly due to higher revenues, partially tapered by the increase in cash operating expenses. EBITDA margin increased to 63.0 percent in 2023 from 62.8 percent in 2022. Excluding contribution of MNHPI, and new and discontinued businesses (mainly PICT), EBITDA would have increased by 5.3 percent for the year ended December 31, 2023.

Meanwhile, consolidated EBIT increased by 6.0 percent to US\$1,211.2 million for the year ended December 31, 2023 from US\$1,142.6 million for the same period in 2022 mainly due to higher EBITDA, partially tapered by increase in depreciation and amortization charges. EBIT margin decreased to 50.7 percent in 2023 from 50.9 percent in 2022. Excluding contribution of MNHPI, and new and discontinued businesses (mainly PICT), EBIT would have increased by 5.4 percent for the year ended December 31, 2023.

#### **6.4.5 Income Before Income Tax and Provision for Income Tax**

Consolidated income before income tax decreased by 9.9 percent to US\$747.5 million for the year ended December 31, 2023 from US\$830.1 million for the same period in 2022 primarily due to nonrecurring impairment charge on non-financial assets amounting to \$165.3 million; and increases in depreciation and amortization, and interests on loans, lease liabilities and concession rights payable; partially tapered by

higher operating income, and interest earned from short-term investments and deposits; and lower COVID-19-related costs. Excluding impact of nonrecurring impairment charge, contribution of MNHPI, and new and discontinued businesses, consolidated income before income tax would have increased by 8.3 percent.

The ratio of consolidated income before income tax to consolidated gross revenues stood at 37.0 percent and 31.3 percent in 2022 and 2023, respectively.

Consolidated provision for current and deferred income taxes increased by 9.0 percent to US\$166.4 million for the year ended December 31, 2023 from US\$152.7 million for the same period in 2022 mainly due to the higher taxable income at certain terminals, and contribution of MNHPI. Effective income tax rate in 2022 and 2023 stood at 18.4 percent and 22.3 percent, respectively. Excluding impact of nonrecurring impairment charge, effective income tax rate would have been 18.0 percent and 18.2 percent in 2022 and 2023, respectively.

#### 6.4.6 Net Income

Consolidated net income decreased by 14.2 percent to US\$581.1 million for the year ended December 31, 2023 from US\$677.5 million for the same period in 2022 primarily due to nonrecurring impairment charge on non-financial assets amounting to \$165.3 million. The ratio of consolidated net income to gross revenues from port operations stood at 30.2 percent and 24.3 percent in 2022 and 2023, respectively. Excluding impact of nonrecurring impairment charge, contribution of MNHPI, and new and discontinued businesses, consolidated net income would have increased by 8.6 percent.

Consolidated net income attributable to equity holders decreased by 17.3 percent to US\$511.5 million for the year ended December 31, 2023 from US\$618.5 million for the same period in 2022. Excluding impact of nonrecurring impairment charge, contribution of MNHPI, and new and discontinued businesses, consolidated net income attributable to equity holders would have increased by 8.4 percent.

Basic earnings per share decreased to US\$0.238 in 2023 from US\$0.287 in 2022. Diluted earnings per share decreased to US\$0.237 in 2023 from US\$0.287 in 2022.

## 6.5 Comparison of Operating Results for the Years Ended December 31, 2021 and 2022

### 6.5.1 TEU Volume

The below table presents the volume (in TEU) handled by the Group for the years ended December 31, 2021 and 2022:

**Table 6.12**      **Volume**

	For the Years Ended December 31		
	2021	2022	% Change
Asia	5,128,783	<b>6,129,900</b>	19.5
Americas	3,377,135	<b>3,429,002</b>	1.5
EMEA	2,657,555	<b>2,657,288</b>	(0.0)
	11,163,473	<b>12,216,190</b>	9.4

The Group's consolidated volume increased by 9.4 percent to 12,216,190 TEUs for the year ended December 31, 2022 from 11,163,473 TEUs handled for the same period in 2021 primarily due to consolidation of MNHPI starting September 2022; volume growth and improvement in trade activities as economies continue to recover from the impact of the COVID-19 pandemic and lockdown restrictions; and new shipping lines and services at certain terminals. Excluding MNHPI, OMT (started commercial

operations in May 2021) and DIPSSCOR (ceased commercial operations on June 30, 2022), consolidated volume would have increased by 5.3 percent.

Volume from the Asia segment, consisting of terminals in the Philippines, Australia, China, Papua New Guinea and Indonesia, increased by 19.5 percent to 6,129,900 TEUs for the year ended December 31, 2022 from 5,128,783 TEUs for the same period in 2021 mainly due to the contribution of MNHPI; strong volume growth and recovery at MICT; higher vessel calls at OJA; new services at VICT; and increased trade activities at YICT; slightly tapered by termination of cargo handling services at DIPSSCOR. Excluding MNHPI and DIPSSCOR, volume of Asia segment would have increased by 11.1 percent in 2022. The Asia operations accounted for 45.9 percent and 50.2 percent of the consolidated volume for the years ended December 31, 2021 and 2022, respectively.

Volume from the Americas segment, consisting of terminals in Mexico, Ecuador, Brazil, Honduras and Argentina, increased by 1.5 percent to 3,429,002 TEUs for the year ended December 31, 2022 from 3,377,135 TEUs for the same period in 2021 mainly due to increased trade activities at OPC; partially tapered by decrease in trade volume at CGSA; and reduced vessel calls at TSSA. The Americas operations accounted for 30.3 percent and 28.1 percent of the consolidated volume for the years ended December 31, 2021 and 2022, respectively.

Volume from the EMEA segment, consisting of terminals in Iraq, DR Congo, Poland, Pakistan, Georgia, Croatia, Madagascar and Nigeria, remained flat at 2,657,288 TEUs for the year ended December 31, 2022 from 2,657,555 TEUs for the same period in 2021 primarily due to the offsetting impact of the decrease in trade activities at PICT and BCT; tapered by increased trade volume at AGCT; market recovery at ICTSI Iraq; and contribution of OMT. Excluding the contribution of OMT, volume of EMEA segment would have decreased by 1.1 percent. The EMEA operations accounted for 23.8 percent and 21.7 percent of the Group's consolidated volume for the years ended December 31, 2021 and 2022, respectively.

## 6.5.2 Total Income

Total income consists of: (1) Revenues from port operations, net of port authorities' share in gross revenues; (2) Interest income; (3) Foreign exchange gain; (4) Equity in net profit of joint ventures; and (5) Other income.

The table below illustrates the consolidated total income for the years ended December 31, 2021 and 2022:

**Table 6.13 Total Income**

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2021	2022	% Change
Gross revenues from port operations	US\$1,865,021	<b>US\$2,242,992</b>	20.3
Port authorities' share in gross revenues	202,639	<b>221,604</b>	9.4
Net revenues	1,662,382	<b>2,021,388</b>	21.6
Interest income	22,213	<b>39,052</b>	75.8
Foreign exchange gain	8,109	<b>14,471</b>	78.5
Equity in net profit of joint ventures	–	<b>1,987</b>	100.0
Other income	29,835	<b>18,996</b>	(36.3)
	US\$1,722,539	<b>US\$2,095,894</b>	21.7

For the year ended December 31, 2022, net revenues stood at 96.4 percent of the total consolidated income while interest income, foreign exchange gain, equity in net profit of joint ventures, and other income accounted for 1.9 percent, 0.7 percent, 0.1 percent and 0.9 percent, respectively. For the same period in 2021, net revenues stood at 96.5 percent of the total consolidated income while interest income, foreign exchange gain, and other income accounted for 1.3 percent, 0.5 percent and 1.7 percent, respectively.

### 6.5.2.1 Gross Revenues from Port Operations

Gross revenues from port operations include fees received for cargo handling, wharfage, berthing, storage, and special services.

The below table illustrates the consolidated gross revenues for the years ended December 31, 2021 and 2022:

**Table 6.14 Gross Revenues from Port Operations**

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2021	2022	% Change
Asia	US\$836,614	<b>US\$1,015,533</b>	21.4
Americas	602,509	<b>759,825</b>	26.1
EMEA	425,898	<b>467,634</b>	9.8
	US\$1,865,021	<b>US\$2,242,992</b>	20.3

The Group's consolidated gross revenues from port operations increased by 20.3 percent to US\$2,243.0 million for the year ended December 31, 2022 from US\$1,865.0 million for the same period in 2021 mainly due to volume growth and market recovery; favorable container mix; tariff adjustments at certain terminals; new contracts with shipping lines and services; higher revenues from ancillary services; and contribution of MNHPI and new businesses, mainly MHCPPI (acquired in June 2021), OMT and IRB Logistica (started commercial operations in July 2021); partially tapered by decline in trade activities at PICT; and unfavorable translation impact mainly of the depreciation of Philippine peso (PHP)- and Australian dollar (AUD)-based revenues at Philippine terminals and VICT, respectively, and Euro (EUR)-based revenues at MICTSL and AGCT. Excluding MNHPI, and new businesses (MHCPPI, OMT, IRB Logistica, EJMT, CM Logista and SBI) and discontinued businesses (DIPSSCOR and HIPS), consolidated gross revenues would have increased by 17.3 percent.

Gross revenues from the Asia segment increased by 21.4 percent to US\$1,015.5 million for the year ended December 31, 2022 from US\$836.6 million for the same period in 2021 mainly due to volume growth; improvement in trade activities and tariff adjustments at certain terminals; higher revenues from ancillary services; and contribution of MNHPI and MHCPPI; partially tapered by unfavorable translation impact of the depreciation of PHP- and AUD-based revenues at Philippine terminals and VICT, respectively. Excluding MNHPI, and new and discontinued businesses, gross revenues of Asia segment would have increased by 16.1 percent. The Asia operations captured 44.9 percent and 45.3 percent of the consolidated gross revenues for the years ended December 31, 2021 and 2022, respectively.

Gross revenues from the Americas segment increased by 26.1 percent to US\$759.8 million for the year ended December 31, 2022 from US\$602.5 million for the same period in 2021 mainly due to increase in revenues from ancillary services; tariff adjustments, new services and increase in trade activities at certain terminals; contribution of IRB Logistica; and favorable translation impact of the appreciation of Brazilian real (BRL)-based revenues at TSSA and ICTSI Rio. Excluding new businesses, mainly IRB Logistica, gross revenues of Americas segment would have increased by 25.1 percent. The Americas operations accounted for 32.3 percent and 33.9 percent of the consolidated gross revenues for the years ended December 31, 2021 and 2022, respectively.

Gross revenues from the EMEA segment increased by 9.8 percent to US\$467.6 million for the year ended December 31, 2022 from US\$425.9 million for the same period in 2021 primarily due to volume growth, tariff adjustments and market recovery at certain terminals; increase in revenues from ancillary services; and contribution of OMT; partially tapered by decline in trade activities at PICT; and unfavorable translation impact of the depreciation of EUR-based revenues at MICTSL and AGCT, Polish zloty (PLN)-based revenues at BCT and Pakistani rupee (PKR)-based revenues at PICT. Excluding the contribution of OMT, gross revenues of EMEA segment would have increased by 7.8 percent. The

EMEA operations stood at 22.8 percent and 20.8 percent of the consolidated gross revenues for the years ended December 31, 2021 and 2022, respectively.

#### 6.5.2.2 Port Authorities' Share in Gross Revenues

Port authorities' share in gross revenues, which represents the variable fees paid to Port Authorities by certain terminals, other than the minimum guaranteed variable fees or in-substance fixed fees that were capitalized as part of concession rights and right-of-use assets, and amortized on a straight-line basis over the term of the concession, increased by 9.4 percent to US\$221.6 million for the year ended December 31, 2022 from US\$202.6 million for the same period in 2021 as a result of higher volume and revenues at some of these terminals.

#### 6.5.2.3 Interest Income, Foreign Exchange Gain, Equity in Net Profit of Joint Ventures, and Other Income

Consolidated interest income increased by 75.8 percent to US\$39.1 million for the year ended December 31, 2022 from US\$22.2 million for the same period in 2021 mainly due to higher interest earned from short-term deposits and government-issued debt securities at certain terminals.

Foreign exchange gain increased by 78.5 percent to US\$14.5 million for the year ended December 31, 2022 from US\$8.1 million for the same period in 2021 mainly due to the favorable translation impact of certain currencies against US dollar. Foreign exchange gain mainly arises from the settlement and translation or restatement adjustments of foreign currency-denominated monetary assets and liabilities.

Equity in net profit of joint ventures amounted to US\$2.0 million for the year ended December 31, 2022 mainly due to the Company's share in net earnings of MNHPI (prior to consolidation in September 2022); partially tapered by share in net losses at SPIA and FAMI.

Other income decreased by 36.3 percent to US\$19.0 million for the year ended December 31, 2022 from US\$29.8 million for the same period in 2021 mainly due to the non-recurring gain from insurance proceeds in 2021. Other income includes the Group's rental, dividend income and sundry income accounts.

#### 6.5.3 Total Expenses

The table below shows the breakdown of total expenses for the years ended December 31, 2021 and 2022:

**Table 6.15 Total Expenses**

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2021	2022	% Change
Manpower costs	US\$268,453	<b>US\$299,779</b>	11.7
Equipment and facilities-related expenses	127,625	<b>166,228</b>	30.2
Administrative and other operating expenses	127,248	<b>146,108</b>	14.8
Total cash operating expenses	523,326	<b>612,115</b>	17.0
Depreciation and amortization	246,994	<b>266,718</b>	8.0
Interest expense and financing charges on borrowings	118,484	<b>126,471</b>	6.7
Interest expense on concession rights payable	58,255	<b>62,699</b>	7.6
Interest expense on lease liabilities	114,298	<b>119,722</b>	4.7
Foreign exchange loss and other expenses	59,223	<b>78,045</b>	31.8
Total expenses	US\$1,120,580	<b>US\$1,265,770</b>	13.0

Total cash operating expenses of the Group increased by 17.0 percent to US\$612.1 million for the year ended December 31, 2022 from US\$523.3 million for the same period in 2021 primarily due to costs contribution of MNHPI and new businesses, mainly MHCPSI, OMT and IRB Logistica; increase in equipment and facilities-related expenses, mainly fuel and power; government-mandated and contracted salary rate adjustments, including benefits; contracted services in relation to volume; and unfavorable foreign exchange effect of BRL-based expenses at ICTSI Rio and TSSA; partially tapered by continuous cost optimization measures implemented; and favorable foreign exchange effect mainly of PHP-, PKR-, AUD- and PLN-based expenses at Philippine terminals, PICT, VICT and BCT, respectively. Excluding contribution of MNHPI, and new and discontinued businesses, consolidated cash operating expenses would have increased by 12.4 percent.

#### *6.5.3.1 Manpower costs*

Manpower costs increased by 11.7 percent to US\$299.8 million for year ended December 31, 2022 from US\$268.5 million for the same period in 2021 primarily due to costs contribution of MNHPI, and new businesses, mainly OMT, MHCPSI and IRB Logistica; government-mandated and contracted salary rate adjustments, including benefits, and increase in headcount relative to volume at certain terminals; and higher contracted services and overtime as a result of the volume increase at certain terminals; partially tapered by continuous cost optimization measures implemented; and favorable foreign exchange effect mainly of PHP-, AUD-, PKR- and PLN-based manpower costs at Philippine terminals, VICT, PICT and BCT, respectively. Excluding contribution of MNHPI, and new and discontinued businesses, consolidated manpower costs would have increased by 7.7 percent.

Manpower costs accounted for 51.3 percent and 49.0 percent of consolidated cash operating expenses for the years ended December 31, 2021 and 2022, respectively.

#### *6.5.3.2 Equipment and Facilities-related Expenses*

Equipment and facilities-related expenses consist mainly of repairs and maintenance costs of port equipment and facilities, power and light, tools expenses, equipment rentals, and fuel, oil and lubricants.

Equipment and facilities-related expenses increased by 30.2 percent to US\$166.2 million for the year ended December 31, 2022 from US\$127.6 million for the same period in 2021 mainly due to increase in prices and consumption of fuel and power driven by volume and revenue growth; costs contribution of MNHPI and new businesses, mainly IRB Logistica, OMT and MHCPSI; increase in repairs and maintenance, and equipment rental driven by volume and revenue growth; partially tapered by favorable foreign exchange effect mainly of PHP-, PKR- and PLN-based equipment and facilities-related expenses at Philippine terminals, PICT and BCT, respectively. Excluding contribution of MNHPI, and new and discontinued businesses, consolidated equipment and facilities-related expenses would have increased by 23.3 percent.

Equipment and facilities-related expenses represented 24.4 percent and 27.1 percent of consolidated cash operating expenses for the years ended December 31, 2021 and 2022, respectively.

#### *6.5.3.3 Administrative and Other Operating Expenses*

Administrative and other operating expenses increased by 14.8 percent to US\$146.1 million for the year ended December 31, 2022 from US\$127.2 million for the same period in 2021 primarily due to costs contribution of MNHPI and new businesses, mainly MHCPSI; costs of relocating port equipment, higher provisions for claims and losses, taxes and licenses, transportation and travel due to easing up of restrictions, and donations; partially tapered by decrease in professional fees; general impact of continuous cost optimization measures implemented; and favorable foreign exchange effect mainly of PHP-, Argentine peso (ARS)-, AUD- and PKR-based administrative and other operating expenses at

Philippine terminals, TecPlata, VICT and PICT, respectively. Excluding contribution of MNHPI, and new and discontinued businesses, consolidated administrative and other operating expenses would have increased by 11.4 percent.

Administrative and other operating expenses stood at 24.3 percent and 23.9 percent of consolidated cash operating expenses for the years ended December 31, 2021 and 2022, respectively.

#### *6.5.3.4 Depreciation and Amortization*

Depreciation and amortization expense increased by 8.0 percent to US\$266.7 million for the year ended December 31, 2022 from US\$247.0 million for the same period in 2021 mainly driven by cost contributions of MNHPI and new businesses, mainly MHCPSI, OMT and IRB Logistica; increase in right-of-use assets at CMSA and TSSA, and concession rights asset at ICTSI Rio as a result of remeasurement of lease liabilities and concession rights payable, respectively, including unfavorable translation impact of BRL-based depreciation and amortization charges at TSSA and ICTSI Rio; and higher depreciation and amortization charges at certain terminals; partially tapered by favorable translation impact of AUD-, PKR- and Chinese Renminbi (RMB)-based depreciation and amortization charges at VICT, PICT and YICT, respectively. Excluding contribution of MNHPI, and new and discontinued businesses, depreciation and amortization expense would have increased by 2.6 percent.

#### *6.5.3.5 Interest and Financing Charges on Borrowings*

Interest and financing charges on borrowings increased by 6.7 percent to US\$126.5 million for the year ended December 31, 2022 from US\$118.5 million for the same period in 2021 primarily due to issuance of senior notes at ITBV in November 2021; short-term loans availed at ICTSI Parent in the second and third quarter of 2022; and contribution of MHCPSI; partially tapered by the repayment of loans at VICT in December 2021. Excluding contribution of MHCPSI, interest and financing charges on borrowings would have increased by 5.7 percent.

#### *6.5.3.6 Interest Expense on Concession Rights Payable*

Interest expense on concession rights payable increased by 7.6 percent to US\$62.7 million for the year ended December 31, 2022 from US\$58.3 million for the same period in 2021 mainly due to the remeasurement of concession rights payable at ICTSI Rio, MITL, SPICTL and CGSA, including unfavorable translation impact of BRL-based interest expense at ICTSI Rio; and cost contribution of MNHPI. Excluding contribution of MNHPI, interest expense on concession rights payable would have increased by 5.5 percent.

#### *6.5.3.7 Interest Expense on Lease Liabilities*

Interest expense on lease liabilities increased by 4.7 percent to US\$119.7 million for the year ended December 31, 2022 from US\$114.3 million for the same period in 2021 mainly due to remeasurement of lease liabilities at CMSA and TSSA, including unfavorable translation impact of BRL-based interest expense at TSSA; and equipment leases starting third quarter of 2022 associated with the iTracker business at IRB Logistica; partially tapered by favorable translation impact of AUD-based interest expense at VICT. Excluding contribution of new businesses, mainly IRB Logistica, interest expense on lease liabilities would have increased by 3.9 percent.

#### 6.5.3.8 Foreign Exchange Loss and Other Expenses

Foreign exchange loss and other expenses increased by 31.8 percent to US\$78.0 million for the year ended December 31, 2022 from US\$59.2 million for the same period in 2021 mainly due to the increase in COVID-19-related costs, nonrecurring loss on impairment of non-current assets and derecognition of tax assets that are not expected to be utilized at certain terminals.

#### 6.5.4 EBITDA and EBIT

Consolidated EBITDA increased by 23.7 percent to US\$1,409.3 million for the year ended December 31, 2022 from US\$1,139.1 million for the same period in 2021 mainly due to higher revenues, partially tapered by the increase in cash operating expenses. EBITDA margin increased to 62.8 percent in 2022 from 61.1 percent in 2021. Excluding contribution of MNHPI, and new and discontinued businesses, EBITDA would have increased by 20.9 percent.

Meanwhile, consolidated EBIT increased by 28.1 percent to US\$1,142.6 million for the year ended December 31, 2022 from US\$892.1 million for the same period in 2021 mainly due to higher EBITDA, partially tapered by increase in depreciation and amortization charges. EBIT margin increased to 50.9 percent in 2022 from 47.8 percent in 2021. Excluding contribution of MNHPI, and new and discontinued businesses, EBIT would have increased by 25.9 percent.

#### 6.5.5 Income Before Income Tax and Provision for Income Tax

Consolidated income before income tax increased by 37.9 percent to US\$830.1 million for the year ended December 31, 2022 from US\$602.0 million for the same period in 2021 primarily due to higher operating income; partially tapered by increase in depreciation and amortization charges, interests on loans, lease liabilities and concession rights payable, and nonrecurring impairment losses. Excluding contribution of MNHPI, and new and discontinued businesses, income before income tax would have increased by 36.9 percent.

The ratio of consolidated income before income tax to consolidated gross revenues stood at 32.3 percent and 37.0 percent in 2021 and 2022, respectively.

Consolidated provision for current and deferred income taxes increased by 22.7 percent to US\$152.7 million for the year ended December 31, 2022 from US\$124.4 million for the same period in 2021 mainly due to higher taxable income at certain terminals; partially tapered by the unfavorable impact on the net deferred tax assets at Philippine terminals in 2021 as a result of enactment of CREATE in the Philippines; and the impact of income tax incentive granted at ICTSI Iraq. Effective income tax rate in 2021 and 2022 stood at 20.7 percent and 18.4 percent, respectively.

#### 6.5.6 Net Income

Consolidated net income increased by 41.9 percent to US\$677.5 million for the year ended December 31, 2022 from US\$477.5 million for the same period in 2021. Excluding contribution of MNHPI, new and discontinued businesses, and non-recurring items, consolidated net income would have increased by 39.5 percent in 2022. The ratio of consolidated net income to gross revenues stood at 25.6 percent and 30.2 percent in 2021 and 2022, respectively.

Consolidated net income attributable to equity holders increased by 44.3 percent to US\$618.5 million for the year ended December 31, 2022 from US\$428.6 million for the same period in 2021. Excluding contribution of MNHPI, new and discontinued businesses, and non-recurring items, net income attributable to equity holders would have increased by 43.2 percent.

Basic and diluted earnings per share increased to US\$0.287 in 2022 from US\$0.181 in 2021.

## 6.6 Trends, Events or Uncertainties Affecting Recurring Revenues and Profits

The Group is exposed to a number of trends, events and uncertainties which can affect its recurring revenues and profits. These include levels of general economic activity and containerized trade volume in countries where it operates, as well as certain cost items, such as labor, fuel and power. In addition, the Group operates in a number of jurisdictions other than the Philippines and collects revenues in various currencies. Continued appreciation of the US dollar relative to other major currencies, particularly the Philippine peso, Mexican peso, Australian dollars, Brazilian reais, Euro, Nigerian naira and Iraqi dinar may adversely affect the Group's reported levels of revenues and profits.

### International Tax Reform - Pillar Two Rules

The Pillar Two Global anti-Base Erosion rules (GloBE or Pillar Two Rules) propose new taxing mechanisms under which multinational enterprises would pay a minimum level of tax. Tax legislations implementing the GloBE Rules have been enacted or substantively enacted in certain jurisdictions where the Group operates. Such tax legislation, and the income taxes arising from it, are referred to as 'Pillar Two legislation' and 'Pillar Two income taxes', respectively.

As at December 31, 2024, the Group has no significant exposure arising from the Pillar Two legislation.

### Russia-Ukraine and Israel-Hamas Conflict

On February 24, 2022, Russia launched a military attack on Ukraine that escalated an ongoing conflict.

On October 8, 2023, Israel officially declared war against the Palestinian militant group Hamas in relation to a surprise attack by Hamas. This declaration has triggered a potential escalation in the ongoing conflict, posing a threat to the stability of the region.

These events set several uncertainties with the potential to disrupt businesses and institutions and poses threat to world trade and economies, in general. The continuing effect of the situation on business and institutions could result in business continuity interference, trade disruptions, rising prices of basic commodities including oil and power, among others. These events had no material impact on the Group's business.

The scale and duration of these developments and events remain uncertain as at March 5, 2025. It is not possible to estimate the overall impact of the wars' near-term and longer effects. The Group will continue to closely monitor the progress of these situations.

## 6.7 Financial Position

**Table 6.16 Consolidated Balance Sheets**

<i>(In thousands, except % change data)</i>	As at December 31			% Change 2022 vs 2023	% Change 2023 vs 2024
	2022	2023	2024		
Total assets	US\$7,053,620	US\$7,244,859	<b>US\$7,649,352</b>	2.7	5.6
Current assets	1,264,798	1,212,086	<b>1,624,425</b>	(4.2)	34.0
Total equity	1,726,672	1,905,168	<b>1,904,127</b>	10.3	(0.1)
Total equity attributable to equity holders of the parent	1,428,580	1,592,742	<b>1,569,673</b>	11.5	(1.4)
Total interest-bearing debt*	2,470,867	2,171,989	<b>2,654,324</b>	(12.1)	22.2
Current liabilities	1,265,830	715,617	<b>1,169,018</b>	(43.5)	63.4
Total liabilities	5,326,948	5,339,691	<b>5,745,225</b>	0.2	7.6
Current assets/total assets	17.9%	16.7%	<b>21.2%</b>		
Current ratio	1.00	1.69	<b>1.39</b>		

\*Includes loans payable, current and non-current portion of long-term debt

Total assets increased by 5.6 percent to US\$7.6 billion as at December 31, 2024 from US\$7.2 billion as at December 31, 2023 primarily due to the increase in cash and cash equivalents driven by cash generated from operations, and proceeds from the net availment of loans, partially tapered by payment of dividends and partial redemption of perpetual capital securities; utilization of deferred tax asset; and net unfavorable impact on the translation of certain foreign operations' accounts.

Current assets increased by 34.0 percent to US\$1.6 billion as at December 31, 2024 from US\$1.2 billion as at December 31, 2023 mainly due to the increase in cash and cash equivalents attributable to cash generated from operations, and proceeds from the net availment of loans, partially tapered by payment of dividends and partial redemption of perpetual capital securities, funding of capital expenditures, and payment of interest on lease liabilities, concession rights payable and borrowings.

Total equity remains at US\$1.9 billion as at December 31, 2024 primarily due to the net income generated for the period; partially tapered by the declaration of dividends.

Total liabilities increased by 7.6 percent to US\$5.7 billion as at December 31, 2024 from US\$5.3 billion as at December 31, 2023 mainly due to the net availment of loans; higher accounts payable and other current liabilities; partially offset by net favorable impact on the translation of certain foreign operations' accounts.

Current liabilities increased by 63.4 percent to US\$1.2 billion as at December 31, 2024 from US\$0.7 million as at December 31, 2023 mainly due to reclassification of long-term debt maturing within the next 12 months, from non-current to current; net availment of short-term loans by the Group; and higher accounts payable and other current liabilities.

#### *6.7.1 Material Variances Affecting the Balance Sheet*

Balance sheet accounts as at December 31, 2024 with variances of plus or minus 5.0 percent against December 31, 2023 balances are discussed, as follows:

##### *Noncurrent Assets*

1. Investments in and advances to joint ventures and an associate decreased by 18.7 percent to US\$220.6 million as at December 31, 2024 mainly due to the partial collection of advances to SPIA amounting to US\$55.9 million.
2. Deferred tax assets decreased by 15.9 percent to US\$343.9 million as at December 31, 2024 mainly due to utilization of income tax benefits that reduces income tax payable.
3. Other noncurrent assets increased by 20.5 percent to US\$236.1 million as at December 31, 2024 primarily due to higher advances to suppliers and contractors.

##### *Current Assets*

4. Cash and cash equivalents increased by 54.9 percent to US\$1,109.1 million as at December 31, 2024 mainly due to cash generated from operations, and proceeds from the net availment of loans; partially tapered by payment of dividends; partial redemption of perpetual capital securities; deployment of cash to fund capital expenditures; and payment of interest on lease liabilities, concession rights payable and borrowings.
5. Receivables increased by 5.5 percent to US\$192.5 million as at December 31, 2024 primarily due to higher revenues from port operations.
6. Spare parts and supplies increased by 6.5 percent to US\$59.5 million as at December 31, 2024 mainly due to acquisition of spare parts associated with operational requirements.
7. Current portion of derivative assets decreased by 7.1 percent to US\$9.5 million as at December 31, 2024 due to unfavorable impact on market valuation of certain interest rate swaps.

### *Equity*

8. Treasury shares increased to US\$78.9 million as at December 31, 2024 as a result of the purchase of ICTSI common shares.
9. Retained earnings increased by 53.4 percent to US\$1,226.4 million as at December 31, 2024 mainly due to the net income attributable to equity holders of the parent generated during the year amounting to US\$849.8 million; partially tapered by the dividends declared and paid during the period.
10. Perpetual capital securities decreased by 49.4 percent to US\$295.1 million as at December 31, 2024 mainly due to partial redemption in May 2024.
11. Other comprehensive loss increased by 83.1 percent to US\$282.6 million as at December 31, 2024 mainly due to net unfavorable exchange differences on translation of foreign operations' accounts.
12. Equity attributable to non-controlling interests increased by 7.1 percent to US\$334.5 million as at December 31, 2024 mainly due to net income attributable to non-controlling interests partially tapered by minority share on dividends declared during the period.

### *Noncurrent Liabilities*

13. Noncurrent portion of lease liabilities decreased by 6.9 percent to US\$1,462.1 million as at December 31, 2024 mainly due to net favorable exchange differences on translation of foreign operations' accounts; partially tapered by additional leased area during the year, including remeasurement of lease liabilities at certain terminals.
14. Other noncurrent liabilities decreased by 27.5 percent to US\$34.2 million as at December 31, 2024 mainly due to favorable impact on market valuation of certain interest rate swaps.

### *Current Liabilities*

15. Loans payable increased by 20.0 percent to US\$167.5 million as at December 31, 2024 due to the net availment of short-term loans by the Group.
16. Accounts payable and other current liabilities increased by 9.6 percent to US\$451.5 million as at December 31, 2024 mainly due to growth in trade payables as a result of higher purchases linked to stronger revenues for the current year and capital expenditures.
17. Current portion of long-term debt increased to US\$414.9 million as at December 31, 2024 due to reclassification of loans maturing within the next 12 months, from non-current to current.
18. Current portion of concession rights payable increased by 8.9 percent to US\$16.0 million as at December 31, 2024 due to higher fixed concession fees scheduled for payment within the next 12 months.
19. Current portion of derivative liabilities increased to US\$14.2 million as at December 31, 2024 due to cross-currency swap transactions entered during the year.

Balance sheet accounts as at December 31, 2023 with variances of plus or minus 5.0 percent against December 31, 2022 balances are discussed, as follows:

### *Noncurrent Assets*

1. Property and equipment increased by 11.5 percent to US\$1.8 billion as at December 31, 2023 mainly due to the capital expenditures arising from expansion works and/or acquisition of terminal equipment at CMSA, VICT, IDRC, EJMT, ICTSI Rio and OMT; tapered by the depreciation charge for the period, and unfavorable impact on the translation of certain foreign operations' accounts.
2. Right-of-use assets increased by 26.6 percent to US\$916.4 million as at December 31, 2023 mainly due to the renewal of concession contract at BCT; remeasurement of lease payments, including additional lease area, at certain terminals; and favorable impact on the translation of certain foreign operations' accounts.
3. Investments in and advances to joint ventures and an associate increased by 8.5 percent to US\$271.5 million as at December 31, 2023 mainly due to advances made to joint ventures during the year.

4. Following are the derivative assets and liability recognized in the consolidated balance sheets pertaining to the interest rate swaps and foreign currency forward:

		Derivative Asset (Liability)		
<i>(In thousands, except % change data)</i>		December 31, 2022	<b>December 31, 2023</b>	% Change
Interest Rate Swaps:				
<u>Derivative Assets</u>				
Noncurrent (classified under “Other noncurrent assets” account)		US\$8,457,515	<b>US\$4,186,513</b>	(50.5)
Current		6,471,720	<b>10,198,303</b>	57.6
<u>Derivative Liability</u>				
Noncurrent (classified under “Other noncurrent liabilities” account)		–	<b>(10,316,934)</b>	100.0
Foreign Currency Forward:				
<u>Derivative Assets</u>				
Current		US\$1,156,578	<b>US\$–</b>	(100)

The changes on derivative assets and liabilities pertains to lower market valuation on the interest rate swap arrangements; and the settlement of the foreign currency forward in April 2023.

5. Other noncurrent assets decreased by 44.5 percent to US\$195.9 million as at December 31, 2023 primarily due to nonrecurring impairment charge of nonfinancial assets.

#### *Current Assets*

6. Cash and cash equivalents decreased by 14.6 percent to US\$716.1 million as at December 31, 2023 mainly due to payment of dividends, medium-term notes that was due in January 2023, and other borrowings; deployment of cash to fund capital expenditures; and payment of interest on lease liabilities, borrowings and concession rights payable; partially tapered by cash generated from operations and from borrowings; and favorable impact on the translation of certain foreign operations’ accounts.
7. Receivables increased by 15.6 percent to US\$182.5 million as at December 31, 2023 primarily due to higher revenues from port operations at most of the terminals.
8. Spare parts and supplies increased by 5.6 percent to US\$55.8 million as at December 31, 2023 mainly due to acquisition of spare parts associated with operational requirements.
9. Prepaid expenses and other current assets increased by 19.3 percent to US\$247.5 million as at December 31, 2023 mainly due to placement of short-term investments at CMSA with maturity ranging from more than three months to 12 months; higher balance of prepaid taxes at certain terminals; and favorable impact on the translation of certain foreign operations’ accounts.

#### *Equity*

10. Retained earnings increased by 16.3 percent to US\$799.7 million as at December 31, 2023 mainly due to the net income generated for the period amounting to US\$511.5 million; partially tapered by dividends declared during the period amounting to US\$370.3 million and distribution to holders of perpetual capital securities amounting to US\$29.0 million.
11. Other comprehensive loss decreased by 22.2 percent to US\$154.4 million as at December 31, 2023 mainly due to net favorable exchange differences on translation of foreign operations’ accounts.

#### *Noncurrent Liabilities*

12. Noncurrent portion of long-term debt increased by 17.5 percent to US\$2.0 billion as at December 31, 2023 mainly due to the availment of loans.
13. Noncurrent portion of lease liabilities increased by 18.3 percent to US\$1.6 billion as at December 31, 2023 as a result of the renewal of concession contract at BCT, as well as

remeasurement of lease liabilities, including additional leased area, at certain terminals; and the unfavorable impact on the translation of certain foreign operations' accounts.

14. Other noncurrent liabilities increased by 29.1 percent to US\$47.2 million as at December 31, 2023 mainly due to lower market valuation of noncurrent derivative liabilities at ICTSI Parent.

*Current Liabilities*

15. Loans payable decreased by 58.6 percent to US\$139.6 million as at December 31, 2023 due to net payment of loans.
16. Accounts payable and other current liabilities increased by 5.0 percent to US\$412.1 million as at December 31, 2023 mainly due to volume driven increase in operating expenses; and increase in output and other taxes payable mainly driven by higher revenues.
17. Current portion of long-term debt decreased by 90.4 percent to US\$42.4 million as at December 31, 2023 mainly due to the payment of US\$394.0 million notes in January 2023.
18. Current portion of lease liabilities increased by 63.7 percent to US\$41.9 million as at December 31, 2023 due to higher fixed and minimum guaranteed variable fees scheduled for payment in the next twelve months.
19. Income tax payable increased 14.4 percent to US\$65.0 million as at December 31, 2023 mainly due to revenue-driven higher taxable income at certain terminals.

**6.8 Liquidity and Capital Resources**

This section discusses the Group's sources and uses of funds as well as its debt and equity capital profile.

*6.8.1 Liquidity*

The table below shows the Group's consolidated cash flows for the years ended December 31, 2022, 2023 and 2024:

**Table 6.17 Consolidated Cash Flows**

	For the Year Ended December 31			% Change	% Change
<i>(In thousands, except % change data)</i>	2022	2023	<b>2024</b>	<i>2022 vs 2023</i>	<i>2023 vs 2024</i>
Net cash provided by operating activities	US\$1,275,097	US\$1,300,459	<b>US\$1,579,154</b>	2.0	21.4
Net cash used in investing activities	(518,342)	(317,984)	<b>(448,605)</b>	(38.7)	41.1
Net cash used in financing activities	(569,257)	(1,120,212)	<b>(688,718)</b>	96.8	(38.5)
Effect of exchange rate changes on cash	(6,152)	14,901	<b>(48,862)</b>	(342.2)	(427.9)
Net increase (decrease) in cash and cash equivalents	181,346	(122,836)	<b>392,969</b>	(167.7)	(419.9)
Cash and cash equivalents, beginning	657,594	838,940	<b>716,104</b>	27.6	(14.6)
Cash and cash equivalents, end	US\$838,940	US\$716,104	<b>US109,073</b>	(14.6)	54.9

Net cash generated from operating activities amounted to US\$1,275.1 million, US\$1,300.5 million, and US\$1,579.2 million for the years ended December 31, 2022, 2023 and 2024, respectively, due to strong results of operations.

Net cash used in investing activities for the year ended December 31, 2024 amounted to US\$448.6 million and consisted mainly of capital expenditures of US\$517.1 million, primarily for ongoing expansions; and the acquisition of land in the Philippines; partially tapered by the collection of a portion of advances to SPIA amounting to US\$55.9 million, interest income from short-term investments and deposits at certain terminals. For the year ended December 31, 2023, net cash used in investing activities amounted to US\$318.0 million and consisted mainly of capital expenditures of US\$336.3 million, primarily for ongoing expansions and/or acquisition of equipment at certain terminals; partially tapered by interest income from short-term investments and deposits. Meanwhile, net cash used in investing activities for the year ended December 31, 2022 amounted to US\$518.3 million that

consisted mainly of capital expenditures of US\$386.3 million, and concession extension-related expenditures at MICTSL but excluding capitalized borrowing costs, mainly for ongoing expansions at VICT, MICT, IDRC, CMSA and OMT; and the acquisition of land in the Philippines and in Brazil for new projects.

Net cash used in financing activities for the year ended December 31, 2024 amounted to US\$688.7 million that consisted mainly of payment of dividends amounting to US\$454.3 million; redemption of perpetual capital securities; payments of interests on lease liabilities, concession rights payable, and borrowings; partially tapered by the proceeds from net availments of loans. For the year ended December 31, 2023, net cash used in financing activities consisted mainly of payment of dividends amounting to US\$428.2 million; and net payment of loans, as well as payments of interests on loans, lease liabilities and concession rights payable. Meanwhile, net cash used in financing activities in 2022 mainly of payment of dividends amounting to US\$299.0 million; the redemption of perpetual capital securities, including distributions totaling US\$251.6 million; and payment of interests on loans, lease liabilities and concession rights payable; partially tapered by the net availment of loans.

### 6.8.2 Capital Resources

The table below illustrates the Group's capital sources as at December 31, 2022, 2023 and 2024:

**Table 6.18 Capital Sources**

<i>(In thousands, except % change data)</i>	As at December 31			% Change	% Change
	2022	2023	2024	2022 vs 2023	2023 vs 2024
Loans payable	US\$337,020	US\$139,563	<b>US\$167,504</b>	(58.6)	20.0
Current portion of long-term debt	439,894	42,389	<b>414,944</b>	(90.4)	878.9
Long-term debt, net of current portion	1,693,954	1,990,037	<b>2,071,875</b>	17.5	
Total short and long-term debt	2,470,868	2,171,989	<b>2,654,323</b>	(12.1)	22.2
Equity	1,726,672	1,905,168	<b>1,904,127</b>	10.3	(0.1)
	US\$4,197,540	US\$4,077,157	<b>US\$4,558,450</b>	(2.9)	11.8

#### 2024 versus 2023

The Group's total debt and equity capital increased by 11.8 percent as at December 31, 2024 primarily due to net availment of loans by the Group; and the net income generated during the period; partially tapered by the dividends declared and paid during the period, and redemption of perpetual capital securities.

#### 2023 versus 2022

The Group's total debt and equity capital decreased by 2.9 percent as at December 31, 2023 primarily due to dividends declared during the period; distribution to holders of perpetual capital securities; and repayment of loans; partially tapered by the net income generated during the period, and availments of loans.

### 6.8.2.1 Debt Financing

The table below is a summary of long-term debt maturities, gross of unamortized debt issuance cost, of the Group as at December 31, 2024:

**Table 6.19 Outstanding Long-Term Debt Maturities**

<i>(In thousands)</i>	<u>Amount</u>
2025	US\$419,780
2026	255,673
2027	90,544
2028	90,138
2029 and onwards	1,655,171
Total	<u>US\$2,511,306</u>

The average duration of the Group’s long-term debt was extended by the availment of the US\$450.0 million six-year term loan in January 2024. As a result, 83% of the Group’s long-term debt will mature in 2026 and beyond.

Discussion on outstanding loans is further disclosed in Note 16, *Long-term Debt* and Note 18, *Loans Payable* to the 2024 Annual Audited Consolidated Financial Statements.

### 6.8.2.2 Loan Covenants

The loans from local and foreign banks impose certain restrictions with respect to corporate reorganization, disposition of all or a substantial portion of ICTSI’s and subsidiaries’ assets, acquisitions of futures or stocks, and extending loans to others, except in the ordinary course of business. ICTSI is also required to comply with a specified financial ratio relating to their debt to EBITDA up to 4 times when incurring additional debt.

There was no material change in the covenants related to the Group’s long-term debts. As at December 31, 2024, ICTSI and subsidiaries were in compliance with their loan covenants.

There were no other significant transactions pertaining to the Group’s long-term debt as at December 31, 2024, except as discussed above.

### 6.8.2.3 Equity Financing

#### Perpetual Capital Securities

RCBV engaged in a series of financial transactions involving the issuance, redemption, and consolidation of Senior Guaranteed Perpetual Capital Securities (“Securities”) with interest rates ranging from 4.875 percent to 5.875 percent. These Securities are unconditionally and irrevocably guaranteed by ICTSI and were used to refinance existing debts, fund capital expenditures, and support general corporate purposes.

On May 6, 2024, RCBV (the “Issuer”) and ICTSI (the “Guarantor”) redeemed the US\$289.8 million 4.875 percent Senior Guaranteed Perpetual Capital Securities (“Securities”). The US\$8.8 million difference between the redemption amount of US\$296.8 million and the Securities’ carrying amount of US\$288.0 million recorded under equity represents accrued distributions and was treated as a direct reduction in retained earnings.

As at December 31, 2024 the carrying value of the perpetual capital securities amounted to US\$295.1 million.

## 6.9 Risks

ICTSI and its subsidiaries' geographically diverse operations expose the Group to various market risks, particularly foreign exchange risk, interest rate risk and liquidity risk, which movements may materially impact the financial results of the Group. The importance of managing these risks has significantly increased in light of the heightened volatility in both the Philippine and international financial markets.

With a view to managing these risks, the Group has incorporated a financial risk management function in its organization, particularly in the treasury operations.

### 6.9.1 Foreign Exchange Risk

The Group has geographically diverse operations and transacts in currencies other than its functional currency. Consequently, the Group is exposed to the risk of fluctuation of the exchange rates between the US dollar and other local currencies such as PHP, MXN, AUD, BRL and EUR that may adversely affect its results of operations and financial position. The Group attempts to match its revenues and expenses whenever possible and, from time to time, engages in hedging activities.

The Group's non-US dollar currency-linked revenues was 58.3 percent and 61.8 percent of gross revenues for the periods ended December 31, 2023 and 2024, respectively. Foreign currency-linked revenues include the following: (1) yard charges of MICT; and (2) non-US dollar revenues of international subsidiaries. ICTSI incurs expenses in foreign currency for the operating and start up requirements of its international subsidiaries. Concession fees payable to port authorities in certain countries are either denominated in or linked to the US dollar.

The below table provides the currency breakdown of the Group's revenue for the year ended December 31, 2024:

**Table 6.20 Revenue Currency Profile**

Business Unit	USD/EUR Composition	Local Currency
ICTSI	50% USD	50% PHP
SBITC/ICTSI Subic	44% USD	56% PHP
MICTSI	51% USD	49% PHP
SCIPSI		100% PHP
BIPI	28% USD	72% PHP
LGICT	22% USD	78% PHP
CGT		100% PHP
VCT	8% USD	92% PHP
MMT	31% USD	69% PHP
MNHPI		100% PHP
OJA*	74% USD	26% IDR
EJMT		100% IDR
PNG		100% PGK
YICT		100% RMB
VICT		100% AUD
CMSA	16% USD	84% MXN
CGSA	100% USD	
ICTSI Rio	48% USD	52% BRL
IRB Logistica		100% BRL
CLIA Pouso Alegre		100% BRL
OPC	100% USD	
TSSA		100% BRL
Tecplata	100% USD	
AGCT	4% USD/96% EUR	
BCT	71% USD/1% EUR	28% PLN
BICTL	100% USD	
ICTSI Iraq	55% USD	45% IQD

Business Unit	USD/EUR Composition	Local Currency
IDRC	100% USD	
KMT		100% XAF**
MICTSL	100% EUR	
OMT	64% USD	36% NGN

\* Sold on February 1, 2024

\*\*XAF pegged to the EURO

### 6.9.2 Interest Rate Risk

The Group's exposure to market risk for changes in interest rates (cash flow interest rate risk) relates primarily to the Group's bank loans and is addressed by a periodic review of the Group's debt mix with the objective of reducing interest cost and maximizing available loan terms. The Group also enters into interest rate swap agreements in order to manage its exposure to interest rate fluctuations.

### 6.9.3 Liquidity Risk

The Group manages its liquidity profile to be able to finance its working capital and capital expenditure requirements through internally generated cash and proceeds from debt and/or equity. As part of the liquidity risk management, the Group maintains strict control of its cash and makes sure that excess cash held by subsidiaries are up streamed timely to the Parent Company. The Group also monitors the receivables and payables turnover to ensure that these are at optimal levels. In addition, it regularly evaluates its projected and actual cash flow information and continually assesses the conditions in the financial market to pursue fund raising initiatives. These initiatives may include accessing bank loans, project finance facilities and the debt capital markets.

ICTSI monitors and maintains a level of cash and cash equivalents and bank credit facilities deemed adequate to finance the Group's operations, ensure continuity of funding and to mitigate the effects of fluctuations in cash flows.

There are no other known trends, demands, commitments, events or uncertainties that will materially affect the company's liquidity.

## Item 7. Consolidated Financial Statements

The Group's 2024 consolidated financial statements and accompanying notes are incorporated herein by reference.

## Item 8. Changes in and Disagreements with Accountants of Accounting and Financial Disclosure

There were no changes or disagreements with ICTSI's external auditors, SyCip Gorres Velayo & Co. (a member firm of Ernst & Young Global Limited), on accounting and financial statement disclosures.

### 8.1 Information on Independent Accountant

The principal external auditor is the SyCip Gorres Velayo & Co. (SGV & Co.), a member firm of Ernst & Young (EY) Global Limited. The Group has engaged Mr. Martin C. Guantes, partner of SGV & Co., for the audit of the Group's consolidated financial statements in 2024.

## 8.2 External Audit Fees and Services

Amounts received or due and receivable by the Group's external auditors relating to professional services rendered for the last three years are as follows (in thousands):

	2022	2023	2024
Audit Fees	US\$1,511.2	US\$1,511.9	<b>US\$1,434.0</b>
Non-audit services Fees			
Other assurance services	54.3	46.1	<b>9.6</b>
Tax services	239.0	220.0	<b>246.1</b>
All other services	167.1	78.4	<b>73.2</b>

Audit fees include the audit of the Group's annual financial statements.

Other assurance services fees include the review of interim financial statements and certain agreed-upon procedures engagements.

Tax services fees paid to SGV & Co./EY are for tax compliance, tax advisory services and transfer-pricing studies.

All other services fees include due diligence services related to business development, sustainability reporting, studies and other various one-time engagements.

The Audit Committee makes recommendations to the Board concerning the external auditors and pre-approves audit plans, scope and frequency before the conduct of the external audit. The Audit Committee reviews the nature of the non-audit related services rendered by the external auditors and the appropriate fees paid for these services.

The reappointment of SGV & Co. as the Company's external auditors was approved by the stockholders in a meeting held on April 18, 2024.

## PART IV – MANAGEMENT AND CERTAIN SECURITY HOLDERS

### Item 9. Directors and Executive Officers

The members of the Board of Directors and Executive Officers of ICTSI are:

Office	Name	Citizenship	Age
Chairman of the Board and President	Enrique K. Razon Jr.	██████	█
Independent Director	Cesar A. Buenaventura	██████	█
Independent Director	Carlos C. Ejercito	██████	█
Independent Director	Chief Justice Diosdado M. Peralta (ret.)	██████	█
Director	Jose C. Ibazeta	██████	█
Director	Stephen A. Paradies	██████	█
Director	Andres Soriano III	██████	█
Executive Vice President and Compliance Officer	Christian Martin R. Gonzalez	██████	█
Senior Vice President, Global Corporate Planning and Financial Services	Caroline C. Causon	██████	█
Chief Financial Officer and Chief Risk Officer	Emilio Manuel V. Pascua	██████	█
Vice President, Logistics and Supply Chain	Antonio G. Coronel	██████	█
Vice President, Global Financial Controller	Arlyn L. McDonald	██████	█
Vice President, Treasurer	Arnie D. Tablante	██████	█
Vice President, Head of Global Corporate Legal Affairs	Lirene C. Mora <sup>1</sup>	██████	█
Vice President, Head of Global Public Relations	Narlene A. Soriano <sup>2</sup>	██████	█
Corporate Secretary	Silverio Benny J. Tan <sup>3</sup>	██████	█
Asst. Corporate Secretary	Benjamin Edison M. Gorospe III	██████	█

<sup>1</sup> Appointed as Vice President, Head of Global Corporate Legal Affairs on April 18, 2024

<sup>2</sup> Appointed as Vice President, Head of Global Public Relations on April 18, 2024

<sup>3</sup> Elected as Corporate Secretary on April 18, 2024

The following are the Regional Heads and Global Corporate Officers for the ICTSI group of companies:

<b>Office</b>	<b>Name</b>	<b>Citizenship</b>	<b>Age</b>
Senior Vice President, Regional Head – Latin America	Anders Kjeldsen	██████	█
Senior Vice President, Regional Head – Europe & Middle East and Africa	Hans-Ole Madsen	██████	█
Senior Vice President, Head of Global Commercial	Humberto Godfried Wieske	██████	█
Vice President, Head of Global Engineering – Infrastructure and Project Delivery	Nathan A. Clarke	████████	█
Vice President, Head of Global Corporate Human Resources	Michael Robin Cruickshanks	██████	█
Vice President, Global Chief Information Officer	Brian Hibbert	██████	█
Vice President, Head of Global Procurement	Damien Samuel Huppert	██████	█
Vice President, Head of Global Engineering – Equipment Maintenance	Johan Swart	██████████	█
Vice President, Senior Administration Officer	Vivien F. Miñana	██████	█
Vice President, Head of Global Multimodal Logistics Solutions	Rene Marcel Wernli	██████	█



**Carlos C. Ejercito**, [REDACTED], [REDACTED] years old

Mr. Ejercito is an Independent Director since April 15, 2021. He is also the Chairman of the Audit Committee; and a member of the Corporate Governance Committee, Remuneration Sub-Committee, Board Risk Oversight Committee, and Related Party Transactions Committee of ICTSI.

Concurrently, he is an Independent Director of Century Properties Group, Inc.\*; and a Chairman and Chief Executive Officer of Mount Grace Hospitals, Inc. and its affiliates and subsidiaries.

Mr. Ejercito is a former Independent Director of Aboitiz Power Corporation\*, and Monte Oro Resources and Energy Inc.; and a former Director of United Laboratories Inc. and several of its subsidiaries, National Grid Corporation of the Philippines, Ayala Greenfield Development Corporation, Fort Bonifacio Development Corporation, and Bonifacio Land Corporation.

He has a [REDACTED], cum laude, from the [REDACTED], and completed the coursework for the [REDACTED] from [REDACTED]. He also attended the [REDACTED] at [REDACTED].

*\*Publicly-listed Corporation*

**Chief Justice Diosdado M. Peralta (ret.)**, [REDACTED], [REDACTED] years old

Chief Justice Peralta is an Independent Director since August 6, 2021. He is also the Chairman of the Corporate Governance Committee, and the Environmental, Social and Governance Sub-Committee, and a member of the Board Risk Oversight Committee, and Related Party Transactions Committee of ICTSI.

Concurrently, he is an Independent Director of Bloomberry Resorts Corporation\*, San Miguel Corporation\*, Philippine Business Bank\*, and Manila Hotel Corporation; the Chairman and President of Heavenly Place Memorial Park; and a Trustee of University of the East, and U.E.R.M. Hospital.

Chief Justice Peralta (ret.) was the Chief Justice of the Supreme Court of the Philippines from October 23, 2019 until his retirement on March 27, 2021. He served as Associate Justice of the Supreme Court from 2009 to 2019; Presiding Judge of the Sandiganbayan from 2008 to 2009; Associate Justice of the Sandiganbayan from 2002 to 2008; and Judge in the Regional Trial Court – Branch 95 Quezon City from 1994 to 2000.

Chief Justice Peralta completed his [REDACTED] degree in [REDACTED] and his [REDACTED] at the [REDACTED]. He passed the Bar Examination in [REDACTED]. On April 9, 2010 he received a [REDACTED], from [REDACTED].

*\*Publicly-listed Corporation*

**Jose C. Ibazeta**, [REDACTED], [REDACTED] years old

Mr. Ibazeta is a Director of ICTSI\* since December 24, 1987.

Concurrently, he is a Director of Phelps Dodge Energy Products, Phil Stratbase Consultancy, Inc., Vicinetum Holdings, Inc., Seven Seas Resorts & Leisure, Prime Metroline Infrastructure Holdings Corporation, Prime Metro Power Holdings Corporation, and Pamalican Island Holdings, Inc.

Formerly, he was a Director, President and Chief Operating Officer of A Soriano Corporation; Chairman of Atlas Consolidated Mining and Development Corporation; Director of Ten Knots Development Corporation; Chief Executive Officer and Representative for Administration and Operations of Philippine

Airlines; Director of AB Capital and Investment Corporation; Vice-President of San Miguel Corporation; Chairman and President of Island Aviation, Inc.; President of A Soriano Air Corporation; Chairman and President of Pamalican Island Holdings, Inc; President of Seven Seas Resorts & Leisure, Inc.; and Director of AG&P International Holdings, Inc. He was also appointed as Acting Secretary of Department of Energy; President and Chief Executive Officer of Power Sector Assets and Liabilities Management Corporation; an Ambassador designate to Iraq and Special Envoy to Middle East Countries in-charge of Humanitarian and Reconstruction Efforts in Iraq.

He received his [REDACTED] degree from the [REDACTED] in [REDACTED] and his [REDACTED] from the [REDACTED], [REDACTED] in [REDACTED]. He completed all academic requirements and passed the comprehensive exams for a [REDACTED] of [REDACTED] in [REDACTED] from the [REDACTED].

*\*Publicly-listed Corporation*

**Stephen A. Paradies**, [REDACTED] years old

Mr. Paradies is a Director since December 24, 1987. He is also the Chairman of the Board Risk Oversight Committee; and a member of the Audit Committee, Remuneration Sub-Committee, and Environmental, Social and Governance Sub-Committee.

Concurrently, he is a Director of Sociedad Puerto Industrial Aguadulce S.A., Apex Mining Co. Inc.\*, Manila Golf and Country Club, Inc., Sureste Properties Inc., Prime Infrastructure Capital, Inc., and The Country Club Inc. He is the Chairman of MORE Electric & Power Corp.; Negros Electric & Power Corp., Bohol Light Company Inc., Prime Metro BMD Corp., Primelectric Holdings, Inc., and Napagapa Beverages, Inc.; and a Trustee of Bloomberry Cultural Foundation, Inc.

Mr. Paradies served as the Group Chief Financial Officer, Senior Vice President and Corporate Information Officer of Aboitiz Equity Ventures, Inc.; and was a Director of UnionBank of the Philippines; and was a Director of Union Investments Corp.

He received his [REDACTED], [REDACTED], from the [REDACTED].

*\*Publicly-listed Corporation*

**Andres Soriano III**, [REDACTED] years old

Mr. Soriano is a Director since July 1992. He is also the Chairman of the Remuneration Sub-Committee.

Concurrently, he is the Chairman and Chief Executive Officer of A. Soriano Corporation\*; the Chairman and President of Anscor Consolidated Corp.; and the Chairman of The Andres Soriano Foundation, Inc., Phelps Dodge International Philippines, Inc., Phelps Dodge Philippines Energy Products Corp., Seven Seas Resorts and Leisure, Inc., and Pamalican Resort, Inc. (*\*Publicly-listed Corporation*)

Mr. Soriano served as President and Chief Operating Officer of San Miguel Corporation; and was the Chairman and Chief Executive Officer of San Miguel Corporation. He was also the Chairman of Coca-Cola (Philippines), Coca-Cola Amatil (Australia), and Nestle (Philippines).

He received his [REDACTED], major in [REDACTED], from [REDACTED], [REDACTED], [REDACTED].

*\*Publicly-listed Corporation*

**Executive Officers**

**Christian Martin R. Gonzalez**, [REDACTED] [REDACTED] years old

Mr. Gonzalez is the Executive Vice President, Chief Compliance Officer and Chief Sustainability Officer of ICTSI. He is the Global Corporate Head of ICTSI Group.

Previously he was the Vice President and Head of Asia Pacific Region, and MICT; MICT Operations Manager, and Chief Operating Officer; CEO of MICTSL; and Head of ICTSI's Business Development for Asia Region. He is also the President of ICTSI Foundation.

Mr. Gonzalez is concurrently the Chairman and President of Intermodal Terminal Holdings, Inc., IW Cargo Handlers, Inc., Manila Harbor Center Port Services, Inc., Subic Bay International Terminal Holdings, Inc., and Visayas Container Terminal, Inc.; the Chairman of Asiastar Consultants Limited, Catalyst Logistics Incorporated, ICTSI Georgia Corp., ICTSI Honduras Ltd., ICTSI Ltd., ICTSI Subic, Inc., International Container Terminal Holdings, Inc., Mindanao International Container Terminal Services, Inc., Sevilla Brokerage, Inc., Subic Bay International Terminal Corporation, Yantai International Container Terminals Ltd., and Victoria International Container Terminal Ltd.; a Director and President of Cordilla Property Holdings, Inc., ICTSI Asia Pacific Business Services, Inc.; a Director of Abbotsford Holdings, Inc., Davao Integrated Port & Stevedoring Services, Corp., ICTSI (Hong Kong) Limited, ICTSI Africa Headquarters (PTY) Ltd., ICTSI DR Congo S.A., ICTSI Far East Pte. Ltd., ICTSI Project Delivery Services Pte. Ltd., ICTSI South Asia Pte. Ltd., ICTSI South Pacific Limited, Sociedad Portuario Industrial Aguadulce S.A., and South Cotabato Integrated Port Services, Inc.; Vice Chairman and President of Manila North Harbour Port, Inc.; and Director and Vice President of ICTSI Rio Brasil Terminal S.A.

Mr. Gonzalez is concurrently a Director of Bloomberry Resorts Corporation\*, Sureste Properties, Inc., Bloomberry Resorts and Hotels Inc., and Prime Infrastructure Capital, Inc.; and President of The Country Club, Inc.

Mr. Gonzalez is a graduate of [REDACTED], the [REDACTED] of the [REDACTED], [REDACTED] where he received his [REDACTED]. He is also a graduate of B [REDACTED] [REDACTED]

*\*Publicly-listed Corporation*

**Caroline C. Causon**, [REDACTED] [REDACTED] years old

Ms. Causon is the Senior Vice President, Global Corporate Planning and Financial Services effective July 1, 2023.

She was the Vice President, Head of Financial Management and Budget prior to her current role.

Concurrently, she is a Director of Tecon Suape SA, Contecon Guayaquil SA, ICTSI D.R. Congo, Batumi International Container Terminal LLC, Manila North Harbour Port, Inc., Aviation Concepts Technical Services, Inc., Falconer Aircraft Management, Inc., Cordilla Property Holdings, Inc., ICTSI Georgia Corp., IW Cargo Handlers, Inc., and IWI Container Terminal Holdings, Inc.; Director and President of Operadora Portuaria Centroamericana SA de CV, ICTSI Ltd., and ICTHI; the Chairman and President of Abbotsford Holdings, Inc.; Chairman of Global Procurement Ltd.; and Director and Secretary of ICTSI Oregon, Inc.

Prior to ICTSI, she handled various senior assurance and financial advisory roles at SyCip Gorres Velayo & Co. (a member firm of Ernst & Young Global Limited) and Manabat Sanagustin & Co. (a member firm of KPMG International).

Ms. Causon is a [REDACTED] and a [REDACTED]. She graduated from the [REDACTED] with a degree in [REDACTED]. She also attended the [REDACTED] of the [REDACTED] in [REDACTED].

**Emilio Manuel V. Pascua**, [REDACTED] years old

Mr. Pascua is the Chief Financial Officer, effective January 18, 2023, and Chief Risk Officer, effective July 1, 2023.

He joined the Company in 2013 as Director of Corporate Finance. He was appointed as Director, Global Mergers and Acquisitions in 2020 and was promoted to Vice President, Global Mergers and Acquisitions in 2021. Prior to joining ICTSI, Mr. Pascua held various positions in projects and business development in the container terminal industry as well as infrastructure project financing.

Concurrently, he is the Chairman and Director of ICTSI Honduras Ltd.; Director and Deputy Chairman of ICTSI Georgia Corp., ICTSI Ltd., and International Container Terminal Holdings, Inc.; Director and President of South Cotabato Integrated Port Services, Inc.; Director and Treasurer of IWI Container Terminal Holdings, Inc, ICTSI Subic, Inc., Subic Bay International Holdings, Inc., and Subic Bay International Terminal Corporation; Director and Secretary of Operadora Portuaria Centroamericana S.A. DE C.V.; Director of Aeolina Investment Limited, Aviation Concepts Technical Services, Inc., CGSA B.V., CGSA Transportadora S. L., CMSA B.V., Contecon Guayaquil SA, Contecon Manzanillo S.A. DE C.V., Crixus Limited, ICTSI (Hong Kong) Limited, ICTSI Durban DMCC, ICTSI Mauritius Limited, ICTSI Project Delivery Services Pte. Ltd., ICTSI Santos DMCC, ICTSI South Pacific Limited, Sociedad Puerto Industrial De Aguadulce S.A., and South Pacific International Container Terminal Ltd.; Director A of ICTSI (M.E.) DMCC, ICTSI Africa B.V., ICTSI Americas B.V., ICTSI Americas B.V. – Branch, ICTSI EMEA B.V., ICTSI Treasury B.V., ICTSI Global Holdings BV, ICTSI Oceania B.V., ICTSI Tuxpan B.V., Royal Capital B.V., and SPIA Columbia B.V.; and a Commissioner of PT East Java Development.

Mr. Pascua received a [REDACTED] from the [REDACTED] in [REDACTED] and is a graduate of the [REDACTED] with a [REDACTED].

**Antonio G. Coronel**, [REDACTED] years old

Mr. Coronel is the Vice President, Logistics and Supply Chain.

He joined ICTSI in 1988 as Purchasing Manager. He was a General Manager of ICTSI Asia Pacific Business Services, Inc. from 2015 to 2020, and was a Senior Director and Global Procurement Head from 2020 to April 2022.

Concurrently, he is a Director and the General Manager of APBSI; and the President of Catalyst Logistics, Incorporated, and Sevilla Brokerage Incorporated.

He is a recipient of the 2008 Gawad Sinop Awardee, Philippine Institute for Supply Management/ Foundation of the Society of Fellows in Supply Management (PISM/SOFSM). Mr. Coronel is a Certified Purchasing Manager – Institute of Supply Management, a Certified Logistics and Supply Professional – Asia Pacific Logistics Federation; and a Diplomate in Supply Management, SOFSM. He is a Board Director of the Association of Construction Equipment Lessors, Inc.

Mr. Coronel is a graduate of [REDACTED] with [REDACTED] and [REDACTED].

*Arlyn L. McDonald*, [REDACTED] years old

Ms. McDonald was appointed as the Vice President, Global Financial Controller on July 10, 2023.

She was the Chief Financial Officer of MICT, Global Financial Reporting Director and Regional Chief Financial Officer for Europe, Middle East and India.

Concurrently, she is a Director of Intermodal Terminal Holdings, Inc.; and Treasurer of Catalyst Logistics Incorporated, and Sevilla Brokerage Incorporated.

Prior to ICTSI she was Senior Director for Assurance and Professional Practice in SyCip Gorres Velayo & Co. (a member firm of Ernst & Young Global Limited) for 10 years, and was also seconded to New York for two years to work with SGV Affiliate, Ernst & Young.

Ms. McDonald has a [REDACTED] major in [REDACTED] [REDACTED] from the [REDACTED]. She placed fourth in the Philippine Certified Public Accountant Board Examinations in May 2000.

*Arnie D. Tablante*, [REDACTED] years old

Mr. Tablante is the Treasurer of ICTSI.

Prior to such role, he was the Risk and Capital Director of ICTSI.

Concurrently, he is a Director and the Treasurer of Abbotsford Holdings, Inc., Cavite Gateway Terminal, Inc., Cordilla Property Holdings, Inc., Falconer Aircraft Management, Inc., IW Cargo Handlers, Inc., South Cotabato Integrated Port Services, Inc., and Visayas Container Terminal, Inc.; a Director of Aeolina Investments Limited, Crixus Limited, ICTSI Far East Pte. Ltd., Laguna Gateway Inland Container Terminal, Inc., Motukea International Terminal Ltd., and Pakistan International Container Terminal Ltd.; and Treasurer of Aviation Concepts Technical Services, Inc.

He was with UnionBank of the Philippines prior to joining ICTSI.

Mr. Tablante has a [REDACTED] from the [REDACTED], and a [REDACTED] in [REDACTED] from the [REDACTED].

*Lirene C. Mora*, [REDACTED] years old

Atty. Mora was appointed as ICTSI's Vice President for Global Corporate Legal Affairs on April 18, 2024. She joined ICTSI in 2007 as Industrial Relations Officer and has since held several positions in the Legal Department, including Regional Counsel for Asia Pacific.

Atty. Mora is the Chief Executive Officer and Director of Pakistan International Container Terminal Ltd. Concurrently, she is a Director of Motukea International Container Terminal Ltd., South Pacific International Container Terminal, ICTSI Far East Pte. Ltd., Bauan International Port, Inc., Laguna Gateway Inland Container Terminal, Inc., and South Cotabato Integrated Port Services, Inc.; a Director and Corporate Secretary of Abbotsford Holdings, Inc., IW Cargo Handlers, Inc., Manila Harbor Center Port Services, Inc.; a Corporate Secretary of Catalyst Logistics Incorporated, Sevilla Brokerage Incorporated, Intermodal Terminal Holdings, Inc., IWI Container Terminal Holdings, Inc., and Visayas Container Terminal Inc.; and Assistant Corporate Secretary of ICTSI Subic, Inc., Subic Bay International

Terminal Corporation, and Subic Bay International Terminal Holdings, Inc. Lirene is also the Corporate Secretary of ICTSI Foundation, Inc.; and a Trustee of Good Governance Advocates & Practitioners of the Philippines.

She graduated with a [REDACTED] from the [REDACTED], and [REDACTED]. Lirene was recognized as the 2019 Woman Lawyer of the Year, and a finalist for the 2019 Young Lawyer of the Year by the Asian Legal Business Philippine Law Awards. In 2023, Lirene received recognition from The Legal 500 as she was selected to be part of the inaugural General Counsel Powerlist Philippines. Recently, the 2024 Asian Legal Business Philippine Law Awards recognized Lirene as the Philippine In-House Lawyer of the Year.

**Narlene A. Soriano**, [REDACTED] years old

Ms. Soriano was appointed as Vice President, Head of Global Public Relations on April 18, 2024.

She is concurrently the Vice President of the ICTSI Foundation. Since 2005, she has been the Program Head of ICTSI's sports advocacy in golf, managing amateur and professional programs where she is the Executive Director.

A [REDACTED] graduate of the [REDACTED], Ms. Soriano is a member of the Public Relations Society of the Philippines, the Public Relations Society of America, and the International Association of Business Communicators.

**Silverio Benny J. Tan**, [REDACTED] years old

Prior to this election, he was an Assistant Corporate Secretary.

He is a Director and Corporate Secretary of Razon & Co. Inc., Prime Strategic Holdings, Inc., Bravo International Port Holdings Inc., Alpha International Port Holdings Inc., Eiffle House Inc., and Trident Water Company Holdings Inc. He is a Director of MORE Electric and Power Corporation, Negros Electric and Power Corporation, Bohol Light Company Inc., Primelectric Holdings Inc., Skywide Assets Ltd., and Dress Line Holdings Inc. and its subsidiaries. He is the Corporate Secretary of Apex Mining Company Inc.\* and its subsidiaries, Itogon Suyoc Resources Inc., Monte Oro Resources and Energy Inc., Bloomberry Resorts Corporation\* and its subsidiaries, Sureste Properties, Inc., Bloomberry Resorts and Hotels Inc., Solaire Resorts Corporation, Bloomberry Cruise Terminals Inc., Prime Infrastructure Capital Corporation, Manila Water Company, Inc.\*, Lakeland Village Holdings Inc., Devoncourt Estates Inc., Bloomberry Cultural Foundation Inc., and several subsidiaries of Razon & Co. Inc. and Prime Strategic Holdings Inc. He is a Trustee of the University of the Philippines Visayas Foundation Inc.

Atty. Tan is a retired partner, former managing partner, and now Of Counsel of the law firm of Picazo Buyco Tan Fider & Santos.

Atty. Tan holds a [REDACTED]), from the [REDACTED] and a [REDACTED] from the [REDACTED]. Atty. Tan placed third in the 1982 Philippine Bar exams.

\*Publicly-listed Corporation

***Benjamin Edison M. Gorospe III, [REDACTED] years old***

Atty. Gorospe has been the Assistant Corporate Secretary of ICTSI since September 17, 2013.

He is also the Global Head for Tax. Atty. Gorospe joined the Company in 2003 as a Tax Manager. Prior to this, he worked with the Tax Department of SyCip Gorres Velayo & Co. (a member firm of Ernst & Young Global Limited) for five years and with its Audit Department for one year.

Atty. Gorospe is a Director and the Corporate Secretary of Davao Integrated Port and Stevedoring Services Corp., Mindanao International Container Terminal Services, Inc., and Cordilla Properties Holdings, Inc.; the Assistant Secretary of International Container Terminal Holdings, Inc., Global Procurement Ltd., ICTSI Ltd., ICTSI Honduras Ltd., and ICTSI Georgia Corp.; a Corporate Secretary of Falconer Aircraft Management, Inc.; and a Director of ICTSI Far East Pte. Ltd., ICTSI South Asia Pte. Ltd., Tungsten RE Ltd., and Consultports S.A. de C.V.

Atty. Gorospe obtained his [REDACTED] from the [REDACTED], [REDACTED]. He is also a [REDACTED]. He graduated from [REDACTED] with a degree of [REDACTED].

***Regional Heads and Global Corporate Officers for the ICTSI group of companies***

***Anders Kjeldsen, [REDACTED] years old***

Mr. Kjeldsen is the Senior Vice President, Regional Head – Latin America of the ICTSI Group. Prior to joining ICTSI, he was Head of Latin America portfolio for APM Terminals until January 2017. Before moving to Latin America, he was portfolio Chief Operation Officer for Global Ports Investment PLC (GPI PLC) in Russia for three years.

Mr. Kjeldsen is a Director of Contecon Guayaquil, S.A., and Tecon Suape, S.A.; the President of TecPlata S.A., and ICTSI Rio; and the Chairman of Terminal Maritima de Tuxpan S.A. de C.V.

Prior to his role in GPI PLC, Mr. Kjeldsen was Chief Executive Officer of APM Terminals West Med where he was responsible for a total of 5 million TEU capacity, being the business units in Algeciras and Tangier. He joined the A.P. Moller-Maersk Group in 1991. He has been involved in the port business in most parts of the world, including Denmark, Germany, Netherlands, Spain, Russia and Latin America.

Mr. Kjeldsen was an officer of the Danish Army. He took several [REDACTED] at [REDACTED] and [REDACTED].

***Hans-Ole Madsen, [REDACTED] years old***

Mr. Madsen is the Senior Vice President, Regional Head – Europe, Middle East and Africa of the ICTSI Group.

Concurrently, he is a Director and the Chairman of MICTSL, IDRC, ICTSNL and PICT; a Director and the Deputy Chairman of AGCT; a Director of BCT and BICTL; a Director and Manager of ICTSI (M.E.) DMCC.; and a Director, Manager and Legal Representative of ICTSI Middle East DMCC.

Mr. Madsen has more than 30 years of international experience within the port, shipping and logistic industry.

**Humberto Godfried Wieske**, [REDACTED] years old

Mr. Wieske is the Senior Vice President and Head of Global Commercial of the ICTSI Group. He is a Director of Victoria International Container Terminal, and Yantai International Container Terminal Ltd.

Before joining ICTSI, he held senior positions within APM Terminals including Global Head of Key Client Management Asia Carriers of APM Terminals based in Hongkong, Chief Commercial Officer APM Terminals for the Asia Pacific Region as well as Africa Middle East India Sub-Continent region. He represented APM Terminals in various boards including, ACT Aqaba Container Terminal in Jordan, APMT Port of Bahrain, SAGT South Asia Gate Way Terminals in Colombo, Sri Lanka, SETV Abidjan Ivory Coast, DIT Douala Cameroon, and MPS in Tema, Ghana.

Mr. Wieske started his career in shipping in the Netherlands before joining former Container Shipping Company Sea Land Service Inc. He earned his [REDACTED] degree in [REDACTED] in [REDACTED] the [REDACTED]

**Nathan J. Clarke**, [REDACTED] years old

Mr. Clarke is the Vice President, Head of Global Engineering – Infrastructure and Project Delivery of the ICTSI Group.

Mr. Clarke joined ICTSI's Global Engineering team as a project manager in 2011 and has held several positions including Regional Infrastructure Manager (Asia-Pacific) and Director of Port Planning. Prior to this, Mr. Clarke served with engineering consultancy firm AECOM Technologies, Inc. as a maritime engineer from 2004, working on numerous port projects around Australia and the Asia-Pacific region.

Mr. Clarke holds a [REDACTED] with [REDACTED] from the [REDACTED], [REDACTED], and holds a [REDACTED] degree with [REDACTED].

**Michael Robin Cruickshanks**, [REDACTED] years old

Mr. Cruickshanks is the Vice President, Global Corporate Human Resources of the ICTSI Group.

Before he joined ICTSI, Mr. Cruickshanks was the HR advisor to National Commercial Bank in Jeddah, Saudi Arabia. He also worked for global Swiss-based logistics company, Panalpina World Transport, as Global Head of Compensation and Benefits. He was also Managing Director, Compensation and Benefits for the Dutch investment bank, Rabobank International. He was also Global Head of Compensation and Benefits for Santander Investment.

Mr. Cruickshanks holds a [REDACTED] as well as [REDACTED].

**Brian Mark Hibbert**, [REDACTED] years old

Mr. Hibbert was appointed as Global Chief Information Officer of the ICTSI Group on October 1, 2018 after heading operational technology within the Group for several months.

Concurrently, he is a Director for Sevilla Brokerage Incorporated, and Victoria International Container Terminal.

Prior to joining ICTSI, Mr. Hibbert served as Head of Operations Technology and Transformation Leader in a global capacity for APM Terminals, and as Vice President of Product Management for web-based

logistics start-up International Asset Systems, Inc. in Oakland, California, USA. Brian also served in multiple leadership roles between 1995 to 2008 as a member of the original pioneering team that grew Navis LLC, a terminal systems provider, into the market leading position it maintains today.

Brian was educated in the [REDACTED] and later studied [REDACTED]. He graduated from the [REDACTED].

**Damien Samuel Huppert**, [REDACTED] years old

Mr. Huppert is Vice President, Head of Global Procurement of ICTSI Group.

Prior to his current role, Mr. Huppert served as Purchasing Director at several companies such as Imerys, United Technologies, GE Vernova, BorgWarner and Eaton. His assignments spread across the United States, Europe and Asia.

Mr. Huppert holds a [REDACTED] t from [REDACTED] as well as a [REDACTED]. Mr. Huppert is a regular lecturer at [REDACTED].

**Johan Swart**, [REDACTED], [REDACTED] years old

Mr. Swart is Vice President, Head of Global Engineering – Equipment Maintenance of the ICTSI Group.

Before joining ICTSI, he was Vice President for Maintenance at Global Container Terminals in Canada. He was also Head of Engineering at APM Terminals in Ghana and Nigeria. He spent 30 years with Transnet Port Terminals in Cape Town, as Container Crane Commissioning Electrician, Technical Assistant - Electrical Engineering Container Cranes, Senior Technical Supervisor - Electrical Engineering Container Lifting Equipment and Technical Manager - Electrical and Mechanical.

Mr. Swart holds a [REDACTED] in [REDACTED] from [REDACTED] and a [REDACTED] at [REDACTED].

**Vivien F. Miñana**, [REDACTED] years old

Ms. Miñana is Vice President and Senior Administration Officer of the ICTSI Group and ICTSI Ltd. She was a Vice President and Controller of ICTSI and ICTSI Ltd. from 2000 to 2006.

A Certified Public Accountant, Ms. Miñana has a [REDACTED] in [REDACTED] from the [REDACTED] and a [REDACTED] from the [REDACTED].

**Rene Marcel Wernli**, [REDACTED] years old

Mr. Wernli is the Vice President, Head of Global Multimodal Logistics Solutions at ICTSI Group.

Concurrently, he is a Director, Chairman and President of Laguna Gateway Inland Container Terminal, Inc. Mr. Wernli held senior executive positions at Panalpina, Aramex, Kuehne + Nagel, DP World, and ECU Worldwide prior to joining ICTSI.

He is a graduate of the [REDACTED] in [REDACTED] with a degree in [REDACTED] and [REDACTED] at [REDACTED].

Cesar A. Buenaventura, Carlos C. Ejercito and Chief Justice Diosdado M. Peralta (ret.) are nominated as Independent Directors of ICTSI. There are no other nominees. Cesar A. Buenaventura is nominated by Jose C. Ibazeta, an incumbent Director. Messrs. Buenaventura and Ibazeta are not related to each other. Carlos C. Ejercito and Chief Justice Diosdado M. Peralta (ret.) are nominated by the Chairman, Enrique K. Razon Jr. Chief Justice Peralta, Messrs. Ejercito and Razon are not related to one another.

None of the Directors has resigned or declined to stand for re-election to the Board of Directors since the date of the last Annual Stockholders' Meeting.

### 9.1 Significant Employees

No person who is not an executive officer of ICTSI is expected to make a significant contribution to ICTSI.

### 9.2 Family Relationships

Stephen A. Paradies is the brother-in-law and Christian R. Gonzalez is the nephew of Chairman and President, Enrique K. Razon, Jr. There are no other family relationships among the directors and officers listed in this report.

### 9.3 Involvement in Certain Legal Proceedings

ICTSI is not aware of any of legal cases which occurred during the past five years that are material to an evaluation of the ability or integrity of any of its directors, executive officers or controlling person.

## Item 10. Executive Compensation

Name and Principal Position	Year	Salary	Bonus and Others <sup>1</sup>	Total <sup>2</sup>
Enrique K. Razon, Jr. <i>Chairman of the Board and President</i>				
Christian R. Gonzalez <i>Executive Vice President &amp; Compliance Officer</i>				
Caroline C. Causon <i>Senior Vice President, Global Corporate Planning and Financial Services</i>				
Emilio Manuel V. Pascua <i>Senior Vice President, Chief Financial Officer and Chief Risk Officer</i>				
Arnie D. Tablante <i>Vice President and Treasurer</i>				
Chairman of the Board and President and four (4) highest paid executive officers, as a group	2025 (Estimate)	US\$0.5M	US\$3.0M	US\$3.5M
	2024 (Actual)	0.5M	2.9M	3.4M
	2023 (Actual)	0.5M	2.3M	2.8M
All officers and Directors, as a group, unnamed <sup>3</sup>	2025 (Estimate)	1.6M	21.8M	23.4M
	2024 (Actual)	1.6M	18.6M	20.2M
	2023 (Actual)	1.3M	15.9M	17.2M

<sup>1</sup>Mainly includes non-cash compensation based on Stock Incentive Plan paid out of the allocated Treasury Shares of ICTSI

<sup>2</sup>Includes total compensation paid in the Philippines by the registrant and its subsidiaries

<sup>3</sup>Including four (4) highest paid executive officers

The members of the Board of Directors receive directors' fees as compensation in accordance with the Company's By-Laws. There are no material terms of any other arrangements or contracts where any director of ICTSI was compensated or is to be compensated, directly or indirectly, in 2023, 2024 or in the coming year, for any service provided as a director.

There are no existing compensatory plans or arrangements, including payments to be received from ICTSI by any named executive officer from a change-in-control of the Company, except for the automatic vesting of awarded shares under the Stock Incentive Plan referred to below.

Certain officers were granted awards under the Stock Incentive Plan (SIP) in 2022, 2023 and 2024. Discussion on the SIP is further disclosed in Note 20, *Share-based Payment Plan*, to the 2024 Annual Audited Consolidated Financial Statements.

## Item 11. Security Ownership of Certain Beneficial Owners and Management

### 11.1 Security Ownership of Certain Record and Beneficial Owners

The following are known to the registrant to be directly or indirectly the record or beneficial owner of more than five (5) percent of registrant's voting securities as at December 31, 2024:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage*
Common	PCD Nominee Corporation (Non-Filipino) Philippine Central Depository, Inc. 29th Floor, BDO Equitable Tower, 8751 Paseo de Roxas, Makati City	The Hongkong & Shanghai Banking Corp. Ltd. – Clients' Acct. – 5/F HSBC Centre 3058 Fifth Avenue, West Bonifacio Global City, Taguig, Metro Manila Represented by Kathy Dela Torre, Senior Vice President and Head, HSBC Securities Services and Bettina Tuazon, Vice President Client Services, only hold legal title as custodian in favor of various clients, and is not the beneficial owner of the lodged shares.	Foreign	312,704,714	11.47%
Common	PCD Nominee Corporation (Non-Filipino) Philippine Central Depository, Inc. 29th Floor, BDO Equitable Tower, 8751 Paseo de Roxas, Makati City	Deutsche Bank Manila-Clients' Acct.- 19th Floor Four/NEO 31st St. cor. 4th Ave. E-Square Zone, Crescent Park West, Bonifacio Global City, Taguig City, Metro Manila Represented by Michelle Mabansag, Head of Global Securities Operations, only holds a legal title as custodian in favor of various clients and is not the beneficial owner of the lodged shares.	Foreign	177,747,522	6.52%
Common	PCD Nominee Corporation (Filipino) Philippine Central Depository, Inc. 29th Floor, BDO Equitable Tower, 8751 Paseo de Roxas, Makati City	AB Capital Securities, Inc., Units 1911-1912, 19/F, PSE Tower, 5 <sup>th</sup> Avenue corner 28 <sup>th</sup> St., Bonifacio Global City, Taguig, Metro Manila Represented by Lamberto M. Santos Jr., President; Ericsson C. Wee, First Vice, President, only hold legal title as custodian in favor of various clients and is not the beneficial owner of the lodged shares.	Filipino	499,371,382	18.31%

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage*
Common	Bravo International Port Holdings, Inc. 19th Floor, Liberty Center, 104 H.V. dela Costa St., Salcedo Village, Makati City	Bravo International Port Holdings, Inc. represented by Enrique K. Razon, Jr., its President	Filipino	279,675,000	10.25%
Preferred B	Achillion Holdings, Inc. 17th Floor, Liberty Center, 104 H.V. dela Costa St., Salcedo Village, Makati City	Achillion Holdings, Inc. represented by Enrique K. Razon, Jr., its President	Filipino	700,000,000	25.67%

\* Percentage ownerships were computed using total number of issued and outstanding common shares, preferred B voting shares of 2,727,215,203 (which excludes treasury shares and preferred A non-voting shares as at December 31, 2024).

### 11.2 Security Ownership of Management as at December 31, 2024

Title of Class	Name of Beneficial Owner	Citizenship	Amount and nature of beneficial ownership (D) Direct and (I) Indirect	Percentage <sup>1</sup>
Common & Preferred B	Enrique K. Razon Jr. <sup>2</sup>	██████	1,682,230,747 D & I	61.68% <sup>3</sup>
Common	Cesar Buenaventura	██████	45,001 D	0.00%
Common	Carlos C. Ejercito	██████	10 D	0.00%
Common	Diosdado M. Peralta	██████	30,450 D	0.00%
Common	Jose C. Ibazeta	██████	1,539,260 D	0.06%
Common	Stephen A. Paradies	██████	4,296,603 D & I	0.16%
Common	Andres Soriano III	██████	650,481 D & I	0.02%
Common	Christian R. Gonzalez	██████	625,550 D	0.02%
Common	Caroline C. Causon	██████	13,505 D	0.00%
Common	Emilio Manuel V. Pascua	██████	86,919 D	0.00%
Common	Antonio G. Coronel	██████	209,444 D	0.01%
Common	Arlyn L. McDonald	██████	107,471 D	0.00%
Common	Lirene C. Mora	██████	65,557 D	0.00%
Common	Narlene A. Soriano	██████	97,857 D	0.00%
Common	Arnie D. Tablante	██████	90,097 D & I	0.00%
Common	Silverio Benny J. Tan	██████	273,000 D	0.01%
Common	Benjamin M. Gorospe III	██████	71,294 D	0.00%

<sup>1</sup> Percentage ownerships were computed using total number of issued and outstanding common and preferred B voting shares of 2,727,215,203 (which excludes treasury shares and preferred A non-voting shares) as at December 31, 2024.

<sup>2</sup> Shares in the name of Enrique K. Razon, Jr. and Razon Group.

<sup>3</sup> The percentage ownership of Enrique K. Razon, Jr. and the Razon Group is at 61.60% if based on the total number of issued and outstanding common shares, preferred B voting shares and preferred A non-voting shares of 2,731,015,203 (which excludes treasury shares) as at December 31, 2024.

### 11.3 Voting Trust Holders of 5% or More

None

## 11.4 Changes in Control

None

### Item 12. Certain Relationships and Related Transactions

#### Transactions with Related Parties

The table below summarizes transactions with related parties for the last three years, as disclosed in the accompanying consolidated financial statements:

Related Party	Relationship	Nature of Transaction	2022		2023		2024	
			Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance	Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance	Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance
<i>(In Millions)</i>								
<b>SPIA Spain S.L.</b>								
SPIA	Joint venture	Interest-bearing loans (including interest converted into interest-bearing loan) <sup>(ii)</sup>	US\$–	US\$197.34	US\$9.11	US\$206.45	<b>US\$8.51</b>	<b>US\$156.20</b>
		Interest receivable <sup>(iii)</sup>	12.46	5.96	13.68	6.18	<b>11.53</b>	<b>6.92</b>
<b>YICT</b>								
YPH	Non-controlling shareholder	Trade transactions <sup>(iii)</sup>	0.45	(0.04)	0.90	(0.11)	<b>3.27</b>	<b>(0.05)</b>
YPHT	Common shareholder	Outsourced services <sup>(iv)</sup>	5.96	0.90	5.35	0.93	<b>5.71</b>	<b>0.56</b>
Yantai Port Group (YPG)	Common shareholder	Port fees <sup>(v)</sup>	3.71	1.00	3.43	0.83	<b>3.20</b>	<b>0.46</b>
		Trade transactions <sup>(iii)</sup>	2.47	(0.08)	2.10	–	<b>0.12</b>	–
<b>SCIPSI</b>								
Asian Terminals, Inc.	Non-controlling shareholder	Management fees	0.13	(0.01)	0.15	0.01	<b>0.02</b>	<b>(0.01)</b>
<b>AGCT</b>								
Luka Rijeka D.D. (Luka Rijeka)	Non-controlling shareholder	Provision of services <sup>(vi)</sup>	0.78	(0.28)	1.28	(0.11)	<b>0.30</b>	–
<b>PICT</b>								
Bilal Associates (Pvt) Limited	Common shareholder	Stevedoring and storage charges <sup>(vii)</sup>	0.36	(0.01)	0.28	–	–	–
		Container handling revenue <sup>(vi)</sup>	0.08	–	0.02	–	–	–
Bay West (Pvt) Ltd	Common shareholder	Container handling revenue <sup>(vi)</sup>	–	–	0.04	–	–	–
<b>LGICT</b>								
NCT Transnational Corp.	Non-controlling shareholder	Management fees	0.45	(0.07)	0.32	(0.07)	<b>0.10</b>	–
		Maintenance and repairs	0.11	(0.03)	0.09	(0.03)	<b>0.06</b>	<b>(0.01)</b>
		Trade transactions	0.02	(0.01)	–	–	–	–
<b>IDRC</b>								
Ledya SARL	Non-controlling shareholder	Management fees	3.60	–	3.60	(0.90)	<b>3.60</b>	–
		Loans <sup>(viii)</sup>	–	–	3.06	–	–	–
<b>Parent Company</b>								
Prime Metro BMD Corporation	Common shareholder	Construction services <sup>(ix)</sup>	3.32	(0.13)	6.68	(2.02)	<b>14.58</b>	<b>(13.23)</b>
		Dredging services <sup>(viii)</sup>	2.31	–	2.55	(0.01)	<b>4.09</b>	–
		Sublease <sup>(x)</sup>	–	0.09	–	0.08	–	<b>(0.07)</b>
Prime Metro Power Holdings Corporation	Common shareholder	Reimbursement of operating expenses	0.02	0.08	0.01	0.07	–	<b>0.07</b>
		Sublease <sup>(x)</sup>	–	(0.01)	–	(0.01)	–	<b>(0.01)</b>
Prime Metroline Infrastructure Holdings Corporation	Common shareholder	Reimbursement of operating expenses	0.09	0.04	0.04	0.01	–	<b>0.01</b>
		Sublease <sup>(x)</sup>	–	0.07	–	(0.04)	–	<b>0.05</b>
		Sale of asset <sup>(xi)</sup>	–	–	0.75	0.56	–	–
FAMI	Joint Venture	Reimbursement of operating expenses	0.04	0.42	0.01	0.45	–	<b>0.07</b>
		Management fees	0.28	(0.19)	1.79	(0.31)	<b>2.18</b>	<b>(0.38)</b>
ACTSI	Joint Venture	Lease of asset <sup>(xii)</sup>	–	–	–	–	<b>15.54</b>	<b>(15.38)</b>

Related Party	Relationship	Nature of Transaction	2022		2023		2024	
			Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance	Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance	Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance
<i>(In Millions)</i>								
<b>ICTSI Ltd.</b>								
FAMI	Joint Venture	Interest-bearing loans <sup>(xiii)</sup>	US\$–	US\$1.56	US\$–	US\$–	US\$–	US\$–
		Interest receivable	0.08	0.27	0.04	–	–	–
		Working capital advances	0.09	0.09	0.14	0.14	<b>0.33</b>	<b>0.33</b>
ACTSI	Joint Venture	Interest-bearing loans <sup>(xiv)</sup>	3.01	13.71	1.27	8.79	<b>0.55</b>	<b>9.34</b>
		Interest receivable	0.51	0.63	0.49	0.71	<b>0.32</b>	<b>1.03</b>
<b>IW Cargo Handlers, Inc.</b>								
ACTSI	Common shareholder	Sale of asset <sup>(xv)</sup>	–	–	17.20	17.20	<b>0.46</b>	–
<b>ROHQ</b>								
MNHPI (consolidated effective September 8, 2022)	Common shareholder	Professional fees	0.33	–	–	–	–	–

- (i) Amount of transactions do not include payments, collections and foreign exchange movements.
- (ii) On October 1, 2018, IEBV assigned to SPIA Spain S.L. all its outstanding interest-bearing loans, including interest converted into interest-bearing loan, and interest receivable from SPIA as of the same date, amounting to US\$321.1 million and US\$9.6 million, respectively. The funds were used by SPIA to finance the construction of its terminal and its start-up operations in Colombia.
- (iii) Trade transactions include utilities, rental and other transactions paid by YICT to YPH and YPG.
- (iv) YPHT outsources its domestic container terminal business to YICT.
- (v) YICT is authorized under the Joint Venture Agreement to collect port charges levied on cargoes, port construction fees and facility security fees in accordance with government regulations. Port fees remitted by YICT for YPH/YPG are presented as part of "Port authorities' share in gross revenues" in the consolidated statement of income. Outstanding payable to YPH/YPG related to these port charges are presented under "Accounts payable and other current liabilities" account in the consolidated balance sheet.
- (vi) AGCT has entered into agreements with Luka Rijeka, a non-controlling shareholder, for the latter's provision of services such as equipment maintenance, power and fuel and supply of manpower, among others. Total expenses incurred by AGCT in relation to these agreements were recognized and presented in the consolidated statement of income as part of Manpower costs, Equipment and facilities-related expenses and Administrative and other operating expenses.
- (vii) PICT has entered into an agreement with Bilal Associates (Pvt) Limited and Bay West (Pvt) Ltd to render stevedoring and other services (i.e. storage and container handling service), which are settled on a monthly basis.
- (viii) In April 2023, IDRC entered into a shareholder loan agreement with Ledyia SARL. The loan was settled in June 2023.
- (ix) ICTSI has entered into contracts with Prime Metro BMD Corporation for the construction, repairs and maintenance.
- (x) ICTSI has entered into contracts with Prime Metro BMD Corporation, Prime Metro Power Holdings Corporation and Prime Metroline Infrastructure Holdings Corporation for the sublease of office space.
- (xi) ICTSI and Prime Metroline Infrastructure Holdings Corporation entered into an agreement for the sale of certain leasehold improvements.
- (xii) On November 29, 2024, ICTSI and ACTSI entered into an agreement for the lease of transportation equipment with a term of 10 years.
- (xiii) These loans have a term of five years and bear a fixed interest rate. In 2023, the outstanding balance of loans and interest were converted to capital investment.
- (xiv) These loans were obtained through a series of issuances with terms ranging from five to 12 years from their respective issuance dates, and bear fixed interest rates.
- (xv) On December 12, 2023, IW Cargo Handlers, Inc. and ACTSI entered into a deed of absolute sale for the sale of transportation equipment and related accessories. The receivable was settled in September 2024.

The outstanding balances arising from these related party transactions are current and payable without the need for demand.

Outstanding balances at year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the years ended December 31, 2022, 2023 and 2024, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

## **PART V – CORPORATE GOVERNANCE**

### **Item 13. Corporate Governance**

#### **Compliance with Leading Practices on Corporate Governance**

The Company's foundation of corporate governance was established in the Manual of Corporate Governance (CG Manual) which was originally submitted to the Philippine Securities and Exchange Commission in 2011. The CG Manual was further revised and updated in 2014 and 2017. It essentially involves balancing the interests of many stakeholders and provides the framework for attaining strategic objectives through a combination of internal and external mechanisms such as the structure of the Board of Directors, the oversight it exercises over Management, and the formulation of sound policies and controls.

The responsibility in evaluating the compliance by ICTSI with the CG Manual and the applicable rules and regulations of regulatory agencies is vested by the Board of Directors upon the Compliance Officer. From 2016 until January 18, 2023, Mr. Rafael D. Consing, Jr., Senior Vice President, Chief Financial Officer, concurrently served as Compliance Officer. Following the retirement of Mr. Consing, the Board of Directors then appointed Mr. Christian R. Gonzalez, Executive Vice President as the Chief Compliance Officer on January 18, 2023.

#### *CG Manual Compliance Monitoring*

In line with this, the Company's Chief Compliance Officer, measures the Company's compliance with the Manual of Corporate Governance, through, among others, the following:

- a. Annual review by the Board of Directors of ICTSI's Purpose and Values;
- b. Annual Board Self-Assessment;
- c. Evaluation by the Board of Directors of the corporate governance performance of the Chairman of the Board, President, Chief Risk Officer, Chief Compliance Officer, and Head of Internal Audit; and
- d. Evaluation by the Board and Senior Management of the compliance with the leading practices on corporate governance through the submission of the Integrated Annual Corporate Governance Report and accomplishment of the ASEAN Corporate Governance Scorecard.

#### *Full Compliance*

The Company has not deviated from its CG Manual.

To further enhance ICTSI's adherence to principles and practices of good corporate governance, the Company has taken the following measures in 2024:

- a. Approval by the Board of folding up of Nomination Sub-Committee, absorbing of such role by the CG Com and updating of CG Com Charter on 1 July 2024. The said charter has been made available in the Company Website ([CGCom Revised Com Charter 1Jul2024.pdf](#));
- b. Annual participation by the Board of Directors, Chief Compliance Officer, Chief Risk Officer, Corporate Secretary, Assistant Corporate Secretaries, Head of Internal Audit and the Senior Management in the Advanced Corporate Governance Training conducted by SEC-Accredited training providers;
- c. Per Company By-Laws, the Board of Directors holds a regular monthly meeting while a special meeting may also be called by the Chairman of the President, as may be necessary;

- d. Updated the annual attestation by the Chief Executive Officer or Terminal Manager and the Chief Financial Officer of each ICTSI subsidiary that the subsidiary abides with the following:
  - i. ICTSI's purposes and value;
  - ii. implements the directives of ICTSI's Manual on Corporate Governance and Code of Business Conduct adopting Anti-Bribery Compliance Policy and Procedure, Fraud Reporting, Diversity and Equal Opportunities, Conflict of Interest, suitable framework for whistleblowing;
  - iii. conforms with all the applicable Information Technology-related standards, including those relating to data privacy and protection;
  - iv. has established corporate disclosure policies and procedures in coordination with ICTSI's Investor Relations Office;
  - v. has comprehensive treasury management policy;
  - vi. implements and complies with all laws that foster and afford protection to labor and promotion of social legislation;
  - vii. complies with all Environmental laws;
  - viii. maintains appropriate accounting policies and management actions for internal control over Financial Reporting (ICFR) – Control Evaluation Template;
  - ix. has identified all major risks at the entity level (ERM) for the Company and has developed appropriate management actions that will mitigate the impact of these risks on business operations at the level of risk appetite set by management;
  - x. treats all shareholders fairly and equitably; recognizes, protects, and facilitates the exercise of their rights; and encourages active shareholder participation;
  - xi. respects the rights of its stakeholders;
  - xii. exerted measures to avoid dealing with entities with economic sanctions;
  - xiii. implements policies, programs and procedures that encourage its employees to actively participate in the realization of the Company's goals and in its governance;
  - xiv. is socially responsible in all its dealings with its immediate communities and ensures that its interactions serve the environment and stakeholders in a positive and progressive manner; and
  - xv. follows and implements the directives of the ICTSI CG Manual; and
- e. Conduct by the Global Corporate Legal Affairs, under the supervision of the Chief Compliance Officer, of Legal Caravan across the ICTSI Group to promote stronger corporate governance and continually ensure the proper adoption of the ICTSI Group Policies, including, but not limited to, the Code of Business Conduct, Anti-Bribery Policy, Principles on Human Capital and Diversity, and Equal Opportunity Policy.

For the detailed discussions on Company's objectives, financial and non-financial information, and compliance adherence, please visit the Company's official website Corporate Governance – Sustainability section: <https://ictsi.com/sustainability/governance>.

## PART VI – EXHIBITS AND SCHEDULES

### Item 14. Reports on SEC Form 17-C

The following is a summary of submissions of SEC Form 17-C filed during the year 2024:

10-Jan-24	ICTSI Sets 2030 Emission Targets and Commits Net Zero Emissions for Scope 1 and 2 by 2050
22-Jan-24	ICTSI Far East Pte. Ltd. Fully Divests in PT ICTSI Jasa Prima Tbk
29-Jan-24	ICTSI Receives Notice of Award for the Operation and Development of Iloilo Commercial Port Complex (ICPC)
2-Feb-24	The International Longshore and Warehouse Union and ICTSI Oregon Inc Reach Settlement of Long Running Litigation
2-Feb-24	Amended ICTSI Far East Pte. Ltd. Fully Divests in PT ICTSI Jasa Prima Tbk
8-Feb-24	FY 2023 Investors' Briefing Notice
21-Feb-24	Notice of 2024 Annual Stockholders' Meeting
1-Mar-24	Declaration of Cash Dividends (Regular)
1-Mar-24	Declaration of Cash Dividends (Special)
1-Mar-24	FY 2023 Earnings Release
1-Mar-24	Awarding of ICTSI Shares under SIP
15-Apr-24	Amended ICTSI Receives Notice of Award for the Operation and Development of ICPC
18-Apr-24	Results of Organizational Meeting of Board of Directors (April 18, 2024)
19-Apr-24	Results of Annual Stockholders' Meeting (April 18, 2024)
25-Apr-24	1Q 2024 Investors' Briefing Notice
6-May-24	1Q 2024 Earnings Release
13-May-24	ICTSI to Invest in New Southern Luzon Gateway
30-Jul-24	2Q 2024 Investors Briefing Notice
12-Aug-24	2Q 2024 Earnings Release
19-Aug-24	International Centre for Settlement of Investment Disputes (ICSID) Registers the Arbitration Requested by ICTSI and OPC Against the Republic of Honduras
10-Oct-24	Purchase of Land for New South Luzon Gateway Project
10-Oct-24	Durban Container Terminal Pier 2 (DCT2) Concession Update
21-Oct-24	3Q 2024 Investors Briefing Notice
5-Nov-24	3Q 2024 Earnings Release
8-Nov-24	Share Buy-Back Transaction
13-Nov-24	Share Buy-Back Transaction
14-Nov-24	Share Buy-Back Transaction
15-Nov-24	Share Buy-Back Transaction
18-Nov-24	Share Buy-Back Transaction
19-Nov-24	Share Buy-Back Transaction
28-Nov-24	Share Buy-Back Transaction
29-Nov-24	Share Buy-Back Transaction
20-Dec-24	MICTSI Concession Extension

*Note: Unless otherwise indicated, no financial statements were filed with the above reports.*

## SIGNATURES

Pursuant to the requirements of Section 17 of the Securities Regulation Code and Section 177 of the Revised Corporation Code of the Philippines, this report is signed on behalf of the Issuer, thereunto duly authorized, in the City of Manila on March 5, 2025.

### INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.

Issuer

Pursuant to the requirements of the Securities Regulation Code, this annual report has been signed by the following persons in the capacities and on the dates indicated.

By:



**Enrique K. Razon, Jr.**  
Chairman and President

Date: March 5, 2025



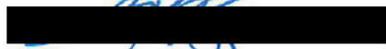
**Emilio Manuel V. Pascua**  
Senior Vice President, Chief  
Financial Officer and Chief  
Risk Officer

Date: March 5, 2025



**Arlyn L. McDonald**  
Vice President, Global Financial  
Controller

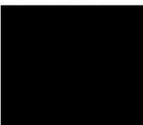
Date: March 5, 2025



**Benjamin M. Gorospe III**  
Asst. Corporate Secretary

Date: March 5, 2025

SUBSCRIBED AND SWORN to before me this 5th day of March 2025 affiants personally appeared before me, exhibiting to me their respective government issued identification cards with photographs as follows:

NAMES	PASSPORT NO.	DATE OF ISSUE	PLACE OF ISSUE
Enrique K. Razon, Jr.			Manila
Emilio Manuel V. Pascua			Manila
Arlyn L. McDonald			Manila
Benjamin M. Gorospe III			Manila

Doc. No. 57  
Page No. 12  
Book No. 02  
Series of 2025.



**ATTY. HILARIO A. UNTAYAO**  
Not. Com. Expires 31 December 2025  
Roll No. 83825 - IBP No. 360061 (2024)  
PTR No. 5581573 (2025-Quezon City)  
MCLE No. VIII-0000998 (Until 2025)  
28 Columbia St., Cubao, Quezon City

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

The management of International Container Terminal Services, Inc. (the Company) is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, as of and for the years ended December 31, 2022, 2023 and 2024, in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of the 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 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 consolidated financial statements including the schedules attached therein and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditors appointed by the stockholders, have audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.

**Enrique K. Razon, Jr.**  
Chairman and President

**Emilio Manuel V. Pascua**  
Senior Vice President, Chief  
Financial Officer, and Chief Risk  
Officer

**Arlyn L. McDonald**  
Vice President, Global Financial  
Controller

Signed this 5th day of March 2025.

SUBSCRIBED AND SWORN to before me this 5th day of March 2025 affiants personally appeared before me, exhibiting to me their respective government issued identification cards with photographs as follows:

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Arlyn L. McDonald			Manila

Doc. No. 57  
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Series of 2025.

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MCLE No. VIII-0000998 (Until 2025)  
28 Columbia St., Cubao, Quezon City

## INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors  
International Container Terminal Services, Inc.  
ICTSI Administration Building, Manila International  
Container Terminal South Access Road, Manila

### Opinion

We have audited the consolidated financial statements of International Container Terminal Services, Inc. (ICTSI) and its subsidiaries (the Group), which comprise the consolidated balance sheets as at December 31, 2022, 2023 and 2024, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period then ended, 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, 2022, 2023 and 2024, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period then ended in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

### Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *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), together with the ethical requirements that are relevant to our audit of the consolidated 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.

### 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 the audit of the consolidated financial statements as a whole, and in forming the auditor's 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.



### ***Impairment Testing of Goodwill and Nonfinancial Assets with Impairment Indicators***

Under PFRS Accounting Standards, the Group is required to annually perform an impairment test of the carrying amounts of its goodwill. When indicators of impairment exist, the Group is also required to test for impairment its other nonfinancial assets. The impairment testing is significant to our audit because the balance of goodwill and nonfinancial assets with impairment indicators of certain subsidiaries aggregating to US\$450.0 million as of December 31, 2024 is material to the consolidated financial statements. In addition, management's assessment process involves significant judgment and estimation based on assumptions which are affected by market or economic conditions in the country or region where the cash-generating unit (CGU) operates. For value-in-use calculation of certain CGUs, the assumptions used in the forecasted free cash flows include forecasted revenue growth, earnings before interest, tax, depreciation and amortization (EBITDA) margins at the CGU level, capital expenditures and weighted average cost of capital.

The Group's disclosures about the impairment testing of goodwill and nonfinancial assets with impairment indicators are included in Notes 3 and 11 to the consolidated financial statements.

#### ***Audit Response***

We involved our internal specialist to assist us in evaluating the assumptions and methodologies used by the Group in determining the recoverable amount, which is the higher of value-in-use and fair value less costs of disposal. For the value-in-use calculation of certain CGUs, the assumptions used in the forecasted free cash flows include revenue growth, EBITDA margins at the CGU level, capital expenditures and weighted average cost of capital. We reviewed the bases and assumptions for estimates of free cash flows, particularly those relating to the forecasted revenue growth and EBITDA margins at the CGU level, by comparing these against historical performance of the CGU, or comparable country, regional or global market data or against the historical performance of other subsidiaries of the Group in the region. We tested the parameters used in the determination of the discount rate against market and economic data. We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is most sensitive, specifically those that have the most significant effect on the determination of the recoverable amount of the goodwill and other nonfinancial assets with impairment indicators. We also tested the mathematical accuracy of the calculations.

### ***Recognition and Measurement of Income Taxes***

The Group operates port terminals in several countries that are governed by varying income tax laws and regulations. Accordingly, management's assessment process for the recognition and measurement of income tax provisions, current income tax liabilities, deferred income tax assets and liabilities involve the exercise of significant judgments and estimations using assumptions that are sensitive to future market or economic conditions as well as the forecasted performance of the relevant subsidiaries in the Group. As of December 31, 2024, the Group recognized provision for income taxes, income tax payable, deferred tax assets and deferred tax liabilities amounting to US\$270.0 million, US\$62.2 million, US\$343.9 million and US\$262.2 million, respectively.

The Group's disclosures about income taxes are included in Notes 3 and 22 to the consolidated financial statements.



### *Audit Response*

We involved our tax specialists in countries where the Group's port terminals are significant to review management's calculation of income taxes, income tax payable and deferred income tax assets and liabilities. For deferred income tax assets, we reviewed the management's assessment on the availability of future taxable income in reference to financial forecasts and tax planning strategies to support the realizability of deferred tax assets. We evaluated management's forecasts by comparing revenue growth and EBITDA margins. We reviewed the bases and assumptions for estimates of free cash flows, in particular those relating to the forecasted revenue growth and EBITDA margins, which we compared against historical performance and available comparable market data. We also reviewed the timing of the reversal of future taxable and deductible temporary differences. At the consolidated level, we also reviewed the bases for recognition of deferred tax liabilities on undistributed cumulative earnings, among others, of certain subsidiaries by reviewing the historical and forecasted dividend declaration made by those subsidiaries.

### **Other Information**

Management is responsible for the other information. The other information comprises the SEC Form 17-A for the year ended December 31, 2024 but does not include the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the SEC Form 20 IS (Definitive Information Statement) and Annual Report for the year ended December 31, 2024, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

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

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

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

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



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

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

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

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

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



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, 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 Martin C. Guantes.

SYCIP GORRES VELAYO & CO.



Martin C. Guantes  
Partner

CPA Certificate No. 

Tax Identification No. 

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

BIR Accreditation No. 08-001998-052-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10465311, January 2, 2025, Makati City

March 5, 2025



# INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

	As at December 31		
	2022	2023	2024
<b>ASSETS</b>			
<b>Noncurrent Assets</b>			
Intangibles (Notes 1, 5 and 25)	US\$2,407,343,955	US\$2,389,063,462	US\$2,392,206,722
Property and equipment (Notes 1, 6 and 16)	1,655,697,582	1,845,693,951	1,868,911,180
Right-of-use assets (Notes 1, 7 and 25)	723,831,838	916,366,357	957,760,276
Investment properties (Note 8)	5,809,337	5,633,749	5,434,675
Investments in and advances to joint ventures and associate (Notes 1, 9 and 23)	250,265,699	271,502,661	220,634,149
Deferred tax assets (Note 22)	392,885,603	408,653,279	343,875,531
Other noncurrent assets (Notes 1, 10, 27 and 28)	352,988,089	195,859,476	236,104,233
<b>Total Noncurrent Assets</b>	<b>5,788,822,103</b>	<b>6,032,772,935</b>	<b>6,024,926,766</b>
<b>Current Assets</b>			
Cash and cash equivalents (Notes 1, 12, 27 and 28)	838,939,670	716,104,043	1,109,073,233
Receivables (Notes 1, 13, 27 and 28)	157,911,285	182,507,225	192,489,983
Spare parts and supplies (Note 1)	52,868,258	55,822,377	59,464,720
Prepaid expenses and other current assets (Notes 1, 14, 27 and 28)	207,450,090	247,454,041	253,922,959
Derivative assets (Notes 27 and 28)	7,628,298	10,198,303	9,474,263
<b>Total Current Assets</b>	<b>1,264,797,601</b>	<b>1,212,085,989</b>	<b>1,624,425,158</b>
	<b>US\$7,053,619,704</b>	<b>US\$7,244,858,924</b>	<b>US\$7,649,351,924</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity Attributable to Equity Holders of the Parent</b>			
Capital stock:			
Preferred stock (Note 15)	US\$236,222	US\$236,222	US\$236,222
Common stock (Note 15)	67,330,188	67,330,188	67,330,188
Additional paid-in capital (Notes 15 and 20)	573,980,749	577,430,605	584,458,288
Preferred shares held by a subsidiary (Note 15)	(72,492,481)	(72,492,481)	(72,492,481)
Treasury shares (Notes 15 and 20)	(39,991,203)	(38,330,159)	(78,946,292)
Excess of consideration over the carrying value of non-controlling interests acquired or disposed (Notes 1 and 15)	(172,684,906)	(169,922,520)	(169,922,520)
Retained earnings (Note 15)	687,449,513	799,685,565	1,226,425,279
Perpetual capital securities (Note 15)	583,162,965	583,162,965	295,141,911
Other comprehensive loss - net (Notes 9, 10, 15, 24 and 27)	(198,410,686)	(154,358,265)	(282,558,061)
<b>Total equity attributable to equity holders of the parent</b>	<b>1,428,580,361</b>	<b>1,592,742,120</b>	<b>1,569,672,534</b>
<b>Equity Attributable to Non-controlling Interests (Note 15)</b>	<b>298,091,602</b>	<b>312,425,668</b>	<b>334,454,320</b>
<b>Total Equity</b>	<b>1,726,671,963</b>	<b>1,905,167,788</b>	<b>1,904,126,854</b>
<b>Noncurrent Liabilities</b>			
Long-term debt - net of current portion (Notes 1, 6, 16, 27 and 28)	1,693,953,701	1,990,036,959	2,071,875,126
Concession rights payable - net of current portion (Notes 1, 25, 27 and 28)	740,188,980	742,334,740	745,863,663
Lease liabilities - net of current portion (Notes 1, 7, 25 and 28)	1,328,112,398	1,571,022,387	1,462,147,182
Deferred tax liabilities (Notes 1 and 22)	262,345,660	273,522,534	262,152,007
Other noncurrent liabilities (Notes 1, 17, 24, 27 and 28)	36,517,230	47,157,301	34,169,050
<b>Total Noncurrent Liabilities</b>	<b>4,061,117,969</b>	<b>4,624,073,921</b>	<b>4,576,207,028</b>
<b>Current Liabilities</b>			
Loans payable (Notes 18, 27 and 28)	337,020,000	139,562,649	167,504,595
Accounts payable and other current liabilities (Notes 1, 19, 23, 27 and 28)	392,329,036	412,135,523	451,507,446
Current portion of long-term debt (Notes 1, 6, 16, 27 and 28)	439,893,717	42,389,052	414,944,295
Current portion of concession rights payable (Notes 1, 25, 27 and 28)	14,227,765	14,682,499	15,989,952
Current portion of lease liabilities (Notes 1, 7, 25 and 28)	25,585,758	41,877,334	42,708,981
Income tax payable (Notes 1 and 22)	56,773,496	64,970,158	62,157,017
Derivative liabilities (Notes 17, 27 and 28)	-	-	14,205,756
<b>Total Current Liabilities</b>	<b>1,265,829,772</b>	<b>715,617,215</b>	<b>1,169,018,042</b>
<b>Total Liabilities</b>	<b>5,326,947,741</b>	<b>5,339,691,136</b>	<b>5,745,225,070</b>
	<b>US\$7,053,619,704</b>	<b>US\$7,244,858,924</b>	<b>US\$7,649,351,924</b>

See accompanying Notes to Consolidated Financial Statements.



**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.  
AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF INCOME**

	Years Ended December 31		
	2022	2023	2024
<b>INCOME</b>			
Gross revenues from port operations (Notes 4 and 25)	US\$2,242,991,855	US\$2,388,326,383	US\$2,739,524,184
Interest income (Notes 12 and 23)	39,052,181	57,976,544	71,546,644
Foreign exchange gain (Note 28)	14,471,422	10,489,189	19,599,493
Equity in net profit of joint ventures (Note 9)	1,986,758	–	–
Other income (Notes 1 and 21)	18,995,870	23,087,457	36,954,395
	<b>2,317,498,086</b>	<b>2,479,879,573</b>	<b>2,867,624,716</b>
<b>EXPENSES</b>			
Port authorities' share in gross revenues (Notes 1, 7, 21 and 23)	221,604,018	220,008,757	232,848,200
Manpower costs (Notes 20, 23 and 24)	299,779,275	329,115,205	365,862,467
Equipment and facilities-related expenses (Notes 7 and 23)	166,227,979	167,836,512	187,399,789
Administrative and other operating expenses (Notes 7 and 23)	146,107,794	165,752,389	173,985,603
Depreciation and amortization (Notes 5, 6, 7 and 8)	266,717,816	294,431,515	300,777,664
Interest expense and financing charges on borrowings (Notes 16 and 18)	126,470,885	140,332,636	159,279,665
Interest expense on concession rights payable	62,698,820	64,518,959	63,313,327
Interest expense on lease liabilities (Note 7)	119,722,451	133,793,311	138,035,382
Equity in net loss of joint ventures (Note 9)	–	9,808,724	5,457,186
Foreign exchange loss (Note 28)	6,473,690	17,186,101	8,071,159
Impairment losses on goodwill and other nonfinancial assets (Notes 5, 10 and 11)	16,013,234	165,303,485	–
Other expenses (Notes 21 and 23)	55,557,666	24,249,937	26,773,510
	<b>1,487,373,628</b>	<b>1,732,337,531</b>	<b>1,661,803,952</b>
<b>CONSTRUCTION REVENUE (EXPENSE) (Note 25)</b>			
Construction revenue	61,520,936	65,270,968	166,545,199
Construction expense	(61,520,936)	(65,270,968)	(166,545,199)
	–	–	–
<b>INCOME BEFORE INCOME TAX</b>	<b>830,124,458</b>	<b>747,542,042</b>	<b>1,205,820,764</b>
<b>PROVISION FOR (BENEFIT FROM) INCOME TAX</b> (Note 22)			
Current	176,547,020	176,007,041	229,209,876
Deferred	(23,889,387)	(9,591,354)	40,833,269
	<b>152,657,633</b>	<b>166,415,687</b>	<b>270,043,145</b>
<b>NET INCOME</b>	<b>US\$677,466,825</b>	<b>US\$581,126,355</b>	<b>US\$935,777,619</b>
<b>Attributable To</b>			
Equity holders of the parent	US\$618,464,708	US\$511,529,938	US\$849,798,990
Non-controlling interests	59,002,117	69,596,417	85,978,629
	<b>US\$677,466,825</b>	<b>US\$581,126,355</b>	<b>US\$935,777,619</b>
<b>Earnings Per Share (Note 29)</b>			
Basic	US\$0.287	US\$0.238	US\$0.408
Diluted	0.287	0.237	0.407

See accompanying Notes to Consolidated Financial Statements.



**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.  
AND SUBSIDIARIES**

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**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	<b>Years Ended December 31</b>		
	2022	2023	2024
<b>NET INCOME FOR THE YEAR</b>	US\$677,466,825	US\$581,126,355	US\$935,777,619
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>			
<i>Items to be reclassified to profit or loss in subsequent periods</i>			
Exchange differences on translation of foreign operations' financial statements (Note 15)	(27,708,042)	51,159,475	(139,882,059)
Net change in unrealized mark-to-market values of derivatives (Notes 15 and 27)	29,412,771	(12,109,652)	9,667,582
Share of other comprehensive income (loss) of joint ventures (Notes 9 and 15)	(14,686,719)	1,876,729	(280,609)
Income tax relating to components of other comprehensive loss (Note 27)	(4,145,874)	3,033,798	(2,385,785)
	(17,127,864)	43,960,350	(132,880,871)
<i>Items not to be reclassified to profit or loss in subsequent periods</i>			
Net unrealized mark-to-market gain on financial assets at FVOCI (Notes 10 and 15)	335,578	396,624	1,049,552
Share of other comprehensive income of joint ventures (Notes 9 and 15)	124,037	20,310	16,909
Remeasurement gains (losses) on defined benefit plans - net of tax (Notes 15 and 24)	178,002	(964,905)	(89,382)
	637,617	(547,971)	977,079
	(16,490,247)	43,412,379	(131,903,792)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	US\$660,976,578	US\$624,538,734	US\$803,873,827
<b>Attributable To</b>			
Equity holders of the parent	US\$623,349,507	US\$555,582,359	US\$721,599,194
Non-controlling interests	37,627,071	68,956,375	82,274,633
	US\$660,976,578	US\$624,538,734	US\$803,873,827

*See accompanying Notes to Consolidated Financial Statements.*



# INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2022, 2023 AND 2024

	Attributable to Equity Holders of the Parent (Note 15)										Attributable to Non-controlling Interests	Total Equity
	Preferred Stock	Common Stock	Additional Paid-in Capital	Preferred Shares Held by a Subsidiary	Treasury Shares	Excess of Consideration over the Carrying Value of Non-controlling Interests acquired or disposed	Retained Earnings	Perpetual Capital Securities	Other Comprehensive Loss – net	Total		
Balance at December 31, 2021	US\$236,222	US\$67,330,188	US\$572,814,879	(US\$72,492,481)	(US\$12,481,187)	(US\$171,875,534)	US\$346,227,001	US\$795,224,279	(US\$203,295,485)	US\$1,321,687,882	US\$189,891,121	US\$1,511,579,003
Net income for the year	–	–	–	–	–	–	618,464,708	–	–	618,464,708	59,002,117	677,466,825
Other comprehensive income (Note 15)	–	–	–	–	–	–	–	–	4,884,799	4,884,799	(21,375,046)	(16,490,247)
Total comprehensive income for the year	–	–	–	–	–	–	618,464,708	–	4,884,799	623,349,507	37,627,071	660,976,578
Cash dividends (Note 15)	–	–	–	–	–	–	(237,686,841)	–	–	(237,686,841)	(62,666,114)	(300,352,955)
Share-based payments (Note 20)	–	–	5,466,020	–	–	–	–	–	–	5,466,020	–	5,466,020
Issuance of treasury shares for share-based payments (Notes 15 and 20)	–	–	(4,300,150)	–	4,300,150	–	–	–	–	–	–	–
Acquisition of treasury shares (Note 15.1)	–	–	–	–	(31,810,166)	–	–	–	–	(31,810,166)	–	(31,810,166)
Acquisition/disposal of NCI (Note 15.3)	–	–	–	–	–	(809,372)	–	–	–	(809,372)	(2,206,025)	(3,015,397)
Consolidation of MNHPI (Note 1.4)	–	–	–	–	–	–	–	–	–	–	136,123,613	136,123,613
Disposal of HIPS (Note 1.2)	–	–	–	–	–	–	–	–	–	–	(678,064)	(678,064)
Redemption of perpetual capital securities (Note 15)	–	–	–	–	–	–	(10,528,677)	(212,061,314)	–	(222,589,991)	–	(222,589,991)
Distributions on perpetual capital securities (Note 15)	–	–	–	–	–	–	(29,026,678)	–	–	(29,026,678)	–	(29,026,678)
<b>Balance at December 31, 2022</b>	<b>US\$236,222</b>	<b>US\$67,330,188</b>	<b>US\$573,980,749</b>	<b>(US\$72,492,481)</b>	<b>(US\$39,991,203)</b>	<b>(US\$172,684,906)</b>	<b>US\$687,449,513</b>	<b>US\$583,162,965</b>	<b>(US\$198,410,686)</b>	<b>US\$1,428,580,361</b>	<b>US\$298,091,602</b>	<b>US\$1,726,671,963</b>
Balance at December 31, 2022	US\$236,222	US\$67,330,188	US\$573,980,749	(US\$72,492,481)	(US\$39,991,203)	(US\$172,684,906)	US\$687,449,513	US\$583,162,965	(US\$198,410,686)	US\$1,428,580,361	US\$298,091,602	US\$1,726,671,963
Net income for the year	–	–	–	–	–	–	511,529,938	–	–	511,529,938	69,596,417	581,126,355
Other comprehensive income (Note 15)	–	–	–	–	–	–	–	–	44,052,421	44,052,421	(640,042)	43,412,379
Total comprehensive income for the year	–	–	–	–	–	–	511,529,938	–	44,052,421	555,582,359	68,956,375	624,538,734
Cash dividends (Note 15)	–	–	–	–	–	–	(370,267,208)	–	–	(370,267,208)	(59,387,555)	(429,654,763)
Share-based payments (Note 20)	–	–	6,175,103	–	–	–	–	–	–	6,175,103	–	6,175,103
Issuance of treasury shares for share-based payments (Notes 15 and 20)	–	–	(2,725,247)	–	2,725,247	–	–	–	–	–	–	–
Acquisition of treasury shares (Note 15.1)	–	–	–	–	(1,064,203)	–	–	–	–	(1,064,203)	–	(1,064,203)
Disposal of NCI (Note 1.3)	–	–	–	–	–	2,762,386	–	–	–	2,762,386	(1,397,386)	1,365,000
Acquisition of CLIA Pouso Alegre (Note 1.4)	–	–	–	–	–	–	–	–	–	–	6,162,632	6,162,632
Distributions on perpetual capital securities (Note 15)	–	–	–	–	–	–	(29,026,678)	–	–	(29,026,678)	–	(29,026,678)
<b>Balance at December 31, 2023</b>	<b>US\$236,222</b>	<b>US\$67,330,188</b>	<b>US\$577,430,605</b>	<b>(US\$72,492,481)</b>	<b>(US\$38,330,159)</b>	<b>(US\$169,922,520)</b>	<b>US\$799,685,565</b>	<b>US\$583,162,965</b>	<b>(US\$154,358,265)</b>	<b>US\$1,592,742,120</b>	<b>US\$312,425,668</b>	<b>US\$1,905,167,788</b>
Balance at December 31, 2023	US\$236,222	US\$67,330,188	US\$577,430,605	(US\$72,492,481)	(US\$38,330,159)	(US\$169,922,520)	US\$799,685,565	US\$583,162,965	(US\$154,358,265)	US\$1,592,742,120	US\$312,425,668	US\$1,905,167,788
Net income for the year	–	–	–	–	–	–	849,798,990	–	–	849,798,990	85,978,629	935,777,619
Other comprehensive income (Note 15)	–	–	–	–	–	–	–	–	(128,199,796)	(128,199,796)	(3,703,996)	(131,903,792)
Total comprehensive income for the year	–	–	–	–	–	–	849,798,990	–	(128,199,796)	721,599,194	82,274,633	803,873,827
Cash dividends (Note 15)	–	–	–	–	–	–	(399,338,991)	–	–	(399,338,991)	(62,873,476)	(462,212,467)
Share-based payments (Note 20)	–	–	9,577,387	–	–	–	–	–	–	9,577,387	–	9,577,387
Issuance of treasury shares for share-based payments (Notes 15 and 20)	–	–	(2,549,704)	–	2,549,704	–	–	–	–	–	–	–
Acquisition of treasury shares (Note 15.1)	–	–	–	–	(43,165,837)	–	–	–	–	(43,165,837)	–	(43,165,837)
Disposal of a subsidiary (Note 1.2)	–	–	–	–	–	–	–	–	–	–	2,627,495	2,627,495
Redemption of perpetual capital securities (Note 15)	–	–	–	–	–	–	(8,820,285)	(288,021,054)	–	(296,841,339)	–	(296,841,339)
Distributions on perpetual capital securities (Note 15)	–	–	–	–	–	–	(14,900,000)	–	–	(14,900,000)	–	(14,900,000)
<b>Balance at December 31, 2024</b>	<b>US\$236,222</b>	<b>US\$67,330,188</b>	<b>US\$584,458,288</b>	<b>(US\$72,492,481)</b>	<b>(US\$78,946,292)</b>	<b>(US\$169,922,520)</b>	<b>US\$1,226,425,279</b>	<b>US\$295,141,911</b>	<b>(US\$282,558,061)</b>	<b>US\$1,569,672,534</b>	<b>US\$334,454,320</b>	<b>US\$1,904,126,854</b>

See accompanying Notes to Consolidated Financial Statements.



**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.  
AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Years Ended December 31</b>		
	2022	2023	2024
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax	US\$830,124,458	US\$747,542,042	US\$1,205,820,764
Adjustments for:			
Depreciation and amortization (Notes 5, 6, 7 and 8)	266,717,816	294,431,515	300,777,664
Interest expense on:			
Borrowings (Notes 16 and 18)	126,470,885	140,332,636	159,279,665
Lease liabilities	119,722,451	133,793,311	138,035,382
Concession rights payable	62,698,820	64,518,959	63,313,327
Loss (gain) on:			
Sale of a subsidiary (Note 1.2)	(2,238,020)	–	1,639,535
Disposal of property and equipment - net	(174,928)	1,628,370	(2,502,671)
Write-off of debt issuance costs and other non-cash expenses (Notes 16 and 21)	13,382,990	–	–
Interest income (Notes 12 and 23)	(39,052,181)	(57,976,544)	(71,546,644)
Impairment losses on goodwill and nonfinancial assets (Notes 5, 10 and 11)	16,013,234	165,303,485	–
Share-based payments (Notes 15 and 20)	5,622,324	6,268,329	8,806,204
Unrealized foreign exchange loss (gain)	(2,551,806)	6,606,006	(10,894,127)
Equity in net loss (profit) of joint ventures (Note 9)	(1,986,758)	9,808,724	5,457,186
Dividend income (Note 21)	(3,774)	(4,534)	(1,143,870)
Unrealized mark-to-market gain on derivatives	(1,156,578)	–	–
Operating income before changes in working capital	1,393,588,933	1,512,252,299	1,797,042,415
Decrease (increase) in:			
Receivables	(8,442,106)	(22,026,495)	(14,907,361)
Spare parts and supplies	(6,164,644)	(3,244,021)	(7,231,047)
Prepaid expenses and other current assets	4,354,714	(6,117,697)	(21,325,911)
Increase (decrease) in:			
Accounts payable and other current liabilities	55,201,612	(7,217,157)	50,766,554
Retirement liabilities	1,550,747	(571,643)	72,606
Cash generated from operations	1,440,089,256	1,473,075,286	1,804,417,256
Income taxes paid	(164,992,158)	(172,615,991)	(225,262,970)
Net cash flows provided by operating activities	1,275,097,098	1,300,459,295	1,579,154,286
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisitions of:			
Property and equipment (Note 6)	(237,890,068)	(207,678,271)	(288,529,428)
Intangible assets, including upfront costs deposit (Notes 5 and 10)	(100,728,821)	(74,930,298)	(184,540,302)
Subsidiaries (Note 1)	–	(13,881,550)	–
Group of assets that constitute a business (Note 1.4)	–	–	(2,516,970)
Effect of business combination (Note 1.4)	18,795,894	–	–
Proceeds from disposal of:			
Property and equipment	2,515,926	891,516	5,565,826
A subsidiary (Note 1.2)	2,457,007	–	2,000,000
Interest received	26,487,794	44,050,082	62,444,948
Payments for concession rights	(15,242,339)	(21,334,293)	(22,113,678)
Dividends received	3,774	4,434	1,143,870
Decrease (increase) in:			
Other noncurrent assets	(85,325,040)	(42,026,111)	(66,400,418)
Short-term investments and restricted cash	(136,742,700)	(3,475,332)	(10,443,568)
Investment in and advances to joint ventures (Note 9)	7,326,135	396,065	54,784,316
Net cash flows used in investing activities	(518,342,438)	(317,983,758)	(448,605,404)

(Forward)



	<b>Years Ended December 31</b>		
	2022	2023	2024
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from:			
Long-term borrowings (Note 16)	US\$89,379,573	US\$432,839,358	US\$593,883,375
Short-term borrowings (Note 18)	475,336,862	464,843,618	279,482,992
Payments of:			
Dividends (Note 15)	(299,039,343)	(428,241,674)	(454,276,765)
Redemption and repurchase of perpetual capital securities (Note 15)	(222,589,991)	–	(296,841,339)
Interest on lease liabilities and concession rights payable	(178,360,627)	(198,130,404)	(199,353,930)
Short-term borrowings (Note 18)	(140,114,944)	(666,842,000)	(243,890,896)
Interest on borrowings	(115,156,889)	(119,269,603)	(148,405,100)
Long-term borrowings (Note 16)	(79,273,544)	(543,985,586)	(117,005,145)
Lease liabilities (Note 7)	(33,661,990)	(32,031,514)	(44,410,658)
Distributions on perpetual capital securities (Note 15)	(29,026,678)	(29,026,678)	(14,900,000)
Purchase of treasury shares (Note 15)	(31,810,166)	(1,064,203)	(43,165,837)
Acquisition of non-controlling interests (Note 15)	(3,015,397)	–	–
Decrease in other noncurrent liabilities	(1,923,385)	696,260	165,532
Net cash flows used in financing activities	(569,256,519)	(1,120,212,426)	(688,717,771)
<b>EFFECT OF EXCHANGE RATE CHANGES</b>			
<b>ON CASH AND CASH EQUIVALENTS</b>	(6,152,000)	14,901,262	(48,861,921)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>			
	181,346,141	(122,835,627)	392,969,190
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>			
	657,593,529	838,939,670	716,104,043
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 12)</b>			
	US\$838,939,670	US\$716,104,043	US\$1,109,073,233

See accompanying Notes to Consolidated Financial Statements.



**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.  
AND SUBSIDIARIES**

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**1. Corporate Information**

**1.1 General**

International Container Terminal Services, Inc. (ICTSI or the Parent Company) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on December 24, 1987. The registered office address of the Parent Company is ICTSI Administration Building, Manila International Container Terminal (MICT) South Access Road, Manila. ICTSI's common shares are publicly traded in the Philippine Stock Exchange (PSE).

The consolidated financial statements were authorized for issue in accordance with a resolution of the Board of Directors (the Board) on March 5, 2025.

**1.2 Port Operations**

ICTSI and its subsidiaries (collectively referred to as "the Group") entered into various concessions of port operations which include development, management, and operation of container terminals and related facilities around the world. As at March 5, 2025, the Group is involved in 32 terminal operations, including concessions and port development projects in 19 countries worldwide. There are 10 terminal operations in the Philippines (including an inland container terminal, a barge terminal and combined terminal operations in Subic), four (4) in Brazil (including an intermodal rail ramp terminal and a Customs-bonded facility), two (2) in Papua New Guinea (PNG), and one (1) each in China, Indonesia, Ecuador, Poland, Georgia, Madagascar, Croatia, Honduras, Mexico, Iraq, Argentina, Democratic Republic (DR) of Congo, Colombia, Australia, Cameroon and Nigeria.

Concessions for port operations entered into, acquired, extended, disposed and expired during the last three years are summarized below:

**Acquisition and Extension of Concessions**

*Port of Kribi, Cameroon.* In January 2025, the Port Authority of Kribi agreed to extend the concession agreement for the development, operation and maintenance activities of the multipurpose terminal at the Port of Kribi by Kribi Multipurpose Terminal (KMT) for another five (5) years. The amended agreement will expire in 2050.

*Mindanao Container Terminal, Philippines.* In December 2024, Mindanao International Container Terminal Services, Inc. (MICTSI) was granted by PHIVIDEC Industrial Authority an extension of its concession term to operate and manage the Mindanao Container Terminal for another twenty-five (25) years, from 2033 to 2058.

*Tanjung Pakis Lamongan Public Terminal, East Java, Indonesia.* On July 27, 2022, ICTSI signed a Conditional Share Subscription and Purchase Agreement with Indo Port Holding Pte Ltd. and Eastlog Holding Pte Ltd. to acquire majority share ownership up to 66.67% in PT East Java Development (EJD) (see Note 1.4). EJD holds a concession right to operate a multi-purpose terminal in Lamongan Regency, East Java, Indonesia, effective until December 31, 2065. On December 17, 2024, PT Lamongan Integrated Shorebase granted an extension of EJD's concession right for additional seven (7) years or until December 31, 2072.



*Iloilo Commercial Port Complex (ICPC), Philippines.* In January 2024, the Philippine Ports Authority (PPA) has awarded to ICTSI the 25-year contract to develop and operate the ICPC. In April 2024, the Group received from the PPA the notice to proceed and the 25-year ICPC port management contract was entered between ICTSI and PPA on the same date.

*Port of Gdynia, Poland.* In December 2022, ICTSI, through its wholly-owned subsidiary, Baltic Container Terminal (BCT), signed a new 30-year lease with the Port Authority of Gdynia S.A. (PAGSA). This new lease extends BCT's operation of the multipurpose terminal at Port of Gdynia in Poland from 2023 up to 2053.

*South Cotabato, Philippines.* On February 20, 2006, the PPA granted South Cotabato Integrated Port Services, Inc. (SCIPSI) a 10-year contract for the exclusive management and operation of arrastre, stevedoring, and other cargo handling services, except portage, at Makar Wharf, Port of General Santos, General Santos City in the Philippines that expired on February 19, 2016. Thereafter, the PPA granted SCIPSI a series of Hold-over-Authority (HOA) on a temporary basis over the cargo handling services at Makar Wharf, Port of General Santos. SCIPSI has been granted a new HOA that is valid for 12 months starting from January 1, 2024. The HOA may be pre-terminated upon the award of a new contract by the PPA or revoked for a reason by the PPA. As at March 5, 2025, SCIPSI continues to operate and has submitted the letter of intent including the requirements for the issuance of a new HOA.

#### Disposal and Expiration of Concessions

*Jakarta, Indonesia.* On January 22, 2024, ICTSI, through its wholly owned subsidiary, ICTSI Far East Pte. Ltd. (IFEL), signed a Conditional Share Sale and Purchase Agreement with PT Sarana Kelola Investa in connection with the sale of 80.19% shares of PT ICTSI Jasa Prima Tbk (IJP) for US\$2.0 million, the Company's listed subsidiary in Indonesia which owns PT PBM Olah Jasa Andal (OJA), which in turn has an equipment supply cooperation agreement with PT Pelabuhan Indonesia II (Pelindo II) at the Port of Tanjung Priok in Jakarta, Indonesia. The sale of IJP shares closed on February 1, 2024 and resulted to a loss on sale of IJP and OJA amounting to US\$1.6 million.

*Port of Karachi, Pakistan.* In June 2023, ICTSI was informed by Karachi Port Trust (KPT) that Pakistan International Container Terminal Ltd. (PICT)'s container terminal concession in Karachi, Pakistan will revert to the port authority effective June 18, 2023. Thereafter, PICT has fully transitioned the terminal operations to the new port operator (see Note 5).

*Port of Makassar, Indonesia.* The extended term of the cooperation agreement between PT Makassar Terminal Services (MTS) and PT Pelabuhan Indonesia IV (Pelindo IV) for the procurement, installation and operation of container loading and unloading equipment at the Makassar Port Container Terminal, South Sulawesi, Indonesia expired on January 31, 2023. The parties mutually agreed not to renew the cooperation agreement. Immediately thereafter, MTS ceased its operations at the Makassar Port Container Terminal.

*Hijo Port, Davao, Philippines.* Abbotsford Holdings, Inc. (AHI) entered into a share purchase agreement (SPA) with Hijo Resources Corp. (HRC), with AHI selling all its 65% interest in Hijo International Port Services, Inc. (HIPS) to the latter subject to delivery of a bank guarantee, among other conditions. Effective August 31, 2022, the sale was finalized and concluded by both parties. The sale resulted to a gain on disposal of HIPS amounting to US\$2.2 million.

*Port of Davao, Davao, Philippines.* In June 2022, ICTSI was informed that the PPA has awarded the Davao port terminal management contract to a new port operator. On June 30, 2022, Davao Integrated Port and Stevedoring Services Corporation (DIPSSCOR) ceased its operations. Immediately thereafter, DIPSSCOR has fully transitioned the operations at Sasa Wharf to the new operator in coordination with the PPA.



### 1.3 Subsidiaries, Joint Ventures and Associates

	Place of Incorporation	Nature of Business	Functional Currency	Percentage of Ownership					
				2022		2023		2024	
				Direct	Indirect	Direct	Indirect	Direct	Indirect
<b>Subsidiaries:</b>									
<b>Asia</b>									
Victoria International Container Terminal (VICT)	Australia	Port Management	Australian Dollar	-	100.00	-	100.00	-	100.00
Yantai International Container Terminal Ltd. (YICT)	China	Port Management	Renminbi	-	51.00	-	51.00	-	51.00
PT ICTSI Jasa Prima Tbk (IJP) and Subsidiaries <sup>(a)</sup>	Indonesia	Maritime infrastructure and logistics	US Dollar	-	80.19	-	80.19	-	-
PT PBM Olah Jasa Andal (OJA) <sup>(a)</sup>	Indonesia	Port Management	US Dollar	-	80.19	-	80.19	-	-
PT Makassar Terminal Services (MTS) <sup>(b)</sup>	Indonesia	Port Management	Indonesian Rupiah	-	95.00	-	95.00	-	95.00
PT East Java Development (EJD) <sup>(c)</sup>	Indonesia	Port Management	Indonesian Rupiah	66.67	-	66.67	-	66.67	-
Motukea International Terminal Ltd. (MITL)	Papua New Guinea	Port Management	Papua New Guinean Kina	-	70.00	-	70.00	-	70.00
South Pacific International Container Terminal Ltd. (SPICTL)	Papua New Guinea	Port Management	Papua New Guinean Kina	-	70.00	-	70.00	-	70.00
Bauan International Port, Inc. (BIPI) <sup>(d)</sup>	Philippines	Port Management	Philippine Peso	-	100.00	-	100.00	-	100.00
Cavite Gateway Terminal (CGT)	Philippines	Port Management	Philippine Peso	-	100.00	-	100.00	-	100.00
Davao Integrated Port and Stevedoring Services Corp. (DIPSSCOR) <sup>(e)</sup>	Philippines	Port Management	Philippine Peso	-	96.95	-	96.95	-	96.95
Laguna Gateway Inland Container Terminal, Inc. (LGICT)	Philippines	Port Management	Philippine Peso	-	60.00	-	60.00	-	60.00
Manila Harbor Center Port Services, Inc. (MHCPSI)	Philippines	Port Management	Philippine Peso	100.00	-	100.00	-	100.00	-
Manila North Harbour Port, Inc. (MNHPI) <sup>(f)</sup> (Subsidiary starting September 8, 2022)	Philippines	Port Management	Philippine Peso	50.00	-	50.00	-	50.00	-
Mindanao International Container Terminal Services, Inc. (MICTSI)	Philippines	Port Management	Philippine Peso	100.00	-	100.00	-	100.00	-
Subic Bay International Terminal Holdings, Inc. (SBITHI)	Philippines	Holding Company	US Dollar	90.50	-	90.50	-	90.50	-
ICTSI Subic, Inc. (ICTSI Subic)	Philippines	Port Management	US Dollar	-	90.50	-	90.50	-	90.50
Subic Bay International Terminal Corporation (SBITC)	Philippines	Port Management	US Dollar	-	90.50	-	90.50	-	90.50
South Cotabato Integrated Port Services, Inc. (SCIPSI)	Philippines	Port Management	Philippine Peso	35.82	14.41	35.82	14.41	35.82	14.41
Visayas Container Terminal (VCT) <sup>(g)</sup>	Philippines	Port Management	Philippine Peso	-	-	-	-	100.00	-
Catalyst Logistics Incorporated (CLI) <sup>(h)</sup>	Philippines	Freight Forwarder	Philippine Peso	-	51.00	-	51.00	-	51.00
Sevilla Brokerage Incorporated (SBI) <sup>(i)</sup>	Philippines	Customs Broker	Philippine Peso	-	80.00	-	80.00	-	80.00
IW Cargo Handlers, Inc.	Philippines	Port Equipment Rental	US Dollar	-	100.00	-	100.00	-	100.00
IWI Container Terminal Holdings, Inc. (IWI CTHI)	Philippines	Warehousing	Philippine Peso	100.00	-	100.00	-	100.00	-
Container Terminal Systems Solutions Philippines, Inc.	Philippines	Software Developer	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Asia Pacific Business Services, Inc. (APBS)	Philippines	Business Process Outsourcing	US Dollar	-	100.00	-	100.00	-	100.00
Abbotsford Holdings, Inc. (AHI)	Philippines	Holding Company	Philippine Peso	100.00	-	100.00	-	100.00	-
Cordilla Properties Holdings, Inc.	Philippines	Holding Company	Philippine Peso	100.00	-	100.00	-	100.00	-

(a) Disposed effective February 1, 2024

(b) Ceased commercial operations effective January 31, 2023

(c) Acquired on August 16, 2022

(d) Acquired additional 20% stake on December 23, 2022

(e) Ceased commercial operations effective June 30, 2022

(f) Accounted for as a joint venture until September 7, 2022, and thereafter, as a subsidiary (see Note 1.4)

(g) Established in March 2024

(h) Incorporated on October 14, 2022 with ICTSI having 51% of the shareholding; started commercial operations in July 2023

(i) Acquired 80% shareholdings last October 21, 2022



	Place of Incorporation	Nature of Business	Functional Currency	Percentage of Ownership					
				2022		2023		2024	
				Direct	Indirect	Direct	Indirect	Direct	Indirect
Intermodal Terminal Holdings, Inc. (ITH)	Philippines	Holding Company	Philippine Peso	100.00	-	100.00	-	100.00	-
ICTSI Ltd. Regional Operating Headquarters (ROHQ)	Philippines	Regional Operating Headquarters	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Ltd. Regional Headquarters	Philippines	Regional Headquarters	Philippine Peso	-	100.00	-	100.00	-	100.00
ICTSI Ltd.	Bermuda	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
Tungsten RE Ltd.	Bermuda	Insurance Company	US Dollar	-	100.00	-	100.00	-	100.00
Global Procurement Ltd.	Bermuda	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Honduras Ltd.	Bermuda	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
Aeolina Investments Limited	British Virgin Islands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
Crixus Limited	British Virgin Islands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
Pentland International Holdings, Ltd.	British Virgin Islands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
New Muara Container Terminal Services Sdn Bhd (NMCTS)	Brunei	Port Management	Brunei Dollar	-	100.00	-	100.00	-	100.00
International Container Terminal Holdings, Inc. (ICTHI)	Cayman Islands	Holding Company	US Dollar	100.00	-	100.00	-	100.00	-
ICTSI Georgia Corp. (IGC)	Cayman Islands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
Asiastar Consultants Limited <sup>(j)</sup>	Hong Kong	Management Services	US Dollar	-	100.00	-	100.00	-	-
ICTSI (Hong Kong) Limited (IHKL)	Hong Kong	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
PT Container Terminal System Solutions, Inc.	Indonesia	Software Developer	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Mauritius Ltd.	Mauritius	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
Consultports S.A. de C.V.	Mexico	Business Development Office (BDO)	Mexican Peso	-	100.00	-	100.00	-	100.00
ICTSI Americas B.V. (Multinational Headquarters)	Panama	BDO	US Dollar	-	100.00	-	100.00	-	100.00
International South Pacific, Ltd. (ISPL)	Papua New Guinea	Holding Company	Papua New Guinean Kina	-	100.00	-	100.00	-	100.00
ICTSI QFC LLC <sup>(k)</sup>	Qatar	Holding Company	US Dollar	-	100.00	-	100.00	-	-
ICTSI Far East Pte. Ltd. (IFEL)	Singapore	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Project Delivery Services Co. Pte. Ltd. <sup>(l)</sup>	Singapore	Port Equipment Sale and Rental	US Dollar	-	100.00	-	-	-	-
ICTSI Africa Headquarters (Pty) Ltd <sup>(m)</sup>	South Africa	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
SPIA Spain S.L.	Spain	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
CGSA Transportadora S.L.	Spain	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Americas B.V. (IABV)	The Netherlands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Africa B.V.	The Netherlands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI EMEA B.V. (IEBV)	The Netherlands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Treasury B.V. (ITBV)	The Netherlands	Holding Company	US Dollar	-	75.00	-	75.00	-	75.00
ICTSI Global Finance B.V. (IGFBV)	The Netherlands	Holding Company	US Dollar	-	75.00	-	75.00	-	75.00
ICTSI Global Holdings B.V. <sup>(n)</sup>	The Netherlands	Holding Company	US Dollar	99.00	1.00	100.00	-	100.00	-
ICTSI Oceania B.V. (IOBV)	The Netherlands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00

(j) Dissolved effective April 5, 2024

(k) Deregistered from Qatar Financial Centre (QFC) on July 14, 2024

(l) Deregistered from Singapore ACRA on November 6, 2023

(m) Organized on May 30, 2022

(n) Effective June 18, 2022, ICTSI Global Cooperatief U.A. was merged with ICTSI Cooperatief U.A., with ICTSI Global Cooperatief U.A. as the surviving entity, and was renamed to ICTSI Global Holdings B.V. effective September 22, 2022



	Place of Incorporation	Nature of Business	Functional Currency	Percentage of Ownership						
				2022		2023		2024		
				Direct	Indirect	Direct	Indirect	Direct	Indirect	
ICTSI Tuxpan B.V.	The Netherlands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00	
CGSA B.V.	The Netherlands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00	
CMSA B.V.	The Netherlands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00	
Royal Capital B.V. (RCBV)	The Netherlands	Holding Company	US Dollar	-	75.00	-	75.00	-	75.00	
SPIA Colombia B.V.	The Netherlands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00	
ICTSI (M.E.) DMCC (ICTSI Dubai)	United Arab Emirates	BDO	US Dollar	100.00	-	100.00	-	100.00	-	
ICTSI Middle East DMCC	United Arab Emirates	Holding Company	US Dollar	100.00	-	100.00	-	100.00	-	
ICTSI Durban DMCC <sup>(o)</sup>	United Arab Emirates	Holding Company	US Dollar	-	-	100.00	-	100.00	-	
ICTSI Santos DMCC <sup>(o)</sup>	United Arab Emirates	Holding Company	US Dollar	-	-	100.00	-	100.00	-	
Container Terminal de Venezuela Conterven CA (CTVCC)	Venezuela	Holding Company	US Dollar	-	95.00	-	95.00	-	95.00	
<b>Europe, Middle East and Africa (EMEA)</b>										
Kribi Multipurpose Terminal (KMT)	Cameroon	Port Management	XAF	-	75.00	-	75.00	-	75.00	
Adriatic Gate Container Terminal (AGCT)	Croatia	Port Management	Euro	-	51.00	-	51.00	-	51.00	
ICTSI DR Congo S.A. (IDRC) <sup>(p)</sup>	DR Congo	Port Management	US Dollar	-	58.00	-	58.00	-	58.00	
Batumi International Container Terminal LLC (BICTL)	Georgia	Port Management	US Dollar	-	100.00	-	100.00	-	100.00	
ICTSI (M.E.) DMCC Iraq Branch (ICTSI Iraq)	Iraq	Port Management	US Dollar	-	100.00	-	100.00	-	100.00	
Madagascar International Container Terminal Services, Ltd. (MICTSL)	Madagascar	Port Management	Euro	-	100.00	-	100.00	-	100.00	
International Container Terminal Services Nigeria Ltd.	Nigeria	Port Management	US Dollar	-	75.00	-	75.00	-	75.00	
International Container Terminal Services (FZE)	Nigeria	Port Management	Nigerian Naira	-	75.00	-	75.00	-	75.00	
Baltic Container Terminal Ltd. (BCT)	Poland	Port Management	US Dollar	-	100.00	-	100.00	-	100.00	
Pakistan International Container Terminal Ltd. (PICT) <sup>(q)</sup>	Pakistan	Port Management	Pakistani Rupee	-	80.41	-	80.41	-	79.71	
Africa Gateway Terminal (AGT) <sup>(r)</sup>	Sudan	Port Management	Euro	-	100.00	-	100.00	-	100.00	
Tartous International Container Terminal, Inc. (TICT)	Syria	Port Management	US Dollar	100.00	-	100.00	-	100.00	-	
<b>Americas</b>										
Tecplata S.A. (Tecplata)	Argentina	Port Management	US Dollar	-	100.00	-	100.00	-	100.00	
Nuevos Puertos S. A.	Argentina	Holding Company	US Dollar	4.00	96.00	4.00	96.00	4.00	96.00	
Tecon Suape, S.A. (TSSA)	Brazil	Port Management	Brazilian Real	51.00	49.00	51.00	49.00	51.00	49.00	
ICTSI Rio Brasil Terminal 1 S.A. (ICTSI Rio)	Brazil	Port Management	Brazilian Real	-	100.00	-	100.00	-	100.00	
IRB Logistica S.A. (previously IRB Logistica Ltda) <sup>(s)</sup>	Brazil	Rail Ramp Terminal Management	Brazilian Real	-	100.00	-	70.00	-	70.00	
DF3 Empreendimento S.A (DF3) <sup>(t)(s)</sup>	Brazil	Real Estate	Brazilian Real	-	100.00	-	70.00	-	70.00	
IRB Holding Ltda <sup>(u)</sup>	Brazil	Holding Company	Brazilian Real	-	100.00	-	100.00	-	100.00	
Armazéns Gerais Sul das Gerais S.A. (CLIA Pouso Alegre) <sup>(v)</sup>	Brazil	Logistics Solutions Provider	Brazilian Real	-	-	-	60.00	-	60.00	

(o) Established in October 2023

(p) Sold 4% stake in November 2022

(q) Concession agreement ended on June 17, 2023. Sold 0.7% stake in December 2024.

(r) Established in February 2019 and has not started commercial operations as at March 5, 2025

(s) In July 2023, IRB Holding acquired 70% stake in iTracker Logistica Inteligente Ltda. (iTracker). Effective August 31, 2023, iTracker was merged with IRB Logistica, with IRB Logistica as the surviving entity. On the same date, IRB Logistica disposed 30% stake to noncontrolling interest. Consequently, as a result of IRB Logistica's disposal of 30% stake to noncontrolling interest, ICTSI's effective ownership stake in DF3 also decreased by 30%.

(t) Acquired on March 10, 2022

(u) Established on June 21, 2022

(v) Acquired 60% shareholdings on September 5, 2023



	Place of Incorporation	Nature of Business	Functional Currency	Percentage of Ownership					
				2022		2023		2024	
				Direct	Indirect	Direct	Indirect	Direct	Indirect
Rio Logística Multimodal e Participações Ltda (RLMP) <sup>(w)</sup>	Brazil	Holding Company	Brazilian Real	–	–	–	100.00	–	100.00
Rio Logística e Participações Ltda <sup>(w)</sup>	Brazil	Holding Company	Brazilian Real	–	–	–	100.00	–	100.00
Contecon Guayaquil, S.A. (CGSA)	Ecuador	Port Management	US Dollar	51.00	49.00	51.00	49.00	51.00	49.00
Logipuerto S.A.	Ecuador	Logistics Solutions Provider	US Dollar	–	100.00	–	100.00	–	100.00
Operadora Portuaria Centroamericana, S.A. (OPC)	Honduras	Port Management	US Dollar	30.00	70.00	30.00	70.00	30.00	70.00
Contecon Manzanillo S.A. (CMSA)	Mexico	Port Management	Mexican Peso	1.00	99.00	1.00	99.00	1.00	99.00
CMSA Servicios Portuarios SA De CV (CMSA SP)	Mexico	Manpower Services	Mexican Peso	–	100.00	–	100.00	–	100.00
CMSA Servicios Profesionales Y De Especialistas SA De CV (CMSA SP Especialistas)	Mexico	Manpower Services	Mexican Peso	–	100.00	–	100.00	–	100.00
Contecon Manzanillo Logista SA de CV <sup>(x)</sup>	Mexico	Logistics Solutions Provider	Mexican Peso	–	100.00	–	100.00	–	100.00
Terminal Maritima de Tuxpan S.A. de C.V. (TMT)	Mexico	Port Management	Mexican Peso	–	100.00	–	100.00	–	100.00
C. Ultramar, S.A.	Panama	Holding Company	US Dollar	–	100.00	–	100.00	–	100.00
Future Water, S.A.	Panama	Holding Company	US Dollar	–	100.00	–	100.00	–	100.00
Kinston Enterprise, Inc.	Panama	Holding Company	US Dollar	–	100.00	–	100.00	–	100.00
International Ports of South America and Logistics SA	Uruguay	Holding Company	US Dollar	–	100.00	–	100.00	–	100.00
ICTSI Oregon, Inc. <sup>(y)</sup>	U.S.A.	Port Management	US Dollar	–	100.00	–	100.00	–	100.00
<b>Joint Ventures:</b>									
Sociedad Puerto Industrial Aguadulce SA (SPIA)	Colombia	Port Management	US Dollar	–	49.79	–	49.79	–	49.79
Falconer Aircraft Management, Inc. (FAMI)	Philippines	Aircraft Management	Philippine Peso	–	49.98	–	49.98	–	49.98
Aviation Concepts Technical Services, Inc. (ACTSI)	Philippines	Aircraft Management	US Dollar	–	49.98	–	49.98	–	49.99
<b>Associate:</b>									
Asiaview Realty and Development Corporation (ARDC)	Philippines	Realty	Philippine Peso	–	49.00	–	49.00	–	49.00

#### 1.4 Purchase Price Allocation

**IRB Logistica.** In June 2024, IRB Logistica, a wholly-owned subsidiary of ICTSI domiciled in Brazil, acquired a group of assets consisting of various property and equipment and business contracts from a Brazilian logistics company for US\$10.1 million (BRL52.8 million). The purchase price is payable in three installments with first installment already paid in June 2024 and the remaining two installments over the next two years. The outstanding liability to the seller amounting to US\$5.7 million (BRL35.1 million) was presented as other noncurrent liabilities. As the acquisition qualifies to be treated as a business combination, the Group recognized a provisional goodwill of US\$8.9 million (BRL46.6 million). The provisional goodwill comprises the value of expected synergies from the acquisition.

**CLIA Pouso Alegre.** On September 5, 2023, ICTSI through its newly incorporated wholly-owned subsidiary in Brazil, Rio Logística e Participações Ltda, completed the acquisition of 60% ownership stake in Armazéns Gerais Sul das Gerais S.A. (CLIA Pouso Alegre), an Integrated Customs Logistics Center entity located in the state of Minas Gerais, Brazil.

<sup>(w)</sup> Established in September 2023

<sup>(x)</sup> Established in December 2021 and has started commercial operations in August 2022

<sup>(y)</sup> Dissolved effective January 16, 2025



The fair values of the identifiable assets and liabilities of CLIA Pouso Alegre at the date of acquisition were as follows:

<b>Assets</b>	
Intangible assets	US\$21,588,414
Property and equipment	1,724,363
Other noncurrent assets	2,716
Cash and cash equivalents	600,600
Receivables	240,531
Spare parts and supplies	14,112
Prepaid expenses and other current assets	296,719
	<u>US\$24,467,455</u>
<b>Liabilities</b>	
Deferred tax liabilities	US\$7,437,143
Borrowings	869,267
Other noncurrent liabilities	191,598
Accounts payable and other current liabilities	414,358
Income tax payable	148,508
	<u>US\$9,060,874</u>
Total identifiable net assets at fair value	US\$15,406,581
Noncontrolling interests at 40% proportionate share	(6,162,632)
The Group's share in identifiable net assets	9,243,949
Goodwill arising on acquisition	4,809,151
Adjusted purchase consideration satisfied in cash	<u>US\$14,053,100</u>
Cash paid at acquisition date	US\$14,483,425
Less: Receivable from the seller*	430,325
Adjusted purchase consideration	<u>US\$14,053,100</u>
Cash paid at acquisition date	US\$14,483,425
Less: Cash and cash equivalents of CLIA Pouso Alegre	600,600
Net cash outflow	<u>US\$13,882,825</u>

\*Under the Share Purchase Agreement, the purchase consideration will be increased by the final cash and working capital balances exceeding minimum agreed amount and decreased by any loans existing as at the date of acquisition. Accordingly, the Group is entitled to receive BRL2.1 million (US\$430 thousand) from the selling stockholder of CLIA Pouso Alegre.

CLIA Pouso Alegre operates as a bonded facility, providing various integrated logistics services such as storage and transportation of bonded cargo and pharmaceutical inputs. The intangible assets acquired include a perpetual license to operate a bonded warehouse valued at BRL69.2 million (US\$13.9 million) granted by the federal government of Brazil.

No adjustments were made to the provisional fair values of the identifiable assets and liabilities of CLIA Pouso Alegre as at the date of business combination.

From the date of business combination until December 31, 2023, CLIA Pouso Alegre contributed US\$1.2 million (BRL5.8 million) of gross revenues and US\$71.8 thousand (BRL358.7 thousand) net income attributable to equity holders of the Parent. Had the business combination took place on January 1, 2023, CLIA Pouso Alegre would have contributed US\$2.8 million (BRL13.9 million) of gross revenues and US\$325.5 thousand (BRL1.7 million) of net income attributable to equity holders of the Parent.



*IRB Logistica (iTracker Logistica Inteligente Ltda (iTracker))*. In July 2022, ICTSI, through its wholly-owned subsidiaries, IRB Logistica, ICTSI Rio, IABV and IRB Holding, entered into definitive agreements with a local Brazilian logistics operator, Tracker Logistica, to constitute a new logistics and warehousing operation, the “iTracker Project”. As part of the Project, in July 2023, IRB Holding acquired a 70% stake in iTracker Logistica Inteligente Ltda (iTracker), through offsetting of advances, for a consideration of US\$2.7 million.

The fair values of the identifiable assets and liabilities of iTracker at the date of acquisition were as follows:

<b>Assets</b>	
Property and equipment	US\$122,191
Intangible assets	342
Cash and cash equivalents	1,275
	US\$123,808
 <b>Liabilities</b>	
Accounts payable and other current liabilities	US\$173
 Total identifiable net assets at fair value	 US\$123,635
Noncontrolling interests at 30% proportionate share	(37,090)
The Group’s share in identifiable net assets	86,545
Goodwill arising on acquisition	2,644,474
Purchase consideration by way of offsetting	US\$2,731,019

No adjustments were made to the provisional fair values of the identifiable assets and liabilities of iTracker as at the date of business combination.

On August 31, 2023, iTracker was merged with IRB Logistica, with IRB Logistica as the surviving entity. On the same date, IRB Logistica disposed its 30% stake to noncontrolling interest resulting to a recognition of a negative equity attributable to non-controlling interests amounting to US\$0.6 million. Consequently, as a result of IRB Logistica’s disposal of its 30% stake to noncontrolling interests, ICTSI’s effective ownership stake in DF3 also decreased by 30% resulting to a recognition of a negative equity attributable to non-controlling interest of US\$0.8 million. In September 2023, IRB Holding transferred all its ownership stake in IRB Logistica to RLMP.

*EJD*. On July 27, 2022, ICTSI signed a Conditional Share Subscription and Purchase Agreement (CSSPA) with Indo Port Holding Pte Ltd. (IPH) and Eastlog Holding Pte Ltd. to acquire majority share ownership up to 66.67% in EJD, subject to fulfillment of certain conditions.

Upon fulfillment of certain conditions under the CSSPA, ICTSI acquired control over EJD on August 16, 2022. ICTSI held 65% ownership stake in EJD on the said date. In November 2022, ICTSI purchased additional shares from a noncontrolling shareholder representing 1.67% stake in EJD and was accounted for as an equity transaction (see Note 15.3).



The fair values of the identifiable assets and liabilities of EJD as at the date of acquisition were as follows:

<b>Assets</b>	
Concession assets	US\$8,449,779
Property and equipment	2,240,494
Cash and cash equivalents	4,104,682
Receivables	1,576,253
Prepaid expenses and other current assets	515,142
	<u>US\$16,886,350</u>
<b>Liabilities</b>	
Payables	<u>US\$12,816,638</u>
Total identifiable net assets at fair value	US\$4,069,712
Noncontrolling interests at 35% proportionate share	(1,443,758)
The Group's share in identifiable net assets	<u>2,625,954</u>
Goodwill arising on acquisition	<u>2,549,046</u>
Purchase consideration by way of subscription of shares	<u>US\$5,175,000</u>

No adjustments were made to the provisional fair values of the identifiable assets and liabilities of EJD as at the date of business combination.

From the date of acquisition until December 31, 2022, EJD contributed US\$0.3 million (IDR5.2 billion) of gross revenues and US\$0.3 million (IDR5.0 billion) net loss attributable to equity holders of the Parent. Had the business combination took place on January 1, 2022, the Group's gross revenues from port operations would have increased by US\$1.2 million (IDR17.8 billion) and net income attributable to equity holders would have decreased by US\$0.4 million (IDR5.9 billion).

*MNHPI.* On September 21, 2017, ICTSI signed an SPA with Petron Corporation for the acquisition of shares representing 34.83% stake in MNHPI. The completion of the SPA was subject to several conditions, one of which was the approval of the acquisition by the PPA. The SPA was completed on October 30, 2017. On September 5, 2018, ICTSI signed an SPA with Harbour Centre Port Terminal, Inc. (HCPTI) for the acquisition of shares representing 15.17% stake in MNHPI. The Philippine Competition Commission and the PPA approved the acquisition of these additional shares on March 15, 2019 and April 26, 2019, respectively. With the approval of the PPA, the increase of ICTSI shareholdings in MNHPI from 34.83% to 50% became effective on April 26, 2019.

On September 8, 2022, ICTSI and San Miguel Holdings Corporation (SMHC), co-shareholders in MNHPI, agreed that MNHPI shall be consolidated under ICTSI in accordance with the Philippine Financial Reporting Standards (PFRS) Accounting Standards. SMHC recognizes that ICTSI is the shareholder who has the ability to direct the relevant operational activities in view of its technical and port management expertise to affect increased returns to the shareholders. SMHC, directly or through its Affiliates, shall provide financial management expertise and support to the operations of MNHPI.

With ICTSI acquiring control over MNHPI, this transaction was accounted for using the acquisition method under PFRS 3, *Business Combinations*, beginning September 8, 2022. Prior to the business combination, MNHPI was accounted for as a joint venture.



The following are the fair values of the identifiable assets and liabilities of MNHPI as at the date of business combination:

<b>Assets</b>	
Concession assets	US\$348,333,531
Right-of-use assets	2,600,268
Property and equipment	407,001
Other noncurrent assets	8,409,847
Cash and cash equivalents	19,209,905
Receivables	3,630,973
Spare parts and supplies	5,262,308
Prepaid expenses and other current assets	4,933,539
	US\$392,787,372
<b>Liabilities</b>	
Concession payable	US\$46,739,669
Lease liability	3,470,900
Deferred tax liabilities	48,236,459
Other noncurrent liabilities	3,594,968
Accounts payable and other current liabilities	18,498,150
	US\$120,540,146
Fair value of identifiable net assets	US\$272,247,226
Noncontrolling interest at 50% proportionate share	(136,123,613)
Goodwill arising on business combination	23,024,841
Fair value of previously held interest	US\$159,148,454

There was no consideration transferred on business combination date. Cash and cash equivalents held by MNHPI at date of consolidation was included in cash flows from business combination under investing activities.

No adjustments were made to the provisional fair values of the identifiable assets and liabilities of MNHPI as at the date of business combination.

From the date of business combination until December 31, 2022, MNHPI contributed US\$33.2 million (Php1,809.7 million) of gross revenues. Had the business combination took place on January 1, 2022, the Group's gross revenues from operations would have increased by US\$61.9 million (Php3,373.3 million).

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## 2. Basis of Preparation and Consolidation and Statement of Compliance

### 2.1 Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value through other comprehensive income (FVOCI) and derivative financial instruments, which have been measured at fair value. The consolidated financial statements are presented in United States dollars (US dollar, USD or US\$), the Parent Company's functional currency. All values are rounded to the nearest US dollar unit, except when otherwise indicated.



## 2.2 Basis of Consolidation

The consolidated financial statements of the Group include the accounts of ICTSI and its subsidiaries where the Parent Company has control. 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.

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.

*Subsidiaries.* Subsidiaries are entities controlled by the Parent Company. Subsidiaries are consolidated from the date of acquisition or incorporation, being the date on which the Group obtains control, and continue to be consolidated until the date such control ceases.

*Non-controlling Interests.* Non-controlling interests represent the portion of profit or loss and net assets in subsidiaries not wholly-owned by the Group (see Note 1.3). An acquisition, transfer or sale of a non-controlling interest is accounted for as an equity transaction (i.e. no gain or loss is recognized in consolidated statements of income).

*Transactions Eliminated on Consolidation.* All intragroup transactions and balances including income and expenses, and unrealized gains and losses are eliminated in full.

*Accounting Policies of Subsidiaries.* The financial statements of subsidiaries are prepared for the same reporting year using uniform accounting policies as those of the Parent Company.

*Functional and Presentation Currency.* The Group's consolidated financial statements are presented in US dollar, which is ICTSI's functional currency. Each entity in the Group determines its own functional currency, which is the currency that best reflects the economic substance of the underlying transactions, events and conditions relevant to that entity, and items included in the financial statements of each entity are measured using that functional currency.

## 2.3 Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with PFRS Accounting Standards.



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### 3. Summary of Material Accounting Policies, Significant Accounting Judgments, Estimates and Assumptions

#### 3.1 Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except that the Group has adopted the following amended standards as at January 1, 2024. The Group has not early adopted any other pronouncement that has been issued but is not yet effective. Unless otherwise indicated, the adoption of the amended standards does not have an impact on the consolidated financial statements of the Group.

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*

The amendments clarify:

- That only covenants with which an entity must comply on or before reporting date will affect a liability's classification as current or non-current.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

The amendments had no impact on the Group's consolidated financial statements because the Group's accounting policies are aligned with the amendments to PAS 1.

- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*

The amendments specify how a seller-lessee measures the lease liability arising in a sale and leaseback transaction in such a way that it does not recognize any gain or loss that relates to the right of use it retains.

The amendments had no impact on the Group's consolidated financial statements because the Group does not have any sale and leaseback transactions.

- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments had no impact on the Group's consolidated financial statements because the Group does not have any supplier finance arrangements.

#### 3.2 Significant Accounting Judgments, Estimates and Assumptions

##### Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, in addition to those involving estimations, that can have significant effects on the amounts recognized in the consolidated financial statements:

*Determination of Control over an Investee Company.* Control is presumed to exist when an investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The Group has determined that it has the ability to direct the relevant operational activities of MNHPI in view of its technical and port management expertise to affect increased returns to the shareholders (see Note 1.4).



*Determination of Acquisition of Group of Assets as a Business in Accordance with PFRS 3.*

Management uses judgment in assessing if the group of assets and liabilities acquired would constitute a business. In accordance with PFRS 3, business is defined as an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members or participants.

*Functional Currency.* Management uses judgment in assessing the functional currency of the Parent Company and its subsidiaries. Each entity in the Group determines its own functional currency, which is the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity.

*Determining the Incremental Borrowing Rate for Lease Liabilities.* The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Observable inputs such as market interest rates are used as applicable.

*Deferred Tax Liabilities.* Deferred tax liabilities are recognized for undistributed earnings of subsidiaries in retained earnings position from which the Parent Company projects to receive distributions in the foreseeable future and where these distributions are subject to tax. Deferred taxes were not provided for undistributed earnings of subsidiaries in retained earnings position that are not taxable upon distribution or where the Parent Company has control over the distribution of such earnings in the foreseeable future, as these may be earmarked for reinvestment in foreign port projects or for other reasons. As at December 31, 2022, 2023 and 2024, the Group recognized deferred tax liability relating to the undistributed earnings of subsidiaries amounting to US\$10.1 million, US\$15.0 million and US\$26.5 million, respectively (see Note 22).

*Determination of Uncertainties Over its Income Tax Treatments.* The Group applied significant judgement in identifying any uncertainties over its income tax treatments especially that the Group operates in a complex multinational environment. The Group did not have any significant uncertainties over its income tax treatments.

*Contingencies.* The Group is currently a party in a number of legal cases and negotiations involving cargo, labor, tax, contracts and other issues. The Group's estimate of the probable costs for the resolution of these cases and negotiations has been developed in consultation with outside counsels handling the defense for these matters and is based upon an analysis of probable results. Management and its legal counsels believe that the Group has substantial legal and factual bases for its position and is of the opinion that losses arising from these actions, if any, will not have a material adverse impact on the Group's consolidated financial position and results of operations. It is possible, however, that future results of operations could be materially affected by changes in estimates or in the effectiveness of strategies relating to these proceedings. Provision for claims and losses amounted to US\$19.7 million, US\$21.3 million and US\$15.7 million as at December 31, 2022, 2023 and 2024, respectively (see Notes 19 and 26).

Estimates and Assumptions

The key estimates and assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that may 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 Construction Revenue.* The Group's revenue from construction services relating to IFRIC 12 service concession arrangement is recognized over time using an input method based on actual costs incurred to date relative to the total estimated costs to complete the construction. The estimated costs to complete the construction are mainly based on committed investments for each port development or project as provided in the concession agreement.

The carrying amount of contract assets arising from construction services and included as part of concession rights amounted to US\$136.2 million, US\$63.2 million and US\$123.8 million as of December 31, 2022, 2023 and 2024, respectively.

*Impairment of Nonfinancial Assets.* Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value-in-use calculation is based on a discounted cash flow (DCF) model and requires the Group to make an estimate of the expected future cash flows from the asset or cash-generating unit and also to choose a suitable discount rate to calculate the present value of those cash flows. The recoverable amount is sensitive to the discount rate used for the DCF model.

The carrying amounts of intangible assets (including goodwill), property and equipment, right-of-use assets, investment properties, investments in joint ventures and associates, and other noncurrent assets are disclosed in Notes 5, 6, 7, 8, 9, and 10 to the consolidated financial statements, respectively.

*Estimating Useful Lives.* Management determines the estimated useful lives and the related depreciation and amortization charges for its computer software, property and equipment, investment properties based on the period over which these assets are expected to provide economic benefits. Such estimations are based on collective assessment of industry practice, internal technical evaluation, and experience with similar assets. These estimations are reviewed periodically and could change significantly due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of these assets.

Management will increase the depreciation and amortization charges where useful lives are less than what have previously been estimated. A reduction in the estimated useful lives of these assets will increase recorded expenses and decrease noncurrent assets. The carrying values of computer software, property and equipment, and investment properties are disclosed in Notes 5, 6 and 8 to the consolidated financial statements, respectively.

*Defined Benefit Obligation.* The determination of the present value of the defined benefit obligation is dependent on the selection of certain assumptions provided by the Group to its actuaries in calculating such amounts. Those assumptions include, discount rate and future salary increases.

Due to its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions.

The carrying values of defined benefit obligation are disclosed in Note 24 to the consolidated financial statements.

*Deferred Tax Assets.* Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future



tax planning strategies, taking into consideration effect of significant events on the macroeconomic factors used in developing the assumptions.

Deferred tax assets are disclosed in Note 22 to the consolidated financial statements.

*Measurement of Expected Credit Losses (ECL) for Trade Receivables.* The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of customers that have similar loss patterns (i.e., by customer type and geography).

The provision matrix is initially based on the Group's historical observed default rates. The Group calibrates the matrices 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 amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions.

The carrying values of receivables and the related allowance for ECL of the Group are disclosed in Note 13.

### 3.3 Material Accounting Policies

#### Intangibles

Separately acquired intangible assets are initially recognized at cost.

The Group classifies concession right as an intangible asset when it entitles the Group to charge users in exchange for cargo handling services the Group provides. Such right arises from service concession arrangement within the scope of IFRIC 12, *Service Concession Arrangements*, whereby the grantor (a government entity), controls or regulates the services provided to the customers as well as the prices charged to them. The grantor controls any significant residual interest in the infrastructure at the end of the term of the arrangement. The cost of concession right comprises of upfront fees, present value of the fixed concession fees payable to the port authorities, construction cost of port infrastructure and purchase price of port equipment committed to be invested by the Group under the concession contract and borrowing costs, if the concession right takes a substantial time to get ready for its intended use, and adjusted for any subsequent remeasurement of concession rights payable.

Concession rights are subject to impairment assessment. Concession rights are amortized on a straight-line basis over the term of the concession arrangements ranging from 13 to 43 years.

Computer software is amortized on a straight-line basis over five years.

Intangible asset acquired in a business combination is measured at fair value on the acquisition date. Goodwill is measured as described in the accounting policy on *Business Combinations and Goodwill*.

Goodwill, intangible asset with indefinite useful life and intangible assets not yet brought into use are not amortized but are tested for impairment at least annually or more frequently should impairment indicators exist.

#### Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects to measure the non-controlling interest in the acquiree either at fair value or at the proportionate



share of the acquiree’s identifiable net assets. Acquisition-related costs are expensed and included as part of “Administrative and other operating expenses” account in the consolidated statements of income.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

If the business combination is achieved in stages, the previously held equity interest in the acquiree is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in the consolidated statements of income.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest and any previously held interest over the net identifiable assets acquired and liabilities assumed.

For purposes of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group’s cash-generating units (CGUs), or groups of CGUs, that are expected to benefit from the synergies of the combination.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

Property and Equipment

Land is measured at cost net of accumulated impairment losses, if any. All other property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost of property and equipment includes applicable borrowing cost if the asset takes a substantial time to get ready for its intended use.

Depreciation and amortization of property and equipment is computed on a straight-line basis over the estimated useful lives of the assets, as follows:

	Number of Years
Land improvements	7-25 years
Leasehold rights and improvements	5-48 years or terms of the operating contract with port authorities or concessions, whichever is shorter
Port facilities and equipment and spare parts	5-25 years or terms of the operating contract with port authorities or concessions, whichever is shorter
Transportation equipment	3-5 years
Office equipment, furniture and fixtures	3-5 years
Miscellaneous equipment	5 years



Construction in progress is not depreciated until such time the relevant asset is completed and available for operational use.

### 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.

#### *The Group as a Lessee*

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

*Right-of-use Assets.* 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 cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term ranging from 2 to 48 years. Right-of-use assets are subject to impairment assessment.

*Lease Liabilities.* At the commencement date of the lease, the Group recognizes lease 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 and variable lease payments that depend on an index or a rate. 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 a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the IBR at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is 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, a change in the assessment to purchase the underlying asset or there is a change in future lease payments resulting from a change in an index or a rate used to determine those payments.

*Short-term Leases and Leases of Low-value Assets.* The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the leases of low-value assets recognition exemption to leases of office equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

*The Group as Lessor.* Leases where the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rental income. Contingent rents are recognized as income in the period in which they are earned.



#### Investments in Joint Ventures and in an Associate

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in joint ventures and in an associate are accounted for using the equity method. Under the equity method, the investment is initially recognized at cost. The carrying amount of the investment is then adjusted to recognize changes in the Group's share in net assets of the investee since the acquisition date. The consolidated statements of income reflect the Group's share in the results of operations of the investee. Unrealized gains and losses resulting from transactions between the Group and the investee are eliminated to the extent of the interest in the investee.

#### Impairment of Non-financial Assets

The Group assesses, at each balance sheet date, whether there is an indication that an asset (e.g., property and equipment, investment properties, concession rights, computer software, right-of-use assets, investments in joint ventures, and certain other noncurrent assets) may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or a CGU's fair value less costs of disposal and its value-in-use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, recoverable amount is determined for the CGU to which the asset belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on most recent budgets, which generally cover a period of five years. A long-term growth rate is applied to project future cash flows after the fifth year.

Goodwill, intangible asset with indefinite useful life and intangible assets not yet brought into use are tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

#### 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.

#### *Initial Recognition and Measurement of Financial Assets*

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of the Group's trade receivables, the Group 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. Trade receivables are measured at the transaction price, i.e., the amount of consideration the Group is entitled to collect from the customers in exchange for services rendered.



### *Subsequent Measurement of Financial Assets*

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets measured at amortized cost (debt instruments)
- Financial assets measured at fair value through other comprehensive income, where cumulative gains or losses previously recognized are reclassified to profit or loss (debt instruments)
- Financial assets measured at fair value through other comprehensive income, where cumulative gains or losses previously recognized are not reclassified to profit or loss
- Financial assets measured at fair value through profit or loss

The Group classifies debt financial asset as at amortized cost only if the asset gives rise to cash flows that are ‘solely payments of principal and interest’ on the principal amount outstanding and that such asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

The Group does not have debt instruments at FVOCI.

*Financial Assets at Amortized Cost.* Financial assets at amortized cost are subsequently measured using the effective interest rate (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 include cash in banks, cash equivalents, trade receivables, advances and nontrade receivables, receivable from port authorities and short-term investments.

*Equity Instruments at FVOCI.* The Group has irrevocably elected to measure equity instruments not held for trading at FVOCI. Dividends on such investments are recognized in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment, in which case, such gain is recognized in OCI. Equity investments at FVOCI are not subject to impairment assessment.

*Financial Assets at Fair Value Through Profit or Loss (FVTPL).* The Group’s financial assets at FVTPL consist of derivative instruments not designated as hedging instruments.

### *Impairment of Financial Assets*

The Group recognizes an allowance for ECLs for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.



For debt instruments that meet the investment grade criteria, the Group applies the low credit risk simplification and measures the loss allowance based on a 12-month ECL. For debt instruments that ceases to meet the investment grade criteria, the Group measures the loss allowance based on lifetime ECL.

The Group considers a financial asset in default when contractual payments are 120 days past due. 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 before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

#### *Initial Recognition and Measurement of Financial Liabilities*

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

#### *Subsequent Measurement of Financial Liabilities*

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortized cost (loans and borrowings)
- Financial liabilities at fair value through profit or loss

*Financial Liabilities at Amortized Cost.* After initial recognition, these financial liabilities 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.

The Group's financial liabilities at amortized cost include trade and other payables, long-term debt, loans payable, concession rights payable and lease liabilities.

*Financial Liabilities at FVTPL.* The Group's financial liabilities at FVTPL consist of derivative instruments not designated as hedging instruments.

#### Hedge Accounting

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks, respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined).



Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

*Fair Value Hedges.* The change in the fair value of a hedging instrument is recognized in profit or loss. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognized in profit or loss.

*Cash Flow Hedges.* The effective portion of the gain or loss on the hedging instrument is recognized in OCI, whereas any ineffective portion is recognized immediately in profit or loss. The amount taken to OCI is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

*Hedges of a Net Investment.* Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognized as OCI whereas any gains or losses relating to the ineffective portion are recognized in profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to profit or loss.

#### Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and are subject to an insignificant risk of change in value.

#### Concession Rights Payable

At the commencement date of the service concession arrangement within the scope of IFRIC 12, the Group recognizes as concession rights payable the present value of concession fee payments to be made over the term of the concession. The concession fee payments include fixed payments and variable payments that depend on an index or a rate. The variable concession payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of the concession fee payments, the Group estimates the discount rate that reflects time value of money and risk assumptions such as own credit risk. Observable inputs such as market interest rates are used as applicable.

The carrying amount of concession rights payable is remeasured if there is a change in future concession fee payments resulting from a change in an index or a rate used to determine those payments.



### Accounts Payable and Other Current Liabilities

This account classification includes the following:

*Trade Payable.* Trade payable represents payable to port authorities other than concession rights pertaining to upfront fees payable in installments and fixed fees, such as accrual of variable portion of port fees and those payable to suppliers and vendors of goods and services.

*Accrued Expenses.* Accrued expenses are comprised of accruals relating to interest, salaries and benefits, and output and other taxes, among others.

*Provisions for Claims and Losses.* Provisions for claims and losses pertain to estimated probable losses on cargo, labor-related and other claims from third parties. Provision not settled at the balance sheet date is re-assessed and adjusted, if necessary.

*Customers' Deposits.* Customers' deposits represent advance payment of customers subject to refund or for future billing applications.

### Spare Parts and Supplies

Spare parts and supplies inventories are valued at the lower of cost and net realizable value. Net realizable value is the current replacement cost.

Cost is determined by using the first-in, first-out method. If the cost of spare parts and supplies inventories exceeds its net realizable value, write-downs are made for the differences between the cost and the net realizable value.

### Foreign Currencies

*Transactions and Balances.* Transactions in foreign currencies are initially recorded by each entity at its functional currency ruling at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are retranslated at the entity's functional currency rate of exchange at the balance sheet date.

Foreign currency translation adjustments arising from monetary items are taken to consolidated statement of income and recognized in OCI if they are attributable to the Group's net investment in a foreign operation. An item for which settlement is neither planned nor likely to occur in the foreseeable future is, in substance, a part of the Group's net investment in that foreign operation.

Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

*Foreign Operations.* At the reporting date, the assets and liabilities of subsidiaries whose functional currency is not the US dollar are translated into the presentation currency of ICTSI using the Bloomberg closing rate at balance sheet date and their statements of income are translated at the Bloomberg weighted average daily exchange rates for the year. The exchange differences arising from the translation are taken directly and deferred to the consolidated statement of comprehensive income under the "Exchange differences on translation of foreign operations' financial statements" account.

Upon disposal of a foreign operation, the deferred cumulative translation amount relating to the disposed foreign operation is reclassified from OCI to profit or loss.



Any goodwill arising from the acquisition of a foreign operation and any fair value adjustments made to the carrying amounts of assets and liabilities arising from the acquisition are treated as assets and liabilities of the foreign operations and translated at the closing exchange rate at the balance sheet date.

### Year-end Exchange Rates

The following rates of exchange have been adopted by the Group in translating foreign currency balance sheet and statement of income items as at and for the years ended December 31:

	2022		2023		2024	
	Closing	Average	Closing	Average	Closing	Average
Foreign currency to 1 unit of						
US dollar (USD or US\$):						
Argentine peso (AR\$)	177.132	130.845	808.475	294.709	<b>1,030.985</b>	<b>916.750</b>
Australian dollar (AUD)	1.468	1.439	1.468	1.505	<b>1.616</b>	<b>1.516</b>
Brazilian real (BRL or R\$)	5.286	5.168	4.852	4.996	<b>6.174</b>	<b>5.394</b>
Central African franc (XAF)	612.760	623.925	594.229	606.628	<b>633.565</b>	<b>606.429</b>
Chinese renminbi (RMB)	6.899	6.737	7.100	7.086	<b>7.299</b>	<b>7.200</b>
Colombian peso (COP)	4,850.830	4,256.870	3,875.340	4,319.410	<b>4,405.630</b>	<b>4,074.250</b>
Croatian kuna (HRK)	7.038	7.167	–	–	–	–
Euro (EUR or €)	0.934	0.949	0.906	0.925	<b>0.966</b>	<b>0.924</b>
Georgian lari (GEL)	2.699	2.911	2.688	2.624	<b>2.818</b>	<b>2.721</b>
Honduran lempira (HNL)	24.675	24.611	24.741	24.662	<b>25.351</b>	<b>24.855</b>
Hong Kong dollar (HKD)	7.802	7.831	7.812	7.829	<b>7.769</b>	<b>7.803</b>
Indonesian rupiah (IDR or Rp)	15,573.000	14,853.000	15,399.000	15,245.000	<b>16,132.000</b>	<b>15,844.000</b>
Iraqi dinar (IQD)	1,460.000	1,460.000	1,320.000	1,337.165	<b>1,320.000</b>	<b>1,320.000</b>
Japanese Yen (JPY)	–	–	141,040	140.540	<b>157.200</b>	<b>151.480</b>
Malagasy ariary (MGA)	4,465.690	4,125.060	4,585.100	4,451.860	<b>4,717.020</b>	<b>4,528.130</b>
Mexican peso (MXN)	19.5	20.110	16.972	17.744	<b>20.827</b>	<b>18.328</b>
Nigerian naira (NGN)	460.820	426.390	911.680	638.740	<b>1,544.080</b>	<b>1,491.970</b>
Pakistani rupee (PKR or Rs)	226.655	205.049	281.563	279.524	<b>278.478</b>	<b>278.510</b>
Papua New Guinean kina (PGK)	3.524	3.519	3.730	3.589	<b>4.038</b>	<b>3.853</b>
Philippine peso (PHP or ₱)	55.755	54.488	55.370	55.633	<b>57.845</b>	<b>57.272</b>
Polish zloty (PLN)	4.375	4.458	3.936	4.200	<b>4.131</b>	<b>3.980</b>
Singaporean dollar (SGD)	1.340	1.379	1.320	1.343	<b>1.366</b>	<b>1.337</b>
United Arab Emirates dirham (AED)	3.673	3.673	3.673	3.673	<b>3.673</b>	<b>3.673</b>

Starting 2018, Argentina's economy has been considered as hyperinflationary. Accordingly, companies in Argentina whose functional currency is AR\$ are required to apply PAS 29, *Financial Reporting in Hyperinflationary Economies*. As at December 31, 2024, the functional currency of Tecplata remains to be US\$.

### Post-Employment Benefits

**Defined Benefit Plans.** The liability or asset recognized in the consolidated balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. This method sees each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. Where there is no deep market in such bonds, the market rates on government bonds are used.



The Group recognizes the following changes in the net defined benefit obligation under Manpower Costs in the consolidated statement of income:

- Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements
- Net interest expense or income, which is calculated by applying the discount rate to the net defined benefit liability or asset

Remeasurements gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in other comprehensive income in the period in which they arise. Such gains and losses are not reclassified to profit or loss in subsequent periods.

*Defined Contribution Plans.* Payments to defined contribution plans are recorded as expense in the consolidated statement of income when employees have rendered services entitling them to the contributions. The Group has no further obligations once the contributions have been paid.

#### Share-based Payments

Certain qualified officers and employees of the Parent Company and subsidiaries receive remuneration for their services in the form of equity shares of the Parent Company (equity-settled transactions).

The cost of equity-settled transactions with officers and employees is measured by reference to the fair value of the equity shares of the Parent Company at the date on which these are granted.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting date). The cumulative expense recognized for equity-settled transactions at each balance sheet date until the vesting date reflects the extent to which the vesting period has transpired and the Group's best estimate of the number of equity instruments that will ultimately vest. No expense is recognized for awards that do not ultimately vest because service conditions have not been met.

#### Revenue Recognition

Revenue from contracts with customers is recognized when control of the 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 services, which could be based on tariff rates published by port authorities in certain jurisdictions or contractually agreed rates with the customer. The measurement of revenue takes into account contractually defined terms of payment, excluding incentives and output taxes. The Group has concluded that it is the principal in its revenue arrangements because it is the primary obligor who is responsible for providing the services to the customers.

The following specific recognition criteria must also be met before revenue is recognized:

*Gross Revenues from Port Operations.* Revenue from port operations (stevedoring, arrastre and other cargo handling services) is recognized when the services are rendered. Payment is generally due once services are rendered.



*Construction Revenue.* Revenue from construction services relating to IFRIC 12 service concession arrangements is recognized over time using an input method based on actual costs incurred to date relative to the total estimated costs to complete the construction. The estimated costs to complete the construction are mainly based on committed investments for each port development or project as provided in the concession agreement. Such revenue is measured at the fair value of the construction services provided.

#### Expenses

Expenses are recognized as incurred. Expenses constitute the following:

*Port Authorities' Share in Gross Revenues.* Port authorities' share in gross revenues includes variable fees paid to port authorities as stipulated in the concession agreements.

*Manpower Costs.* Manpower costs include remunerations and benefits provided by the Group to its officers and employees such as salaries, wages, allowances, and bonuses, among others.

*Equipment and Facilities-related Expenses.* Equipment and facilities-related expenses include expenses incurred for general repairs and maintenance of the Group's port facilities and other equipment such as consumption of fuel, oil and lubricants, contracted services, power, light and water, and technology and systems development expenses.

*Administrative and Other Operating Expenses.* Administrative and other operating expenses include costs of administering the business as incurred by administrative and corporate departments such as professional fees, transportation and travel, taxes and licenses, security and janitorial services, insurance and bonds, representation, utilities, claims and losses and general office expenses. This account also includes costs of business development offices in relation to the acquisition of new terminals or projects under exploratory stage.

#### Income Taxes

Provision for income tax represents the sum of tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year.

*Deferred Tax.* Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the balance sheet date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting income nor taxable income or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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



The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each balance sheet 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 rates that are expected to apply in the year 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 balance sheet date to the extent that such tax rates and tax laws are not based on the Pillar Two model rules published by the Organization for Economic Cooperation and Development.

#### Earnings Per Share

Basic earnings per common share is computed by dividing the adjusted net income attributable to equity holders of the Parent Company by the weighted average number of common shares outstanding during each year after considering the retroactive effect of any stock dividends declared during the year. The effect of cumulative distributions on subordinated perpetual capital securities classified as equity in accordance with PAS 32, *Financial Instruments: Presentation*, is deducted from net income attributable to equity holders of the Parent Company to arrive at the adjusted amount.

Diluted earnings per common share is computed in the same manner, adjusted for the effect of the shares issuable to qualified officers and employees under the Parent Company's stock incentive plan (SIP) which are assumed to be vested at the date of grant.

Where the effect of the vesting of stock under the SIP is anti-dilutive, basic and diluted earnings per share are stated at the same amount.

#### Geographical Segments

The Group operates principally in one industry segment which is cargo handling and related services. The Group's operating business is organized and managed separately according to location, namely Asia, Europe, the Middle East and Africa (EMEA), and Americas. Financial information on geographical segments is presented in Note 4 to the consolidated financial statements.

#### Provisions

Provisions are recognized when the Group 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 Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.



### Contingencies

Contingent assets and liabilities are not recognized in the consolidated financial statements.

Contingent assets are disclosed in the notes to consolidated financial statements when an inflow of economic benefits is probable and recognized in the consolidated balance sheet and the related income in the consolidated statement of income when an inflow of economic benefits is virtually certain. On the other hand, contingent liabilities are disclosed in the notes to consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.

### Events after the Balance Sheet Date

Post year-end events that provide additional information about the Group's position at the balance sheet date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

### 3.4 Future Changes in Accounting Policies

Pronouncements issued but not yet effective as at December 31, 2024 are listed below. The Group intends to adopt the following pronouncements when they become effective. Unless otherwise indicated, adoption of these pronouncements is not expected to have a significant impact on the consolidated financial statements of the Group.

#### *Effective beginning on or after January 1, 2025*

- Amendments to PAS 21, *Lack of Exchangeability*

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

When applying the amendments, an entity cannot restate comparative information.

#### *Effective beginning on or after January 1, 2026*

- Amendments to PFRS 9 and PFRS 7, *Amendments to the Classification and Measurement of Financial Instruments*

The amendments:

- Introduce an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met
- Clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features
- Clarify the treatment of non-recourse assets and contractually linked instruments
- Update the disclosure requirements for equity instruments designated at fair value through other comprehensive income



- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*

The amendments:

- Clarify the application of the ‘own-use’ requirements
- Permit hedge accounting if these contracts are used as hedging instruments
- Add new disclosure requirements to enable investors to understand the effect of these contracts on a company’s financial performance and cash flows

- Annual Improvements to PFRS Accounting Standards (Volume 11)

Annual improvements are limited to changes that either clarify the wording in an accounting standard or correct relatively minor unintended consequences, oversights, or conflicts between the requirements in the accounting standards. The 2024 amendments are to the following standards:

- Amendments to PFRS 7, *Financial Instruments: Disclosures*, and its accompanying Guidance on implementing PFRS 7
- Amendments to PFRS 9, *Financial Instruments*
- Amendments to PFRS 10, *Consolidated Financial Statements*
- Amendments to PAS 7, *Statement of Cash Flows*

*Effective beginning on or after January 1, 2027*

- PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

- PFRS 18, *Presentation and Disclosure in Financial Statements*

PFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

PFRS 18 also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified ‘roles’ of the primary financial statements and the notes.

PFRS 18 will apply retrospectively. The Group aims to identify all impacts the amendments will have on the consolidated financial statements prior to adoption of PFRS 18.



### *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*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial and Sustainability Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

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## 4. Segment Information

A segment is a distinguishable component of the Group that is engaged either in providing types of services (business segment) or in providing the services within a particular economic environment (geographic segment).

The Group operates principally in one industry segment which is cargo handling and related services. ICTSI has organized its cargo handling and related business into three geographical segments:

- Asia - includes Manila International Container Terminal (MICT), BIPI, SCIPSI, SBITC, ICTSI Subic, MICTSI, LGICT, CGT, MHCPSI, MNHPI (obtained control on September 8, 2022), VCT, SBI, CLI, DIPSSCOR<sup>(a)</sup> and HIPS<sup>(a)</sup> in the Philippines; YICT in China; EJD (acquired on August 16, 2022), OJA<sup>(a)</sup> and IJP<sup>(a)</sup> and MTS<sup>(a)</sup> in Indonesia; VICT in Australia; MITL and SPICTL in PNG; and the holding companies;
- EMEA - includes BCT in Poland, BICTL in Georgia, AGCT in Croatia, MICTSL in Madagascar, KMT in Cameroon, ICTSI Nigeria in Nigeria, IDRC in DR Congo, ICTSI Iraq in Iraq, AGT<sup>(b)</sup> in Sudan and PICT in Pakistan<sup>(a)</sup>; and
- Americas - includes TSSA, ICTSI Rio, IRB Logistica and CLIA Pouso Alegre in Brazil (acquired on September 5, 2023), CGSA in Ecuador, SPIA in Colombia, Tecplata in Argentina, OPC in Honduras, CMSA and TMT<sup>(b)</sup> in Mexico, and ICTSI Oregon<sup>(a)</sup> in Oregon, U.S.A.

(a) *Disposed or has ceased commercial operations.*

(b) *Has not started commercial operations.*

Management monitors the operating results of each operating unit separately for making decisions about resource allocation and performance assessment. The Group evaluates segment performance based on contributions to gross revenues, which is measured consistently with gross revenues from port operations in the consolidated statement of income.



Financing is managed on a group basis and centralized at the Parent Company level or at the entities created solely for the purpose of obtaining funds for the Group. Funding requirements that are secured through debt are recognized as liabilities of the Parent Company or of the entity issuing the debt instrument, classified under the geographical region of Asia and are not allocated to other geographical segments where funds are eventually transferred and used.

The tables below present financial information on geographical segments as at and for the years ended December 31:

2022				
	Asia	EMEA	Americas	Consolidated
Volume <sup>(a)</sup>	6,129,900	2,657,288	3,429,002	12,216,190
Gross revenues	US\$1,015,533,199	US\$467,634,016	US\$759,824,640	US\$2,242,991,855
Capital expenditures <sup>(b)</sup>	229,986,141	92,433,772	63,929,170	386,349,083
Other information:				
Segment assets <sup>(c)</sup>	3,890,617,420	906,610,853	1,863,505,828	6,660,734,101
Segment liabilities <sup>(d)</sup>	3,775,232,252	180,682,362	1,051,913,971	5,007,828,585

2023				
	Asia	EMEA	Americas	Consolidated
Volume <sup>(a)</sup>	6,570,833	2,524,865	3,653,516	12,749,214
Gross revenues	US\$1,042,431,959	US\$490,279,582	US\$855,614,842	US\$2,388,326,383
Capital expenditures <sup>(b)</sup>	145,793,115	74,157,814	116,369,620	336,320,549
Other information:				
Segment assets <sup>(c)</sup>	3,781,442,003	907,754,784	2,147,008,858	6,836,205,645
Segment liabilities <sup>(d)</sup>	3,504,606,968	317,853,875	1,178,737,601	5,001,198,444

2024				
	Asia	EMEA	Americas	Consolidated
Volume <sup>(a)</sup>	7,107,101	2,461,780	3,498,068	13,066,949
Gross revenues	US\$1,140,265,129	US\$521,018,257	US\$1,078,240,798	US\$2,739,524,184
Capital expenditures <sup>(b)</sup>	244,733,486	97,599,097	174,807,907	517,140,490
Other information:				
Segment assets <sup>(c)</sup>	4,237,597,796	978,286,496	2,089,592,101	7,305,476,393
Segment liabilities <sup>(d)</sup>	3,995,227,712	313,993,233	1,111,695,101	5,420,916,046

<sup>(a)</sup> Measured in TEUs.

<sup>(b)</sup> Capital expenditures consist of amount disbursed for the acquisition of port facilities and equipment classified as intangible assets under IFRIC 12 amounting to US\$100.7 million, US\$74.9 million, and US\$184.5 million in 2022, 2023, and 2024, respectively, property and equipment (including those acquired under business combination) amounting to US\$237.9 million, US\$207.7 million, and US\$288.5 million in 2022, 2023, and 2024, respectively, as shown in the consolidated statements of cash flows, and noncurrent advances to suppliers and contractors amounting to US\$47.7 million, US\$53.7 million, and US\$42.9 million in 2022, 2023, and 2024, respectively.

<sup>(c)</sup> Segment assets do not include deferred tax assets as shown in the consolidated balance sheets.

<sup>(d)</sup> Segment liabilities do not include income tax payable and deferred tax liabilities as shown in the consolidated balance sheets.



Moreover, management monitors the Group's earnings before interest, taxes, depreciation and amortization (EBITDA) on a consolidated basis for decision-making purposes. The following table shows the computation of EBITDA as derived from the consolidated net income attributable to equity holders of the parent for the years ended December 31:

	2022	2023	2024
Net income attributable to equity holders of the parent	US\$618,464,708	US\$511,529,938	US\$849,798,990
Non-controlling interests	59,002,117	69,596,417	85,978,629
Provision for income tax	152,657,633	166,415,687	270,043,145
Income before income tax	830,124,458	747,542,042	1,205,820,764
Add (deduct):			
Depreciation and amortization	266,717,816	294,431,515	300,777,664
Interest and other expenses <sup>(a)</sup>	386,936,746	555,193,153	400,930,229
Interest and other income <sup>(b)</sup>	(74,506,231)	(91,553,190)	(128,100,532)
<b>EBITDA <sup>(c)</sup></b>	<b>US\$1,409,272,789</b>	<b>US\$1,505,613,520</b>	<b>US\$1,779,428,125</b>

<sup>(a)</sup> Interest and other expenses include the following as shown in the consolidated statement of income: foreign exchange loss; interest expense on concession rights payable and lease liabilities; interest expense and financing charges on borrowings; impairment losses on goodwill and nonfinancial assets; equity in net loss of joint ventures and an associate; and other expenses.

<sup>(b)</sup> Interest and other income include the following as shown in the consolidated statement of income: foreign exchange gain; equity in net profit of joint ventures and an associate; interest income; and other income.

<sup>(c)</sup> EBITDA is not a uniform or legally defined financial measure. EBITDA is presented because the Group believes it is an important measure of its performance and liquidity. EBITDA is also frequently used by securities analysts, investors and other interested parties in the evaluation of companies in the industry.

The Group EBITDA figures are not, however, readily comparable with other companies' EBITDA figures as they are calculated differently and thus must be read in conjunction with related additional explanations. EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of the Group's results as reported under PFRS Accounting Standards. Some of the limitations concerning EBITDA are:

- EBITDA does not reflect cash expenditures or future requirements for capital expenditures or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for working capital needs;
- EBITDA does not reflect fixed port fees and leases that are capitalized as concession assets under IFRIC 12 and right-of-use assets under PFRS 16;
- EBITDA does not reflect the interest expense, or cash requirements necessary to service interest or principal debt payments;
- Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in the industry may calculate EBITDA differently, which may limit its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered as a measure of discretionary cash available to the Group to invest in the growth of the business. The Group compensates for these limitations by relying primarily on PFRS Accounting Standards results and uses EBITDA only as supplementary information.

All segment revenues are from external customers. Gross revenues from port operations of ICTSI and other Philippine-based subsidiaries comprised 33.3 percent, 33.9 percent and 31.2 percent of the consolidated gross revenues from port operations for the years ended December 31, 2022, 2023 and 2024, respectively. Gross revenues from port operations outside the Republic of the Philippines comprised 66.7 percent, 66.1 percent and 68.8 percent of the consolidated gross revenues from port operations for the years ended December 31, 2022, 2023 and 2024, respectively.



## 5. Intangibles

This account consists of:

	2022						
	Concession Rights (Note 25)				Computer Software and Others	Goodwill	Total
	Upfront Fees	Fixed Fees	Port Infrastructure	Subtotal			
<b>Cost</b>							
Balance at beginning of year	US\$330,714,690	US\$889,392,717	US\$2,000,254,281	US\$3,220,361,688	US\$77,802,650	US\$212,610,174	US\$3,510,774,512
Additions	-	-	67,452,758	67,452,758	9,538,601	-	76,991,359
Remeasurement	-	(2,960,184)	-	(2,960,184)	-	-	(2,960,184)
Disposals	-	-	-	-	(118,256)	-	(118,256)
Transfers from (to) other accounts (Notes 6 and 10)	-	-	(2,939,015)	(2,939,015)	4,689,497	-	1,750,482
Effect of business combination (Note 1.4)	220,033,453	48,266,651	215,914,637	484,214,741	-	25,436,993	509,651,734
Translation adjustments	(10,272,111)	(1,289,942)	(9,035,229)	(20,597,282)	278,228	(8,834,064)	(29,153,118)
<b>Balance at end of year</b>	<b>540,476,032</b>	<b>933,409,242</b>	<b>2,271,647,432</b>	<b>3,745,532,706</b>	<b>92,190,720</b>	<b>229,213,103</b>	<b>4,066,936,529</b>
<b>Accumulated Amortization and Impairment Losses</b>							
Balance at beginning of year	138,554,349	261,937,123	895,840,585	1,296,332,057	66,175,641	70,962,278	1,433,469,976
Amortization for the year	14,815,298	33,626,532	59,835,079	108,276,909	6,720,976	-	114,997,885
Disposals	-	-	-	-	(115,875)	-	(115,875)
Effect of business combination (Note 1.4)	36,698,024	18,751,664	71,981,743	127,431,431	-	-	127,431,431
Translation adjustments	(5,836,504)	(4,949,998)	(4,228,069)	(15,014,571)	(666,488)	(509,784)	(16,190,843)
<b>Balance at end of year</b>	<b>184,231,167</b>	<b>309,365,321</b>	<b>1,023,429,338</b>	<b>1,517,025,826</b>	<b>72,114,254</b>	<b>70,452,494</b>	<b>1,659,592,574</b>
<b>Net Book Value</b>	<b>US\$356,244,865</b>	<b>US\$624,043,921</b>	<b>US\$1,248,218,094</b>	<b>US\$2,228,506,880</b>	<b>US\$20,076,466</b>	<b>US\$158,760,609</b>	<b>US\$2,407,343,955</b>

	2023						
	Concession Rights (Note 25)				Computer Software and Others	Goodwill	Total
	Upfront Fees	Fixed Fees	Port Infrastructure	Subtotal			
<b>Cost</b>							
Balance at beginning of year	US\$540,476,032	US\$933,409,242	US\$2,271,647,432	US\$3,745,532,706	US\$92,190,720	US\$229,213,103	US\$4,066,936,529
Additions	-	-	67,602,689	67,602,689	2,135,640	-	69,738,329
Remeasurement	-	16,029,069	-	16,029,069	-	-	16,029,069
Disposals	-	-	-	-	(784,532)	-	(784,532)
Transfers from other accounts (Notes 6 and 10)	-	-	820,340	820,340	545,948	-	1,366,288
Effect of business combination (Note 1.4)	-	-	-	-	21,613,713	7,453,625	29,067,338
Translation adjustments	(1,133,773)	3,979,435	4,065,909	6,911,571	2,258,274	2,848,334	12,018,179
<b>Balance at end of year</b>	<b>539,342,259</b>	<b>953,417,746</b>	<b>2,344,136,370</b>	<b>3,836,896,375</b>	<b>117,959,763</b>	<b>239,515,062</b>	<b>4,194,371,200</b>
<b>Accumulated Amortization and Impairment Losses</b>							
Balance at beginning of year	184,231,167	309,365,321	1,023,429,338	1,517,025,826	72,114,254	70,452,494	1,659,592,574
Amortization for the year	22,702,594	35,084,150	72,814,716	130,601,460	6,625,888	-	137,227,348
Disposals	-	-	-	-	(782,402)	-	(782,402)
Impairment loss for the year	-	-	-	-	-	10,614,546	10,614,546
Effect of business combination (Note 1.4)	-	-	-	-	24,957	-	24,957
Translation adjustments	(1,804,731)	(29,933)	(1,473,007)	(3,307,671)	1,900,379	38,007	(1,369,285)
<b>Balance at end of year</b>	<b>205,129,030</b>	<b>344,419,538</b>	<b>1,094,771,047</b>	<b>1,644,319,615</b>	<b>79,883,076</b>	<b>81,105,047</b>	<b>1,805,307,738</b>
<b>Net Book Value</b>	<b>US\$334,213,229</b>	<b>US\$608,998,208</b>	<b>US\$1,249,365,323</b>	<b>US\$2,192,576,760</b>	<b>US\$38,076,687</b>	<b>US\$158,410,015</b>	<b>US\$2,389,063,462</b>

	2024						
	Concession Rights (Note 25)				Computer Software and Others	Goodwill	Total
	Upfront Fees	Fixed Fees	Port Infrastructure	Subtotal			
<b>Cost</b>							
Balance at beginning of year	US\$539,342,259	US\$953,417,746	US\$2,344,136,370	US\$3,836,896,375	US\$117,959,763	US\$239,515,062	US\$4,194,371,200
Additions	2,781,214	35,721,033	170,617,075	209,119,322	484,032	-	209,603,354
Remeasurement	-	12,578,279	-	12,578,279	-	-	12,578,279
Disposals	-	-	-	-	(72,100)	-	(72,100)
Disposal of a subsidiary (Note 1.2)	-	-	-	-	(48,105)	(26,561,125)	(26,609,230)
Transfers from other accounts (Notes 6 and 10)	-	8,368,810	19,619,038	27,987,848	116,546	-	28,104,394
Effect of business combination (Note 1.4)	-	-	-	-	-	8,889,140	8,889,140
Translation adjustments	(15,688,137)	(49,957,920)	(63,243,625)	(128,889,682)	(9,565,067)	(18,634,137)	(157,088,886)
<b>Balance at end of year</b>	<b>526,435,336</b>	<b>960,127,948</b>	<b>2,471,128,858</b>	<b>3,957,692,142</b>	<b>108,875,069</b>	<b>203,208,940</b>	<b>4,269,776,151</b>
<b>Accumulated Amortization and Impairment Losses</b>							
Balance at beginning of year	205,129,030	344,419,538	1,094,771,047	1,644,319,615	79,883,076	81,105,047	1,805,307,738
Amortization for the year	21,186,084	35,307,232	76,309,247	132,802,563	5,890,802	-	138,693,365
Disposals	-	-	-	-	(72,100)	-	(72,100)
Disposal of a subsidiary (Note 1.2)	-	-	-	-	(48,105)	(26,561,125)	(26,609,230)
Translation adjustments	(5,112,804)	(16,361,669)	(13,528,501)	(35,002,974)	(4,511,862)	(235,508)	(39,750,344)
<b>Balance at end of year</b>	<b>221,202,310</b>	<b>363,365,101</b>	<b>1,157,551,793</b>	<b>1,742,119,204</b>	<b>81,141,811</b>	<b>54,308,414</b>	<b>1,877,569,422</b>
<b>Net Book Value</b>	<b>US\$305,233,026</b>	<b>US\$596,762,847</b>	<b>US\$1,313,577,065</b>	<b>US\$2,215,572,938</b>	<b>US\$27,733,258</b>	<b>US\$148,900,526</b>	<b>US\$2,392,206,729</b>



### Concession Rights

Additions to concession rights in 2022 mainly pertain to the construction of various civil works and acquisitions of port facilities and equipment in MICT, CGSA and ICTSI Iraq and additions through consolidation of MNHPI. In 2023, additions to concession rights mainly pertain to construction of various civil works and acquisitions of port facilities and equipment in MICT, SPICTL, OPC and CGSA. In 2024, additions to concession rights mainly pertain to construction of various civil works and acquisitions of port facilities and equipment in MICT and certain Philippine terminals, EJD, CGSA and OPC; and the present value of fixed fee considerations under the new concession contract for ICPC in Iloilo and the amended concession contract for MICTSI in Misamis Oriental. From December 19, 2024, MICTSI's amended concession contract is accounted for under IFRIC 12 due to the changes to the concession contract that now provides the port authority control over any significant residual interest in the port infrastructure upon expiration of the agreement. Consequently, any remaining values of the related lease asset and liability were reclassified to concession rights asset and liability on the same date.

Concession rights have remaining amortization periods ranging from 7 to 48 years as of December 31, 2024.

Capitalized borrowing costs amounted to nil in 2022 and 2023, and US\$1.2 million in 2024.

### Goodwill

Goodwill arises from the excess of acquisition costs over the share in fair values of net assets at acquisition dates of the following subsidiaries:

	2022	2023	2024
MHCPSI	US\$46,291,281	US\$46,613,128	<b>US\$44,618,811</b>
ICTSI Rio	47,337,137	59,201,950	<b>54,093,371</b>
MNHPI	23,185,916	23,347,120	<b>22,348,226</b>
PICT	13,412,967	-	-
Others	28,533,308	29,247,817	<b>27,840,118</b>
	<b>US\$158,760,609</b>	<b>US\$158,410,015</b>	<b>US\$148,900,526</b>

In 2023, the goodwill attributed to PICT's business amounting to US\$10.6 million (PKR3.0 billion) was fully impaired and charged to profit or loss as a result of the expiry of PICT's concession effective June 17, 2023 (see Note 1).



## 6. Property and Equipment

This account consists of:

	2022								
	Land and Land Improvements	Leasehold Rights and Improvements	Port Facilities and Equipment	Transportation Equipment	Office Equipment, Furniture and Fixtures	Miscellaneous Equipment	Port Equipment Spare Parts	Construction in Progress	Total
Cost									
Balance at beginning of year	US\$293,111,537	US\$758,804,144	US\$948,005,927	US\$65,657,946	US\$63,587,049	US\$47,549,188	US\$4,152,638	US\$34,804,631	US\$2,215,673,060
Additions	123,048,319	5,183,483	12,552,839	3,287,329	2,242,751	1,709,310	24,649	115,145,774	263,194,454
Effect of business combinations (Note 1.4)	–	–	–	879,487	2,082,378	–	–	2,229,542	5,191,407
Disposals	(36,707)	(480,845)	(9,493,500)	(1,727,002)	(1,981,622)	(394,166)	(175,776)	–	(14,289,618)
Disposal of a subsidiary (Note 1.2)	–	(51,759)	(2,684,955)	–	(8,317)	(35,900)	–	(256,024)	(3,036,955)
Translation adjustments	(16,537,138)	(28,477,993)	(15,865,413)	(126,508)	(642,429)	(769,698)	(45,199)	(3,201,072)	(65,665,450)
Transfers from (to) other accounts (Notes 5 and 10)	22,063,635	5,716,753	36,987,597	327,536	1,927,479	(174,253)	(38,681)	(38,282,398)	28,527,668
Balance at end of year	421,649,646	740,693,783	969,502,495	68,298,788	67,207,289	47,884,481	3,917,631	110,440,453	2,429,594,566
Accumulated Depreciation and Amortization									
Balance at beginning of year	10,801,521	224,365,920	346,495,398	40,414,467	57,848,805	23,039,899	1,866,753	–	704,832,763
Depreciation and amortization for the year	4,196,729	34,644,127	48,542,254	6,155,000	4,700,134	3,172,175	130,202	–	101,540,621
Effect of business combinations (Note 1.4)	–	–	–	720,748	1,823,163	–	–	–	2,543,911
Disposals	(2,128)	(480,845)	(7,909,459)	(1,652,576)	(1,673,870)	(229,742)	–	–	(11,948,620)
Disposal of a subsidiary (Note 1.2)	–	(24,001)	(2,584,239)	–	(8,317)	(11,485)	–	–	(2,628,042)
Translation adjustments	(625,474)	(8,535,925)	(10,854,283)	(99,224)	(564,800)	(73,293)	(48,532)	–	(20,801,531)
Transfers from (to) other accounts (Notes 5 and 10)	858,785	153,316	176,205	(335,777)	12,532	(507,179)	–	–	357,882
Balance at end of year	15,229,433	250,122,592	373,865,876	45,202,638	62,137,647	25,390,375	1,948,423	–	773,896,984
Net Book Value	US\$406,420,213	US\$490,571,191	US\$595,636,619	US\$23,096,150	US\$5,069,642	US\$22,494,106	US\$1,969,208	US\$110,440,453	US\$1,655,697,582



	2023								
	Land and Land Improvements	Leasehold Rights and Improvements	Port Facilities and Equipment	Transportation Equipment	Office Equipment, Furniture and Fixtures	Miscellaneous Equipment	Port Equipment Spare Parts	Construction in Progress	Total
<b>Cost</b>									
Balance at beginning of year	US\$421,649,646	US\$740,693,783	US\$969,502,495	US\$68,298,788	US\$67,207,289	US\$47,884,481	US\$3,917,631	US\$110,440,453	US\$2,429,594,566
Additions	58,734	14,701,797	54,588,297	6,108,870	5,544,582	3,490,443	–	161,244,832	245,737,555
Effect of business combinations (Note 1.4)	–	116,380	1,846,561	140,555	106,535	–	–	–	2,210,031
Disposals	–	(6,893,245)	(22,032,250)	(1,419,457)	(2,066,794)	(72,437)	(44,329)	(82,965)	(32,611,477)
Translation adjustments	8,353,907	9,751,163	37,359,086	192,687	666,540	363,140	12,132	4,632,454	61,331,109
Transfers from (to) other accounts (Notes 5, 8 and 10)	–	4,951,098	7,070,531	–	–	–	–	(13,226,934)	(1,205,305)
Balance at end of year	430,062,287	763,320,976	1,048,334,720	73,321,443	71,458,152	51,665,627	3,885,434	263,007,840	2,705,056,479
<b>Accumulated Depreciation and Amortization</b>									
Balance at beginning of year	15,229,433	250,122,592	373,865,876	45,202,638	62,137,647	25,390,375	1,948,423	–	773,896,984
Depreciation and amortization for the year	4,063,276	33,793,252	49,505,384	6,585,513	4,189,066	2,970,181	–	–	101,106,672
Effect of business combinations (Note 1.4)	–	22,312	259,318	66,297	15,550	–	–	–	363,477
Disposals	–	(6,893,245)	(19,987,243)	(1,111,392)	(2,036,864)	(62,847)	–	–	(30,091,591)
Translation adjustments	81,369	3,266,111	9,616,673	102,689	1,004,381	34,274	(18,511)	–	14,086,986
Balance at end of year	19,374,078	280,311,022	413,260,008	50,845,745	65,309,780	28,331,983	1,929,912	–	859,362,528
Net Book Value	US\$410,688,209	US\$483,009,954	US\$635,074,712	US\$22,475,698	US\$6,148,372	US\$23,333,644	US\$1,955,522	US\$263,007,840	US\$1,845,693,951

	2024								
	Land and Land Improvements	Leasehold Rights and Improvements	Port Facilities and Equipment	Transportation Equipment	Office Equipment, Furniture and Fixtures	Miscellaneous Equipment	Port Equipment Spare Parts	Construction in Progress	Total
<b>Cost</b>									
Balance at beginning of year	US\$430,062,287	US\$763,320,976	US\$1,048,334,720	US\$73,321,443	US\$71,458,152	US\$51,665,627	US\$3,885,434	US\$263,007,840	US\$2,705,056,479
Additions	76,304,514	15,359,525	40,312,239	6,774,417	3,100,906	4,468,383	103,506	144,100,725	290,524,215
Effect of business combination (Note 1.4)	–	–	1,181,725	–	–	–	–	–	1,181,725
Disposals	–	(104,833)	(6,603,783)	(14,746,465)	(1,736,860)	(917,737)	(37,584)	–	(24,147,262)
Disposal of a subsidiary (Note 1.2)	–	(7,064,282)	(38,503,051)	(177,522)	(261,080)	–	–	–	(46,005,935)
Translation adjustments	(20,979,374)	(48,068,963)	(95,222,769)	(1,699,396)	(1,762,402)	(1,638,182)	(202,032)	(18,337,268)	(187,910,386)
Transfers from (to) other accounts (Notes 5, 8 and 10)	–	44,046,063	19,549,041	–	–	–	–	(83,330,688)	(19,735,584)
Balance at end of year	485,387,427	767,488,486	969,048,122	63,472,477	70,798,716	53,578,091	3,749,324	305,440,609	2,718,963,252
<b>Accumulated Depreciation and Amortization</b>									
Balance at beginning of year	19,374,078	280,311,022	413,260,008	50,845,745	65,309,780	28,331,983	1,929,912	–	859,362,528
Depreciation and amortization for the year	3,843,511	34,945,665	48,488,006	5,705,164	4,067,578	4,281,529	7,559	–	101,339,012
Disposals	–	(55,655)	(3,650,618)	(14,746,464)	(1,736,860)	(894,510)	–	–	(21,084,107)
Disposal of a subsidiary (Note 1.2)	–	(5,905,136)	(30,642,362)	(177,010)	(251,788)	–	–	–	(36,976,296)
Translation adjustments	(574,031)	(16,912,550)	(27,777,008)	(2,758,920)	(3,639,016)	(904,586)	(22,954)	–	(52,589,065)
Balance at end of year	22,643,558	292,383,346	399,678,026	38,868,515	63,749,694	30,814,416	1,914,517	–	850,052,072
Net Book Value	US\$462,743,869	US\$475,105,140	US\$569,370,096	US\$24,603,962	US\$7,049,022	US\$22,763,675	US\$1,834,807	US\$305,440,609	US\$1,868,911,180



Capitalized borrowing costs amounted to US\$0.3 million at a capitalization rate of 8.00 percent in 2022, US\$2.6 million at a capitalization rate of 4.27 percent in 2023 and nil in 2024.

Additions to land and land improvements in 2022 pertain mainly to acquisition of land in the Philippines and in Brazil for new projects. Additions to port facilities and equipment in 2023 mainly pertain to expansion works and/or acquisition of terminal equipment at VICT and IDRC. Additions to land and land improvements in 2024 pertain to acquisition of property to be utilized for the Group's expansion plans. Additions to port facilities and equipment in 2024 mainly pertain to the construction of various civil works and acquisitions of terminal equipment in various ports, mainly in ICTSI Nigeria, and certain Philippine terminals.

Construction in progress is mainly composed of ongoing port development and expansion projects in IDRC, VICT and CMSA as at December 31, 2022 and 2023, and CMSA, IDRC and ICTSI Rio as at December 31, 2024.

Certain property and equipment of VICT with total carrying value of AUD360.8 million (US\$246.1 million), AUD428.6 million (US\$292.0 million) and AUD749.9 million (US\$464.0 million) as at December 31, 2022, 2023 and 2024, respectively, were pledged as securities for its Senior Secured Notes; parcels of land of IDRC with total carrying value of US\$10.2 million as at December 31, 2022, 2023 and 2024, was pledged as collateral for its outstanding loan (see Note 16.2.3).

## 7. Right-of-use Assets

The concession agreements of CMSA, TSSA, VICT, BCT, BICTL, MICTSI (until December 16, 2024), ICTSI Nigeria, lease of terminal facilities in IRB Logistica, and lease of land for use in the operations of Tecplata, ICTSI Nigeria, and ICTSI Rio, were accounted for by the Group in accordance with PFRS 16, *Leases*. Related right-of-use assets are amortized over the term of the concession agreements and have remaining amortization periods ranging from 1 to 45 years.

### Amounts Recognized in the Consolidated Balance Sheets

Set-out below are the reconciliation of the Group's right-of-use assets during the years ended December 31:

	2022	2023	2024
Balance at beginning of year	US\$664,266,147	US\$723,831,838	US\$916,366,357
Additions	11,288	164,218,518	134,816,271
Remeasurement	106,404,486	28,658,474	50,806,270
Amortization	(49,798,358)	(56,056,912)	(60,704,868)
Effect of business combination (Note 1.4)	2,600,268	-	-
Transfer to other account (Note 5)	-	-	(8,368,810)
Termination	-	-	(2,641,598)
Cumulative translation adjustments	348,007	55,714,439	(72,513,346)
Balance at end of year	US\$723,831,838	US\$916,366,357	US\$957,760,276



Additions to right-of-use assets during 2023 mainly pertain to renewal of concession contract at BCT and lease of additional berth space at VICT. Additions to right-of-use assets in 2024 mainly pertain to lease of new area at ICTSI Rio and ICTSI Nigeria, and equipment leases at IRB Logistica and MICT.

Termination includes termination of lease agreement at IRB Logistica for the lease of various equipment.

Summarized below are the amounts recognized in the consolidated profit or loss relating to lease expense not capitalized as right-of-use assets:

	2022	2023	2024
Lease expense not included in the measurement of lease liabilities (under Port Authorities' share in gross revenues)	US\$29,094,552	US\$27,752,083	US\$35,768,341
Lease expense on short-term leases exempted from PFRS 16 classified under:			
Equipment and facilities-related expenses	1,738,021	3,121,398	3,974,280
Administrative and other operating expenses	55,314	136,902	101,688
Lease expense on low value assets exempted from PFRS 16 classified under:			
Equipment and facilities-related expenses	2,535	15,874	20,001
Administrative and other operating expenses	12,277	7,459	15,391

## 8. Investment Properties

The details of investment properties are as follows:

	2022		
	Land and Improvements	Building and Others	Total
<b>Cost</b>			
Balance at beginning of year	US\$12,660,175	US\$994,352	US\$13,654,527
Effect of business combination	-	151,951	151,951
Translation adjustments	(342,259)	(1,941)	(344,200)
Balance at end of year	12,317,916	1,144,362	13,462,278
<b>Accumulated Depreciation and Amortization</b>			
Balance at beginning of year	6,822,766	457,631	7,280,397
Amortization during the year	375,124	5,828	380,952
Translation adjustments	(8,408)	-	(8,408)
Balance at end of year	7,189,482	463,459	7,652,941
<b>Net Book Value</b>	<b>US\$5,128,434</b>	<b>US\$680,903</b>	<b>US\$5,809,337</b>

	2023		
	Land and Improvements	Building and Others	Total
<b>Cost</b>			
Balance at beginning of year	US\$12,317,916	US\$1,144,362	US\$13,462,278
Reclassifications (Note 5)	114,141	(275,124)	(160,983)
Translation adjustments	26,058	602	26,660
Balance at end of year	12,458,115	869,840	13,327,955
<b>Accumulated Depreciation and Amortization</b>			
Balance at beginning of year	7,189,482	463,459	7,652,941
Amortization during the year	34,876	5,707	40,583
Translation adjustments	682	-	682
Balance at end of year	7,225,040	469,166	7,694,206
<b>Net Book Value</b>	<b>US\$5,233,075</b>	<b>US\$400,674</b>	<b>US\$5,633,749</b>



	2024		
	Land and Improvements	Building and Others	Total
<b>Cost</b>			
Balance at beginning of year	US\$12,458,115	US\$869,840	US\$13,327,955
Translation adjustments	(163,023)	-	(163,023)
Balance at end of year	12,295,092	869,840	13,164,932
<b>Accumulated Depreciation and Amortization</b>			
Balance at beginning of year	7,225,040	469,166	7,694,206
Amortization during the year	34,875	5,544	40,419
Translation adjustments	(4,368)	-	(4,368)
Balance at end of year	7,255,547	474,710	7,730,257
<b>Net Book Value</b>	<b>US\$5,039,545</b>	<b>US\$395,130</b>	<b>US\$5,434,675</b>

Land and improvements mainly include land held for capital appreciation and land improvements subject to operating leases.

Investment properties of ICTSI and IWI CTHI located in Laguna, Philippines with total carrying values of US\$3.7 million, US\$3.7 million and US\$3.5 million as of December 31, 2022, 2023 and 2024, respectively, have a fair value of ₱3.2 billion (US\$56.1 million) as at November 25, 2024 based on a valuation performed by a qualified independent appraiser whose report was dated December 13, 2024.

Fair value of the investment properties was determined using the sales comparison approach. This means that valuations performed by qualified independent appraisers are based on sales of similar or substitute properties, significantly adjusted for differences in the nature, location or condition of the specific property. This valuation approach is categorized as *Level 3* in the fair value hierarchy as at December 31, 2022, 2023 and 2024. The significant unobservable input to the valuation is the price per square meter which ranges from ₱6,500 (US\$112.4) to ₱7,100 (US\$122.7).

Significant increases or decreases in estimated price per square meter in isolation would result in a significantly higher or lower fair value on a linear basis.

Rental income derived from rental-earning investment properties presented as part of “Other income” account in the consolidated statements of income amounted to US\$1.5 million in 2022, US\$1.2 million in 2023 and US\$1.0 million in 2024 (see Note 21.1). There were no restrictions on realizability of investment properties and no significant repairs and maintenance were made to maintain the Group’s investment properties in 2022, 2023 and 2024. The rent agreement covering rental-earning investment properties is renewable subject to such terms and conditions that may be agreed upon by the transacting parties yearly.

Operating expenses related to the investment property amounted to US\$0.2 million in 2022, US\$0.4 million in 2023 and US\$0.3 million in 2024, which pertains mainly to real property taxes.

## 9. Investments in and Advances to Joint Ventures and an Associate

This account consists of:

	2022	2023	2024
Investments in and advances to joint ventures:			
SPIA	US\$240,208,234	US\$242,974,846	US\$191,129,963
Others	10,057,465	28,527,815	29,504,186
Investment in an associate:			
ARDC	7,474,994	7,474,994	7,474,994
Less: allowance for probable losses	7,474,994	7,474,994	7,474,994
	<b>US\$250,265,699</b>	<b>US\$271,502,661</b>	<b>US\$220,634,149</b>



The movements and details of investments in and advances to joint ventures account are as follows:

	2022	2023	2024
Investments in joint ventures:			
Balance at beginning of year	US\$200,565,942	US\$29,548,523	US\$30,798,834
Consolidation of MNHPI (Note 1.4)	(158,441,495)	–	–
Share in other comprehensive income (loss)	(14,562,682)	1,897,039	(263,700)
Additions during the year	–	9,161,996	19,806,238
Equity in net gains (losses) during the year	1,986,758	(9,808,724)	(5,457,186)
Balance at end of year	29,548,523	30,798,834	
Advances to joint ventures (Note 23.1)	220,717,176	240,703,827	175,749,963
	US\$250,265,699	US\$271,502,661	US\$220,634,149

In April 2024, the Group received US\$55.9 million as partial repayment of the advances previously extended to its joint venture, SPIA.

ICTSI acquired control over MNHPI beginning September 8, 2022 (see Note 1.4). Prior to the business combination, MNHPI was accounted for as a joint venture.

The summarized financial information of SPIA as at and for the years ended December 31 follows:

	2022	2023	2024
Current assets <sup>(a)</sup>	US\$23,721,184	US\$55,117,226	US\$56,347,373
Noncurrent assets	478,921,922	463,865,946	466,751,031
Current liabilities	216,023,433	236,141,871	191,487,993
Noncurrent liabilities <sup>(b)</sup>	223,181,532	232,573,280	286,027,465

(a) Current assets include cash and cash equivalents amounting to US\$6.3 million, US\$30.4 million and US\$28.6 million as at December 31, 2022, 2023 and 2024, respectively.

(b) Noncurrent liabilities include deferred tax liabilities amounting to US\$5.2 million, US\$4.9 million and US\$4.5 million as at December 31, 2022, 2023 and 2024, respectively.

	2022	2023	2024
Gross revenues from port operations	US\$91,979,473	US\$81,386,226	US\$104,575,108
Operating expenses	(30,546,133)	(35,975,475)	(36,924,111)
Depreciation and amortization	(32,383,878)	(31,835,816)	(32,683,504)
Other income	9,803,236	8,850,524	8,373,012
Other expenses <sup>(c)</sup>	(37,157,907)	(34,133,463)	(42,566,222)
Provision for income tax	(7,334,912)	(1,462,115)	(5,459,359)
Net loss	(US\$5,640,121)	(US\$13,170,119)	(US\$4,685,076)

(c) Other expenses include interest expense on concession rights payable amounting to US\$1.2 million in 2022 and 2023, and US\$1.1 million in 2024, and interest expense on advances from SPIA Spain S.L. and PSA International Pte Ltd. (PSA) amounting to US\$12.5 million in 2022, US\$12.3 million in 2023 and US\$10.4 million in 2024.

## 10. Other Noncurrent Assets

This account consists of:

	2022	2023	2024
Advances to suppliers, contractors and others	US\$285,340,649	US\$125,611,366	US\$158,770,118
Input tax	6,625,610	4,705,820	2,387,985
Derivative assets (Note 27)	8,457,515	4,186,513	4,934,850
Financial assets at FVOCI	3,601,546	3,999,892	5,026,642
Restricted cash	243,271	290,066	101,483
Prepayments and others	48,719,498	57,065,819	64,883,155
	US\$352,988,089	US\$195,859,476	US\$236,104,233



Advances to Suppliers, Contractors and Others

Advances to suppliers, contractors and others mainly pertain to advance payments for the acquisition of port equipment and construction of port facilities, advance payments for future rentals and deposits for acquisitions of investments. As at December 31, 2022, 2023 and 2024, this account includes advances and deposits to suppliers and contractors and for the acquisition of investments amounting to US\$134.4 million, US\$125.6 million and US\$158.8 million, respectively (see Note 1.2).

This account also includes the upfront fee that ICTSI was required to pay pursuant to the Concession Agreement signed with the Sea Ports Corporation (SPC) of Sudan to operate, manage and develop the South Port Container Terminal (SPCT) at Port of Sudan, Republic of the Sudan for 20 years. The Port of Sudan is the only major modern port in the country and serves as the international gateway for more than 95% of Sudan’s cargo flows. Pursuant to the Agreement, ICTSI is required to pay: (a) an upfront fee of EUR530.0 million in installments of EUR410.0 million (US\$467.2 million) and five other installments each in the amount of EUR24.0 million (US\$27.3 million) from the third to the seventh operation year; (b) fixed monthly fee; and (c) royalty fee during the concession period. The Agreement is secured by a sovereign guarantee by the Republic of the Sudan.

On January 8, 2019, the Ministry of Finance and Economic Planning of the Republic of the Sudan (the “Ministry”) issued a bond (the Refund Bond), which was subsequently amended, wherein it agreed to refund the Upfront Fee in case ICTSI is unable to take over operations by April 7, 2019.

On January 13, 2019, ICTSI paid the initial installment of Upfront Fee of EUR410.0 million (US\$470.2 million). In February 2019, ICTSI established Africa Gateway Terminal (AGT), a Sudanese entity, to operate the container terminal.

On July 3, 2019, December 14, 2019, November 30, 2022 and February 6, 2023, ICTSI received partial repayments of the Upfront Fee in the amount of EUR195.2 million (US\$219.1 million), AED110.2 million (EUR26.8 million or US\$29.8 million), EUR1.0 million (US\$1.0 million) and EUR0.5 million (US\$0.5 million) respectively, based on terms of the Refund Bond.

ICTSI strived to reach out to the Sudanese Government but failed to have a productive discussion since the Sudan war broke out in April 2023. As such, the Group recognized full impairment charge on the remaining balance of the Upfront Fee and other noncurrent assets totaling US\$154.7 million as at December 31, 2023.

Notwithstanding the prudence in the accounting impairment charge, ICTSI will continue to pursue the Sudanese government on the remaining balance of the Upfront Fee under the terms of the Refund Bond and the UK High Court ruling in favor of ICTSI.

Input Tax

This account includes prepaid input tax and is expected to be applied against output tax after 12 months from the balance sheet date.

Financial Assets at FVOCI

The net movement in unrealized mark-to-market gain on financial assets at FVOCI is as follows:

	2022	2023	2024
Balance at beginning of year	US\$1,445,806	US\$1,781,384	<b>US\$2,178,008</b>
Change in fair value of financial assets at FVOCI	335,578	396,624	<b>1,049,552</b>
Balance at end of year (Note 15.6)	US\$1,781,384	US\$2,178,008	<b>US\$3,227,560</b>



#### Restricted Cash

Restricted cash pertains mainly to cash deposits placed by the Group as required by concession agreements and special-purpose debt service reserves.

#### Prepayments and Others

This account mainly pertains to payment of deposits and/or fees in relation to the concession and lease agreements of MICTSL and BCT, respectively, and will be appropriately reclassified as part of intangibles and right-of-use assets once certain requirements within the concession agreements are met and upon the effectivity of renewal of contract, respectively. In 2023, BCT's deposits/fees were reclassified to right-of-use assets. As at December 31, 2024, this account further increased mainly due to additional payment made at MICTSL.

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### **11. Impairment Testing on Nonfinancial Assets**

The Group reviews all assets annually or more frequently to look for any indication that an asset may be impaired. These assets include property and equipment, intangible assets, right-of-use assets, investment properties, investments in joint ventures, intangible assets not yet available for use and goodwill, and certain other noncurrent assets. If any such indication exists, or when the annual impairment testing for an asset is required, the Group calculates the asset's recoverable amount. Irrespective of whether there is any indication of impairment, intangible assets not yet available for use and goodwill acquired in a business combination are tested for impairment annually. The Group used a discounted cash flow analysis to determine value-in-use.

Value-in-use reflects an estimate of the future cash flows that the Group expects to derive from the cash-generating unit, expectations about possible variations in the amount or timing of those future cash flows, the time value of money, the price for bearing the uncertainty inherent in the asset and other factors such as illiquidity that market participants would reflect in pricing such future cash flows. The calculation of the value-in-use is based on reasonable and supportable assumptions, the most recent budgets and forecasts and extrapolation for periods beyond budgeted projections. These represent management's best estimate of the economic conditions that would exist over the remaining useful life of the asset.

The recoverable amount of nonfinancial assets of the Group subject to impairment testing has been determined based on value-in-use calculation using cash flow projections based on financial budgets approved by senior management covering a five-year period or the remaining concession period, taking into consideration the effect of significant events on the macroeconomic factors used in developing the assumptions. Projections beyond five years were used for the newly established terminals and/or greenfield projects.

Key assumptions used to determine the value-in-use are discount rates including cost of debt and cost of capital, growth rates, EBITDA margins, working capital and capital expenditure.

#### Discount Rates

The discount rate used is the pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the asset. The Group used discount rates based on the industry's weighted average cost of capital. The rates used to discount the future cash flows are based on risk-free interest rates in the relevant markets where the subsidiaries are domiciled taking into consideration the debt premium, market risk premium, gearing ratio, corporate tax rate and asset betas of these subsidiaries. Management assumed discount rates of 8.60 to 25.50 percent in 2022, 7.04 percent to 17.00 percent in 2023 and 7.03 percent to 13.60 percent in 2024.



### Growth Rates

Average growth rates in revenues are based on ICTSI's expectation of market developments and the changes in the environment in which it operates. ICTSI uses revenue growth rates ranging from 1.40 percent to 5.50 percent in 2022, 0.14 percent to 5.88 percent in 2023, -3.49 percent to 6.11 percent in 2024, based on historical performance as well as expectations on the results of its strategies. On the other hand, the perpetual growth rate used to compute for the terminal value is based on the forecasted long-term growth of real gross domestic product (GDP) of the economy in which the business operates.

### EBITDA Margin

The EBITDA margin represents the operating margin before depreciation and amortization and is estimated based on the margin achieved in the period immediately before the budget period and on estimated future development and growth in the market. Committed operational efficiency programs are taken into consideration. Changes in the outcome of these initiatives may affect future estimated EBITDA margin.

### Capital Expenditure

In computing the value-in-use, estimates of future cash flows include future cash outflows necessary to maintain the level of economic benefits expected to arise from the asset in its current condition. Capital expenditures that improve or enhance the asset's performance therefore are not included. However, for the newly established terminals and/or greenfield projects, management takes into consideration the capital expenditures necessary to meet the expected growth in volume and revenues. These expansionary capital expenditures of which the Group has incurred cash outflows, for the newly established terminals are deducted from the future cash flows.

### Impairment of Nonfinancial Assets

Losses in respect of the impairment in value of the Group's nonfinancial assets amounting to US\$16.0 million, US\$165.3 million and nil, were recognized in 2022, 2023 and 2024, respectively (see Notes 5 and 10). The impairment charge was a result of lower projected cash inflows arising from the current unfavorable economic conditions.

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## 12. Cash and Cash Equivalents

This account consists of:

	2022	2023	2024
Cash on hand and in banks	US\$398,625,788	US\$422,117,997	US\$515,423,343
Cash equivalents	440,313,882	293,986,046	593,649,890
	US\$838,939,670	US\$716,104,043	US\$1,109,073,233

Cash in banks earn interest at the prevailing bank deposit rates. Cash equivalents are short-term investments, which are made for varying periods of up to three months depending on the immediate cash requirements of the Group and earn interest at the prevailing short-term investment rates.

Interest income derived from interest-earning bank deposits, short-term investments and restricted cash amounted to US\$26.6 million, US\$44.3 million and US\$61.4 million for the years ended December 31, 2022, 2023, and 2024, respectively.



### 13. Receivables

This account consists of:

	2022	2023	2024
Trade	US\$131,865,507	US\$155,420,425	US\$158,694,847
Advances and nontrade	37,488,005	38,203,929	43,884,576
	169,353,512	193,624,354	202,579,423
Less allowance for doubtful accounts	11,442,227	11,117,129	10,089,440
	US\$157,911,285	US\$182,507,225	US\$192,489,983

Trade receivables are noninterest-bearing and are generally on 30-60 days credit terms.

Advances and nontrade receivables mainly include noninterest-bearing advances to suppliers and vendors that may be applied against payable or collectible within 12 months.

Movements in the allowance for doubtful accounts are summarized below:

	2022		
	Trade	Advances and Nontrade	Total
Balance at beginning of year	US\$7,649,868	US\$302,487	US\$7,952,355
Provision during the year	51,066	3,365,000	3,416,066
Write-off	(1,501,014)	–	(1,501,014)
Translation adjustments	(239,434)	(210,433)	(449,867)
Effect of business combination	40,214	1,984,473	2,024,687
Balance at end of year	US\$6,000,700	US\$5,441,527	US\$11,442,227

	2023		
	Trade	Advances and Nontrade	Total
Balance at beginning of year	US\$6,000,700	US\$5,441,527	US\$11,442,227
Provision during the year	578,980	638,250	1,217,230
Write-off	(250,399)	(1,301,726)	(1,552,125)
Translation adjustments	235,655	(225,858)	9,797
Balance at end of year	US\$6,564,936	US\$4,552,193	US\$11,117,129

	2024		
	Trade	Advances and Nontrade	Total
Balance at beginning of year	US\$6,564,936	US\$4,552,193	US\$11,117,129
Provision during the year	839,025	–	839,025
Write-off	–	(537,047)	(537,047)
Disposal of subsidiary (Note 1.2)	(53,425)	–	(53,425)
Translation adjustments	(745,371)	(530,871)	(1,276,242)
Balance at end of year	US\$6,605,165	US\$3,484,275	US\$10,089,440



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#### 14. Prepaid Expenses and Other Current Assets

This account consists of:

	2022	2023	2024
Short-term investments (Note 18)	US\$122,248,975	US\$155,639,325	<b>US\$141,069,913</b>
Input tax	24,958,611	21,744,192	<b>39,221,307</b>
Prepaid port fees, insurance, bonds and other expenses and deposits	14,611,938	21,341,848	<b>30,961,227</b>
Prepaid taxes	14,100,226	29,801,278	<b>25,814,139</b>
Restricted cash (Note 16)	24,794,700	13,406,894	<b>6,875,197</b>
Receivable from port authorities	2,207,647	2,322,489	<b>4,520,506</b>
Others	4,527,993	3,198,015	<b>5,460,670</b>
	<b>US\$207,450,090</b>	<b>US\$247,454,041</b>	<b>US\$253,922,959</b>

##### Short-term Investments

The maturity dates of short-term investments range from more than three months to 12 months.

##### Input Tax

This account includes input tax recognized mainly from the acquisition of terminal equipment and payments of civil works in relation to the construction activities. Such input tax is expected to be applied against output tax within 12 months from the balance sheet date.

##### Prepaid Taxes

This account consists of credits granted by the tax authorities, business taxes, and creditable tax withheld which can be applied against tax liabilities in the future.

##### Restricted Cash

Restricted cash as at December 31, 2022, 2023 and 2024 pertains to deposits placed as required by special purpose debt service reserves of VICT.

##### Receivable from Port Authorities

This account represents the Group's share in fees collected by the port authorities.

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#### 15. Equity

##### 15.1 Capital Stock and Treasury Shares

The Parent Company offered its common shares at a price of P6.70 per share in its initial public offering and became listed and traded at the PSE starting on March 23, 1992.

As of December 31, 2022, 2023 and 2024, the Parent Company had 1,350, 1,388 and 1,340 stockholders on record, respectively.



The details and movements of ICTSI's capital stock and treasury shares as at and for the years ended December 31 were as follows:

	Number of Shares					
	Authorized			Issued and Subscribed		
	2022	2023	2024	2022	2023	2024
<b>Preferred A Shares</b> - nonvoting, non-cumulative, ₱1.00 (US\$0.048) par value	993,000,000	993,000,000	<b>993,000,000</b>	3,800,000	3,800,000	<b>3,800,000</b>
<b>Preferred B Shares</b> - voting, non-cumulative, ₱0.01 (US\$0.0002) par value	700,000,000	700,000,000	<b>700,000,000</b>	700,000,000	700,000,000	<b>700,000,000</b>
<b>Common Stock</b> - ₱1.00 (US\$0.048) par value	4,227,397,381	4,227,397,381	<b>4,227,397,381</b>	2,045,177,671	2,045,177,671	<b>2,045,177,671</b>

	Number of Shares		
	Issued and Subscribed		
	2022	2023	2024
<b>Treasury Shares</b>			
Balance at beginning of year	(6,567,889)	(14,836,722)	<b>(13,189,068)</b>
Acquisitions during the year	(10,039,250)	(306,230)	<b>(6,596,820)</b>
Issuances for share-based payments (Note 20)	1,770,417	1,953,884	<b>1,823,420</b>
Balance at end of year	(14,836,722)	(13,189,068)	<b>(17,962,468)</b>

	Amounts Issued and Subscribed		
	2022	2023	2024
	<b>Preferred Stock</b>	US\$236,222	US\$236,222
<b>Common Stock</b>	US\$67,781,529	US\$67,781,529	<b>US\$67,781,529</b>
Subscription Receivable	(451,341)	(451,341)	<b>(451,341)</b>
	US\$67,330,188	US\$67,330,188	<b>US\$67,330,188</b>
<b>Treasury Shares</b>			
Balance at beginning of year	(US\$12,481,187)	(US\$39,991,203)	<b>(US\$38,330,159)</b>
Acquisitions during the year	(31,810,166)	(1,064,203)	<b>(43,165,837)</b>
Issuances for share-based payments (Note 20)	4,300,150	2,725,247	<b>2,549,704</b>
Balance at end of year	(US\$39,991,203)	(US\$38,330,159)	<b>(US\$78,946,292)</b>

### Preferred Shares

The Preferred A shares, which were subscribed by ICTHI, are nonvoting, entitled to dividend at rates to be fixed by the Board, non-cumulative, convertible to common shares under such terms to be provided by the Board, redeemable at such price and terms determined by the Board and have preference over common shares in the distribution of the assets of the Parent Company. As at year-end, the Board has not fixed the dividend rate and terms of conversion of Preferred A shares.

The Preferred B shares were issued to Achillion Holdings, Inc. (Achillion). Preferred B shares have the following features: voting; issued only to Philippine Nationals; not convertible into common shares; earn no dividend and redeemable at the option of the Board.

Achillion is a Philippine corporation owned and controlled by ICTSI's Chairman and President and controlling stockholder, Mr. Enrique K. Razon, Jr. The ICTSI contract with PPA on the operation, management and development of the MICT requires the Razon Group to retain control of ICTSI.



## 15.2 Preferred Shares Held by a Subsidiary

Cost of preferred shares held by a subsidiary pertains to 3,800,000 preference A shares held by ICTHI.

## 15.3 Non-controlling Interests

In November 2022, ICTSI, through its wholly-owned subsidiary IAHQ, sold a portion of its stake in IDRC decreasing ICTSI's effective ownership from 62% to 58%. The difference between the purchase price and carrying value of the non-controlling interest of US\$2.9 million was recognized in equity as "Excess of consideration over the carrying value of non-controlling interests acquired or disposed" in the 2022 consolidated balance sheet.

In November 2022, ICTSI acquired 25,000 common shares of EJD, representing 1.67% non-controlling interest, from IPH. This transaction increased ICTSI's ownership in EJD from 65% to 66.67% (see Note 1.4). The difference between the purchase price and carrying value of the non-controlling interest of US\$1.7 million (IDR27.3 billion) was recognized in equity as "Excess of consideration over the carrying value of non-controlling interests acquired or disposed" in the 2022 consolidated balance sheet.

In December 2022, ICTSI through its wholly-owned subsidiary, IWI CTHI, acquired the remaining 20% non-controlling interest in BIPI, from Marubeni Corporation for US\$9.2 million (Php507.4 million). After the transaction, BIPI became a wholly-owned subsidiary of IWI CTHI. The difference amounting to US\$2.0 million (Php227.9 million), between the purchase price and carrying value of the non-controlling interest, was recognized in equity as "Excess of consideration over the carrying value of non-controlling interests acquired or disposed" in the 2022 consolidated balance sheet.

## 15.4 Retained Earnings

The details of ICTSI's declaration of cash dividends are as follows:

	2022	2023	2024
Date of Board approval	March 3, 2022	March 6, 2023	<b>March 1, 2024</b>
Cash dividends (regular) per share	US\$0.106 (P5.56)	US\$0.156 (P8.56)	<b>US\$0.167 (P9.35)</b>
Cash dividends (special) per share	US\$0.008 (P0.44)	US\$0.026 (P1.44)	<b>US\$0.029 (P1.65)</b>
Record date	March 18, 2022	March 20, 2023	<b>March 15, 2024</b>
Payment date	March 28, 2022	March 28, 2023	<b>March 25, 2024</b>

As at December 31, 2024, the unappropriated retained earnings of the Parent Company that is available for dividend declaration amounted to US\$597.6 million.

## 15.5 Perpetual Capital Securities

RCBV engaged in a series of financial transactions involving the issuance, redemption, and consolidation of Senior Guaranteed Perpetual Capital Securities ("Securities") with interest rates ranging from 4.875 percent to 5.875 percent. These Securities are unconditionally and irrevocably guaranteed by ICTSI and were used to refinance existing debts, fund capital expenditures, and support general corporate purposes. Differences between the redemption prices and the carrying values of the Securities were charged to retained earnings.



The Securities are treated as a liability in the financial statements of the Issuer or RCBV since it has the obligation to pay the accumulated distributions should the Guarantor declare dividends to its common stockholders. On the other hand, the Securities are treated as part of equity attributable to equity holders of the parent in the consolidated financial statements of the Group since nothing in the terms and conditions of the Securities gives rise to an obligation of the Group to deliver cash or another financial asset in the future as defined by PAS 32. However, should the Issuer decide to exercise its option to redeem the Securities, the Securities shall be treated as a financial liability from the date the redemption option is exercised. Should the Issuer also opt to not defer payment of distributions on a Distribution Payment Date, all distributions in arrears as at that date will be recognized as a financial liability until payment is made. For purposes of computing earnings per share, the cumulative distributions to holders of Perpetual Capital Securities are deducted from net income attributable to equity holders of the parent (see Note 29).

The Securities were not registered with the Philippine SEC. The Securities were offered in offshore transactions outside the United States in accordance with Regulation S under the U.S. Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered or sold within the United States. The Securities are listed and traded in the Singapore Stock Exchange.

On May 6, 2024, RCBV (the “Issuer”) and ICTSI (the “Guarantor”) redeemed the US\$289.8 million 4.875 percent Senior Guaranteed Perpetual Capital Securities (“Securities”). The US\$8.8 million difference between the redemption amount of US\$296.8 million and the Securities’ carrying amount of US\$288.0 million represents accrued distributions and was treated as a direct reduction in retained earnings.

#### 15.6 Other Comprehensive Loss - net

The details of other comprehensive net loss, net of applicable tax, as at December 31 are as follows:

	2022	2023	2024
Cumulative translation adjustments*	(US\$197,653,925)	(US\$157,940,760)	<b>(US\$294,118,823)</b>
Unrealized mark-to-market gain (loss) on derivatives (Note 27)	11,939,939	2,955,806	<b>10,237,603</b>
Unrealized mark-to-market gain on financial assets at FVOCI (Note 10)	1,781,384	2,178,008	<b>3,227,560</b>
Business combination revaluation reserve	609,969	609,969	<b>609,969</b>
Share of other comprehensive gain (loss) of joint ventures (Note 9)	(12,324,570)	1,567,100	<b>1,303,400</b>
Remeasurement loss on defined benefit plans (Note 24)	(2,763,483)	(3,728,388)	<b>(3,817,770)</b>
	<b>(US\$198,410,686)</b>	<b>(US\$154,358,265)</b>	<b>(US\$282,558,061)</b>

\*Cumulative translation adjustments arise from the change in functional currency of the Parent Company and some of its subsidiaries’ translation of foreign operations.



## 16. Long-term Debt

### 16.1 Outstanding Balances and Maturities

	Company	Maturity	2022	2023	2024
<i>Medium-term Note (MTN) Programme (Note 16.2.1)</i>					
Secured fixed interest					
USD bond	ITBV	2025	US\$778,746,319	US\$390,038,269	<b>US\$395,701,376</b>
<i>Senior Notes<sup>(a)</sup> (Note 16.2.2)</i>					
Unsecured fixed interest					
USD bond	ICTSI	2030	393,500,389	394,208,958	<b>394,962,234</b>
Secured fixed interest US dollar bond	ITBV	2031	291,030,916	291,894,478	<b>292,792,063</b>
<i>US dollar and Foreign Currency-denominated Term Loans and Securities (Note 16.2.3)</i>					
Unsecured fixed interest					
USD term loan <sup>(b)</sup>	ICTSI	2029	–	297,850,744	<b>745,651,308</b>
Secured fixed interest					
USD term loan <sup>(b)</sup>	IGFBV	2026	265,907,302	257,212,034	<b>248,516,767</b>
Secured fixed interest					
AUD bond	VICT	2039	243,126,579	270,261,192	<b>245,640,198</b>
Unsecured floating interest					
USD term loan	ICTSI	2032	–	–	<b>99,247,854</b>
Secured floating interest					
IDR term loan	EJD	2029	–	–	<b>47,310,037</b>
Secured fixed interest					
USD term loans	IDRC	2025	30,000,000	18,000,000	<b>6,000,000</b>
Secured floating interest					
PGK term loan	SPICTL	2026	6,777,423	9,916,243	<b>4,127,597</b>
Secured fixed interest					
USD term loans	CGSA	2027	6,850,649	5,480,520	<b>4,110,390</b>
Secured floating interest					
NGN term loan	ICTSI Nigeria	2028	–	2,717,284	<b>1,353,168</b>
Secured floating interest					
PGK term loan	MITL	2026	8,095,576	4,503,001	<b>1,238,329</b>
Secured fixed interest					
BRL term loans	CLIA Pouso Alegre	2026	–	738,425	<b>168,100</b>
Secured floating interest					
PHP Term loan	MHCPSI	2029	109,812,265	89,604,863	–
<b>Total</b>			<b>2,133,847,418</b>	<b>2,032,426,011</b>	<b>2,486,819,421</b>
<b>Less current portion</b>			<b>439,893,717</b>	<b>42,389,052</b>	<b>414,944,295</b>
<b>Long-term debt, net of current portion</b>			<b>US\$1,693,953,701</b>	<b>US\$1,990,036,959</b>	<b>US\$2,071,875,126</b>

<sup>(a)</sup> The Senior Notes were offered in offshore transactions outside the United States of America in reliance on Regulation S under the United States Securities Act and, subject to certain exceptions, may not be offered or sold within the United States. The Senior Notes are traded and listed in the Singapore Stock Exchange.

<sup>(b)</sup> See Note 27 to the consolidated financial statements for the details on the related hedge accounting applied by the Group in hedging interest rate risk.

### 16.2 Details and Description

#### 16.2.1 *MTN Programme*

*ITBV*. The MTN Programme is unconditionally and irrevocably guaranteed by ICTSI (“secured”) and is listed in the Singapore Stock Exchange.



### 16.2.2 Senior Notes

*ICTSI.* The Senior Notes bear interest of 4.75 percent per annum, payable semi-annually in arrears, maturing on June 17, 2030.

*ITBV.* The 10-year Senior guaranteed fixed rate notes were issued on November 16, 2021 with an aggregate principal amount of US\$300.0 million, maturing on November 16, 2031, at a fixed interest rate of 3.50 percent per annum, payable semi-annually in arrears. The notes are unconditionally and irrevocably guaranteed by ICTSI (“secured”).

### 16.2.3 US dollar and Foreign Currency-denominated Term Loans and Securities

*ICTSI -fixed interest loan.* The loan has been drawn down under the US\$750.0 million six-year term loan facility agreement, with interest rate based on six-month term Secured Overnight Financing Rate (SOFR) plus an agreed margin. The proceeds of the loan were used to refinance the short-term and long-term loans. ICTSI entered into an interest rate swap to hedge the interest rate exposure of this loan (see Note 27.4).

*ICTSI Global Finance B.V.(IGFBV).* The loan was availed in 2019 under the seven-year term loan facility, with interest based on three-month LIBOR plus an agreed margin. Effective January 29, 2023, interest is based on three-month cumulative compounded SOFR plus an agreed margin. The loan is unconditionally and irrevocably guaranteed by ICTSI (“secured”).

*VICT.* On December 13, 2021, VICT signed a Note Purchase Agreement with various purchasers for the issuance and sale of Senior Secured Notes with an aggregate principal amount of US\$290.5 million (AUD400.0 million), maturing on March 31, 2039, at a fixed interest rate of 4.27 percent per annum, payable semiannually in arrears. The proceeds were used to fund the prepayment of VICT’s project finance facilities. The Senior Secured Notes is secured by certain assets of VICT (see Notes 6 and 14) and guaranteed by IOBV (“secured”).

*ICTSI -floating rate loan.* The US\$100.0 million loan has been drawn down under the US\$500.0 million eight-year term loan facility agreement, with interest rate based on six-month term SOFR plus an agreed margin.

*EJD.* In 2024, EJD made various drawdowns from the five-year term loan facility with principal of IDR767.0 billion and interest based on 3-month JIBOR plus an agreed margin. The loan is unconditionally and irrevocably guaranteed by ICTSI (“secured”).

*IDRC.* The loan is secured by certain assets of IDRC (see Note 6).

*SPICTL and MITL.* On November 27, 2019, SPICTL and MITL signed a loan agreement, which consists of a PGK five-year term loan facility and a PGK revolving loan facility, with interest based on the bank’s published Indicator Lending Rate minus an agreed margin. The loans are unconditionally and irrevocably guaranteed by ICTSI (“secured”).

*CGSA.* The loans are unconditionally and irrevocably guaranteed by ICTSI (“secured”).



*ICTSI Nigeria.* The loan was availed from the five-year term loan facility, with interest based on prevailing market rate. The proceeds were used to finance the development and expansion of the berth including purchase of equipment. The loan is unconditionally and irrevocably guaranteed by IEBV (“secured”).

*CLIA Pouso Alegre.* The loans are secured by certain equipment of CLIA Pouso Alegre with a carrying value of BRL1.7 million (US\$0.4 million) as of December 31, 2023, and guaranteed through the Emergency Access Program (PEAC) administered by the Brazilian Development Bank (BNDES).

*MHCPSI.* The loan was prepaid in full on December 14, 2024.

### 16.3 Loan Covenants and Capitalized Borrowing Costs

The loans from local and foreign banks impose certain restrictions with respect to corporate reorganization, disposition of all or a substantial portion of ICTSI’s and subsidiaries’ assets, acquisitions of futures or stocks, and extending loans to others, except in the ordinary course of business. ICTSI is also required to comply with a specified financial ratio relating to their debt to EBITDA up to 4 times when incurring additional debt.

There was no material change in the covenants related to the Group’s long-term debt. As at December 31, 2024, ICTSI and subsidiaries were in compliance with their loan covenants.

Interest expense for long-term debt, net of amount capitalized as intangible assets and property and equipment, presented as part of “Interest expense and financing charges on borrowings” account in the consolidated statements of income, amounted to US\$121.4 million in 2022, US\$117.6 million in 2023 and US\$154.2 million in 2024 (see Note 6). Amortization of debt issuance costs, discount and premium included in the “Interest expense and financing charges on borrowings” account in the consolidated statements of income amounted to US\$8.3 million in 2022, US\$8.8 million in 2023 and US\$9.9 million in 2024.

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## 17. **Other Noncurrent Liabilities**

This account consists of:

	2022	2023	2024
Retirement liabilities (Note 24)	US\$17,609,972	US\$19,046,193	<b>US\$18,640,759</b>
Accrued taxes and others (Note 19)	10,147,289	10,939,692	<b>3,643,451</b>
Derivative liability (Note 27)	–	10,316,934	–
Government grant	1,116,649	–	–
Others (Note 1.4)	7,643,320	6,854,482	<b>11,884,840</b>
	<b>US\$36,517,230</b>	<b>US\$47,157,301</b>	<b>US\$34,169,050</b>

### Accrued Taxes and Others

Accrued taxes and others as at December 31, 2022, 2023, and 2024 include the noncurrent portion of customs duties payable in relation to the importation of port equipment in CGSA amounting to US\$7.4 million, US\$8.5 million, and US\$1.7 million, respectively.



## 18. Loans Payable

A summary of outstanding balance of loans payable as at December 31 is presented below:

	Company	2022	2023	2024
Secured fixed interest JPY loan <sup>(a)</sup>	ICTSI	US\$–	US\$–	<b>US\$155,597,965</b>
Unsecured floating interest PGK loan <sup>(b)</sup>	SPICTL	–	2,681,325	<b>4,953,315</b>
Unsecured floating interest PGK loan <sup>(b)</sup>	MITL	–	2,681,324	<b>4,953,315</b>
Secured fixed interest USD loan <sup>(c)</sup>	CGSA	–	–	<b>2,000,000</b>
Secured fixed interest USD loan <sup>(d)</sup>	ICTSI Ltd.	110,000,000	134,200,000	–
Unsecured fixed interest USD loan	ICTSI	100,000,000	–	–
Unsecured fixed interest PHP loan	ICTSI	62,790,000	–	–
Unsecured fixed interest EUR loan	IGFBV	32,115,000	–	–
Unsecured fixed interest EUR loan	ICTSI Middle East DMCC	32,115,000	–	–
		<b>US\$337,020,000</b>	<b>US\$139,562,649</b>	<b>US\$167,504,595</b>

<sup>(a)</sup> ICTSI availed of short-term loans amounting to JPY24.5 billion with a tenor of one year. ICTSI entered into cross-currency swaps to hedge the foreign exchange exposure of these loans (see Note 27.4). The facility is secured by short-term investments held by CMSA amounting to MXN2.9 billion (US\$140.7 million) as of December 31, 2024

<sup>(b)</sup> The PGK-denominated short-term loans bear interest based on the lending bank's published Indicator Lending Rate minus an agreed margin.

<sup>(c)</sup> The loan is unconditionally and irrevocably guaranteed by ICTSI ("secured").

<sup>(d)</sup> The facility is secured by short-term investments held by CMSA amounting to MXN2.2 billion (US\$111.3 million) and MXN2.6 billion (US\$155.2 million) as of December 31, 2022 and 2023, respectively. On January 17, 2024, ICTSI Ltd. availed of a short-term loan amounting to US\$104.5 million at a fixed interest rate. The loan was repaid in March 2024. ICTSI Ltd. paid off US\$134.2 million short-term loans availed during 2023.

Interest expense incurred related to the loans payable amounted to US\$5.0 million in 2022, US\$22.8 million in 2023 and US\$5.1 million in 2024.

## 19. Accounts Payable and Other Current Liabilities

This account consists of:

	2022	2023	2024
Trade (Note 23)	US\$197,323,205	US\$206,633,780	<b>US\$247,854,103</b>
Accrued expenses:			
Salaries and benefits	44,414,595	46,459,838	<b>43,932,935</b>
Output and other taxes	34,742,447	40,889,610	<b>42,135,068</b>
Interest (Notes 16 and 18)	24,082,009	23,893,273	<b>26,048,694</b>
Operating expenses and others	27,727,688	26,150,349	<b>22,627,659</b>
Customers' deposits	23,339,221	24,226,792	<b>28,663,146</b>
Provisions for claims and losses (Note 26)	19,673,523	21,319,416	<b>15,660,806</b>
Dividends payable	4,691,812	5,391,163	<b>8,850,093</b>
Others	16,334,536	17,171,302	<b>15,734,942</b>
	<b>US\$392,329,036</b>	<b>US\$412,135,523</b>	<b>US\$451,507,446</b>

Trade payables are noninterest-bearing and are generally settled on 30 to 60-day terms.



Provisions for claims and losses pertain to estimated probable losses in connection with legal cases and negotiations involving cargo, labor, contracts and other issues. The movements in this account follow:

	2022	2023	2024
Balance at beginning of year	US\$18,480,698	US\$19,673,523	US\$21,319,416
Provision during the year	7,917,220	8,002,164	4,590,645
Settlement and reversal during the year (Note 21.1)	(6,018,611)	(7,110,345)	(9,011,949)
Translation adjustment	(705,784)	754,074	(1,237,306)
Balance at end of year	US\$19,673,523	US\$21,319,416	US\$15,660,806

## 20. Share-based Payment Plan

Certain officers and employees of the Group receive remuneration through share-based payment transactions, whereby officers and employees are given awards, in the form of ICTSI common shares as equity-settled transactions, in lieu of cash incentives and bonuses under the SIP. The SIP was approved by the stockholders of ICTSI on March 7, 2007, effective for a period of 10 years unless extended by the Board. On March 7, 2016, the Board approved for the extension of the SIP for a further 10 years until March 2027 and the amendment of vesting period of the SIP. The vesting period of the SIP was amended from two years where 50% is to vest on the first anniversary date of the award and the other 50% to vest on the second anniversary date of the award, to three years where 25% is to vest on the first anniversary date of the award, 25% to vest on the second anniversary date of the award, and 50% to vest on the third anniversary date of the award. Unless the Stock Incentive Committee determines otherwise, when dividends are declared by the Parent Company, the number of shares subject to an award shall be increased by the number equal in value to the dividends the awardee would have received in respect of an award had the shares awarded to the awardee vested at the time of the dividend declaration. This is designated as the Dividend Re-investment Plan (DRIP).

The shares covered by the SIP are held under treasury until they are awarded and issued to the officers and employees as determined by the Stock Incentive Committee. As at December 31, 2024, there were 55,950,099 ICTSI common shares granted in aggregate under the SIP since it became effective in 2007. A portion of ICTSI common shares held under treasury are allotted for the SIP.

The grant of shares under the SIP does not require an exercise price to be paid by the awardee. Awardees who resign or are terminated will lose any right to unvested shares. In the event of retirement of an awardee, the unvested shares shall automatically vest in full. In the event of death or total disability of an awardee, the outstanding unvested shares shall vest in full and the shares will be released to the designated heirs of the awardee. A change in control in ICTSI will trigger the automatic vesting of unvested awarded shares. There are no cash settlement alternatives.

The SIP covers permanent and regular employees of ICTSI with at least one-year tenure; officers and directors of ICTSI, its subsidiaries or affiliates; or other persons who have contributed to the success and profitability of ICTSI or its subsidiaries or affiliates.



Stock awards, including DRIP shares, granted by the Stock Incentive Committee to officers and employees of the Group for the past three years are shown below:

Grant Date	Number of Shares Granted	Fair Value per Share at Grant Date
March 1, 2022	1,643,920	US\$4.26 (₱218.00)
March 28, 2022	112,810	US\$4.18 (₱218.00)
March 1, 2023	2,238,750	US\$3.62 (₱198.98)
March 28, 2023	197,522	US\$3.80 (₱207.00)
March 1, 2024	1,978,205	US\$5.06 (₱283.20)
March 25, 2024	153,920	US\$5.62 (₱317.19)

Fair value per share was determined based on the quoted market price of stock at the date of grant.

Movements in the stock awards (number of shares) in 2022, 2023 and 2024 follow:

	2022	2023	2024
Balance at beginning of year	4,190,194	4,176,507	<b>4,285,683</b>
Stock awards granted	1,756,730	2,436,272	<b>2,132,125</b>
Stock awards vested, issued and cancelled	(1,770,417)	(2,327,096)	<b>(1,823,420)</b>
Balance at end of year	4,176,507	4,285,683	<b>4,594,388</b>

Share-based payment expense presented as part of manpower costs in the consolidated statements of income amounted to US\$5.6 million in 2022, US\$6.3 million in 2023 and US\$8.8 million in 2024. A corresponding increase in additional paid-in capital, net of applicable tax, was also recognized in the consolidated statements of changes in equity.

## 21. Income and Expenses

### 21.1 Other Income

This account consists of:

	2022	2023	2024
Gain on settlement of insurance and other claims (Note 26)	US\$569,790	US\$1,819,405	<b>US\$21,780,130</b>
Rental income (Note 8)	4,614,328	3,419,237	<b>3,707,638</b>
Reversal of accrued taxes and other accruals (Note 19)	826,147	760,453	<b>3,318,254</b>
Gain on disposal of property and equipment	581,085	210,597	<b>2,945,038</b>
Dividend income	3,774	4,534	<b>1,143,870</b>
Tax refund	292,340	328,484	<b>416,012</b>
Income from amortization of government grant (Note 17)	2,481,775	1,116,469	–
Mark-to-market gain on derivatives - net (Note 27)	1,156,578	91,721	–
Gain on disposal of a subsidiary (Note 1.2)	2,238,020	–	–
Income from auction of overstaying cargoes and miscellaneous income	6,232,033	15,336,557	<b>3,643,453</b>
	US\$18,995,870	US\$23,087,457	<b>US\$36,954,395</b>



## 21.2 Port Authorities' Share in Gross Revenues

This account represents variable port fees of the Group in accordance with the agreements with the port authorities where the Group operates, excluding variable port fees considered as “in-substance fixed payments” that formed part of concession rights and right-of-use assets that are amortized on a straight-line basis over the term of the concession (see Note 25).

## 21.3 Other Expenses

	2022	2023	2024
Management fees (Note 23.1)	US\$4,455,196	US\$5,051,010	US\$4,819,316
Covid-19 related and restructuring and separation costs (Note 19)	14,126,267	894,150	2,869,300
Write-off of debt issuance costs and other financing charges (Note 16.2.3)	3,292,384	2,377,620	2,348,586
Loss on disposal of property and equipment (Note 6)	406,157	1,838,967	442,367
Loss on disposal of a subsidiary (Note 1.2)	–	–	1,639,535
Unutilized taxes and other expenses	33,277,662	14,088,190	14,654,406
	US\$55,557,666	US\$24,249,937	US\$26,773,510

### Restructuring and Separation Costs

Restructuring and separation costs pertain to costs incurred with respect to cost optimization and rationalization in response to market developments in certain terminals.

### Unutilized Taxes and Other Expenses

This includes tax assets that cannot be utilized by certain terminals.

## 22. **Income Tax**

The components of recognized deferred tax assets and liabilities are as follows:

	2022	2023	2024
Deferred tax assets on:			
Right-of-use asset and lease liability under PFRS 16	US\$160,196,755	US\$178,854,736	US\$132,970,104
Unrealized foreign exchange losses	111,427,956	85,578,716	98,315,964
Intangible assets and concession rights payable under IFRIC 12	43,882,916	48,088,431	47,456,861
NOLCO	54,312,358	57,193,730	37,193,276
Accrued retirement cost and other expenses	3,959,625	6,885,336	8,032,283
Share-based payments	1,430,651	1,504,289	2,265,298
Allowance for doubtful accounts and other provisions	2,136,037	1,871,132	1,887,130
Allowance for obsolescence	753,642	768,338	753,746
Unrealized mark-to-market loss on derivatives	–	14,804,555	666,844
Others	14,785,663	13,104,016	14,334,025
	US\$392,885,603	US\$408,653,279	US\$343,875,531
Deferred tax liabilities on:			
Excess of fair value over book value of net assets of acquired subsidiaries	US\$96,919,367	US\$100,833,854	US\$87,079,296
Accelerated depreciation and translation difference between functional and local currency	80,831,850	87,266,969	77,571,905
Difference in depreciation and amortization periods of port infrastructure classified as concession rights	34,069,554	37,687,623	40,033,903
Undistributed earnings of subsidiaries	10,143,648	14,968,698	26,547,534
Nonmonetary assets	9,168,524	7,588,451	10,445,716
Capitalized borrowing costs	8,774,347	8,429,825	6,622,734
Unrealized foreign exchange gains	3,174,378	3,199,094	2,761,976
Unrealized mark-to-market gain on derivatives	11,654,263	2,912,045	1,908,666
Others	7,609,729	10,635,975	9,180,277
	US\$262,345,660	US\$273,522,534	US\$262,152,007



The Parent Company is subject to income tax based on its Philippine peso books even as its functional currency is US dollars. As a result, the Parent Company's US dollar-denominated net monetary liabilities were translated to Philippine peso giving rise to the recognition of deferred tax asset on net unrealized foreign exchange losses. The deferred tax asset on net unrealized foreign exchange losses amounting to US\$108.3 million, US\$82.4 million and US\$95.6 million as at December 31, 2022, 2023 and 2024, respectively, mainly pertains to Parent Company.

Deferred tax assets on NOLCO of certain subsidiaries were not recognized as management believes that these subsidiaries may not have sufficient future taxable profits against which the deferred tax assets can be utilized. Deferred tax assets are recognized for subsidiaries when there is expectation of sufficient future taxable profits from which these deferred tax assets can be utilized.

Deferred taxes were not provided for undistributed earnings of subsidiaries in retained earnings position that are not taxable upon distribution or where the Parent Company has control over the distribution of such earnings in the foreseeable future, as these may be earmarked for reinvestment in foreign port projects or for other reasons.

The Group recognized deferred tax on remeasurement gains and losses on defined benefit plans in other comprehensive income amounting to US\$0.2 million in 2022, US\$0.3 million in 2023 and US\$0.1 million in 2024.

A reconciliation of income tax expense on income before income tax at the statutory tax rates to provision for income tax for the years presented is as follows:

	2022	2023	2024
Income tax expense computed at statutory tax rates applicable to the Parent Company and each subsidiary	US\$171,852,820	US\$189,162,161	<b>US\$307,614,284</b>
Add (deduct):			
Income tax incentives	(20,875,976)	(34,226,901)	<b>(46,917,823)</b>
Nondeductible tax losses of subsidiaries	3,433,549	4,752,844	<b>11,529,666</b>
Interest income already subjected to final tax	(781,684)	(1,295,584)	<b>(4,572,611)</b>
Unallowable interest expense	2,050,475	143,229	<b>1,010,600</b>
Others	(3,021,551)	7,879,938	<b>1,379,029</b>
<b>Provision for income tax</b>	<b>US\$152,657,633</b>	<b>US\$166,415,687</b>	<b>US\$270,043,145</b>



## 23. Related Party Transactions

### 23.1 Transactions with the Shareholders and Affiliates

Related Party	Relationship	Nature of Transaction	2022		2023		2024	
			Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance	Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance	Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance
<i>(In Millions)</i>								
<b>SPIA Spain S.L.</b>								
SPIA	Joint venture	Interest-bearing loans (including interest converted into interest-bearing loan) (Note 9) <sup>(ii)</sup>	US\$–	US\$197.34	US\$9.11	US\$206.45	US\$8.51	US\$156.20
		Interest receivable <sup>(iii)</sup>	12.46	5.96	13.68	6.18	11.53	6.92
<b>YICT</b>								
Yantai Port Holdings (YPH)	Non-controlling shareholder	Trade transactions <sup>(iii)</sup>	0.45	(0.04)	0.90	(0.11)	3.27	(0.05)
Yantai Port Container Terminal Ltd. (YPHT)	Common shareholder	Outsourced services <sup>iv</sup>	5.96	0.90	5.35	0.93	5.71	0.56
Yantai Port Group (YPG)	Common shareholder	Port fees <sup>(v)</sup>	3.71	1.00	3.43	0.83	3.20	0.46
		Trade transactions <sup>(iii)</sup>	2.47	(0.08)	2.10	–	0.12	–
<b>SCIPSI</b>								
Asian Terminals, Inc.	Non-controlling shareholder	Management fees	0.13	(0.01)	0.15	0.01	0.02	(0.01)
<b>AGCT</b>								
Luka Rijeka D.D. (Luka Rijeka)	Non-controlling shareholder	Provision of services <sup>(vi)</sup>	0.78	(0.28)	1.28	(0.11)	0.30	–
<b>PICT</b>								
Bilal Associates (Pvt) Limited	Common shareholder	Stevedoring and storage charges <sup>(vii)</sup>	0.36	(0.01)	0.28	–	–	–
		Container handling revenue <sup>(vii)</sup>	0.08	–	0.02	–	–	–
Bay West (Pvt) Ltd	Common shareholder	Container handling revenue <sup>(vii)</sup>	–	–	0.04	–	–	–
<b>LGICT</b>								
NCT Transnational Corp.	Non-controlling shareholder	Management fees	0.45	(0.07)	0.32	(0.07)	0.10	–
		Maintenance and repairs	0.11	(0.03)	0.09	(0.03)	0.06	(0.01)
		Trade transactions	0.02	(0.01)	–	–	–	–
<b>IDRC</b>								
Ledyá SARL	Non-controlling shareholder	Management fees	3.60	–	3.60	(0.90)	3.60	–
		Loans <sup>(viii)</sup>	–	–	3.06	–	–	–
<b>Parent Company</b>								
Prime Metro BMD Corporation	Common shareholder	Construction services <sup>(ix)</sup>	3.32	(0.13)	6.68	(2.02)	14.58	(13.23)
		Dredging services <sup>(ix)</sup>	2.31	–	2.55	(0.01)	4.09	–
		Sublease <sup>(x)</sup>	–	0.09	–	0.08	–	(0.07)
Prime Metro Power Holdings Corporation	Common shareholder	Reimbursement of operating expenses	0.02	0.08	0.01	0.07	–	0.07
		Sublease <sup>(x)</sup>	–	(0.01)	–	(0.01)	–	(0.01)
Prime Metroline	Common shareholder	Reimbursement of operating expenses	0.09	0.04	0.04	0.01	–	0.01

(i) Amount of transactions do not include payments, collections and foreign exchange movements.

(ii) On October 1, 2018, IEBV assigned to SPIA Spain S.L. all its outstanding interest-bearing loans, including interest converted into interest-bearing loan, and interest receivable from SPIA as of the same date, amounting to US\$321.1 million and US\$9.6 million, respectively. The funds were used by SPIA to finance the construction of its terminal and its start-up operations in Colombia.

(iii) Trade transactions include utilities, rental and other transactions paid by YICT to YPH and YPG.

(iv) YPHT outsources its domestic container terminal business to YICT.

(v) YICT is authorized under the Joint Venture Agreement to collect port charges levied on cargoes, port construction fees and facility security fees in accordance with government regulations. Port fees remitted by YICT for YPG are presented as part of "Port authorities' share in gross revenues" in the consolidated statement of income. Outstanding payable to YPG related to these port charges are presented under "Accounts payable and other current liabilities" account in the consolidated balance sheet.

(vi) AGCT has entered into agreements with Luka Rijeka, a non-controlling shareholder, for the latter's provision of services such as equipment maintenance, power and fuel and supply of manpower, among others. Total expenses incurred by AGCT in relation to these agreements were recognized and presented in the consolidated statement of income as part of Manpower costs, Equipment and facilities-related expenses and Administrative and other operating expenses.

(vii) PICT has entered into an agreement with Bilal Associates (Pvt) Limited and Bay West (Pvt) Ltd to render stevedoring and other services (i.e. storage and container handling service), which are settled on a monthly basis.

(viii) In April 2023, IDRC entered into a shareholder loan agreement with Ledyá SARL. The loan was settled in June 2023.

(ix) ICTSI has entered into contracts with Prime Metro BMD Corporation for the construction, dredging works, and repairs and maintenance of port facilities.

(x) ICTSI has entered into contracts with Prime Metro BMD Corporation, Prime Metro Power Holdings Corporation and Prime Metroline Infrastructure Holdings Corporation for the sublease of office space.



Related Party	Relationship	Nature of Transaction	2022		2023		2024	
			Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance	Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance	Transaction Amount <sup>(i)</sup>	Outstanding Receivable (Payable) Balance
<i>(In Millions)</i>								
Infrastructure Holdings Corporation		Sublease <sup>(xi)</sup>	US\$–	US\$0.07	US\$–	(US\$0.04)	US\$–	US\$0.05
FAMI	Joint Venture	Sale of asset <sup>(xi)</sup>	–	–	0.75	0.56	–	–
		Reimbursement of operating expenses	0.04	0.42	0.01	0.45	–	0.07
ACTSI	Joint Venture	Management fees	0.28	(0.19)	1.79	(0.31)	2.18	(0.38)
		Lease of asset <sup>(xii)</sup>	–	–	–	–	15.54	(15.38)
<b>ICTSI Ltd.</b>								
FAMI	Joint Venture	Interest-bearing loans <sup>(xiii)</sup>	–	1.56	–	–	–	–
		Interest receivable	0.08	0.27	0.04	–	–	–
		Working capital advances	0.09	0.09	0.14	0.14	0.33	0.33
ACTSI	Joint Venture	Interest-bearing loans <sup>(xiv)</sup>	3.01	13.71	1.27	8.79	0.55	9.34
		Interest receivable	0.51	0.63	0.49	0.71	0.32	1.03
<b>IW Cargo Handlers, Inc.</b>								
ACTSI	Common shareholder	Sale of asset <sup>(xv)</sup>	–	–	17.20	17.20	0.46	–
<b>ROHQ</b>								
MNHPI (consolidated effective September 8, 2022)	Common shareholder	Professional fees	0.33	–	–	–	–	–

The outstanding balances arising from these related party transactions are current and payable without the need for demand.

Outstanding balances at year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the years ended December 31, 2022, 2023 and 2024, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

### 23.2 Compensation of Key Management Personnel

Compensation of key management personnel consists of:

	2022	2023	2024
Short-term employee benefits	US\$1,479,571	US\$1,449,844	US\$1,436,241
Post-employment employee benefits	32,013	34,248	31,151
Share-based payments	2,214,296	1,284,930	1,905,158
<b>Total compensation to key management personnel</b>	<b>US\$3,725,880</b>	<b>US\$2,769,022</b>	<b>US\$3,372,550</b>

(xi) ICTSI and Prime Metroline Infrastructure Holdings Corporation entered into an agreement for the sale of certain leasehold improvements.

(xii) On November 29, 2024, ICTSI and ACTSI entered into an agreement for the lease of transportation equipment with a term of 10 years.

(xiii) These loans have a term of five years and bear a fixed interest rate. In 2023, the outstanding balance of loans and interest were converted to capital investment.

(xiv) These loans were obtained through a series of issuances with terms ranging from five to 12 years from their respective issuance dates, and bear fixed interest rates.

(xv) On December 12, 2023, IW Cargo Handlers, Inc. and ACTSI entered into a deed of absolute sale for the sale of transportation equipment and related accessories. The receivable was settled in September 2024.



## 24. Retirement Plans

### Defined Benefit Plans

Some subsidiaries have separate, noncontributory, defined benefit retirement plans covering substantially all of its regular employees. The benefits are based on employees' salaries and length of service.

Defined benefit plans consist of:

	2022	2023	2024
Retirement benefit liabilities (presented as part of "Other noncurrent liabilities")			
Asia	US\$7,733,855	US\$8,098,191	US\$7,608,942
EMEA	3,698,340	3,759,204	3,963,728
Americas	6,177,777	7,188,798	7,068,089
	US\$17,609,972	US\$19,046,193	US\$18,640,759

*Retirement Benefit Liabilities.* The following tables summarize the components of the Group's retirement benefit expense recognized in the consolidated statements of income and the funded status and amounts recognized in the consolidated balance sheets.

	2022	2023	2024
Retirement benefits expense:			
Current service cost	US\$2,719,241	US\$2,280,227	US\$2,438,195
Net interest cost	601,255	629,291	624,159
Past service cost	134,269	30,524	326,310
Settlement loss	–	323,524	158,010
	US\$3,454,765	US\$3,263,566	US\$3,546,674
Retirement benefit liabilities:			
Present value of defined benefit obligation	US\$27,211,148	US\$29,751,568	US\$32,931,644
Fair value of plan assets	(9,601,176)	(10,705,375)	(14,290,885)
	US\$17,609,972	US\$19,046,193	US\$18,640,759

	2022	2023	2024
Changes in the present value of the defined benefit obligation:			
Balance at beginning of year	US\$24,467,525	US\$27,211,148	US\$29,751,568
Effect of business combination	3,621,259	–	–
Current service cost	2,719,241	2,280,227	2,438,195
Interest cost	1,054,936	1,107,270	1,182,657
Actuarial loss (gain)	(1,628,313)	929,486	1,574,940
Past service cost	134,269	30,524	326,310
Benefits paid	(1,415,913)	(3,078,528)	(2,539,046)
Settlement loss	–	323,524	158,010
Translation adjustment	(1,643,954)	1,015,906	197,264
Net released liability due to employee transfers	(97,902)	(67,989)	(158,254)
Balance at end of year	US\$27,211,148	US\$29,751,568	US\$32,931,644
Changes in fair value of plan assets:			
Balance at beginning of year	US\$10,211,098	US\$9,601,176	US\$10,705,375
Effect of business combination	884,690	–	–
Interest income	453,681	477,979	558,498
Actuarial gain (loss)	(1,090,844)	520,469	1,466,220
Benefits paid	(172,707)	(2,067,856)	(1,487,435)
Actual contributions	235,829	2,699,696	2,720,883
Translation adjustment	(920,571)	(526,089)	327,344
Balance at end of year	US\$9,601,176	US\$10,705,375	US\$14,290,885

The Group expects to contribute US\$4.8 million to the retirement plans of the Parent Company and its subsidiaries next year.



The principal assumptions used in determining the Group's defined benefits obligation are shown below (in percentage):

	2022	2023	2024
Discount rate			
Asia	6.80% - 7.45%	6.06% - 6.15%	<b>6.04% - 6.17%</b>
EMEA	3.40% - 5.98%	3.40% - 10.28%	<b>3.40% - 11.54%</b>
Americas	5.15% - 9.01%	5.83% - 9.45%	<b>5.27% - 10.39%</b>
Future salary increases			
Asia	3.00% - 8.00%	3.00% - 6.00%	<b>3.00% - 9.00%</b>
EMEA	5.00% - 7.00%	3.00% - 5.00%	<b>3.00% - 5.00%</b>
Americas	2.00% - 5.50%	1.40% - 5.50%	<b>1.41% - 6.00%</b>

A quantitative sensitivity analysis for significant assumptions as at December 31, 2024 is shown below (amounts in millions):

Sensitivity level	Discount rate		Future salary increases	
	-1%	+1%	-1%	+1%
Impact on the net defined benefit obligation	US\$1.3	(US\$1.2)	(US\$1.3)	US\$1.4

The sensitivity analyses above have been determined based on a method that extrapolates the impact on net defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected to be made in the future out of the defined benefit plan obligations:

	2022	2023	2024
Within the next 12 months	US\$5,577,336	US\$4,762,567	<b>US\$5,440,912</b>
Between 1 and 5 years	6,264,347	5,849,960	<b>6,695,284</b>
Between 5 and 10 years	9,072,611	8,741,179	<b>10,323,910</b>
Beyond 10 years	36,172,501	40,021,074	<b>59,177,814</b>
<b>Total expected payments</b>	<b>US\$57,086,795</b>	<b>US\$59,374,780</b>	<b>US\$81,637,920</b>

The average duration of the defined benefit plan obligations as at December 31, 2024 is 15 years.

Certain benefit retirement plans are funded and administered by various trustee bank under the supervision of the Retirement Committee of the plan. The Retirement Committee is responsible for investment strategy of the plan.

The following table presents the carrying amounts and fair values of the combined assets of the plans less liabilities:

	2022	2023	2024
Cash and cash equivalents	US\$1,403,678	US\$577,966	<b>US\$511,766</b>
Investments in debt securities	1,755,810	2,505,089	<b>2,605,417</b>
Investments in government securities	4,285,743	5,323,204	<b>7,249,178</b>
Investments in equity securities	2,100,943	2,225,159	<b>3,764,524</b>
Others	62,474	79,877	<b>167,017</b>
	9,608,648	10,711,295	<b>14,297,902</b>
Liabilities	(7,472)	(5,920)	<b>(7,017)</b>
	<b>US\$9,601,176</b>	<b>US\$10,705,375</b>	<b>US\$14,290,885</b>



The plan assets' carrying amounts approximate their fair values since these are either short-term in nature or have been stated at fair values.

The plan assets consist of the following:

- Cash and cash equivalents, which includes regular savings and time deposits;
- Investments in corporate debt instruments, consisting of both short-term and long-term corporate loans, notes and bonds;
- Investments in government securities, consisting of retail treasury bonds;
- Investments in equity securities include investment in shares of stock of ICTSI amounting to US\$1.5 million, US\$1.8 million and US\$2.6 million as at December 31, 2022, 2023 and 2024, respectively. For the years ended December 31, 2022, 2023 and 2024, mark-to-market gain arising from investment in ICTSI shares amounted to US\$1.0 million, US\$1.4 million and US\$2.3 million, respectively. The voting rights over the equity securities are exercised by the authorized officers of the Parent Company;
- Other financial assets held by these plans are primarily accrued interest income on cash deposits and debt securities held by the plan; and
- Liabilities of the plan pertain to trust fee payable and retirement benefits payable.

#### Defined Contribution Plans

For the years ended December 31, 2022, 2023 and 2024, contributions to defined contribution plans by certain subsidiaries recognized as expense under manpower costs amounted to US\$4.0 million, US\$3.6 million and US\$4.5 million, respectively.

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## 25. Significant Contracts and Agreements

### 25.1 Concession Contracts

The Group has entered into a number of concession contracts for the operation, development and management of ports (containerized, general cargo or multipurpose terminals), subject to conditions such as payment of upfront fees, fixed fees and variables fees based on TEU volume or revenue from port operations. Certain concession agreements provide for periodic repricing of the fees payable to the port authorities based on an index or a rate, such as inflation rate. Some contracts require the Group to invest on port infrastructures and facilities and to acquire various port equipment. The Group may account for the concession arrangement under IFRIC 12, PFRS 16 or other applicable standards depending on the terms and conditions of the concession agreement. Refer to the Group's significant accounting policies disclosed in Note 3 to the consolidated financial statements. Future cash outflows relating to concession arrangements are presented as cash outflows relating to concession rights payable and lease liabilities disclosed in Note 28 to the consolidated financial statements.

Concession arrangements for ICTSI, MICTSI (starting December 2024), MICTSL, CGSA, Tecplata, SBITC, ICTSI Subic, AGCT, OPC, ICTSI Iraq, MICTSL, SPICTL, MNHPI, ICTSI Rio, KMT, EJD and PICT have been accounted for under IFRIC 12. Concession arrangements that have been accounted for under PFRS 16 are disclosed in Note 7 to the consolidated financial statements.



25.2 Shareholders' Agreement (Agreement) with Atlantic, Gulf & Pacific Company of Manila, Inc. (AG&P)

On September 30, 1997, IWI CTHI entered into an Agreement with AG&P forming BIPI. BIPI developed the property acquired from AG&P at Bauan, Batangas into an international commercial port duly licensed as a private commercial port by the PPA.

Simultaneous with the execution of the Agreement, AG&P executed a Deed of Conditional Sale in favor of IWI CTHI conveying to the latter a parcel of land for a total purchase price of ₱632.0 million (equivalent to US\$10.9 million as at December 31, 2024). The said land was transferred by IWI CTHI to BIPI under a tax-free exchange of asset for shares of stock.

Notwithstanding the sale and purchase on April 10, 2019 of the 20% stake in BIPI held by AG&P, the unfulfilled obligations under the Agreement shall remain in force.

25.3 Joint Venture Contract on YICT

On July 1, 2014, the Group, through its subsidiary IHKL, acquired 51% of the total equity interest of YICT, forming a joint venture with Yantai Port Holdings (YPH) and DP World having 36.5% and 12.5% ownership interest, respectively. Pursuant to the said joint venture agreement, the Board of YICT shall be comprised of six members, three of which the Group has the right to elect. The Chairman of the Board shall be appointed by the Group and the said Chairman shall be entitled to a casting vote in the event of equality of votes. The Group is also entitled to appoint the General Manager and Financial Controller. The land operated by YICT was contributed by YPH and is valid until August 28, 2043.

YICT is authorized by YPH to collect, on its behalf, the port charges (including port charges levied on cargoes and facilities security fees) in accordance with the state regulations and shall, after retaining 50% of the port charges levied on cargoes (as the fees for maintaining the facilities within the port owned by YICT) and 80% of the facilities security fees (as the fees for maintaining and improving the security facilities within the terminal owned by YICT) collected, pay to YPH the remaining parts no later than the fifteenth (15<sup>th</sup>) day of the following month.

25.4 Shareholders' Agreement on IDRC

On January 23, 2014, the Group, through its subsidiary, ICTSI Cooperatief, forged a business partnership with La Societe de Gestion Immobiliere Lengo (SIMOBILE) for the establishment and formation of a joint venture company, IDRC. IDRC, which was then 60% owned by ICTSI Cooperatief, will build a new terminal along the river bank of the Congo River in Matadi and manage, develop and operate the same as a container terminal, as well as provide exclusive container handling services and general cargo services therein.

At incorporation, the share capital of IDRC amounted to US\$12.5 million represented by 12,500 ordinary voting shares. IDRC was incorporated for an initial term of 99 years, subject to early dissolution or prorogation. ICTSI contributed US\$2.0 million cash upon incorporation and the US\$5.5 million cash in tranches while SIMOBILE contributed land valued at US\$5.0 million. On May 19, 2015, ICTSI, through its subsidiary, ICTSI Cooperatief, and its joint venture partner, SIMOBILE, transferred their respective 8% and 2% ownership interest in IDRC to Societe Commerciale Des Transports Et Des Ports S.A. (SCTP SA) in exchange for the latter's contribution of technical knowledge, skills and substantial experience in the port and port system in DRC and operation of railroad system and undertaking to facilitate the activities of IDRC and to assist in its relations with the public authorities. SIMOBILE transferred to its subsidiary, SIP Sprl, its 10% ownership in IDRC. After the restructuring, IDRC became 52% owned by ICTSI, 28% by SIMOBILE, 10% by SIP Sprl and 10% by SCTP SA.



Pursuant to the shareholders' agreement, the Board of IDRC shall be comprised of nine members, five of which will be appointed by the Group.

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## 26. Contingencies

Due to the nature of the Group's business, it is involved in various legal proceedings, both as plaintiff and defendant, from time to time. The majority of outstanding litigation involves subrogation claims under which insurance companies have brought claims against the operator, shipping lines and/or brokerage firms for reimbursement of their payment of insurance claims for damaged equipment, facilities and cargoes. Except as discussed below, ICTSI is not engaged in any legal or arbitration proceedings (either as plaintiff or defendant), including those which are pending or known to be contemplated and its Board has no knowledge of any proceedings pending or threatened against the Group or any facts likely to give rise to any litigation, claims or proceedings which might materially affect its financial position or business. Management and its legal counsels believe that the Group has substantial legal and factual bases for its position and is of the opinion that losses arising from these legal actions and proceedings, if any, will not have a material adverse impact on the Group's consolidated financial position and results of operations.

### ICTSI Oregon

Due to labor disruptions caused by International Longshore and Warehouse Union and ILWU Local 8 (collectively "ILWU") in Portland, Oregon from June 2012 and continuing over several years, ICTSI Oregon filed a claim in federal court for damages caused by the ILWU's unlawful secondary activity under the National Labor Relations Act. The claim went to trial, and a jury verdict awarded damages to ICTSI.

On September 30, 2023, ILWU filed a Chapter 11 bankruptcy petition in the United States Bankruptcy Court for the Northern District of California.

On February 2, 2024, ILWU and ICTSI Oregon jointly announced that a settlement of all legal claims had been reached. The settlement resolves all of ICTSI Oregon's claims in the case on which ICTSI Oregon received payment of US\$20.5 million in March 2024. The settlement arises from the parties' participation in several days of mediation during ILWU's chapter 11 bankruptcy case, which has been voluntarily dismissed as part of the terms of the settlement. The dismissal order of the damage case filed by ICTSI Oregon in the federal court has become final.

The Group recorded the receipt of the US\$20.5 million proceeds described above as part of "Other income" account in the consolidated statement of income.

### ICTSI

In 1997, Paramount Company (Private) Limited (PCL) filed a case against ICTSI before the High Court of Sindh (HCS) for the sum of US\$17.4 million as damages as well as a 10% shareholding in Karachi International Container Terminal Limited (KICTL). PCL asserted that it was ousted from the Consortium with ICTSI and American President Lines Limited (APL) even after having obtained the approvals for the establishment of KICTL, to which PCL alleged to be entitled to receive 10% shareholding in KICTL.

ICTSI filed an application for the matter to be referred to arbitration (Arbitration Application) per its Equity Linked Security Agreement with PCL in 1995. The court, in an order dated December 16, 1998, fixed Singapore as the venue for arbitration. After dismissal of PCL's last appeal on March 17, 2022 contesting the arbitration venue, PCL was given the opportunity to file a fresh



application of new venue, from Singapore to Karachi, while alleging new circumstances in an Initial Suit. On May 6, 2024, the Court issued an Order dismissing the application for a new venue and maintaining that the proceedings in the instant suit be stayed by the December 16, 1998 Order. The case is now considered closed.

#### PICT

The Trustees of the Port of Karachi (KPT) filed a civil suit against PICT in 2006 before the HCS claiming a sum of US\$1.49 million along with the interest, as default payment of wharfage and penalty thereon, for the alleged mis-declaration of the category of goods on the import of ship-to-shore cranes and RTGs in 2004. On April 24, 2017, HCS passed the judgment and decree in favor of PICT and ordered that KPT is not entitled to the amount of wharfage charges claimed by it. In June 2017, KPT filed an appeal before the Divisional Bench of HCS. PICT's management and its legal counsels believe that the claim has no merit.

PICT is involved in several tax proceedings. However, PICT's management and its legal counsels believe that the said cases will be decided in favor of PICT.

#### TSSA

In 2015, Custom Enclosure Atlântico Terminais SA (CE) and Suata Serviço Unificado de Armazenagem e Terminal Alfandegado SA (SUATA) filed a civil case against TSSA questioning the legality of imposing charges for the Segregation Service (Terminal Handling Charge 2, THC2). CE and SUATA alleged that the THC2 is already included in the amount paid in the Terminal Handling Charge (THC) rate. Pending litigation, the court ordered TSSA to suspend the collection of the THC2. TSSA questioned the court's competence to judge on the matter, in view of the absence of the necessary notification from the Regulatory Agency (ANTAQ) to enter the dispute. The case is pending for the court's decision. TSSA will file a request for annulment of the order suspending the collection of THC2 considering a new ANTAQ law 34/2019, which allows the collection of THC2.

TSSA filed an Annulment Action with Urgent Injunction Request to nullify the Brazilian Administrative Council for Economic Defense (the Brazil Competition Authority, CADE) decision in an administrative case wherein CADE ruled that (1) TSSA's collection of the Segregation and Delivery Service of Containers - SSE or Terminal Handling Charge 2 (THC2) is illegal, and (2) TSSA should pay a fine in the amount of BRL9.1 million (US\$1.5 million). The CADE decision pointed out that charging the THC2 fee would provide an unjustifiable and illegal competitive advantage in the bonded storage market. On February 18, 2021, the preliminary injunction requested by TSSA was granted. This suspended the enforceability of the CADE decision guaranteeing TSSA's ability to continue with the retroactive collection of the services provided and not invoiced, as well as future collection of the THC2 until further final judgment of the case.

In 2016, CE and SUATA filed a civil action against TSSA questioning the legality of charging fees connected with the International Ship and Port Facility Security (ISPS) Code, which according to CE and SUATA, is a service integrated in the port activity and cannot be charged separately. TSSA's defense is that the ISPS Code was established by international demand, after the attacks on September 11, 2001, and that the amount collected is for extraordinary security costs continually implemented by TSSA to meet international counter-terrorism requirements levied on the importer or exporter. A preliminary injunction was granted enjoining TSSA from charging fees connected with the ISPS Code. On December 15, 2020, the decision prohibited TSSA from charging the ISPS Code, but found it legitimate to charge the entire past period. TSSA appealed and awaiting judgment by the Pernambuco Court of Justice. With the appeal, the effects of the decision are suspended and TSSA continues to collect the ISPS Code charges.



TSSA filed an Annulment Action with Urgent Injunction Request to suspend the enforcement of the decision of CADE against TSSA in an administrative proceeding to (i) refrain from charging fees connected with the ISPS Code to CE and other import companies, and other fees to reimburse costs incurred in complying with safety standards, and (ii) pay a fine in the amount of BRL7.2 million (US\$1.2 million). On September 14, 2021, an award confirming preliminary injunction in favor of TSSA was issued. The award ruled that the collection of ISPS Code tariff is (i) legal and legitimate, (ii) there is competence of the private agent to negotiate regarding port tariffs, (iii) there was non-inclusion of ISPS charges in box rates, (iv) it is a provision of international regulations, and (v) there was no violation of Competition Law. The CADE appealed and there is no judgment to date.

#### TICT

On December 28, 2012, TICT filed a Notice of Termination of its 10-year Investment Agreement with Tartous Port General Company (TPGC) on the grounds of “unforeseen change of circumstances” and “Force Majeure”. In early 2013, TPGC submitted to arbitration TICT’s termination notice. On April 1, 2014, the arbitration panel decided in favor of TPGC. While the award has become executory on April 20, 2015, management and its legal counsels believe that TPGC will not be able to successfully enforce the award outside of Syria. An attempt to implement the above-mentioned foreign judgment was made in Iraq before the Karkh Court of First Instance based on the provisions of Foreign Judgment Execution Law as well as the Riyadh Agreement for Judicial Cooperation. The implementation case was eventually dismissed in a judgment dated March 13, 2023.

#### ICTSI Rio

ICTSI Rio filed a case questioning the legality of a portion of its Lease Agreement Contract (Contract) with the Companhia Docas do Rio de Janeiro – CDRJ (Port Authority) which requires ICTSI Rio to pay the Port Authority for not achieving the minimum container handling goals (MMC). ICTSI Rio pointed out that the Port Authority failed to fulfil its obligation to provide adequate infrastructure to the Port of Rio de Janeiro to allow ICTSI Rio to meet its movement goals under the Contract. In 2016 and 2017, ICTSI Rio was heavily impacted by the delay in the dredging works of the access channel to the Port of Rio de Janeiro, which was the responsibility of the Port Authority. ICTSI Rio requested the cancellation of the collection carried out by the Port Authority related to the invoices of MMC for the years 2016 and 2017 amounting to BRL22.8 million (US\$3.7 million). It was also requested that the Port Authority refund to ICTSI Rio the amount of BRL16.8 million (US\$2.7 million) paid in advance.

In July 2022, in order to resolve the conflict, a virtual conciliation hearing was commenced and discussions with the Port Authority were resumed. Efforts to reach for an agreement continued after the replacement of the president of the Port Authority in October 2023. In October 2024, the Ministry of Ports issued a favorable opinion on the agreement and a resolution process is in progress.

#### ISPL, SPICTL and MITL

ISPL, along with SPICTL and MITL, filed and obtained a favorable Stay Order in the National Court on December 21, 2023, against Independent Consumer and Competition Commission (ICCC), preventing Stevedoring and Handling recommendations set out in the ICCC Final Report and Price Order from coming into effect on January 1, 2024. The report is based on the decision of the ICCC (1) to conduct a review of stevedoring and cargo handling services pursuant to the Prices Regulation Act; (2) to make Price Control Orders pursuant to the Prices Regulation Act; and (3) to refuse to extend the time for the plaintiffs to make submissions to it as to why it could not and should not make the intended Price Control Orders in respect of the services provided by SPICTL and MITL. On April 15, 2024, Consent Orders were issued by the National Court stating that ICCC had no power under the Prices Regulation Act to conduct the Review or to make Price Orders.



Arbitration against Republic of Honduras

The arbitration requested by ICTSI and its subsidiary in Honduras, Operadora Portuaria Centroamericana, S.A. de C.V. (OPC), against the Republic of Honduras were both registered by the International Centre for Settlement of Investment Disputes (ICSID) in August 2024. This was due to the sovereign decision of Honduras to denounce the ICSID treaty on February 24, 2024. In the arbitration proceedings, ICTSI and OPC alleged that the Republic of Honduras has breached certain obligations. There is no impact to day-to-day operations. ICTSI and OPC are open to further discussions with the Government of Honduras to seek appropriate solutions.

CGSA

On May 31, 2024, Termiport Terminales Portuarios S.A. filed a lawsuit against CGSA, alleging breach of contract following CGSA's termination of their technical services agreement on February 26, 2024. This agreement was originally signed on June 1, 2018. Termiport is seeking a US\$5.0 million settlement. CGSA filed its response to the lawsuit in November 2024, and the presiding judge has yet to acknowledge and schedule a preliminary hearing for the involved parties.

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**27. Financial Instruments**

27.1 Fair Values

Set out below is a comparison of carrying amounts and fair values of the Group's long-term debt and concession rights payable whose fair values are different from their carrying amounts as at December 31:

	2022		2023		2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Liabilities</b>						
Long-term debt	US\$2,133,847,418	US\$2,038,570,875	US\$2,032,426,011	US\$2,007,223,661	US\$2,486,819,421	US\$2,432,686,843
Concession rights payable	754,416,745	757,152,346	757,017,239	841,774,839	761,853,615	710,843,946

Carrying values of cash and cash equivalents, receivables, accounts payable and other current liabilities and loans payable approximate their fair values due to their short-term maturities.

The fair values of the US dollar-denominated notes and US dollar-denominated medium-term notes are based on quoted prices. The fair value of other fixed interest-bearing loans and concession rights payable were estimated at the present value of all future cash flows discounted using the applicable rates for similar types of liabilities ranging from 3.42 to 20.77 percent in 2022, 2.93 to 14.23 percent in 2023 and 3.20 to 16.01 percent in 2024.

For variable interest-bearing loans repriced monthly or quarterly, the carrying amount approximates the fair value due to the regular repricing of interest rates.

The fair values of derivative assets and liabilities, specifically forward contracts and prepayment options, are calculated using valuation techniques with inputs and assumptions that are based on market observable data and conditions.



## 27.2 Fair Value Hierarchy

The following tables below present the fair value hierarchy of the Group's financial instruments as at December 31:

2022				
	Amount	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Assets measured at fair value:</b>				
Derivative assets	US\$16,085,813	US\$–	US\$16,085,813	US\$–
Financial assets at FVOCI	2,930,600	2,930,600	–	–
<b>Liabilities for which fair values are disclosed:</b>				
Long-term debt	2,038,570,875	1,369,632,420	–	668,938,455
Concession rights payable	757,152,346	–	–	757,152,346
2023				
	Amount	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Assets/liabilities measured at fair value:</b>				
Derivative assets	US\$14,384,816	US\$–	US\$14,384,816	US\$–
Derivative liabilities	10,316,934	–	10,316,934	–
Financial assets at FVOCI	3,326,557	3,326,557	–	–
<b>Liabilities for which fair values are disclosed:</b>				
Long-term debt	2,007,223,661	1,052,637,000	–	954,586,661
Concession rights payable	841,774,839	–	–	841,774,839
2024				
	Amount	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Assets/liabilities measured at fair value:</b>				
Derivative assets	US\$14,409,113	US\$–	US\$14,409,113	US\$–
Derivative liabilities	14,205,756	–	14,205,756	–
Financial assets at FVOCI	4,368,112	4,368,112	–	–
<b>Liabilities for which fair values are disclosed:</b>				
Long-term debt	2,432,686,843	1,062,855,000	–	1,369,831,843
Concession rights payable	710,843,946	–	–	710,843,946

In 2022, 2023 and 2024, there were no transfers between *Level 1* and *Level 2* fair value measurements and no transfers into and out of *Level 3* fair value measurements.

## 27.3 Derivative Financial Instruments

ICTSI enters into derivative transactions as economic hedges of certain underlying exposures arising from its foreign currency-denominated loans, revenues and expenses. Such derivatives, which include interest rate swaps and currency forwards, are accounted for either as cash flow hedges or transactions not designated as hedges.



## 27.4 Hedge Accounting

*Interest Rate Swap.* In April 2019, the Group entered into interest rate swap transactions to hedge the interest rate exposures of the IGFBV's floating rate US\$-denominated loan maturing in 2026. A total notional amount of US\$300.0 million floating rate loan was swapped to fixed rate. Under the interest rate swap arrangements, an annual fixed interest is being paid and floating interest of three-month LIBOR is being received. In 2023, the interest rate swap arrangements were amended and effective January 29, 2023, an annual fixed interest will be paid, and floating interest based on three-month cumulative compounded SOFR will be received.

The following table presents the market valuation on the outstanding interest rate swap at IGFBV as at December 31:

	Cumulative Gain (Loss)	Presented in the consolidated balance sheet as:	
		Current Derivative Asset (Liability)	Noncurrent Derivative Asset (Liability)
2022	US\$14,929,235	US\$6,471,720	US\$8,457,515
2023	11,264,874	7,078,360	4,186,513
<b>2024</b>	<b>7,375,930</b>	<b>5,230,734</b>	<b>2,145,196</b>

The effective portion of the change in the fair value of the interest rate swap amounting to US\$21.1 million, net of US\$7.2 million deferred tax; US\$2.7 million, net of US\$0.9 million deferred tax; and US\$2.9 million, net of US\$1.0 million deferred tax, for the years ended December 31, 2022, 2023 and 2024, respectively, were taken to other comprehensive loss under equity.

In September 2023 and January 2024, ICTSI entered into interest rate swap transactions to hedge the interest rate exposure of the floating rate facility maturing in 2029. A total notional amount of US\$750.0 million floating rate loan was swapped to a fixed rate. Under the interest rate swap arrangements, fixed interest will be paid, and floating interest based on six-month term SOFR will be received.

The following table presents the market valuation on the outstanding interest rate swap at ICTSI as at December 31:

	Cumulative Gain (Loss)	Presented in the consolidated balance sheet as:	
		Current Derivative Asset (Liability)	Noncurrent Derivative Asset (Liability)
2023	(7,196,992)	3,119,942	(10,316,934)
<b>2024</b>	<b>7,033,183</b>	<b>4,243,529</b>	<b>2,789,654</b>

The effective portion of the change in the fair value of the interest rate swaps amounting to US\$5.4 million, net of US\$1.8 million deferred tax, for the year ended December 31, 2023 was taken to other comprehensive loss under equity. The effective portion of the change in the fair value of the interest rate swaps amounting to US\$10.7 million, net of US\$3.6 million deferred tax, for the year ended December 31, 2024, was taken to other comprehensive income under equity.

*Cross-Currency Swaps.* On March 22, 2024, ICTSI entered into a cross-currency swap transaction to hedge the foreign currency exposure on the Group's JPY15.9 billion short-term loan facility maturing on March 21, 2025. Under the cross-currency swap, ICTSI sells JPY15.9 billion for value on March 22, 2024 on the near leg and buys JPY16.1 billion for value on March 18, 2025 on the far leg. The notional amount of the cross-currency swap equals that of the loan. On June 7, 2024, ICTSI entered into a cross-currency swap transaction to hedge the foreign currency exposure on the Group's JPY8.6 billion short-term loan facility maturing on March 21, 2025. Under the cross-currency swap, ICTSI sells JPY8.6 billion for value on June 7, 2024 on the near leg and buys JPY8.7 billion for value



on March 18, 2025 on the far leg. The notional amount of the cross-currency swap equals that of the loan. As at December 31, 2024, the market valuation gain on the outstanding cross-currency swaps amounted to US\$14.2 million, reflected in the consolidated balance sheet as derivative liabilities and classified as current. The effective portion of the change in fair value of the cross-currency swaps amounting to US\$5.3 million, net of US\$1.8 million deferred tax, for the year ended December 31, 2024, was taken to other comprehensive loss under equity. Foreign exchange gain on the loan amounting to US\$5.3 million, net of US\$1.8 million deferred tax, for the year ended December 31, 2024 was taken to other comprehensive income under equity. No ineffectiveness was recognized in the consolidated statements of income for the year ended December 31, 2024.

*Translation Hedging.* On January 1, 2023, CMSA, whose functional currency is Mexican Peso, designated a total of US\$43.5 million of its US dollar bank deposits, to hedge its firm commitments to purchase equipment and construct civil works that are denominated in US dollar. Foreign currency translation gains or losses deferred in equity form part of the cost of the port infrastructure and recycled to profit or loss through depreciation. As at December 31, 2023 and 2024, the net accumulated foreign exchange gain and loss on the US dollar bank deposits totaling US\$3.5 million loss and US\$47.8 thousand gain, respectively, were taken to other comprehensive income under equity. For the years ended December 31, 2023 and 2024, foreign exchange loss on the US dollar bank deposits amounting to US\$1.9 million and US\$1.8 million, respectively, associated to the settlement of hedged purchase contracts was reclassified to property and equipment account. No ineffectiveness was recognized in the consolidated statements of income for the year ended December 31, 2023 and 2024.

On April 1, 2023, ICTSI Nigeria, whose functional currency is NGN, designated its USD-denominated payable amounting to US\$24.0 million, to hedge the currency risk on its forecasted USD-denominated revenues. Effective portion of the hedge is deferred in equity whereas any ineffective portion is recognized directly in earnings. Foreign currency translation gains or losses deferred in equity will be recycled to profit or loss upon occurrence of the forecasted revenue. As at December 31, 2023 and 2024, foreign currency translation loss on the USD-denominated payable aggregating to US\$16.4 million and US\$16.8 million was taken to other comprehensive loss under equity, respectively.

On June 1, 2023, BCT, whose functional currency is USD, designated its PLN-denominated lease liability related to the new 30-year lease agreement with the Port Authority of Gdynia S.A. (PAGSA) amounting to PLN605.3 million (US\$142.9 million), to hedge the currency risk on its forecasted PLN-denominated revenues. Effective portion of the hedge is deferred in equity while any ineffective portion is recognized directly in earnings. Foreign currency translation gains or losses deferred in equity will be recycled to profit or loss upon occurrence of the forecasted revenue. As at December 31, 2023 and 2024, foreign currency translation loss on the PLN-denominated lease liability designated as cash flow hedge aggregating to US\$10.6 million and US\$2.9 million, respectively, were taken to other comprehensive loss under equity. No ineffectiveness was recognized in the consolidated statement of income for the year ended December 31, 2023 and 2024.

ICTSI designated its PHP-denominated concession rights payable relating to the new concession contract for ICPC amounting to PHP1.3 billion (US\$22.2 million) to hedge the currency risk on its forecasted PHP-denominated revenues from operating the ICPC. Effective portion of the hedge is deferred in equity whereas any ineffective portion is recognized directly in earnings. Foreign currency translation gains or losses deferred in equity will be recycled to profit or loss upon occurrence of the forecasted revenue. As at December 31, 2024, foreign currency translation loss on concession rights payable aggregating to US\$217.4 thousand, net of US\$72.5 thousand deferred tax, was taken to other comprehensive loss under equity. No ineffectiveness was recognized in the consolidated statement of income for the year ended December 31, 2024.



## 27.5 Derivative Instruments Not Designated as Hedges

*Foreign Currency Forwards.* In March 2022, VICT entered into a sell-AUD buy-US\$ forward contract with an aggregate notional amount of US\$9.0 million. The forward contract was used to hedge the variability of cash flows arising from AUD-denominated payments and was settled on April 27, 2022 resulting to a derivative gain of US\$0.1 million (AUD0.2 million).

In September and December 2022, ICTSI entered into sell-US\$ buy-PHP forward contracts with aggregate notional amounts of US\$30.0 million and US\$15.0 million, respectively. The forward contracts are used to hedge the variability of cash flows arising from PHP-denominated liabilities.

As at December 31, 2022, derivative asset amounting to US\$1.2 million was presented as current asset. On April 20, 2023, the US\$30.0 million forward contract was settled resulting to a realized gain of US\$0.9 million. On April 25, 2023, the US\$15.0 million forward contract was settled resulting to a realized gain of US\$0.2 million.

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## 28. **Financial Risk Management Objectives and Policies**

The principal financial instruments of the Group comprise mainly of bank loans and cash and cash equivalents. The main purpose of these financial instruments is to raise working capital and major capital investment financing for the Group's port operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

ICTSI has port operations and development projects in various countries. Short-term treasury activities are carried out at the subsidiary level, however, overall policy decisions concerning the Group's financial risks are centralized at the Parent Company in Manila. The Board reviews and approves the Group's policies for managing each of these risks, as summarized below, as well as authority limits. Treasury operations are reviewed annually by Internal Audit to ensure compliance with the Group's policies.

ICTSI finances its business activities through a mix of cash flows from operations, long-term loans from banks and the capital markets. It is the Group's policy to minimize the use of short-term loans. The Group's borrowings are in US Dollar, Australian Dollar, Indonesian Rupiah, Papua New Guinean Kina, Japanese Yen, Philippine Peso, Euro, Nigerian Naira, and Brazilian Real at fixed and floating rates of interest. The Group minimizes its currency exposure by matching its currency of borrowing to the currency of operations and functional currency at the relevant business unit whenever possible. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

In the context of PFRS 7, the main risks arising from the normal course of the Group's business are interest rate risk, liquidity risk, foreign currency risk and credit risk.

### Working Capital Management

The Parent Company has minimal working capital requirements due to the short cash collection cycle of its business. Working capital requirements are well within the credit facilities established which are adequate and available to the Parent Company to meet day-to-day liquidity and working capital requirements. The credit facilities are regularly reviewed by the Treasury Group to ensure that they meet the objectives of the Group. Most of the foreign operating subsidiaries currently do not access short-term credit facilities as their respective cash flows are sufficient to meet working capital needs.



Interest Rate Risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's bank loans and is addressed by a periodic review of the Group's debt mix with the objective of reducing interest cost and maximizing available loan terms.



The following tables set out the carrying amount, by maturity, of the Group's liabilities that are exposed to interest rate risk as at December 31:

2022

Interest rate	Less than 1 Year to 2 years	>2 Years to 3 years	>3 Years to 4 years	>4 Years to 5 years	Over 5 Years	Total		Net Debt*	
						(In Original Currency)	(In US Dollar)		
Liabilities									
Long-term Debt and Loans Payable									
Floating Rate:									
PGK Loan	ANZ ILR* less 6.45%	47,760,000	2,500,000	2,500,000	–	–	PGK52,760,000	US\$14,793,323	US\$14,872,997
PHP Loan	3-month BVAL tenor + 1.55% spread + GRT	1,200,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,850,000,000	PHP6,050,000,000	US\$108,510,447	US\$109,812,331

2023

Interest rate	Less than 1 Year to 2 years	>2 Years to 3 years	>3 Years to 4 years	>4 Years to 5 years	Over 5 Years	Total		Net Debt*	
						(In Original Currency)	(In US Dollar)		
Liabilities									
Long-term Debt and Loans Payable									
Floating Rate:									
PGK Loan	ANZ ILR* less 6.45%	56,380,000	7,500,000	5,000,000	5,000,000	–	PGK73,880,000	US\$19,809,626	US\$19,781,893
PHP Loan	3-month BVAL tenor + 1.55% spread + GRT	1,600,000,000	1,000,000,000	1,000,000,000	1,000,000,000	300,000,000	PHP4,900,000,000	US\$98,428,752	US\$89,604,967
NGN Loan	18% per annum, adjustable based on Nigeria money market rate changes	898,068,241	605,865,281	724,383,540	271,682,938	–	NGN2,500,000,000	US\$2,742,190	US\$2,717,284

2024

Interest rate	Less than 1 Year to 2 years	>2 Years to 3 years	>3 Years to 4 years	>4 Years to 5 years	Over 5 Years	Total		Net Debt*	
						(In Original Currency)	(In US Dollar)		
Liabilities									
Long-term Debt and Loans Payable									
Floating Rate:									
USD Loan	6M Term SOFR + 100 bps + tax	–	–	–	–	100,000,000	US\$100,000,000	US\$100,000,000	US\$99,247,854
IDR Loan	3-month JIBOR + 80 bps	–	–	–	767,000,000,000	–	IDR767,000,000,000	US\$47,545,252	US\$47,310,037
PGK Loan	ANZ ILR* less 6.45%	61,666,000	–	–	–	–	PGK61,666,000	US\$15,272,556	US\$15,272,556
NGN Loan	18% per annum, adjustable based on Nigeria money market rate changes	1,112,603,382	724,383,540	271,682,939	–	–	NGN2,108,669,860	US\$1,365,648	US\$1,353,168

\*Net of Debt Issuance Costs



Re-pricing of floating rate financial instruments is mostly done monthly, quarterly or semi-annually. Interest on fixed rate financial instruments is fixed until maturity of the instrument. Financial instruments not included in the above tables are either noninterest-bearing, therefore not subject to interest rate risk or have minimal interest rate exposure due to the short-term nature of the account (i.e., cash equivalents).

The sensitivity to reasonably possible changes in interest rates, with all other variables held constant, of the Group's income before income tax (through the impact on unhedged floating rate borrowings), at December 31 are as follows (amounts in millions unless otherwise indicated):

	Increase/Decrease in Interest Rates (%)	Effect on Income Before Income Tax		
		2022	2023	2024
Loans	+1.0	(US\$1.3)	(US\$1.1)	(US\$1.6)
	-1.0	1.3	1.1	1.6

### Liquidity Risk

The Group monitors and maintains a certain level of cash and cash equivalents and bank credit facilities deemed adequate by management to finance the Group's operations, ensure continuity of funding and to mitigate the effects of fluctuations in cash flows. The Group's policy is that not more than 25 percent of borrowings should mature in any 12-month period. 31 percent, 8 percent and 22 percent of the Group's total borrowings, gross of debt issuance costs as at December 31, 2022, 2023 and 2024 respectively, will mature in the ensuing 12 months. The Group is re-assessing its policy in mitigating liquidity risk in line with the current developments and demands of its rapidly growing business.

The tables below summarize the maturity profile of the Group's financial liabilities as at December 31 based on contractual undiscounted payments (amounts in millions unless otherwise indicated).

	2022					Total
	Less than 3 Months	3 to 6 Months	>6 to 12 Months	>1 to 5 Years	More than 5 Years	
Long-term debt	US\$402.7	US\$11.3	US\$20.1	US\$782.1	US\$951.1	US\$2,167.3
Accounts payable and other current liabilities*	209.2	26.9	78.5	–	–	314.6
Other noncurrent liabilities*	–	–	–	8.8	–	8.8
Loans payable	110.0	127.0	100.0	–	–	337.0
Concession rights payable	18.8	19.6	36.9	300.9	1,165.9	1,542.1
Lease liabilities	36.5	37.7	70.8	614.7	2,014.9	2,774.6
<b>Total</b>	<b>US\$777.2</b>	<b>US\$222.5</b>	<b>US\$306.3</b>	<b>US\$1,706.5</b>	<b>US\$4,131.9</b>	<b>US\$7,144.4</b>

\*Excludes statutory liabilities and provisions for claims and losses.

	2023					Total
	Less than 3 Months	3 to 6 Months	>6 to 12 Months	>1 to 5 Years	More than 5 Years	
Long-term debt	US\$9.2	US\$11.7	US\$21.8	US\$843.8	US\$1,174.3	US\$2,060.8
Accounts payable and other current liabilities*	252.9	24.5	48.3	–	–	325.7
Other noncurrent liabilities*	–	–	–	6.9	–	6.9
Loans payable	49.2	90.4	–	–	–	139.6
Derivative liabilities	–	–	–	9.8	1.9	11.7
Concession rights payable	21.0	21.5	41.1	338.6	1,170.0	1,592.2
Lease liabilities	45.0	45.9	91.3	750.8	2,403.8	3,336.8
<b>Total</b>	<b>US\$377.3</b>	<b>US\$194.0</b>	<b>US\$202.5</b>	<b>US\$1,949.9</b>	<b>US\$4,750.0</b>	<b>US\$7,473.7</b>

\*Excludes statutory liabilities and provisions for claims and losses.



	2024					Total
	Less than 3 Months	3 to 6 Months	>6 to 12 Months	>1 to 5 Years	More than 5 Years	
Long-term debt	US\$4.9	US\$8.1	US\$406.8	US\$1,106.1	US\$985.4	US\$2,511.3
Accounts payable and other current liabilities*	289.6	30.2	45.2	–	–	365.0
Other noncurrent liabilities*	–	–	–	11.9	–	11.9
Loans payable	155.6	6.9	5.0	–	–	167.5
Derivative liabilities	14.2	–	–	–	–	14.2
Concession rights payable	20.5	21.3	40.9	427.9	1,072.3	1,582.9
Lease liabilities	44.0	44.9	88.5	912.0	2,370.1	3,459.5
<b>Total</b>	<b>US\$528.8</b>	<b>US\$111.4</b>	<b>US\$586.4</b>	<b>US\$2,457.9</b>	<b>US\$4,427.8</b>	<b>US\$8,112.3</b>

\*Excludes statutory liabilities and provisions for claims and losses.

The financial liabilities in the above tables are gross undiscounted cash flows. However, those amounts may be settled using cash on hand and in banks, aggregating US\$398.6 million, US\$422.1 million and US\$515.4 million as at December 31, 2022, 2023 and 2024, respectively. Furthermore, cash equivalents, amounting to US\$440.3 million, US\$294.0 million and US\$593.6 million as at December 31, 2022, 2023 and 2024, respectively, may also be used to manage liquidity.

### Changes in Liabilities Arising from Financing Activities

	December 31, 2021	Cash flows	Foreign exchange movement	Translation Adjustment	Changes in fair values	Others*	December 31, 2022
Long-term debt	US\$2,145,607,533	US\$10,106,029	US\$–	(US\$30,122,559)	US\$–	US\$8,256,415	US\$2,133,847,418
Lease liabilities	1,282,594,748	(145,320,011)	(807,076)	(9,248,883)	–	226,479,378	1,353,698,156
Concession rights payable	723,034,856	(78,728,517)	(875,891)	(4,503,136)	–	115,489,433	754,416,745
Accrued interest	19,059,676	(115,156,889)	–	(72,259)	–	120,251,481	24,082,009
Derivative liability	13,326,958	–	–	–	(63,524,546)	50,197,588	–
Loans payable	5,032,970	335,221,918	(3,738,888)	504,000	–	–	337,020,000
Dividends payable	3,804,111	(299,039,343)	(336,989)	(1,344,421)	–	301,608,454	4,691,812
<b>Total liabilities from financing activities</b>	<b>US\$4,192,460,852</b>	<b>(US\$292,916,813)</b>	<b>(US\$5,758,844)</b>	<b>(US\$44,787,258)</b>	<b>(US\$63,524,546)</b>	<b>US\$822,282,749</b>	<b>US\$4,607,756,140</b>

\* Others includes capitalization of fixed fees under IFRIC 12, remeasurement of present value of fixed fees under PFRS 16 and IFRIC 12, effect of business combination, reclassifications, accrual of dividends, amortization of debt issuance costs, accrual of interest from interest-bearing loans and accretion of interest on lease and concession rights payable.

	December 31, 2022	Cash flows	Foreign exchange movement	Translation Adjustment	Changes in fair values	Others*	December 31, 2023
Long-term debt	US\$2,133,847,418	(US\$111,146,228)	US\$–	US\$55,920	US\$–	US\$9,668,901	US\$2,032,426,011
Lease liabilities	1,353,698,156	(165,642,959)	10,801,677	86,287,068	–	327,755,779	1,612,899,721
Concession rights payable	754,416,745	(85,853,252)	237,839	7,667,880	–	80,548,027	757,017,239
Accrued interest	24,082,009	(119,269,603)	–	1,180	–	119,079,687	23,893,273
Derivative liability	–	–	–	–	69,640,865	(59,323,931)	10,316,934
Loans payable	337,020,000	(201,998,382)	4,095,000	446,031	–	–	139,562,649
Dividends payable	4,691,812	(428,241,674)	2,482	(716,219)	–	429,654,763	5,391,164
<b>Total liabilities from financing activities</b>	<b>US\$4,607,756,140</b>	<b>(US\$1,112,152,098)</b>	<b>US\$15,136,998</b>	<b>US\$93,741,860</b>	<b>US\$69,640,865</b>	<b>US\$907,383,226</b>	<b>US\$4,581,506,991</b>

\* Others include capitalization of fixed fees under IFRIC 12, remeasurement of present value of fixed fees under PFRS 16 and IFRIC 12, effect of business combination, reclassifications, accrual of dividends, amortization of debt issuance costs, accrual of interest from interest-bearing loans and accretion of interest on lease and concession rights payable.

	December 31, 2023	Cash flows	Foreign exchange movement	Translation Adjustment	Changes in fair values	Others*	December 31, 2024
Long-term debt	US\$2,032,426,011	US\$476,878,230	US\$–	(US\$32,551,079)	US\$–	US\$10,066,259	US\$2,486,819,421
Lease liabilities	1,612,899,721	(181,663,756)	(7,917,514)	(225,290,863)	–	306,828,575	1,504,856,163
Concession rights payable	757,017,239	(84,214,510)	(676,605)	27,626,659	–	62,100,832	761,853,615
Accrued interest	23,893,273	(148,405,100)	–	(284,225)	–	150,844,746	26,048,694
Derivative liability	10,316,934	–	–	–	(105,083,811)	108,972,633	14,205,756
Loans payable	139,562,649	35,592,096	25,950	(7,676,100)	–	–	167,504,595
Dividends payable	5,391,164	(454,276,765)	(212,966)	(799,594)	–	458,748,254	8,850,093
<b>Total liabilities from financing activities</b>	<b>US\$4,581,506,991</b>	<b>(US\$356,089,805)</b>	<b>(US\$8,781,135)</b>	<b>(US\$238,975,202)</b>	<b>(US\$105,083,811)</b>	<b>US\$ 1,097,561,299</b>	<b>US\$4,970,138,337</b>

\* Others include capitalization of fixed fees under IFRIC 12, remeasurement of present value of fixed fees under PFRS 16 and IFRIC 12, effect of business combination, reclassifications, accrual of dividends, amortization of debt issuance costs, accrual of interest from interest-bearing loans and accretion of interest on lease and concession rights payable.



### Foreign Currency Risk

As a result of operations in subsidiaries whose functional currency is not the US dollar, the Group's consolidated balance sheets can be affected significantly by movements in the subsidiaries' functional currency and US dollar exchange rates (see Note 1.3).

In respect of financial assets and liabilities held in currencies other than the functional currencies of the Parent Company and the operating subsidiaries, the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot/forward rates where necessary to address short-term imbalances.

The Group recognized in the consolidated statements of income net foreign exchange gain amounting to US\$8.0 million, net foreign exchange loss amounting to US\$6.7 million and net foreign exchange gain amounting to US\$11.5 million arising from net foreign currency-denominated financial assets and liabilities for the years ended December 31, 2022, 2023 and 2024, respectively, which resulted mainly from the movements of Philippine peso against the US dollar, Malagasy ariary against Euro, and the US dollar against Brazilian real, Mexican peso, Australian dollar, and Euro.

The following table shows the Group's significant foreign currency-denominated financial assets and liabilities and their US Dollar equivalents at December 31:

	2022		2023		2024	
	Foreign Currency	US Dollar	Foreign Currency	US Dollar	Foreign Currency	US Dollar
<b>Current Financial Assets</b>						
Cash and cash equivalents:						
Philippine peso	3,097,897,313	US\$55,562,682	9,653,353,037	US\$174,342,659	6,160,377,693	US\$106,498,015
MXN	1,911,191,086	98,009,799	1,661,894,635	97,919,788	2,082,634,669	99,995,903
AUD	56,134,056	38,238,458	63,273,732	43,102,066	135,538,173	83,871,021
BRL	310,480,815	58,736,439	297,974,476	61,406,383	506,130,871	81,983,101
RMB	164,551,485	23,851,498	228,298,807	32,154,762	288,721,224	39,554,645
EUR	10,341,820	11,072,612	22,465,328	24,799,475	31,782,678	32,907,785
PKR	6,061,987,729	26,745,440	5,182,648,652	18,406,743	4,918,933,391	17,663,653
HNL	57,305,042	2,322,393	41,301,316	1,669,374	208,781,800	8,235,741
MGA	32,828,197,273	7,351,204	10,802,666,138	2,356,037	33,944,555,208	7,196,186
PGK	34,094,428	9,674,923	55,290,527	14,825,185	28,503,427	7,059,323
IQD	2,174,172,140	1,489,159	8,891,076,914	6,735,664	6,551,608,681	4,963,340
IDR	32,133,533,218	2,063,413	9,723,462,137	631,435	63,842,478,897	3,957,506
PLN	5,578,419	1,275,067	1,543,098	392,047	5,196,440	1,258,035
XAF	571,406,415	932,513	481,808,603	810,814	595,177,487	939,410
ARS	137,709,481	777,440	556,077,279	687,810	951,293,942	922,704
GEL	1,317,019	487,966	1,227,419	456,714	2,459,528	872,668
NGN	577,838,589	1,253,936	1,043,359,137	1,144,436	1,264,016,470	818,621
AED	866,533	235,920	23,150,577	6,303,250	1,091,613	297,199
BND	105,157	78,475	105,117	79,616	105,117	76,970
ZAR	-	-	-	-	106,715	5,663
HRK	1,322,678	187,934	-	-	-	-
CDF	17,590	9	-	-	-	-



	2022		2023		2024	
	Foreign Currency	US Dollar	Foreign Currency	US Dollar	Foreign Currency	US Dollar
<b>Receivables:</b>						
Philippine peso	1,389,132,277	US\$24,914,936	1,485,935,335	US\$26,836,470	2,676,322,650	US\$46,267,139
BRL	138,332,022	26,169,508	147,515,363	30,399,869	178,735,721	28,951,620
AUD	21,481,222	14,632,985	25,133,203	17,120,738	29,590,163	18,310,393
MXN	53,684,960	2,753,075	31,085,029	1,831,548	213,426,271	10,247,478
RMB	42,214,466	6,118,925	39,932,612	5,624,312	56,359,674	7,721,244
PKR	2,233,470,833	9,854,055	1,975,869,058	7,017,515	1,718,652,576	6,171,599
EUR	2,884,921	3,088,780	5,438,620	6,003,693	4,899,679	5,073,128
PGK	8,686,411	2,464,929	13,658,608	3,662,316	17,317,611	4,288,979
MGA	4,872,608,802	1,091,121	8,580,214,935	1,871,326	19,019,367,695	4,032,073
PLN	8,398,508	1,919,659	8,438,042	2,143,811	8,119,605	1,965,720
IQD	682,047,161	467,156	163,322,557	123,729	2,266,104,588	1,716,746
IDR	36,700,144,442	2,356,652	30,267,903,781	1,965,576	11,227,675,018	695,988
XAF	252,733,507	412,451	181,307,627	305,114	331,381,010	523,042
ARS	52,410,282	295,883	380,405,274	470,522	228,954,221	222,073
HNL	1,087,079	44,056	1,951,710	78,887	2,615,751	103,183
HKD	84,504	10,831	84,103	10,767	649,189	83,566
NGN	-	-	624,351	685	19,233,345	12,456
AED	44,493	12,114	1,945	530	7,453	2,029
SGD	-	-	1,004	761	-	-
HRK	2,012,816	285,993	-	-	-	-
		437,240,389		593,692,427		635,465,945

**Current Financial Liabilities**

Accounts payable and other current liabilities:

Philippine peso	5,444,253,343	US\$97,646,011	8,904,094,107	US\$160,810,802	7,814,486,573	US\$135,093,553
MXN	763,896,666	39,174,188	726,611,883	42,812,390	1,097,625,472	52,701,538
BRL	177,754,246	33,627,364	248,674,224	51,246,620	310,673,246	50,322,866
AUD	42,033,162	28,632,944	47,815,183	32,571,703	45,559,573	28,192,264
PGK	42,082,079	11,941,566	59,711,458	16,010,580	76,308,270	18,898,945
EUR	1,273,313	1,363,290	10,534,216	11,628,721	16,889,120	17,486,995
PKR	3,802,878,334	16,778,268	3,266,944,065	11,602,909	3,756,291,570	13,488,662
IQD	5,564,944,760	3,811,606	5,535,817,320	4,193,801	7,886,407,320	5,974,551
MGA	16,904,592,622	3,785,438	20,984,352,064	4,576,640	25,586,993,854	5,424,398
PLN	20,460,353	4,676,652	18,213,013	4,627,290	19,000,322	4,599,894
NGN	1,055,153,839	2,289,731	5,299,785,469	5,813,208	5,707,213,055	3,696,190
HNL	131,195,149	5,316,926	132,745,096	5,365,476	81,297,134	3,206,899
ARS	468,969,546	2,647,571	1,042,231,802	1,289,133	3,166,056,991	3,070,905
RMB	15,858,400	2,298,652	22,937,487	3,230,632	19,653,811	2,692,561
IDR	136,062,204,234	8,737,058	11,987,597,934	778,466	32,453,115,436	2,011,723
JPY	-	-	8,523,611	60,434	251,085,499	1,597,236
GEL	5,819,883	2,156,311	934,100	347,572	3,963,505	1,406,296
XAF	3,037,645,420	4,957,320	4,366,914,674	7,348,880	699,978,974	1,104,826
AED	288,173	78,457	1,173,562	319,528	301,223	82,010
SGD	-	-	33,048	25,031	61,353	44,924
HKD	-	-	267,802	34,283	26,110	3,361
ZAR	45,609	2,677	249,321	13,578	-	-
HRK	14,624,887	2,077,989	-	-	-	-

**Noncurrent Financial Liabilities**

Other noncurrent liabilities:

Philippine peso	705,855,775	12,659,955	683,584,750	12,345,760	736,091,623	12,725,240
BRL	-	-	952,472	196,285	35,715,332	5,785,171
MXN	22,066,577	1,131,619	25,145,602	1,481,593	27,594,041	1,324,904
PLN	10,730,185	2,452,614	5,129,676	1,303,271	4,456,215	1,078,830
IQD	956,633,464	655,228	-	-	1,441,978,560	1,092,408
AUD	1,383,018	942,111	1,940,034	1,321,551	1,553,896	961,551
MGA	1,736,371,712	388,825	1,457,856,043	317,955	1,471,351,746	311,924
AED	315,972	86,026	165,508	45,063	422,468	115,020
NGN	43,653,575	94,730	81,656,487	89,567	136,272,780	88,255
XAF	12,965,124	21,159	26,693,470	44,921	43,384,624	68,477
EUR	-	-	26,752	29,531	18,764	19,428
IDR	382,914,223	24,588	188,407,392	12,235	282,374,528	17,504
HRK	242,884	34,510	-	-	-	-
<b>Long-term debt:</b>						
EUR	-	-	-	-	286,196,743	296,328,108
AUD	356,909,818	243,126,579	396,742,795	270,261,192	396,962,182	245,640,198
IDR	-	-	-	-	763,205,516,884	47,310,037
PGK	52,412,452	14,873,000	53,776,570	14,419,244	21,665,999	5,365,926
NGN	-	-	2,477,293,477	2,717,284	2,089,401,190	1,353,169
BRL	-	-	3,583,207	738,425	1,037,782	168,100
Philippine peso	6,122,582,724	109,812,263	4,961,421,154	89,604,861	-	-



	2022		2023		2024	
	Foreign Currency	US Dollar	Foreign Currency	US Dollar	Foreign Currency	US Dollar
Concession rights payable:						
BRL	501,014,021	US\$94,781,313	563,004,102	US\$116,023,514	577,113,468	US\$93,480,865
Philippine peso	2,601,624,031	46,661,717	2,523,312,615	45,571,837	5,391,617,628	93,208,015
PGK	341,167,028	96,812,437	353,567,919	94,803,035	364,975,387	90,391,903
XAF	18,316,908,990	29,892,488	18,083,903,466	30,432,570	17,832,114,935	28,145,680
MGA	–	–	127,864,867,104	27,887,040	119,166,793,247	25,263,152
EUR	36,307,270	38,872,880	9,972,294	11,008,415	9,683,556	10,026,354
IDR	–	–	–	–	31,262,751,288	1,937,934
PKR	92,961,415	410,145	–	–	–	–
Lease liabilities:						
AUD	922,335,008	628,293,602	970,858,485	661,348,800	960,375,213	594,280,182
MXN	8,440,812,647	432,862,187	8,469,508,155	499,028,291	8,816,462,815	423,314,839
BRL	1,299,733,542	245,882,244	1,254,170,192	258,458,566	1,761,481,846	285,324,907
NGN	2,464,477,802	5,348,027	–	–	7,539,401,398	4,882,779
Philippine peso	1,253,537,602	22,482,963	1,142,962,822	20,642,277	171,816,772	2,970,296
XAF	–	–	1,134,230,205	1,244,110	–	–
AED	173,252	47,169	–	–	–	–
		2,300,650,398		2,526,084,870		2,624,081,753
Net foreign currency-denominated financial liabilities						
		(US\$1,863,410,009)		(US\$1,932,392,443)		(US\$1,988,615,808)

In translating the foreign currency-denominated monetary assets and liabilities into US dollar amounts, the Group used the exchange rates as shown in the table of exchange rates (see Note 3.3).

The following tables demonstrate the sensitivity to reasonably possible changes in US dollar exchange rate to other foreign currency exchange rates, with all other variables held constant as at December 31 (amounts in millions unless otherwise indicated). The impact on the Group's income before income tax is due to changes in the fair value of foreign currency-denominated financial assets and liabilities whereas on equity is due to translation hedging.

	2022	
	Effect on Income Before Income Tax	Effect on Equity
Change in US dollar to other foreign currency exchange rates:		
5% appreciation	US\$7.7	US\$5.8
5% depreciation	(7.0)	(5.2)
	2023	
	Effect on Income Before Income Tax	Effect on Equity
Change in US dollar to other foreign currency exchange rates:		
5% appreciation	US\$8.8	US\$6.6
5% depreciation	(8.0)	(6.0)
	2024	
	Effect on Income Before Income Tax	Effect on Equity
Change in US dollar to other foreign currency exchange rates:		
5% appreciation	US\$12.4	US\$8.9
5% depreciation	(13.7)	(9.8)

### Credit Risk

The Group trades only with recognized, creditworthy third parties and the exposure to credit risk is monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. Since the Group trades only with recognized third parties, collateral is not required in respect of financial assets. Moreover, counterparty credit limits are reviewed by management on an annual basis. The limits are set to minimize the concentration of risks and mitigate financial losses through potential counterparty failure.



With respect to credit risk arising from the other financial assets of the Group, which comprise of cash and cash equivalents and short-term investments, 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.

As at December 31, 2022, 2023 and 2024, about 51 percent, 69 percent and 53 percent, respectively, of cash and cash equivalents of the Group is with Philippine local banks. Investments of funds are made only with counterparties approved by the Board. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated balance sheets.

At December 31, the following tables provide credit information and maximum exposure of ICTSI's financial assets (amounts in millions unless otherwise indicated):

2022				
	Neither Past Due nor Impaired	Past Due but Not Impaired	Impaired	Total
Cash and cash equivalents:				
Cash in banks	US\$397.0	US\$–	US\$–	US\$397.0
Cash equivalents	440.3	–	–	440.3
Receivables				
Trade	91.6	34.7	5.6	131.9
Advances and nontrade	20.3	11.4	5.8	37.5
Short-term investments	122.2	–	–	122.2
Restricted cash	25.0	–	–	25.0
	<b>US\$1,096.4</b>	<b>US\$46.1</b>	<b>US\$11.4</b>	<b>US\$1,153.9</b>

2023				
	Neither Past Due nor Impaired	Past Due but Not Impaired	Impaired	Total
Cash and cash equivalents:				
Cash in banks	US\$421.0	US\$–	US\$–	US\$421.0
Cash equivalents	294.0	–	–	294.0
Receivables				
Trade	105.7	43.1	6.6	155.4
Advances and nontrade	24.5	9.1	4.6	38.2
Short-term investments	155.6	–	–	155.6
Restricted cash	13.7	–	–	13.7
	<b>US\$1,014.5</b>	<b>US\$52.2</b>	<b>US\$11.2</b>	<b>US\$1,077.9</b>

2024				
	Neither Past Due nor Impaired	Past Due but Not Impaired	Impaired	Total
Cash and cash equivalents:				
Cash in banks	<b>US\$514.0</b>	US\$–	US\$–	<b>US\$514.0</b>
Cash equivalents	<b>593.6</b>	–	–	<b>593.6</b>
Receivables				
Trade	<b>115.4</b>	<b>36.7</b>	<b>6.6</b>	<b>158.7</b>
Advances and nontrade	<b>8.3</b>	<b>32.1</b>	<b>3.5</b>	<b>43.9</b>
Short-term investments	<b>141.1</b>	–	–	<b>141.1</b>
Restricted cash	<b>7.0</b>	–	–	<b>7.0</b>
	<b>US\$1,379.4</b>	<b>US\$68.8</b>	<b>US\$10.1</b>	<b>US\$1,458.3</b>



At December 31, the credit quality per class of financial assets that were neither past due nor impaired follow (amounts in millions unless otherwise indicated):

	2022			
	Neither Past Due nor Impaired			Total
	Grade A	Grade B	Grade C	
Cash and cash equivalents:				
Cash in banks	US\$397.0	US\$–	US\$–	US\$397.0
Cash equivalents	440.3	–	–	440.3
Receivables:				
Trade	65.7	23.5	2.4	91.6
Advances and nontrade	13.5	3.8	3.0	20.3
Short-term investments	122.2	–	–	122.2
Restricted cash	25.0	–	–	25.0
	<b>US\$1,063.7</b>	<b>US\$27.3</b>	<b>US\$5.4</b>	<b>US\$1,096.4</b>

	2023			
	Neither Past Due nor Impaired			Total
	Grade A	Grade B	Grade C	
Cash and cash equivalents:				
Cash in banks	US\$421.0	US\$–	US\$–	US\$421.0
Cash equivalents	294.0	–	–	294.0
Receivables:				
Trade	58.7	42.1	4.9	105.7
Advances and nontrade	14.5	6.5	3.5	24.5
Short-term investments	155.6	–	–	155.6
Restricted cash	13.7	–	–	13.7
	<b>US\$957.5</b>	<b>US\$48.6</b>	<b>US\$8.4</b>	<b>US\$1,014.5</b>

	2024			
	Neither Past Due nor Impaired			Total
	Grade A	Grade B	Grade C	
Cash and cash equivalents:				
Cash in banks	<b>US\$514.0</b>	<b>US\$–</b>	<b>US\$–</b>	<b>US\$514.0</b>
Cash equivalents	<b>593.6</b>	–	–	<b>593.6</b>
Receivables:				
Trade	<b>57.3</b>	<b>50.0</b>	<b>8.1</b>	<b>115.4</b>
Advances and nontrade	<b>7.2</b>	<b>0.9</b>	<b>0.2</b>	<b>8.3</b>
Short-term investments	<b>141.1</b>	–	–	<b>141.1</b>
Restricted cash	<b>7.0</b>	–	–	<b>7.0</b>
	<b>US\$1,320.2</b>	<b>US\$50.9</b>	<b>US\$8.3</b>	<b>US\$1,379.4</b>

The credit quality of the financial assets was determined as follows:

Cash and cash equivalents, short-term investments and derivative financial assets - based on the credit standing of the counterparty.

Receivables - Grade A receivables pertain to those receivables from clients or customers that always pay on time or even before the maturity date. Grade B includes receivables that are collected on their due dates provided that they were reminded or followed up by the Group. Those receivables which are collected consistently beyond their due dates and require persistent effort from the Group are included under Grade C.



At December 31, the aging analyses of the receivables that were past due but not impaired follow (amounts in millions unless otherwise indicated):

2022					
Past Due but Not Impaired					
	1 to 30 Days	31 to 60 Days	61 to 120 Days	More than 120 Days	Total
Trade	US\$19.3	US\$5.3	US\$4.0	US\$6.1	US\$34.7
Advances and nontrade	0.4	0.2	–	10.8	11.4
	<b>US\$19.7</b>	<b>US\$5.5</b>	<b>US\$4.0</b>	<b>US\$16.9</b>	<b>US\$46.1</b>

2023					
Past Due but Not Impaired					
	1 to 30 Days	31 to 60 Days	61 to 120 Days	More than 120 Days	Total
Trade	US\$23.2	US\$4.0	US\$6.1	US\$9.8	US\$43.1
Advances and nontrade	0.7	0.2	0.8	7.4	9.1
	<b>US\$23.9</b>	<b>US\$4.2</b>	<b>US\$6.9</b>	<b>US\$17.2</b>	<b>US\$52.2</b>

2024					
Past Due but Not Impaired					
	1 to 30 Days	31 to 60 Days	61 to 120 Days	More than 120 Days	Total
Trade	US\$17.5	US\$5.1	US\$4.5	US\$9.6	US\$36.7
Advances and nontrade	5.7	0.5	15.2	10.7	32.1
	<b>US\$23.2</b>	<b>US\$5.6</b>	<b>US\$19.7</b>	<b>US\$20.3</b>	<b>US\$68.8</b>

### Capital Management

The primary objective of the Group's 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 Group considers total equity and debt as its capital. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares and raise additional debt through either the bond or loan markets or prepay existing debt. No changes were made in the objectives, policies or processes during the years ended December 31, 2022, 2023 and 2024.

The Group monitors capital using gearing ratio. Gearing ratio is total debt over net worth (total equity) where total debt includes long-term debt and loans payable.

The Group's policy is to keep the gearing ratio within two times.

	2022	2023	2024
Long-term debt	US\$2,133,847,418	US\$2,032,426,011	US\$2,486,819,421
Loans payable	337,020,000	139,562,649	167,504,595
Total debt (a)	<b>US\$2,470,867,418</b>	<b>US\$2,171,988,660</b>	<b>US\$2,654,324,016</b>
Net worth or total equity (b)	US\$1,726,671,963	US\$1,905,167,788	US\$1,904,126,854
Gearing ratio (a÷b)	1.43 times	1.14 times	1.39 times



## 29. Earnings Per Share Computation

The following table presents information necessary to calculate earnings per share:

	2022	2023	2024
Net income attributable to equity holders of the parent	US\$618,464,708	US\$511,529,938	US\$849,798,990
Adjustment for the effect of cumulative distribution on subordinated perpetual capital securities (Note 15.5)	(33,437,783)	(29,026,678)	(19,805,096)
Net income attributable to equity holders of the parent, as adjusted (a)	US\$585,026,925	US\$482,503,260	US\$829,993,894
Common shares outstanding at beginning of year	2,045,177,671	2,045,177,671	2,045,177,671
Weighted treasury shares	(8,338,621)	(13,596,351)	(12,371,238)
Weighted average shares outstanding (b)	2,036,839,050	2,031,581,320	2,032,806,433
Effect of dilutive stock grants	4,176,507	4,285,683	4,594,388
Weighted average shares outstanding adjusted for potential common shares (c)	2,041,015,557	2,035,867,003	2,037,400,821
Basic earnings per share (a÷b)	US\$0.287	US\$0.238	US\$0.408
Diluted earnings per share (a÷c)	US\$0.287	US\$0.237	US\$0.407

## 30. Other Matters

The Group is exposed to a number of trends, events, and uncertainties which can affect its recurring revenues and profits. These include levels of general economic activity and containerized trade volume in countries where it operates, as well as certain cost items, such as labor, fuel, and power. In addition, the Group operates in a number of jurisdictions other than the Philippines and collects revenues in various currencies. Appreciation of the US dollar relative to other major currencies may adversely affect the Group's reported levels of revenues and profits.

### International Tax Reform - Pillar Two Rules

The Pillar Two Global anti-Base Erosion rules (GloBE or Pillar Two Rules) propose new taxing mechanisms under which multinational enterprises would pay a minimum level of tax. Tax legislations implementing the GloBE Rules have been enacted or substantively enacted in certain jurisdictions where the Group operates. Such tax legislation, and the income taxes arising from it, are referred to as 'Pillar Two legislation' and 'Pillar Two income taxes', respectively.

As at December 31, 2024, the Group has no significant exposure arising from the Pillar Two legislation.

### Russia-Ukraine and Israel-Hamas Conflicts

On February 24, 2022, Russia launched a military attack on Ukraine that escalated an ongoing conflict.

On October 8, 2023, Israel officially declared war against the Palestinian militant group Hamas related to a surprise attack by Hamas. This declaration has triggered a potential escalation in the ongoing conflict, posing a threat to the stability of the region.

These events set several uncertainties with the potential to disrupt businesses and institutions and pose threat to world trade and economies, in general. The continuing effect of the situation on business and institutions could result in business continuity interference, trade disruptions, rising



prices of basic commodities including oil and power, among others. These events had no material impact on the Group's business.

The scale and duration of these developments and events remain uncertain as at March 5, 2025. It is not possible to estimate the overall impact of the wars' near-term and longer effects. The Group will continue to closely monitor the progress of these situations.

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### 31. Events After the Balance Sheet Date

#### KMT Extension of Concession Contract

In January 2025, the Port Authority of Kribi agreed to extend the concession agreement for the development, operation and maintenance activities of the multipurpose terminal at the Port of Kribi by KMT for another five (5) years. The amended agreement will expire in 2050.

#### Purchase of Treasury Shares

ICTSI acquired 3.2 million shares for US\$19.4 million since January 2025.

#### Vesting of SIP Awards

1.9 million treasury shares were issued to certain officers and employees of the Group on March 3, 2025 upon vesting of stock awards previously granted.



## **INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors  
International Container Terminal Services, Inc.  
ICTSI Administration Building, Manila International  
Container Terminal South Access Road, Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of International Container Terminal Services, Inc. and its subsidiaries (the Group) as at and for the years ended December 31, 2022, 2023 and 2024, and for each of the three years in the period then ended, and have issued our report thereon dated March 5, 2025. 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 Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, 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.

  
Martin C. Guantes

Partner

CPA Certificate No. 

Tax Identification No. 

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

BIR Accreditation No. 08-001998-052-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10465311, January 2, 2025, Makati City

March 5, 2025



**INDEPENDENT AUDITOR'S REPORT  
ON THE SCHEDULE OF RECONCILIATION  
OF RETAINED EARNINGS AVAILABLE  
FOR DIVIDEND DECLARATION**

The Stockholders and the Board of Directors  
International Container Terminal Services, Inc.  
ICTSI Administration Building,  
MICT South Access Road, Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of International Container Terminal Services, Inc. and Subsidiaries (the Group) as at December 31, 2022, 2023 and 2024, and for each of the three years in the period then ended, and have issued our report thereon dated March 5, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The accompanying Schedule of Reconciliation of Retained Earnings Available for Dividend Declaration is the responsibility of the Group's management. This schedule is presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and is not part of the basic consolidated financial statements. This has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, 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.

  
Martin C. Guantes

Partner

CPA Certificate No. 

Tax Identification No. 

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

BIR Accreditation No. 08-001998-052-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10465311, January 2, 2025, Makati City

March 5, 2025



## **INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

The Stockholders and the Board of Directors  
International Container Terminal Services, Inc.  
ICTSI Administration Building, Manila International  
Container Terminal South Access Road, Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of International Container Terminal Services, Inc. and its subsidiaries (the Group) as at and for the years ended December 31, 2022, 2023 and 2024, and for each of the three years in the period then ended and have issued our report thereon dated March 5, 2025. Our audits were made for the purpose of forming an opinion on the basic 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 and for the years ended December 31, 2022, 2023 and 2024 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

  
Martin C. Guantes

Partner

CPA Certificate No. 

Tax Identification No. 

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

BIR Accreditation No. 08-001998-052-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10465311, January 2, 2025, Makati City

March 5, 2025



**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**

**Schedule A. Financial Assets**

**December 31, 2024**

Financial Assets	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	Valued Based on Market Quotation at End of Reporting Period	Income Received and Accrued
Financial Assets at FVTPL					
Freestanding Derivatives	N/A	N/A	US\$14,409,113	N/A	US\$–
Amortized Cost					
Cash and Cash Equivalents	N/A	N/A	1,109,073,233	N/A	42,659,918
Receivables	N/A	N/A	192,489,983	N/A	–
Restricted Cash	N/A	N/A	6,976,680	N/A	304,888
Short-term Investments	N/A	N/A	141,069,913	N/A	16,107,446
Financial Assets at FVOCI					
Quoted Equity Shares	N/A	N/A	4,368,112	US\$4,368,112	–
Unquoted Equity Shares	N/A	N/A	658,530	N/A	–
			<b>US\$1,469,045,564</b>	<b>US\$4,368,112</b>	<b>US\$59,072,252</b>

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**

**Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)**

**December 31, 2024**

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Deductions		Current	Not Current	Balance at End of Period
			Amounts Collected	Amounts Written Off			

**NOT APPLICABLE**

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**  
**Schedule C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements**  
**December 31, 2024**

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Deductions			Current	Not current	Balance at End of Period
			Amounts collected	Amounts Written Off	Others			
Abbotsford Holdings, Inc.	US\$1,872,214	US\$2,044	(US\$585,133)	US\$–	(US\$69,886)	US\$–	US\$1,219,239	US\$1,219,239
Adriatic Gateway Container Terminal	–	290,074	(187,742)	–	17,078	–	119,410	119,410
Africa Gateway Terminal Co. Ltd.	683	–	–	–	–	–	683	683
Baltic Container Terminal Ltd.	–	464,180	(425,801)	–	–	–	38,379	38,379
Basra Gateway Terminal (BGT)	53,513	516,623	(502,453)	–	(23)	–	67,660	67,660
Batumi International Container Terminal LLC	44,025	431,483	(421,276)	–	(25)	–	54,207	54,207
Bauan International Port, Inc.	51,353	794,729	(776,669)	–	10	–	69,423	69,423
Catalyst Logistics Incorporated	1,435,278	632,752	(537,474)	–	(50,276)	–	1,480,280	1,480,280
Cavite Gateway Terminal, Inc.	661,591	41,443	–	–	(3,956)	–	699,078	699,078
CGSA B.V.	339	5,759	(2,371)	–	–	–	3,727	3,727
Contecon Guayaquil, S.A.	1,401,832	12,732,540	(60,198)	–	(25)	–	14,074,149	14,074,149
Contecon Manzanillo S.A.	2,524,425	24,976,971	(22,936,803)	–	50,345	–	4,614,938	4,614,938
CMSA BV	169	2,033	(1,186)	–	–	–	1,016	1,016
Davao Integrated Port and Stevedoring Services Corporation	156	–	(156)	–	–	–	–	–
East Java Multipurpose Terminal	222,354	727,294	(628,113)	–	(290)	–	321,245	321,245
Hijo International Port Services, Inc.	15,320	–	(16,200)	–	880	–	–	–
ICTSI Africa B.V.	339	4,065	(3,726)	–	–	–	678	678
ICTSI Americas B.V.	–	13,156	(7,954)	–	–	–	5,202	5,202
ICTSI Asia Pacific Business Services, Inc.	344,939	–	–	–	(33,544)	–	311,395	311,395
ICTSI Capital B.V.	344	20,243	(1,186)	–	(735)	–	18,666	18,666
ICTSI Global Cooperatief U.A.	169	200,002,281	(1,186)	–	(1)	–	200,001,263	200,001,263
IWI Container Terminal Holdings, Inc.	1,103,020	28,069,790	(27,998,073)	–	(47,176)	–	1,127,561	1,127,561

(Forward)

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Deductions			Current	Not current	Balance at End of Period
			Amounts collected	Amounts Written Off	Others			
ICTSI DR Congo S.A.	US\$413,138	US\$2,234,075	(US\$2,162,525)	US\$–	US\$235	US\$–	US\$484,923	US\$484,923
ICTSI Africa (Pty) Ltd.	23,677	–	–	–	(554)	–	23,123	23,123
ICTSI Africa Headquarters (PTY) Ltd.	11,345	244	–	–	(305)	–	11,284	11,284
ICTSI Far East Pte. Ltd.	59	1,391	(1,417)	–	3	–	36	36
ICTSI (Hong Kong) Ltd.	172	19	(98)	–	(5)	–	88	88
ICTSI Mauritius Ltd.	–	84,786	(122)	–	–	–	84,664	84,664
ICTSI Middle East DMCC	347,978	77,016,563	(76,693,225)	–	201,041	–	872,357	872,357
ICTSI Ltd. Regional Headquarters	327,461	20	–	–	(13,961)	–	313,520	313,520
ICTSI Project Delivery Services Co. Pte. Ltd.	644	–	(644)	–	–	–	–	–
ICTSI Oceania B.V.	169	2,033	(1,186)	–	–	–	1,016	1,016
ICTSI Rio Brasil	799,151	8,204,061	(7,593,992)	–	–	–	1,409,220	1,409,220
ICTSI South Pacific Limited	29,501	–	(29,501)	–	–	–	–	–
ICTSI Sudan B.V.	118,964	–	–	–	(753)	–	118,211	118,211
Intermodal Terminal Holdings, Inc.	3,508	2,416	–	–	(126)	–	5,798	5,798
IRB Logistica LTDA	21,659	34,183	(32,822)	–	–	–	23,020	23,020
Kribi Multipurpose Terminal	426,588	95,936	–	–	(771)	–	521,753	521,753
Laguna Gateway Inland Container Terminal, Inc.	85,964	321,159	(314,699)	–	(2,510)	–	89,914	89,914
Madagascar International Container Terminal Services, Ltd.	220,121	3,766,092	(3,564,194)	–	911	–	422,930	422,930
Manila North Harbour Port, Inc.	795,136	26,655,781	(27,054,608)	–	25,394	–	421,703	421,703
Mindanao International Container Terminal Services, Inc.	828,186	7,239,243	(7,511,431)	–	(7,689)	–	548,309	548,309
Motukea International Terminal Limited	747,704	1,037,587	(1,300,980)	–	(235)	–	484,076	484,076
Onne Multipurpose Terminal	–	293,506	(248,646)	–	(87)	–	44,773	44,773

(Forward)

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Deductions			Current	Not current	Balance at End of Period
			Amounts collected	Amounts Written Off	Others			
Operadora Portuaria								
Centroeamericana,	US\$53,805	US\$13,892,654	(US\$13,551,766)	US\$–	(US\$382)	US\$–	US\$394,311	US\$394,311
Pakistan International Container								
Terminal	1,250,645	–	–	–	(2,962)	–	1,247,683	1,247,683
Prime Staffers and Selection Bureau, Inc.	545	–	–	–	(23)	–	522	522
PT ICTSI Jasa Prima Tbk	308	–	(333)	–	25	–	–	–
PT Makassar Terminal Services, Inc.	99,392	–	(99,654)	–	262	–	–	–
PT Perusahaan Bongkar Muat Olah								
Jasa Andar	140,014	–	(143,190)	–	3,176	–	–	–
Sevilla Brokerage Incorporated	2,919,093	–	(642,726)	–	439,198	–	2,715,565	2,715,565
SPIA Colombia B.V.	339	2,371	(1,016)	–	–	–	1,694	1,694
SPIA Spain S.L.	77	69	–	–	(3)	–	143	143
South Cotabato Integrated Port								
Services, Inc.	11,843	1,042,219	(1,035,626)	–	239	–	18,675	18,675
South Pacific International Container								
Terminal Limited	1,128,670	1,935,127	(2,795,887)	–	(4,216)	–	263,694	263,694
Subic Bay International Terminal								
Holdings, Inc.	3,348,509	16,038,625	(15,314,625)	–	–	–	4,072,509	4,072,509
Tecplata S.A.	891,412	52,877	–	–	(3,774)	–	940,515	940,515
Tecon Suape, S.A.	206,082	12,959,733	(12,660,896)	–	(1,810)	–	503,109	503,109
Victoria International Container								
Terminal Ltd.	76,423	6,917,241	(6,415,565)	–	1,514	–	579,613	579,613
Yantai International Container								
Terminal Ltd.	38,264	57,117	(60,920)	–	1,503	–	35,964	35,964
<b>Total</b>	<b>US\$25,098,609</b>	<b>US\$449,614,588</b>	<b>(US\$234,325,994)</b>	<b>US\$–</b>	<b>US\$495,711</b>	<b>US\$–</b>	<b>US\$240,882,914</b>	<b>US\$240,882,914</b>

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**  
**Schedule D. Long-term Debt**  
**December 31, 2024**

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 "Noncurrent Portion of Long-term Debt" in Related Balance Sheet	Remarks
ITBV - Secured US Dollar Medium-term Bond		US\$395,701,376	US\$-	
ICTSI - Unsecured US Dollar Bond		-	394,962,234	
ITBV - Secured US Dollar Bond		-	292,792,063	
ICTSI - Unsecured US Dollar Term Loan		-	745,651,308	
IGFBV - Secured US Dollar Term Loan		8,695,267	239,821,500	
VICT - Secured AUD Bond		-	245,640,198	
ICTSI - Unsecured US Dollar Term Loan		-	99,247,854	
EJMT - Secured IDR Term Loan		-	47,310,037	
IDRC - Secured US Dollar Term Loan		6,000,000	-	
SPICTL - Secured PGK Term Loan		2,064,046	2,063,551	
CGSA - Secured US Dollar Term Loan		1,370,130	2,740,260	
ICTSI Nigeria - Secured NGN Term Loan		326,211	1,026,957	
MITL - Secured PGK Term Loan		619,165	619,164	
CLIA Pouso Alegre - Secured BRL Term Loan		168,100	-	
		US\$414,944,295	US\$2,071,875,126	

See Note 16 to the Audited Consolidated Financial Statements

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**  
**Schedule E. Indebtedness to Related Parties (Long-term Loans from Related Companies)**  
**December 31, 2024**

Name of Related Party	Balance at Beginning of Period	Balance at End of Period
NONE		

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**  
**Schedule F. Guarantees of Securities of Other Issuers**  
**December 31, 2024**

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 Owned by Person for which this Statement is Filed	Nature of Guarantee
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**NONE**

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**

**Schedule G. Capital Stock**

**December 31, 2024**

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding As Shown Under Related Balance Sheet Caption	Number of Shares Reserved for Options, Warrants, Conversion, and Other Rights	Number of Shares Held By		
				Subsidiaries	Directors, Officers and Employees	Others
<b>Preferred Shares</b>						
Preferred A Shares	993,000,000	3,800,000	–	3,800,000	–	–
Preferred B Shares	700,000,000	700,000,000	–	–	700,000,000	–
<b>Common Shares</b>	4,227,397,381	2,027,215,203	17,962,468	–	990,433,246	1,036,781,957

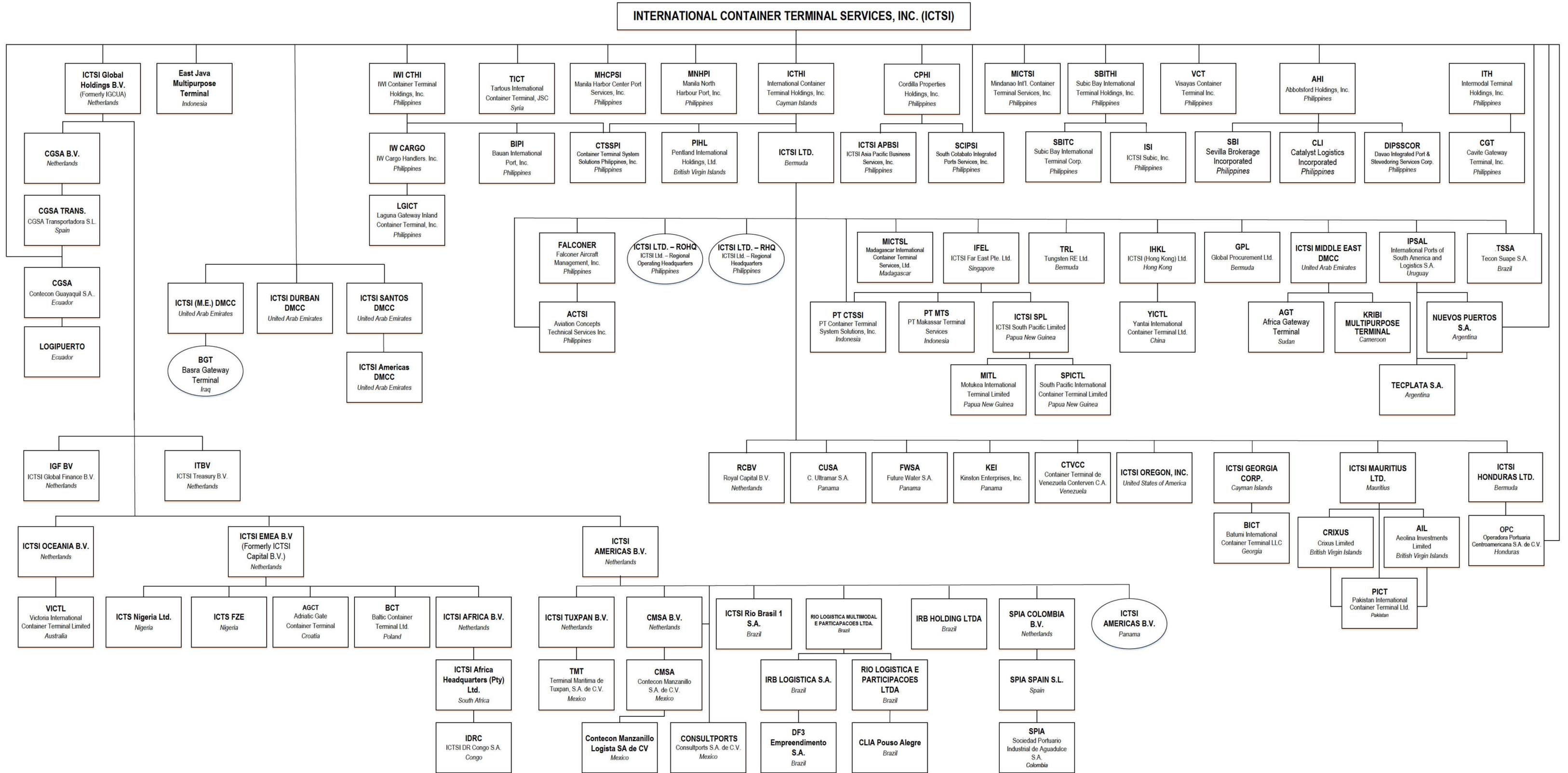
**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**  
**Schedule H. Amounts Payable to Related Parties which are Eliminated during the Consolidation of Financial Statements**  
**December 31, 2024**

Name and Designation of Creditor	Balance at Beginning of Period	Additions	Deductions		Current	Not current	Balance at End of Period
			Amounts paid	Others			
Adriatic Gateway Container Terminal	US\$344,727	US\$–	(US\$344,727)	US\$–	US\$–	US\$–	US\$–
Baltic Container Terminal Ltd.	33,897	–	(33,897)	–	–	–	–
Container Terminal Systems Solutions Philippines, Inc.	55	–	–	–	–	55	55
Cordilla Properties Holdings, Inc.	33,798	328,787	(328,640)	(1,439)	–	32,506	32,506
Davao Integrated Port and Stevedoring Services Corporation	–	1,524,820	(24,827)	(52,042)	–	1,447,951	1,447,951
ICTSI Americas B.V.	5	–	(5)	–	–	–	–
ICTSI Global Finance B.V.	146,328,747	4,073,552	–	(4,032,607)	1,065,512	145,304,180	146,369,692
ICTSI Ltd.	14,616,665	23,394,876	(13,029,902)	(1,711,608)	–	23,270,031	23,270,031
ICTSI Ltd. Regional Operating Headquarters	13,616,070	7,185,673	–	(6,068,406)	–	14,733,337	14,733,337
ICTSI Subic, Inc.	2,295,457	1,144,756	(1,165,074)	3,941	–	2,279,080	2,279,080
ICTSI South Pacific Limited	–	181,091	(157,397)	79	–	23,773	23,773
ICTSI Treasury B.V.	910,564,376	38,200,838	–	(145,304,964)	10,078,295	793,381,955	803,460,250
International Container Terminal Holdings, Inc.	64,063,223	–	(64,106,919)	76,384	–	32,688	32,688
IW Cargo Handlers, Inc.	89,750	111,255	–	2,543	–	203,548	203,548
Logipuerto S.A.	–	89	–	260	–	349	349
Manila Harbor Center Port Services Inc	399,002	63,117,327	–	(63,223,971)	–	292,358	292,358
Onne Multipurpose Terminal	26,443	–	(26,443)	–	–	–	–
Royal Capital B.V.	373,304,232	21,207,103	–	(82,892,564)	2,963,079	308,655,692	311,618,771
Subic Bay International Terminal Corporation	2,313,788	1,819,868	(1,857,995)	(1,275)	–	2,274,386	2,274,386
Visayas Container Terminal Inc	–	8,409,836	–	(5,342,116)	–	3,067,720	3,067,720
<b>Total</b>	<b>US\$1,528,030,235</b>	<b>US\$170,699,871</b>	<b>(US\$81,075,826)</b>	<b>(US\$308,547,785)</b>	<b>US\$14,106,886</b>	<b>US\$1,294,999,609</b>	<b>US\$1,309,106,495</b>

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**  
**Schedule I. Parent Company Retained Earnings Available for Dividend Declaration**  
**December 31, 2024**

		Amount
Unappropriated parent company retained earnings, beginning of reporting period		US\$471,611,606
Category A.	Items that are directly credited to unappropriated retained earnings	–
Category B.	Dividend declaration during the reporting period	(399,338,991)
Unappropriated parent company retained earnings, as adjusted		72,272,615
Add:	Parent company net income for the current year	542,910,413
Add/less:		
Category C.1	Unrealized mark-to-market gain on derivatives	(15,045,380)
	Unrealized foreign exchange gain	(3,958,454)
Category C.2	Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period	–
Category C.3	Unrealized mark-to-market gain on derivatives recognized in profit or loss in prior periods but reversed in the current reporting period	33,518,160
Adjusted parent company net income		557,424,739
Add/less:		
Category D.	Non-actual losses recognized in profit or loss during the reporting period	–
Category E.	Adjustments related to relief granted by the SEC and BSP	–
Category F.	Movement in deferred tax assets	5,049,905
	Movement in treasury shares	(37,110,806)
Unappropriated parent company retained earnings, end of reporting period available for dividend		US\$597,636,453

# ICTSI Group – Map of Subsidiaries



As of December 31, 2024

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**  
**Schedule of Financial Soundness Indicators**

	As at and for the Years Ended December 31	
	2023	2024
<b>Liquidity ratios</b>		
Current ratio <sup>(a)</sup>	1.69	<b>1.39</b>
Interest rate coverage ratio <sup>(b)</sup>	10.73	<b>11.17</b>
<b>Solvency ratios</b>		
Debt to equity ratio <sup>(c)</sup>	1.14	<b>1.39</b>
Asset to equity ratio <sup>(d)</sup>	3.80	<b>4.02</b>
<b>Profitability ratio</b>		
EBITDA margin <sup>(e)</sup>	63.0%	<b>65.0%</b>

*(a) Current assets over current liabilities*

*(b) EBITDA over interest expense and financing charges on borrowings*

*(c) Interest-bearing debt over total equity*

*(d) Total assets over total equity*

*(e) EBITDA over gross revenues from port operations*

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES**  
**Schedule of External Auditor Fee-related Information**

**Audit and non-audit fees of the Company and its subsidiaries**

	For the Years Ended December 31	
<i>Amounts in thousands</i>	2023	<b>2024</b>
<b>Total audit fees</b>	US\$1,511.9	<b>US\$1,434.0</b>
Non-audit services fees:		
Other assurance services	46.1	<b>9.6</b>
Tax services	220.0	<b>246.1</b>
All other services	78.4	<b>73.2</b>
<b>Total non-audit fees</b>	344.5	<b>328.9</b>
<b>Total audit and non-audit fees</b>	US\$1,856.4	<b>US\$1,762.9</b>

**Audit and non-audit fees of other related entities**

	For the Years Ended December 31	
<i>Amounts in thousands</i>	2023	<b>2024</b>
Audit fees	US\$–	<b>US\$–</b>
Non-audit services fees:		
Other assurance services	–	–
Tax services	–	–
All other services	–	–
<b>Total audit and non-audit fees of other related entities</b>	US\$–	<b>US\$–</b>

# Annex A: Reporting Template

(in Compliance with SEC Memorandum Circular No. 4 -2019)

International Container Terminal Services, Inc. (PSE Ticker: ICT, hereinafter “ICTSI” or the “Company”) first published its Sustainability Report (SR) in 2017 even before the issuance of the same was required by the Securities and Exchange Commission (SEC) Memorandum Circular No. 04-2019 (the “MC”). The Company issued its SR from 2017 up to 2024 using the Global Reporting Initiative’s (GRI) Sustainability Reporting Standards. A copy of the Company’s SR can be accessed on its official website: <https://www.ictsi.com/sustainability>.

The MC clearly states, on page 2 thereof, that: “For other companies already reporting in accordance with internationally recognized sustainability frameworks or standards, their sustainability reports shall be considered as their compliance.” Since the Company’s SR is based on GRI, which is an internationally recognized standard, its SR is considered as the Company’s compliance with the MC.

The Company indicated below the portions of its SR which complies with this Reporting Template for the SEC’s and its stockholders’ easy reference. This Reporting Template, with references to our SR, is attached to the Company’s 2024 Annual Report as required by the MC.

## Contextual Information

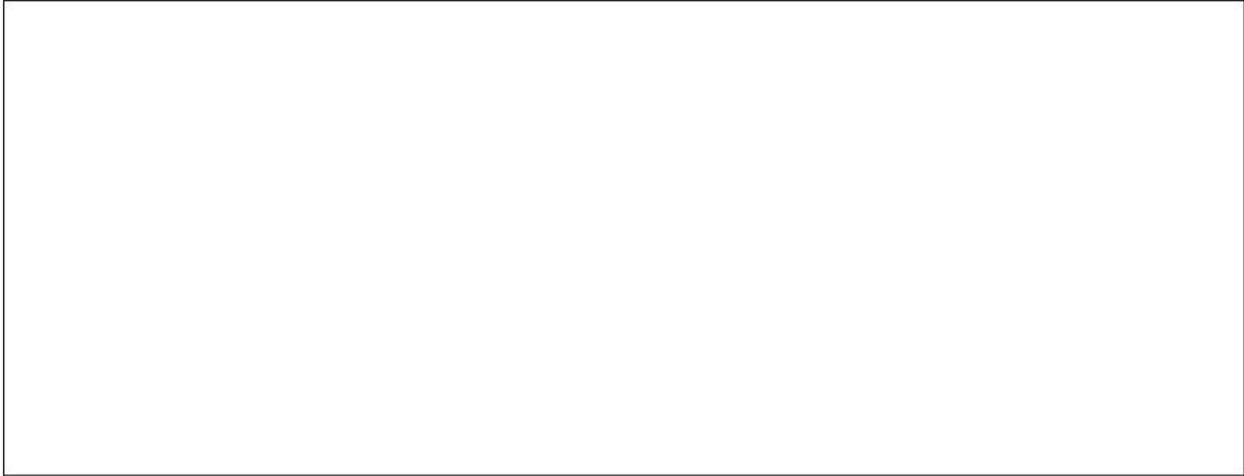
<b>Company Details</b>		*Please refer to the Sustainability Context section of the Company’s 2024 SR: <a href="https://www.ictsi.com/sustainability">https://www.ictsi.com/sustainability</a>
Name of Organization		
Location of Headquarters		
Location of Operations		
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*		
Business Model, including Primary Activities, Brands, Products, and Services		
Reporting Period		
Highest Ranking Person responsible for this report		

*\*If you are a holding company, you could have an option whether to report on the holding company only or include the subsidiaries. However, please consider the principle of materiality when defining your report boundary.*

## Materiality Process

<b>Explain how you applied the material topics.<sup>1</sup></b>	*Please refer to the About this Report section of the Company’s 2024 SR: <a href="https://www.ictsi.com/sustainability">https://www.ictsi.com/sustainability</a>	<b>in identifying your</b>
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<sup>1</sup> See [GRI 102-46](#) (2016) for more guidance.



**ECONOMIC**

Economic Performance

Direct Economic Value Generated and Distributed

\*Please refer to the Economy, Social and Governance sections of the Company's 2024 SR: <https://www.ictsi.com/sustainability>

Disclosure	Amount	Units
Direct economic value generated (revenue)		PhP
Direct economic value distributed:		
a. Operating costs		PhP
b. Employee wages and benefits		PhP
c. Payments to suppliers, other operating costs		PhP
d. Dividends given to stockholders and interest payments to loan providers		PhP
e. Taxes given to government		PhP
f. Investments to community (e.g. donations, CSR)		PhP

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<p><i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i></p> <p><i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i></p>	<p><i>(e.g. employees, community, suppliers, government, vulnerable groups)</i></p>	<p><i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i></p>

What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Identify risk/s related to material topic of the organization</i>		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Identify the opportunity/ies related to material topic of the organization</i>		

### Climate-related risks and opportunities<sup>2</sup>

Governance	Strategy	Risk Management	Metrics and Targets
Disclose the organization's governance around climate-related risks and opportunities	Disclose the actual and potential impacts <sup>3</sup> of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning where such information is material	Disclose how the organization identifies, assesses, and manages climate-related risks	Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material
Recommended Disclosures			
a) Describe the board's oversight of climate-related risks and opportunities	a) Describe the climate-related risks and opportunities the organization has identified over the short, medium and long term	a) Describe the organization's processes for identifying and assessing climate-related risks	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) Describe management's role in assessing and managing climate-related risks and opportunities	b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy and financial planning.	b) Describe the organization's processes for managing climate-related risks	b) Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets

<sup>2</sup> Adopted from the Recommendations of the Task Force on Climate-Related Financial Disclosures. The TCFD Recommendations apply to non-financial companies and financial-sector organizations, including banks, insurance companies, asset managers and asset owners.

<sup>3</sup> For this disclosure, impact refers to the impact of climate-related issues on the company.

	c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios including a 2°C or lower scenario	c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management	
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## Procurement Practices

### Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers		%

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>		
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>		

## Anti-corruption

### Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to		%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to		%
Percentage of directors and management that have received anti-corruption training		%
Percentage of employees that have received anti-corruption training		%

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify the opportunity/ies related to material topic of the organization</i>		

### Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption		#

Number of incidents in which employees were dismissed or disciplined for corruption		#
Number of incidents when contracts with business partners were terminated due to incidents of corruption		#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)  Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify the opportunity/ies related to material topic of the organization</i>		

## ENVIRONMENT

### Resource Management

\*Please refer to the Environment section of the Company's 2024 SR:

<https://www.ictsi.com/sustainability>

#### Energy consumption within the organization:

Disclosure	Quantity	Units
Energy consumption (renewable sources)		GJ
Energy consumption (gasoline)		GJ
Energy consumption (LPG)		GJ
Energy consumption (diesel)		GJ
Energy consumption (electricity)		kWh

#### Reduction of energy consumption

Disclosure	Quantity	Units
Energy reduction (gasoline)		GJ
Energy reduction (LPG)		GJ
Energy reduction (diesel)		GJ
Energy reduction (electricity)		kWh
Energy reduction (gasoline)		GJ

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify the opportunity/ies related to material topic of the organization</i>		
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Water consumption within the organization

Disclosure	Quantity	Units
Water withdrawal		Cubic meters
Water consumption		Cubic meters
Water recycled and reused		Cubic meters

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)  Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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Materials used by the organization

Disclosure	Quantity	Units
Materials used by weight or volume		
<ul style="list-style-type: none"> <li>renewable</li> </ul>		kg/liters

• non-renewable		kg/liters
Percentage of recycled input materials used to manufacture the organization's primary products and services		%

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
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Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	(identify all sites)	
Habitats protected or restored		ha
IUCN <sup>4</sup> Red List species and national conservation list species with habitats in areas affected by operations	(list)	

<b>What is the impact and where does it occur? What is the</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
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<sup>4</sup> International Union for Conservation of Nature

<b>organization's involvement in the impact?</b>		
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify the opportunity/ies related to material topic of the organization</i>		

## Environmental impact management

### Air Emissions

#### GHG

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Direct (Scope 1) GHG Emissions		Tonnes CO <sub>2</sub> e
Energy indirect (Scope 2) GHG Emissions		Tonnes CO <sub>2</sub> e
Emissions of ozone-depleting substances (ODS)		Tonnes

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>

<i>linked to impacts through its business relationship)</i>		
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>		
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>		

Air pollutants

Disclosure	Quantity	Units
NO <sub>x</sub>		kg
SO <sub>x</sub>		kg
Persistent organic pollutants (POPs)		kg
Volatile organic compounds (VOCs)		kg
Hazardous air pollutants (HAPs)		kg
Particulate matter (PM)		kg

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)  Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>		

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Identify the opportunity/ies related to material topic of the organization</i>		

## Solid and Hazardous Wastes

### Solid Waste

Disclosure	Quantity	Units
Total solid waste generated		kg
Reusable		kg
Recyclable		kg
Composted		kg
Incinerated		kg
Residuals/Landfilled		kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)  Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Identify risk/s related to material topic of the organization</i>		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Identify the opportunity/ies related to material topic of the organization</i>		

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated		kg
Total weight of hazardous waste transported		kg

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>		
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>		

Effluents

Disclosure	Quantity	Units
Total volume of water discharges		Cubic meters
Percent of wastewater recycled		%

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
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<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>		
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>		

## Environmental compliance

### Non-compliance with Environmental Laws and Regulations

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Total amount of monetary fines for non-compliance with environmental laws and/or regulations		PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations		#
No. of cases resolved through dispute resolution mechanism		#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>(e.g. employees, community, suppliers, government, vulnerable groups)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>

<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>		
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<i>Identify the opportunity/ies related to material topic of the organization</i>		

## SOCIAL

### Employee Management

### Employee Hiring and Benefits

#### Employee data

\*Please refer to the Social section of the Company's 2024 SR:  
<https://www.ictsi.com/sustainability>

Disclosure	Quantity	Units
Total number of employees <sup>5</sup>		
a. Number of female employees		#
b. Number of male employees		#
Attrition rate <sup>6</sup>		rate
Ratio of lowest paid employee against minimum wage		ratio

#### Employee benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS			
PhilHealth			
Pag-ibig			
Parental leaves			
Vacation leaves			
Sick leaves			
Medical benefits (aside from PhilHealth))			
Housing assistance (aside from Pag-ibig)			
Retirement fund (aside from SSS)			
Further education support			
Company stock options			
Telecommuting			
Flexible-working Hours			
(Others)			

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>

<sup>5</sup> Employees are individuals who are in an employment relationship with the organization, according to national law or its application ([GRI Standards 2016 Glossary](#))

<sup>6</sup> Attrition are = (no. of new hires – no. of turnover)/(average of total no. of employees of previous year and total no. of employees of current year)

<i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

Employee Training and Development

Disclosure	Quantity	Units
Total training hours provided to employees		
a. Female employees		hours
b. Male employees		hours
Average training hours provided to employees		
a. Female employees		hours/employee
b. Male employees		hours/employee

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

Labor-Management Relations

Disclosure	Quantity	Units
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% of employees covered with Collective Bargaining Agreements		%
Number of consultations conducted with employees concerning employee-related policies		#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

#### Diversity and Equal Opportunity

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
% of female workers in the workforce		%
% of male workers in the workforce		%
Number of employees from indigenous communities and/or vulnerable sector*		#

\*Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>

<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

## Workplace Conditions, Labor Standards, and Human Rights

### Occupational Health and Safety

Disclosure	Quantity	Units
Safe Man-Hours		Man-hours
No. of work-related injuries		#
No. of work-related fatalities		#
No. of work related ill-health		#
No. of safety drills		#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

### Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor		#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the company policy
Forced labor		
Child labor		
Human Rights		

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

### Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:

\_\_\_\_\_

Do you consider the following sustainability topics when accrediting suppliers?

Topic	Y/N	If Yes, cite reference in the supplier policy
Environmental performance		
Forced labor		
Child labor		
Human rights		
Bribery and corruption		

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms,</i>

<i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>and/or projects, programs, and initiatives do you have to manage the material topic?</i>
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

Relationship with Community

Significant Impacts on Local Communities

<b>Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)</b>	<b>Location</b>	<b>Vulnerable groups (if applicable)*</b>	<b>Does the particular operation have impacts on indigenous people (Y/N)?</b>	<b>Collective or individual rights that have been identified that or particular concern for the community</b>	<b>Mitigating measures (if negative) or enhancement measures (if positive)</b>

*\*Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: \_\_\_\_\_

<b>Certificates</b>	<b>Quantity</b>	<b>Units</b>
FPIC process is still undergoing		#
CP secured		#

<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

## Customer Management

### Customer Satisfaction

<b>Disclosure</b>	<b>Score</b>	<b>Did a third party conduct the customer satisfaction study (Y/N)?</b>
Customer satisfaction		

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i>  <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

### Health and Safety

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
No. of substantiated complaints on product or service health and safety*		#
No. of complaints addressed		#

\*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

Marketing and labelling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labelling*		#
No. of complaints addressed		#

\*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*		#
No. of complaints addressed		#
No. of customers, users and account holders whose information is used for secondary purposes		#

\*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>
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<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data		#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<i>Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)</i> <i>Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)</i>	<i>What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?</i>

<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
<i>Identify risk/s related to material topic of the organization</i>	
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<i>Identify the opportunity/ies related to material topic of the organization</i>	

## UN SUSTAINABLE DEVELOPMENT GOALS

### Product or Service Contribution to UN SDGs

Key products and services and its contribution to sustainable

Please refer to the About this Report section of the Company's 2024 SR: <https://www.ictsi.com/sustainability>, and the sustainability initiatives featured throughout the SR which target specific UN SDGs

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact

*\* None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.*