

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b) OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

- Preliminary Information Statement
 Definitive Information Statement

2. Name of Registrant as specified in its charter

INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.

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

Manila, Philippines

4. SEC Identification Number

147212

5. BIR Tax Identification Code

000-323-228

6. Address of principal office

iCTSI Administration Building, Manila International Container Terminal, South Access
Road, Manila

Postal Code

1012

7. Registrant's telephone number, including area code

+632 82454101

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

April 16, 2026, 10:00 a.m., to be conducted virtually through
<https://www.ictsi.com/2026asm>

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

Mar 18, 2026

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

N/A

Address and Telephone No.

N/A

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

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common stock outstanding (as of March 12, 2026)	2,020,914,445

13. Are any or all of registrant's securities listed on a Stock Exchange?

Yes No

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange - Common stock

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



International Container Terminal Services, Inc. ICT

**PSE Disclosure Form 17-5 - Information Statement for Annual or
Special Stockholders' Meeting**
*References: SRC Rule 20 and
Section 17.10 of the Revised Disclosure Rules*

Date of Stockholders' Meeting	Apr 16, 2026
Type (Annual or Special)	ANNUAL
Time	10:00 A.M.
Venue	To be conducted virtually through https://www.ictsi.com/2026asm
Record Date	Mar 12, 2026

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End date	N/A

Other Relevant Information

Please see attached Definitive Information Statement of International Container Terminal Services, Inc. (ICTSI).

Filed on behalf by:

Name	Arthur Tabuena
Designation	Vice President, Global Investor Relations

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS**

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter: **International Container Terminal Services, Inc.**

3. Province, country or other jurisdiction of incorporation or organization: **Manila, Philippines**

4. SEC Identification Number: **147212**

5. BIR Tax Identification Code: **000-323-228**

6. Address of Principal Office: **ICTSI Administration Building, Manila International Container Terminal South Access Road, Manila, Philippines**
Postal Code **1012**

7. Registrant's telephone number, including area code: **(632) 8245-4101**

8. Date, time, and place of the meeting of security holders:
Date: **April 16, 2026**
Time: **10:00 a.m.**
Place: **To be conducted virtually through <https://www.ictsi.com/2026asm>**

9. Approximate date on which the Information Statement is first to be sent or given to security holders:
March 18, 2026

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

Title of Each Class	Number of Shares of Common Stock Outstanding as of March 12, 2026
Common Stock, P1.00 par value	2,020,914,445

Amount of consolidated debt outstanding as of December 31, 2025: **USD 3,151.4 Million**

11. Are any or all of registrant's securities listed in a Stock Exchange? Yes No
Name of Stock Exchange: **Philippine Stock Exchange**
Class of Securities Listed: **Common Stock**

**ICTSI MANAGEMENT IS NOT SOLICITING PROXIES FOR THIS ANNUAL STOCKHOLDERS' MEETING.
PLEASE DO NOT SEND ICTSI MANAGEMENT YOUR PROXY.**



INFORMATION REQUIRED IN INFORMATION STATEMENT

TABLE OF CONTENT

A. GENERAL INFORMATION	4
Item 1. Date, Time, and Place of Annual Meeting of Stockholders	4
Item 2. Dissenters' Right of Appraisal	4
Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon	4
B. CONTROL AND COMPENSATION INFORMATION	4
Item 4. Voting Securities and Principal Holders Thereof	4
Item 5. Directors and Executive Officers	7
Item 6. Compensation of Directors and Executive Officers	21
Item 7. Independent Public Accountants	22
Item 8. Compensation Plans	23
C. ISSUANCE AND EXCHANGE OF SECURITIES	23
Item 9. Authorization or Issuance of Securities Other than for Exchange	24
Item 10. Modification or Exchange of Securities	24
Item 11. Financial and Other Information	24
Item 12. Mergers, Consolidations, Acquisitions and Similar Matters	24
Item 13. Acquisition or Disposition of Property	24
Item 14. Restatement of Accounts	24
D. OTHER MATTERS	24
Item 15. Action with Respect to Reports	24
Item 16. Matters Not Required to be Submitted	25
Item 17. Amendment of Charter, Bylaws or Other Documents	25
Item 18. Other Proposed Action	25
Item 19. Voting Procedures	26
Item 20. Proxies	26
Item 21. Annexes to the Information Statement	27

A. GENERAL INFORMATION

ITEM 1. DATE, TIME, AND PLACE OF ANNUAL MEETING OF STOCKHOLDERS

Date: **April 16, 2026**

Time: **10:00 a.m.**

Place: **To be conducted virtually through <https://www.ictsi.com/2026asm>**

Complete Mailing Address of the Principal Office: **ICTSI Administration Building, Manila International Container Terminal, South Access Road, Manila**

Approximate Date Information Statement is to be sent to Stockholders entitled to notice and vote: **March 18, 2026.**

ITEM 2. DISSENTERS' RIGHT OF APPRAISAL

Under Section 80 of the Revised Corporation Code ("RCC"), any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his/her shares in the following instances:

- a. Amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- b. Sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets as provided in the RCC;
- c. Merger or consolidation; and
- d. Investment of corporate funds for any purpose other than the primary purpose of the corporation.

The dissenting stockholder who votes against a proposed action may exercise the right of appraisal by making a written demand on the Company for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken. Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the Company shall pay the Stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

The Matters, i.e. the Agenda Items, to be acted upon by the Stockholders at the ASM do not relate to the matters under Section 80.

ITEM 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

None of the Directors or Executive Officers of the Company has substantial interest, direct or indirect, by security holdings or otherwise, in any of the Matters to be acted upon at the Annual Stockholders' Meeting ("ASM"). None of the Directors has informed the Company of his intention to oppose any of the Matters.

B. CONTROL AND COMPENSATION INFORMATION

ITEM 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

- 4.a.** As of December 31, 2025, Common Shares issued and outstanding were 2,018,828,262 shares (excluding 26,349,409 Treasury Shares). Preferred A and B Shares outstanding as of the same date were 3,800,000 shares and 700,000,000 shares, respectively.

<u>Voting/Non Voting Shares</u>	<u>Type of Securities</u>	<u>No. of Foreign Owned shares</u>	<u>No. of Local Owned shares</u>	<u>No. of Outstanding shares</u>
Voting shares	Common shares	724,493,013	1,294,335,249	2,018,828,262
Voting shares	Preferred B shares	-	700,000,000	700,000,000
Total Outstanding Voting shares		724,493,013	1,994,335,249	2,718,828,262
Foreign Ownership Level of Total Outstanding Voting shares		26.65%		
Non Voting shares	Preferred A shares	3,800,000		3,800,000
Foreign Ownership Level of Total Outstanding Voting and Non-		26.75%		

4.b. Only Stockholders of record at the close of business on March 12, 2026 (the “Record Date”) are entitled to notice and to vote at the ASM. The Common Shares and Preferred B Shares will vote on matters scheduled to be taken up at the ASM with each share being entitled to cast one (1) vote.

4.c. Pursuant to Article I, Section 8 of the Company By-Laws on the election of Directors, a Stockholder entitled to vote has a right to cumulate his shares and give one candidate as many votes as the number of Directors to be elected, multiplied by the number of shares. Details of the Voting Procedure are discussed under Item 19 of the Information Statement.

4.d. **Security Ownership of Certain Record and Beneficial Owners**

4.d.i. **Beneficial Owners (Direct and Indirect) of More than Five Percent (5%) of the Registrant’s Voting Securities as of December 31, 2025**

Class of Share	Name, Address of Record Owner	Name, Address of Beneficial Owner / Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage ¹
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	340,098,720	12.51%
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 Kris Serrano, Trust and Securities Services Head, only holds a legal title as custodian in favor of various clients and is not the beneficial owner of the lodged shares.	Foreign	166,819,111	6.14%

¹ Percentage ownerships were computed using total number of issued and outstanding common shares, preferred B voting shares of 2,718,828,262 (which excludes treasury shares and preferred A non-voting shares as at December 31, 2025).

Class of Share	Name, Address of Record Owner	Name, Address of Beneficial Owner / Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage ¹
Common	PCD Nominee Corporation (Filipino) Philippine Central Depository, Inc. 29 th Floor, BDO Equitable Tower, 8751 Paseo de Roxas, Makati City	AB Capital Securities, Inc., Units 1911-1912, 19/F, PSE Tower, 5th Avenue corner 28th St., Bonifacio Global City, Taguig, Metro Manila Represented by Corrine Hazel G. Tañedo, President, only hold legal title as custodian in favor of various clients and is not the beneficial owner of the lodged shares.	Filipino	506,675,461	18.64%
Common	Bravo International Port Holdings, Inc. 19th Floor, Liberty Center, 104 H.V. dela Costa St., Salcedo Village, Makati City	Enrique K. Razon Jr. President of Bravo International Port Holdings, Inc.	Filipino	279,675,000	10.29%
Preferred B	Achillion Holdings, Inc. 17 th Floor, Liberty Center, 104 H.V. dela Costa St., Salcedo Village, Makati City	Enrique K. Razon Jr. President of Achillion Holdings, Inc.	Filipino	700,000,000	25.75%

4.d.ii. Security Ownership of Directors and Management as of December 31, 2025

Class of Share	Name of Beneficial Owner	Citizenship	Amount and nature of beneficial ownership (D) Direct and (I) Indirect	Percentage ²
Common & Preferred B	Enrique K. Razon Jr. ³	Filipino	1,682,230,747 D & I	61.87% ⁴
Common	Carlos C. Ejercito	Filipino	10 D	0.00%
Common	Chief Justice Diosdado M. Peralta (ret)	Filipino	38,950 I	0.00%
Common	Jose C. Ibazeta	Filipino	1,484,260 D & I	0.05%
Common	Stephen A. Paradies	Filipino	4,296,603 D & I	0.16%
Common	Andres Soriano III	American	650,481 I	0.02%
Common	Christian R. Gonzalez	Filipino	834,970 I	0.03%
Common	Caroline C. Causon	Filipino	52,323 I	0.00%
Common	Emilio Manuel V. Pascua	Filipino	124,886 I	0.00%
Common	Arlyn L. McDonald	Filipino	136,183 I	0.01%
Common	Lirene C. Mora	Filipino	83,057 I	0.00%
Common	Narlene A. Soriano	Filipino	108,699 D & I	0.00%
Common	Arnie D. Tablante	Filipino	138,236 I	0.01%
Common	Arthur Quintin R. Tabuena	Filipino	80,040 I	0.00%
Common	Benjamin M. Gorospe III	Filipino	37,694 I	0.00%

² Percentage ownerships were computed using total number of issued and outstanding common and preferred B voting shares of 2,718,828,262 (which excludes treasury shares and preferred A non-voting shares) as at December 31, 2025.

³ Shares in the name of Enrique K. Razon Jr. and the Razon Group.

⁴ The percentage ownership of Enrique K. Razon Jr. and the Razon Group is at 61.79% if based on the total number of issued and outstanding common shares, preferred B voting shares and preferred A non-voting shares of 2,722,628,262 (which excludes treasury shares) as at December 31, 2025.

4.d.iii. Voting Trust Holders of 5% or more

There are no voting trust holders of 5% of more to disclose.

4.d.iv. Changes in Control

There were no changes in control to disclose.

ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS

5.a. Information Required of Directors and Executive Officers of the Company

5.a.i. List of Nominees to the Board of Directors

Office	Name	Citizenship	Age
Chairman of the Board and President	Enrique K. Razon Jr.	Filipino	66
Independent Director	Enrique M. Aboitiz ⁵	Filipino	72
Independent Director	Chief Justice Diosdado M. Peralta (ret.)	Filipino	73
Director	Jose C. Ibazeta	Filipino	83
Director	Stephen A. Paradies	Filipino	72
Director	Andres Soriano III	American	74
Director	Martin O'Neil	American/ Irish	65

5.a.ii. List of Incumbent Executive Officers of ICTSI

Office	Name	Citizenship	Age
Executive Vice President and Compliance Officer	Christian Martin R. Gonzalez	Filipino	50
Senior Vice President, Global Corporate Planning and Financial Services	Caroline C. Causon	Filipino	48
Chief Financial Officer and Chief Risk Officer	Emilio Manuel V. Pascua	Filipino	48
Vice President, Global Financial Controller	Arlyn L. McDonald	Filipino	48
Vice President, Treasurer	Arnie D. Tablante	Filipino	53
Vice President, Head of Global Corporate Legal Affairs	Lirene C. Mora	Filipino	46
Vice President, Head of Global Public Relations	Narlene A. Soriano	Filipino	67
Vice President, Head of Global Investor Relations	Arthur Quintin R. Tabuena	Filipino	59
Corporate Secretary	Amabelle C. Asuncion ⁶	Filipino	49
Asst. Corporate Secretary	Benjamin Edison M. Gorospe III	Filipino	58

⁵ Effective 1 January 2026, **Mr. Enrique M. Aboitiz** was appointed as Independent Director to serve the unexpired term of the late Mr. Cesar Buenaventura, who passed away on 10 December 2025.

⁶ Effective 1 January 2026, **Atty. Amabelle C. Asuncion** was appointed as the Corporate Secretary to serve the unexpired term of Atty. Silverio Benny J. Tan who retired effective 31 December 2025.

5.a.iii. List of Incumbent Regional Heads and Global Corporate Officers for ICTSI Group

Office	Name	Citizenship	Age
Senior Vice President, Regional Head – Latin America	Anders Kjeldsen	Danish	55
Senior Vice President, Regional Head – Europe & Middle East and Africa	Hans-Ole Madsen	Danish	59
Senior Vice President, Head of Global Commercial	Humberto Godfried Wieske	Dutch	61
Vice President, Global Engineering	Nathan A. Clarke	Australian	43
Vice President, Head of Global Corporate Human Resources	Michael Robin Cruickshanks	British	67
Vice President, Global Chief Information Officer	Brian Hibbert	British	57
Vice President, Head of Global Procurement	Damien Samuel Huppert	French	48
Vice President, Senior Administration Officer	Vivien F. Miñana	Filipino	61
Vice President, Head of Global Multimodal Logistics Solutions	Rene Marcel Wernli	German	56

5.b.iv. Profiles of the Nominees to the Board of Directors

Section 10, Article I of ICTSI's By-Laws provide non-controlling shareholders a right to nominate candidates for the Board of Directors. The amendment of ICTSI's By-Laws to incorporate the provisions of Section 38 of the SRC was approved by the SEC on June 23, 2010.

None of the Directors has resigned or declined to stand for re-election to the Board of Directors since the date of the last ASM.

The Certificates of Independent Directors are hereto attached as **Schedules "1" to "2"**.

The persons below have been nominated to the Board for election at the ASM and have accepted their respective nominations during the nomination period from March 7, 2026 to March 27, 2026. Only nominees whose names appear on the final list of candidates are eligible for election as Director. No nominations will be entertained or allowed on the floor during the ASM.

The Certification that none of the Directors and Officers are connected with any government agencies or its instrumentalities is hereto attached as **Schedule "3"**.

Enrique K. Razon Jr.

Mr. Razon is a Director of ICTSI* since 1987 and its Chairman since 1995.

Concurrently, he is the President of ICTSI, Chairman and Chief Executive Officer of Bloomberry Resorts Corporation*, Razon & Co., Inc, Prime Strategic Holdings, Inc., IWI Container Terminal Holdings, Inc., Razon Industries, Inc., Sureste Realty Corporation, Quasar Holdings, Inc., Achillion Holdings, Inc., Collingwood Investment Company Ltd., Bravo International Port Holdings, Inc., Alpha International Port Holdings, Inc., and Provident Management Group, Inc.; the Chairman of Trident Water Company Holdings Inc., Manila Water Company, Inc.*, ICTSI Foundation, Inc., Prime Infrastructure Foundation, Inc., Prime Infrastructure Capital, Inc., Sureste Properties, Inc., Monte Oro Resources and Energy, Inc., Bloomberry Resorts & Hotels, Inc., Pilipinas Golf Tournament, Inc., and ICTSI (Hongkong) Ltd.; a Director of Pentland International Holdings Ltd., CLSA Exchange Capital, and Xcell Property Ventures, Inc.

He is a member of the US-Philippine Society and the ASEAN Business Club Philippines, Inc. Mr. Razon was conferred a degree of Doctor of Science in Logistics *Honoris Causa* by the De La Salle University, Manila, and an Honorary Doctorate in Management by the Asian Institute of Management.

*Publicly-listed Corporation

Enrique M. Aboitiz

Mr. Aboitiz is an Independent Director since January 1, 2026. He is also Chairman of the Related Party Transactions Committee and a member of the Audit Committee, Corporate Governance Committee, Environment, Social and Governance Sub-Committee, and the Board Risk Oversight Committee of ICTSI.

Concurrently, he is the Chairman of the Board of Aboitiz Equity Ventures, Inc. and a director of Aboitiz & Company, the privately held holding company of the Aboitiz Group.

Mr. Aboitiz currently sits on the boards of a diverse set of companies across multiple sectors, including Amanpulo Holding Company, Seven Seas, QEV Electro Mobility, BlueVoyant Cybersecurity, AWC Wine Distribution, and Nice Tech Holdings (Frozen Fruit), as well as several other boards spanning technology, infrastructure, consumer, and investment businesses.

He has previously served as Chairman of Aboitiz Power Corporation and Aboitiz Land, Inc., and has held numerous board and leadership positions across the Aboitiz Group of Companies. Mr. Aboitiz has also served in institutions such as the Marina Board and the Board of the Philippine Stock Exchange.

Mr. Aboitiz completed his Bachelor of Science in Business Administration major in Economics at Gonzaga University in Spokane, Washington in 1974, after finishing the first two years of college at De La Salle University–Manila in 1972.

**Publicly-listed Corporation*

Jose C. Ibazeta

Mr. Ibazeta is a Director since December 24, 1987. Concurrently, he is a Director of Phelps Dodge Energy Products, Phil Stratbase Consultancy, Inc., Vicinetum Holdings, Inc., ICTSI Ltd., Consultant to the Chairman of A. Soriano Corporation and Radio Veritas Global Broadcasting System, Inc.

He is also a Trustee of Andres Soriano Foundation, Inc. and ICTSI Foundation, Inc.

Formerly, he was a Director of Prime Metro Holdings Corporation and Phil Stratbase Consultancy, Inc.; Director, President and Chief Operating Officer of A Soriano Corporation; Chairman of Atlas Consolidated Mining and Development Corporation; Director of Ten Knots Development Corporation and AG&P International Holdings, Inc.; 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.; Vice Chairman of Phil Stratbase Consultancy, Inc., President of A Soriano Air Corporation; Chairman and President of Pamalican Island Holdings, Inc; and Director and President of Seven Seas Resorts & Leisure, Inc.

He has also served as Acting Secretary of Department of Energy; President and Chief Executive Officer of Power Sector Assets and Liabilities Management Corporation; Ambassador designate to Iraq and Special Envoy to Middle East Countries in-charge of Humanitarian and Reconstruction Efforts in Iraq.

He received his Bachelor of Science in Economics degree from the Ateneo de Manila University in 1963 and his Master's Degree in Business Administration from the University of San Francisco, USA in 1968. He completed all academic requirements and passed the comprehensive exams for a Master of Business Administration in Banking and Finance from the New York University in 1975.

**Publicly-listed Corporation*

Chief Justice Diosdado M. Peralta (ret.)

Chief Justice Peralta (ret.) 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*, Philippine Business Bank*, Manila Water Company, Inc.*, 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. As Chief Justice, he served as Chairman of the Judicial Bar Council and the Philippine Judicial Academy. Prior to that, he served as Associate Justice of the Supreme Court; Presiding Judge of the Sandiganbayan; Chairman of the House Electoral Tribunal, Senate Electoral Tribunal, and Presidential Electoral Tribunal.

Chief Justice Peralta completed his Bachelor of Science degree in San Juan de Letran in 1974 and his Bachelor of Laws degree at the University of Santo Tomas in 1979. He was admitted to the Bar in 1980. He received a Doctor of Laws degree, Honoris Causa, from Northwestern University, Laoag City, Ilocos Norte in 2010 and a Doctorate Degree, Honoris Causa from Tarlac State University in January 2021.

**Publicly-listed Corporation*

Stephen George A. Paradies

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 serves as Chairman of Prime Electric Holdings, Inc., MORE Electric & Power Corp., Negros Electric & Power Corp., Bohol Light Company, and Prime Metro BMD Corp.; Chairman of PrimeCoreGen group**; Director of Prime Infrastructure Capital, Inc., The Country Club, Inc., Apex Mining Co. Inc.*, Sureste Properties, Inc. and Manila Water Company, Inc.*; and a Trustee of Bloomberry Cultural Foundation, Inc.

Mr. Paradies previously 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 Union Investments Corp.

He received his Bachelor of Science Degree, Major in Business Management, from the Santa Clara University, California, USA.

**Publicly-listed Corporation*

***The group consists of 19 gas and LNG companies.*

Andres Soriano III

Mr. Soriano is a Director of ICTSI* since July 1992 and serves as Chairman of its Remuneration Sub-Committee.

Concurrently, he is Chairman and Chief Executive Officer of A. Soriano Corporation*; Chairman and President of Anscor Consolidated Corp.; Chairman of Seven Seas Resorts and Leisure, Inc., and Pamalican Resort, Inc., Director of Phelps Dodge International Philippines, Inc. and Phelps Dodge Philippines Energy Products Corporation, and a Trustee of The Andres Soriano Foundation, Inc..

Mr. Soriano formerly held directorship and top executive roles in various private companies, such as San Miguel Corporation, Coca-Cola (Philippines), Coca-Cola Amatil (Australia), and Nestle (Philippines).

He received his Bachelor of Science degree in Economics, major in Finance and International Business, from Wharton School of Finance and Commerce, University of Pennsylvania, USA in 1972.

**Publicly-listed Corporation*

Martin O'Neil

Mr. O'Neil is a Senior Financial Advisor of ICTSI Ltd., part of the ICTSI Group. He has been with the ICTSI Group since 2006 serving in various roles such as Senior Vice President, Chief Financial Officer, and

Executive Vice President until he retired in 2018. He also served as a board director of various subsidiaries of the ICTSI Group.

He is also currently a Director, Vice Chairman and Chief Financial Advisor to the Board of Prime Infrastructure Capital Inc., which is part of the Razon group of companies.

Since 2017, he has been a Director of the Bank of the Philippine Islands (Europe), a Publicly Listed Company in United Kingdom. From 2001 to 2003, he was the Head of the London office of Telegraph Hill Communications Partners, a San Francisco based firm advising on private equity investments and management of private equity portfolio companies. He was a Managing Director of JP Morgan & Co., where he was active in project finance, capital markets and mergers and acquisitions in New York, Hong Kong, and London. He was a Director of JP Morgan Capital Corporation, the JP Morgan's private equity investment arm, and it was during this time that he invested in and served as a Director of ICTSI International Holdings Corp. He joined JP Morgan & Co. in 1984.

Mr. O'Neil is a dual citizen of USA and Ireland and graduated from Harvard College in Cambridge, Massachusetts, USA, with a BA degree (cum laude) in 1983, and was also named as a Harvard College Scholar. He currently serves as a member of Harvard's Committee on University Resources and a member of the Directors Council of the Royal Institute for International Affairs (Chatham House) in the United Kingdom.

5.a.v. Profiles of the Incumbent Executive Officers

Below is the summary of the qualifications of the incumbent Executive Officers. None of the Officers are connected with any government agencies or its instrumentalities.

Christian Martin R. Gonzalez

Executive Vice President, Chief Compliance Officer and Chief Sustainability Officer

He is the Global Corporate Head of ICTSI Group of Companies. He previously served as Vice President, Regional Head – Asia Pacific Region and MICT.

Within ICTSI Group, he is the Chairman and President of Sevilla Brokerage Incorporated, Catalyst Logistics, Incorporated, ICTSI Subic, Inc., Intermodal Terminal Holdings, Inc., IW Cargo Handlers, Inc., Manila Harbor Center Port Services, Inc., Subic Bay International Terminal Corporation, Subic Bay International Terminal Holdings, Inc., Visayas International Container Terminal, Inc., Cordilla Properties Holdings, Inc., Bauan International Port, Inc., ICTSI Asia Pacific Business Services, Inc.; Chairman of ICTSI Georgia Corp., ICTSI Honduras Ltd. ICTSI Ltd., (*and its Regional Headquarters and Regional Operating Headquarters in the Philippines*) International Container Terminal Holdings, Inc., Mindanao International Container Terminal Services, Inc., Vice Chairman and President of Manila North Harbour Port, Inc., Director of Abbotsford Holdings, Inc., Durban Gateway Terminal (Pty.) Ltd., ICTSI (Hong Kong) Limited, ICTSI Africa Headquarters (PTY) Ltd., ICTSI DR Congo S.A., ICTSI Far East Pte. Ltd., ICTSI South Pacific Limited Madagascar, International Container Terminal Services Limited, Sociedad Portuario Industrial Aguadulce S.A., South Cotabato Integrated Port Services, Inc., Director and Chairman of Victoria International Container Terminal Ltd., and Yantai International Container Terminals Ltd.; and a Board of Commission of PT East Java Development.

He is also the President of ICTSI Foundation, Inc.

Outside ICTSI Group, Mr. Gonzalez is concurrently a Director of Bloomberry Resorts Corporation*, Sureste Properties, Inc., Prime Infrastructure Capital, Inc. and The Country Club; and Vice Chairman of Prime Metro BMD Corp. and The Country Club

Mr. Gonzalez is a graduate of *Instituto de Estudios Superiores de la Empresa* Business School, the graduate school of management of the University of Navarra, in Barcelona, Spain, where he received his Bilingual Master's in Business Administration. He is also a graduate of Business Administration from Pepperdine University in California, USA.

**Publicly-listed Corporation*

Caroline C. Causon

Senior Vice President for Global Corporate Planning and Financial Services

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 Properties Holdings, Inc., ICTSI Georgia Corp., IW Cargo Handlers, Inc., IWI Container Terminal Holdings, Inc.; Director and President of Operadora Portuaria Centroamericana SA de CV, ICTSI Ltd., ICTHI; and the Chairman and President of Abbotsford Holdings, 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 CFA Charter holder and a Certified Public Accountant. She graduated from the University of Santo Tomas with a degree in Bachelor of Science in Accountancy in 1999. She also attended the Management Development Program of the Asian Institute of Management in 2008.

Emilio Manuel V. Pascua

Senior Vice President, Chief Financial Officer and Chief Risk Officer

He joined the Company in 2013 as Director of Corporate Finance then as Director, Global Mergers and Acquisitions and later became Vice President, Global Mergers and Acquisitions. 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 its Regional Headquarters and Regional Operating Headquarters in the Philippines*), International Container Terminal Holdings, Inc.; Director and President of South Cotabato Integrated Port Services, Inc.; Director and Treasurer of ICTSI Subic, Inc., IWI Container Terminal Holdings, 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., CMSA B.V., ICTSI (Hong Kong) Limited, ICTSI Global FZCO, ICTSI Far East Pte. Ltd., ICTSI Mauritius Limited, ICTSI Americas FZCO, ICTSI Richard Bay DMCC, ICTSI South Pacific Limited, Manila North Harbour Port, Inc., Motukea International Terminal Ltd., Sociedad Puerto Industrial De Aguadulce S.A., South Pacific International Container Terminal Ltd., Victoria International Container Terminal Ltd., and Yantai International Container Terminal Ltd., Alternate Director of Tecplata S.A.; Director A of ICTSI (M.E.) FZCO, ICTSI Middle East FZCO, ICTSI Africa B.V., ICTSI Americas B.V., ICTSI Americas B.V. - Branch ICTSI EMEA B.V., ICTSI Global Holdings BV, ICTSI Oceania B.V., ICTSI Treasury B.V., ICTSI Tuxpan B.V. Royal Capital B.V., and SPIA Colombia B.V.

Mr. Pascua received a Masters in Business Administration from the Wharton School, University of Pennsylvania in 2003 and is a graduate of the Ateneo de Manila University with a Bachelor of Arts in Management Economics in 1998.

Arlyn L. McDonald

Vice President for Global Financial Controller

She was previously 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., 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 Bachelor of Science major in Business Administration and Accountancy (Magna Cum Laude) from the University of the Philippines. She placed fourth in the Philippine Certified Public Accountant Board Examinations in May 2000.

Arnie D. Tablante

Vice President and Treasurer

Prior to this 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 Properties Holdings, Inc., Falconer Aircraft Management, Inc., IW Cargo Handlers, Inc., South Cotabato Integrated Port Services, Inc. and Visayas Container Terminal, Inc.; 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 Master's Degree in Business Administration from the Asian Institute of Management and a Bachelor of Science degree in Industrial Management Engineering from the De La Salle University.

Lirene C. Mora

Vice President and Head of Global Corporate Legal Affairs

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 a Director of Pakistan International Container Terminal Ltd., Motukea International Container Terminal Ltd., South Pacific International Container Terminal, and ICTSI Far East Pte. Ltd. She is likewise a Director and Corporate Secretary of various ICTSI Philippine business units. Lirene is the Corporate Secretary of ICTSI Foundation, Inc. and a Trustee of Good Governance Advocates & Practitioners of the Philippines.

In 2025, Lirene completed the Corporate Counsel Program in Harvard Law School. She graduated with a Bachelor of Arts degree in Philosophy (summa cum laude) from the College of Social Sciences & Philosophy and Bachelor of Laws degree from the College of Law of the University of the Philippines, Diliman. Atty. Mora 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. Recently, the 2024 Asian Legal Business Philippine Law Awards recognized her as the Philippine In-House Lawyer of the Year.

Narlene A. Soriano

Vice President and Head of Global Public Relations

She is the Head of ICTSI's public relations function since 1990.

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

A mass communications graduate of the De La Salle University Manila, 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.

Arthur R. Tabuena

Vice President, Global Investor Relations

He began his career in ICTSI back in 1998 as Finance Manager of ICTSI's international subsidiary, ICTSI International Holdings Company (IIHC). He was later appointed as Finance Manager of ICTSI in 2000 and moved on to head the company's global investor relations group in 2007.

Concurrently, he is the President of ICTSI Honduras Ltd., CGSA Transportadora S.L. and SPIA Spain S.L.; and a Director of Mindanao International Container Terminal Services Inc., Tungsten RE Ltd., and Cordilla Properties Holdings, Inc.

Mr. Tabuena has a Master's degree in Business Administration (MBA) from the Peter F. Drucker Graduate Management Center of the Claremont Graduate University in Claremont, California, USA. For his undergraduate studies, he graduated from De La Salle University in 1989 with a degree in BS Industrial Management Engineering, minor in Mechanical Engineering.

Silverio Benny J. Tan

Corporate Secretary (until 31 December 2025)

Atty Tan is a retired partner, former managing partner, and now Of Counsel of the law firm of Picazo Buyco Tan Fider Santos & Dee. 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., and Eiffle House Inc. Atty Tan is a director of the following corporations: MORE Electric and Power Corporation, Negros Electric & Power Corporation, Primelectric Holdings Inc., PrimeRES Energy Corporation, Trident Water Company 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. and Monte Oro Resources and Energy Inc. and of several subsidiaries of Razon & Co. Inc. and Prime Strategic Holdings Inc. He was the Corporate Secretary of the following companies until his retirement in 2025: Sureste Properties, Inc., Bloomberry Resorts and Hotels Inc., Bloomberry Cruise Terminals Inc., Prime Infrastructure Capital Corporation, Manila Water Company, Inc.,* Lakeland Village Holdings Inc., Devoncourt Estates Inc., Pilipinas Golf Tournaments, Inc., Bloomberry Cultural Foundation Inc. He is currently a trustee of the University of the Philippines Visayas Foundation Inc.

Atty. Tan holds a Bachelor of Laws (*Cum Laude*), from the University of the Philippines College of Law and a Bachelor of Arts in Political Science (*Cum Laude*), from the University of the Philippines College Iloilo (now University of the Philippines Visayas). Atty. Tan placed third in the 1982 Philippine Bar exams.

**Publicly-listed Corporation*

Amabelle C. Asuncion

Corporate Secretary as of January 1, 2026

Concurrently, she is the Corporate Secretary, Chief Compliance Officer, and Chief Legal Officer of Manila Water Company, Inc*, and the Corporate Secretary and Compliance Officer of Bloomberry Resorts Corporation*, Corporate Secretary and Chief Compliance Officer of Prime Infrastructure Capital, Inc. and corporate secretary of its various subsidiaries. She also serves as director of Negros Electric and Power Corporation.

She has a diverse experience spanning both private and public sectors advising on corporate and regulatory matters. In the public sector, she served as a Commissioner of the Philippine Competition Commission.

Atty. Asuncion finished her BA in English Studies (magna cum laude) in 1996 and her Bachelor of Laws in 2001, both at the University of the Philippines. She obtained her Master of Laws in International Legal Studies at the Georgetown University Law Center in Washington, D.C.. She is admitted to the Philippine Bar and the New York Bar.

**Publicly Listed Corporation*

Benjamin Edison M. Gorospe III

Assistant Corporate Secretary

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 law degree from the College of Law of the University of the Philippines, Diliman. He is also a Certified Public Accountant. He graduated from Xavier University with a degree of Bachelor of Science in Commerce, major in Accounting.

5.a.vi. Profiles of the Incumbent Regional Heads and Global Corporate Officers of the ICTSI Group

Anders Kjeldsen

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 executive development programs at Wharton and IMD.

Hans-Ole Madsen

Senior Vice President, Regional Head – Europe, Middle East and Africa

Concurrently, he is a Director and the Chairman of MICTSL, IDRC, ICTSNL and PICT; a Director of BCT, BICT and DGT; 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

Senior Vice President and Head of Global Commercial

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 B.A. Economics degree in J. van Zwijndregt in Hague, The Netherlands.

Nathan J. Clarke

Vice President, Global Engineering

Mr. Clarke joined ICTSI's Global Engineering team as a project manager in 2011 and has since held several positions including Regional Infrastructure Manager (Asia-Pacific) and Director of Port Planning. He previously held the position of Vice President, Global Engineering - Infrastructure and Project Management, before the Global Engineering departments were consolidated into one group under his leadership. Prior to joining ICTSI, 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 Bachelor of Engineering (Project Engineering and Management) with 1st Class Honours from the University of Sydney, Australia, and holds a Master of Business Administration (Project Management) degree with Distinction from Charles Sturt University, Australia.

Michael Robin Cruickshanks

Vice President, Global Corporate Human Resources

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 BSc (Honours) degree in Zoology from Newcastle University as well as post-graduate Diploma in Business Information Technology.

Brian Mark Hibbert

Global Chief Information Officer

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 United Kingdom at Palmers College and later studied Product Management and Marketing at Caltech in Pasadena, California. He graduated from the APM Terminals Magnum program held in conjunction with Esade of Barcelona in 2013.

Damien Samuel Huppert

Vice President, Head of Global Procurement

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 Master's Degree in Purchasing and Supply Chain Management from HEC Business School as well as a Master's Degree in Mechanical Engineering from Arts et Métiers Paris Tech. Mr. Huppert is a regular lecturer at Toulouse Business School.

Vivien F. Miñana

Vice President and Senior Administration Officer

She was a Vice President and Controller of ICTSI and ICTSI Ltd. from 2000 to 2006.

A Certified Public Accountant, Ms. Miñana has a Masters Degree in Business Management from the Asian Institute of Management, and a Bachelor of Science in Accounting from the De La Salle University, Manila.

Rene Marcel Wernli

Vice President and Head of Global Multimodal Logistics Solutions

He leverages more than three decades of international logistics and supply chain expertise across the Americas, Africa, Europe, the Middle East, and the Indian subcontinent.

He concurrently serves as Director of Laguna Gateway Inland Container Terminal, Inc., Catalyst Logistics Incorporated, and Sevilla Brokerage Incorporated.

Prior to joining ICTSI, Mr. Wernli held senior executive leadership roles with leading global organizations including Panalpina, Aramex, Kuehne + Nagel, DP World, and ECU Worldwide, where he was responsible for regional and global operations, strategic growth, and business transformation initiatives.

Mr. Wernli holds a degree in Business Management from the Business School in St. Gallen, Switzerland, and is a graduate of the Senior Executive Program at Stanford Graduate School of Business in California, USA.

5.b. Significant Employees

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

5.c. Family Relationships

Stephen A. Paradies is the brother-in-law and Christian Martin R. Gonzalez is the nephew of Chairman and President, Enrique K. Razon Jr. There is no other family relationship up to the fourth civil degree either by consanguinity or affinity among the directors and officers listed in this report.

5.d. 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, including:

- i. Any bankruptcy petition filed by or against any business of which a director, executive officer or controlling partner was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
- ii. Any conviction by final judgment, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- iii. Being subject to any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any court of competent jurisdiction, domestic or foreign, permanently, or temporarily enjoining, barring, suspending or otherwise limiting the nominee's involvement in any type of business, securities, commodities, or banking activities; and
- iv. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

Except as discussed in page 24, Item 3, of the Company's SEC Form 17-A, uploaded in the Company website and PSE, ICTSI is not a Party to any legal or arbitration proceedings (either as plaintiff or defendant), whether 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 disclosed in the SEC Form 17-A, if any, will not have material adverse impact on the ICTSI Group's consolidated financial position and results of operations.

5.e. Directors and Committee Meeting Attendance

5.e.1. Board Meetings

Section 3, Article III of Company's Bylaws requires the Board to hold a regular meeting every month. Special meetings may also be called by the Chairman of the Board or the President. The attendance of the Directors in Board meetings, regular and special, in 2025 is as follows:

Directors	Days present (out of 14 meetings)	% of attendance
Enrique K. Razon Jr.	11	88%
Stephen A. Paradies	14	100%
Andres Soriano III	14	100%
Jose C. Ibazeta	14	100%
Carlos C. Ejercito	14	100%
Cesar A. Buenaventura ⁷	12	93%
Chief Justice Diosdado M. Peralta (ret.)	14	100%

5.e.ii. Committee Meetings

Each Committee Member attends the meetings in accordance with the Board Committee Charters. Below are the number of meetings held and the corresponding attendance percentages for 2025:

COMMITTEE		No. of Meetings Attended/ held	% of attendance
AUDIT COMMITTEE			
Carlos C. Ejercito*	Chairman	4/4	100%
Cesar A. Buenaventura*	Member	4/4	100%
Stephen A. Paradies	Member	4/4	100%
CORPORATE GOVERNANCE COMMITTEE			
Chief Justice Diosdado M. Peralta, (ret.)*	Chairman	5/5	100%
Cesar A. Buenaventura*	Member	4/5	100%
Carlos C. Ejercito*	Member	5/5	100%
Remuneration Sub-Committee			
Andres Soriano III	Chairman	3/3	100%
Stephen A. Paradies	Member	3/3	100%
Carlos C. Ejercito*	Member	3/3	100%
Environment, Social and Governance Sub-Committee			
Chief Justice Diosdado M. Peralta, (ret.)*	Chairman	4/4	100%
Cesar A. Buenaventura*	Member	4/4	100%
Stephen A. Paradies	Member	4/4	100%
BOARD RISK OVERSIGHT COMMITTEE			
Stephen A. Paradies	Chairman	4/4	100%
Carlos C. Ejercito*	Member	4/4	100%
Chief Justice Diosdado M. Peralta, (ret.)*	Member	4/4	100%
Cesar A. Buenaventura*	Member	4/4	100%
RELATED PARTY TRANSACTIONS COMMITTEE			
Cesar A. Buenaventura*	Chairman	1/1	100%
Carlos C. Ejercito*	Member	1/1	100%
Chief Justice Diosdado M. Peralta, (ret.)*	Member	1/1	100%

*Independent Directors

5.f. Annual Corporate Governance Trainings

To comply with corporate governance requirements ensuring that Directors and Key Officers remain updated on developments in corporate governance rules and regulations, the Board of Directors and Executive Officers attended the following trainings:

⁷ Mr. Cesar A. Buenaventura passed away on December 10, 2025.

Name	Position	Topic Discussed	Provider	Date
Enrique K. Razon Jr.	Executive Director, Chairman of the Board and President	Advanced Corporate Governance Training: (i) Succession Planning: Enabling Sustained Performance, (ii) Effective Fraud Risk Assessment - Strategic, Analytical, and Technology-driven Approaches, (iii) The AI Landscape and Impact on Corporate Governance	Institute of Corporate Directors	December 5, 2025
Chief Justice Diosdado M. Peralta (ret.)	Independent Director			
Enrique M. Aboitiz	Independent Director	(i) True Grit: The Surprising, and Inspiring, Science of Success, (ii) Managing Change in a Complex World, and (iii) The Parasitic Mind: How Infectious Ideas Are Killing Common Sense	Aboitiz Equity Ventures Inc.	September 30, 2025, October 30, 2025, November 13, 2025, November 14, 2025, and November 26, 2025
Jose C. Ibazeta	Non-Executive Director	Advanced Corporate Governance Training: (i) Succession Planning: Enabling Sustained Performance, (ii) Effective Fraud Risk Assessment - Strategic, Analytical, and Technology-driven Approaches, (iii) The AI Landscape and Impact on Corporate Governance	Institute of Corporate Directors	December 5, 2025
Stephen A. Paradies	Non-Executive Director			
Andres Soriano III	Non-Executive Director	Advanced Corporate Governance Training: (i) Overview of Corporate Governance, (ii) Agentic AI, (iii) Cybersecurity	Sycip Gorres and Velayo Co.	September 16, 2025
Christian Martin R. Gonzalez	Executive Vice President and Compliance Officer	Advanced Corporate Governance Training: (i) Succession Planning: Enabling Sustained Performance, (ii) Effective Fraud Risk Assessment - Strategic, Analytical, and Technology-driven Approaches, (iii) The AI Landscape and Impact on Corporate Governance	Institute of Corporate Directors	December 5, 2025
Emilio Manuel V. Pascua	Senior Vice President, Global Corporate Planning and Financial Services	Fraud Risk Assessment: Important Element of Good Governance		November 28, 2025
		AI Governance and Strategy for Corporate Leaders		December 12, 2025
Caroline C. Causon	Chief Financial Officer and Chief Risk Officer	Advanced Corporate Governance Training: (i) Succession Planning: Enabling Sustained Performance, (ii) Effective Fraud Risk Assessment - Strategic, Analytical, and Technology-driven Approaches, (iii) The AI Landscape and Impact on Corporate Governance		December 5, 2025
Arnie D. Tablante	Vice President, Logistics and Supply Chain			
Arlyn L. McDonald	Vice President, Global Financial Controller			
Lirene C. Mora	Vice President, Head of Global Corporate Legal Affairs			

Narlene A. Soriano	Vice President, Head of Global Public Relations			
Arthur Quintin R. Tabuena	Vice President, Global Investor Relations			
Amabelle C. Asuncion	Corporate Secretary ⁸			
Silverio Benny J. Tan	Corporate Secretary ⁹			
Benjamin Edison M. Gorospe III	Asst. Corporate Secretary			
Catherine R. Castro	Director, Global Corporate Audit and Compliance	Global Internal Audit Standards Briefing		September 23, 2025

5.g. Appraisals and Performance of the Board and Criteria and Procedure for Assessment

The Company engaged the services of Good Governance Advocates and Practitioners of the Philippines as external facilitator of the 2025 Annual Corporate Governance (“ACG”) Assessment to facilitate and assist with the evaluation of the (i) Annual Board Self-Assessment; (ii) corporate governance performance of the Chairman of the Board, President, Chief Risk Officer, Chief Compliance Officer, and Head of Internal Audit. For the ACG Assessment, the Company adopts the following criteria:

- I. Board Self-Assessment
 - a. Board Composition
 - b. Board Efficiency
 - c. Board Meetings and Participation
- II. Individual Director’s Self-Rating
 - a. Independence
 - b. Participation
 - c. Expertise
- III. Committee Member’s Self-Assessment
 - a. Committee Composition
 - b. Committee Meetings and Participation
 - c. Committee functions and processes
- IV. Chairman and President
 - a. Leadership
 - b. Integrity
 - c. Diligence
 - d. Corporate Governance
- IV. Shareholder’s Feedback (Investors Relations Office)

To assess the leadership, integrity, diligence and corporate governance practice of the Management, the Board makes a similar assessment for the Chairman of the Board, President, as well as the head of other control functions, such as the Chief Risk Officer, Compliance Officer, and Head of Internal Audit.

The evaluation results are presented to all those concerned for any necessary recommendations to further improve the corporate governance in the Company.

5.h. Self-Dealings and Related Transactions

5.h.i. Dealings with the Company’s shares

Directors, officers, and controlling shareholders are required to report their dealings in Company shares within three (3) business days from all ICTSI share-related transactions. ICTSI discloses to the Philippine Stock Exchange (“PSE”) and Securities and Exchange Commission (“SEC”) the ownership (direct and indirect) and any acquisition or disposal of ICTSI securities by ICTSI directors, officers and controlling shareholders

⁸Effective 1 January 2026, Atty. Amabelle Asuncion was appointed as the Corporate Secretary to serve the unexpired term of the Atty. Silverio Benny J. Tan who has retired effective 31 December 2025.

⁹Retired effective 31 December 2025.

pursuant to the PSE Revised Disclosures and Securities Regulations Code. Directors and officers are likewise prohibited from buying or selling ICTSI securities (e.g. shares of stock) during the Black Out period within which material non-public information (MNPI) is obtained and up to two (2) full trading days after the MNPI is disclosed.

The ICTSI shares held by its Directors are as follows:

Directors	December 31, 2024		December 31, 2025	
	Shareholdings	Percentage	Shareholdings	Percentage ¹⁰
Enrique K. Razon Jr.	1,682,230,747	61.68%	1,682,230,747	61.87%
Cesar A. Buenaventura ^{11*}	45,001	0.00%	70,001	0.00%
Carlos C. Ejercito*	10	0.00%	10	0.00%
Diosdado M. Peralta*	30,450	0.00%	38,950	0.00%
Jose C. Ibazeta	1,539,260	0.06%	1,484,260	0.05%
Stephen A. Paradies	4,296,603	0.16%	4,296,603	0.16%
Andres Soriano III	650,481	0.02%	650,481	0.02%

*Independent Directors

5.h.ii. Regarding related party transactions, please see detailed discussions, under Item 12, of the Company's SEC Form 17-A and Note 22, of the Audited Financial Statements ("AFS") hereto attached as Annex "D".

ITEM 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Name and Principal Position	Year	Salary	Bonus and Others ¹	Total ²
Enrique K. Razon, Jr. <i>Chairman of the Board and President</i>				
Christian R. Gonzalez <i>Executive Vice President & 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	2026 (Estimate)	USD0.5M	USD81.1M	USD81.6M
	2025 (Actual)	0.5M	2.7M	3.2M
	2024 (Actual)	0.5M	2.2M	2.7M
All officers and Directors, as a group, unnamed ³	2026 (Estimate)			
		1.5M	25.6M	27.1M
	2025 (Actual)	1.4M	21.2M	22.6M
	2024 (Actual)	1.6M	18.1M	19.7M

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

²Includes total compensation paid in the Philippines by the registrant and its subsidiaries

³Including 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 2024, 2025 or in the coming year, for any service provided as a director.

¹⁰Percentage ownership was computed using total number of issued and outstanding common and preferred B voting shares (which excludes treasury shares and preferred A non-voting shares).

¹¹Mr. Buenaventura passed away on December 10, 2025.

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 2023, 2024 and 2025. Discussion on the SIP is further disclosed in Note 19, *Share-based Payment Plan*, of the attached Annex “D” or the AFS.

The Board approved a performance bonus to the Chairman, President, and Chief Executive Officer for the period between years 1992 to 2025, given the steady and steep trajectory of the increase in market value, revenue and profitability of the Company under Mr. Razon’s leadership.

The Board also looked at the Company’s financial performance for the fiscal year ending December 31, 2025. Based on this and a benchmarking study conducted by an independent consultant, the Board considered a performance bonus in the form of cash in the amount of USD78 Million, fair and reasonable.

ITEM 7. INDEPENDENT PUBLIC ACCOUNTANTS

7.a. 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. Roel E. Lucas, partner of SGV & Co., for the audit of the Group’s books and accounts in 2025.

The appointment of the partner-in-charge will be in compliance with SEC Rule 68, Paragraph 3 (b)(iv) and SEC Memorandum Circular No. 8, Series of 2003, which require the rotation of the external auditor every five (5) years and a two-year cooling off period in the re-engagement of the same signing partner or individual auditor.

7.b. The reappointment of SGV & Co. as the Company’s external auditors is part of the agenda for this year’s ASM.

7.c. A representative of the external auditor is expected to be present at the ASM and will have an opportunity to make a statement if he or she so desires. The representative will also be available to respond to appropriate questions from the stockholders.

7.d. 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):

	2023	2024	2025
Audit Fees	USD 1,511.9	USD 1,434.0	USD 1,567.8
Non-audit services Fees			
Other assurance services	46.1	9.6	7.4
Tax services	220.0	246.1	161.3
All other services	78.4	73.2	165.7

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 on the appointment of 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 24, 2025.

- 7.e. 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.

ITEM 8. COMPENSATION PLANS

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 Stock Incentive Plan (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 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. 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 Dividend Reinvestment Plan ("DRIP") shares, granted by the Stock Incentive Committee to officers and employees of the Group for the past three years and the fair value per share determined based on the quoted market price of stock at the date of grant are discussed in Note 19, *Share-based Payment Plan*, of the attached Annex "D".

On March 16, 2026, the Board of Directors approved the establishment of the Chief Executive Officer Stock Option Plan ("CSOP") to recognize and reward the critical and distinctive contribution of the Chairman, President, and Chief Executive Officer (CEO) in leading the Company towards sustained growth and long-term success. It is thus limited to the Chairman, President and CEO.

The CSOP is distinguished from the ICTSI Stock Incentive Plan which is targeted at incentivizing productivity and retention of officers and employees. The CSOP is specifically directed at the Chairman, President, and CEO as the main driver of the Company's financial growth and sustainability. It aims to align the interests of said executive officer with long-term shareholder value, accountability and performance excellence of ICTSI.

Under the CSOP, the grantee is allowed to subscribe, using his own funds, to the new class of preferred shares (Preferred C Shares) which will be allocated for the CSOP. The shares shall be non-voting, non-cumulative, non-participating, convertible to common, redeemable at such price and terms determined by the Board, and have preference over common shares in the distribution of the assets of the Company. The subscription price at the time of grant shall be determined by the Board. The grantee shall be given one (1) year from grant date to subscribe.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

There are no authorizations or issuances of securities otherwise for exchange to be taken up on the upcoming ASM meeting.

ITEM 10. MODIFICATION OR EXCHANGE OF SECURITIES

The Board of Directors recommends the creation of a new class of preferred shares consisting of **25,000,000** shares to be categorized as "**Preferred C Shares**" with par value of **PhP1.00 per share**. The Preferred C Shares will be exclusively available for allocation to the proposed Chief Executive Officer Stock Option Plan (CSOP).

The Preferred C Shares shall have the following features: (i) non-voting; (ii) non-cumulative; (iii) non-participating; (iv) convertible to common shares; (v) no pre-emptive rights; (vi) redeemable at such rate and under such terms and conditions as may be determined by the Board.

The Board recommended to convert **25,000,000** of the unissued Preferred A Shares (par value of PhP1.00/shares) into **25,000,000** Preferred C Shares (par value of PhP1.00/ share) and cancel the remaining unissued **964,200,000** Preferred A Shares after conversion of 25,000,000 Preferred A Shares to Preferred C Shares.

This will result in a decrease of the authorized capital stock from **PhP5,227,397,381.00** to **PhP4,263,197,381.00**.

The authorized capital stock of the Corporation shall thus be **PhP4,263,197,381.00** divided into **4,227,397,381 Common Shares** with a par value of one peso (**PhP1.00**) per share, **3,800,000 Preferred A Shares** with par value of one peso (**PhP1.00**) per share, **700,000,000 Preferred B Shares** with par value of one centavo (**PhP0.01**) per share, and **25,000,000 Preferred C Shares** with par value of one peso (**PhP1.00**) per share.

ITEM 11. FINANCIAL AND OTHER INFORMATION

There are no financial and other information to be disclosed.

ITEM 12. MERGERS, CONSOLIDATIONS, ACQUISITIONS AND SIMILAR MATTERS

There are no mergers, consolidations, acquisitions, and similar matters to be taken up that require the approval of the Stockholders.

ITEM 13. ACQUISITION OR DISPOSITION OF PROPERTY

There are no acquisition or disposition of property to be taken up

ITEM 14. RESTATEMENT OF ACCOUNTS

There is no restatement of accounts to be disclosed.

D. OTHER MATTERS

ITEM 15. ACTION WITH RESPECT TO REPORTS

Approval of the Minutes of the previous 2025 ASM covering the following:

- a. Minutes of the 2024 ASM

- b. 2024 Audited Financial Statements
- c. Approval/ ratification of acts, contracts, investment and resolutions of the Board of Directors and Management since the last ASM
- d. Election of the following Directors:
 - Enrique K. Razon Jr.
 - Cesar A. Buenaventura
 - Carlos C. Ejercito
 - Diosdado M. Peralta
 - Jose C. Ibazeta
 - Stephen A. Paradies
 - Andres Soriano III
- e. Appointment of Sycip Gorres Velayo & Co. as external auditor

Requirements under Section 49 of the Revised Corporation Code:

The draft Minutes of the 2025 ASM also contains the following information in accordance with Section 49 of the Revised Corporation Code:

- a. Description of the voting and vote tabulation procedures used in the previous meeting;
- b. Description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given;
- c. The matters discussed and resolutions reached;
- d. Record of the voting results for each agenda item;
- e. List of the directors or trustees, officers and stockholders or members who attended the meeting; and
- f. Material information on the stockholders attended and their voting rights

The draft minutes, subject to the shareholders' approval, have been made available on the website within five (5) days from the date of last ASM which can be accessed through the link below:

https://cdnweb.ictsi.com/s3fs-public/2025-05/ICTSI_Minutes_ASM_24Apr2025_SJT%20Sgd_0_1.pdf

ITEM 16. MATTERS NOT REQUIRED TO BE SUBMITTED

No action is to be taken up with respect to any matter which is not required to be submitted to a vote of stockholders.

ITEM 17. AMENDMENT OF CHARTER, BYLAWS OR OTHER DOCUMENTS

- a. Amendment of Articles of Incorporation to:
 - Refine the Primary and Secondary Purposes
 - Change the corporate term from 50 years to perpetual
 - Create Preferred C Shares and Convert Unissued Preferred A Shares to Preferred C Shares
 - Cancel the Remaining Unissued Preferred A Shares after Conversion
 - Decrease of Authorized Capital Stock
- b. Amendment of By-Laws to strengthen governance practices by adopting the following in accordance with relevant rules and regulations:
 - Annual Stockholders' Meeting: Added alternative venue.
 - Special Meetings: Clarified notice requirements.
 - Quorum and Voting: Inclusion of participation through remote communication or in absentia.
 - Board Meetings: Shift from monthly to quarterly regular meetings; notice requirement of 2 days.
 - Board Compensation: Inclusion of guidelines for setting director and officer compensation
 - Corporate Officers: Refinement of duties and function of officers and formal inclusion of Chief Compliance Officer and Vice President
 - Other refinements to comply with corporate governance requirements and practices

Table of the proposed Amendment is hereto attached as Schedule "4".

ITEM 18. OTHER PROPOSED ACTION

- a. Election of the Board of Directors

- b. Ratification of acts, contracts, investments and resolutions of the Board of Directors and Management which include the following:
- Election of Key Officers
 - Appointment of Chairman and Members of the Board Committees
 - Availment, amendment, and renewal of credit, risk, and term loan facilities with various banks and other treasury transactions
 - Guarantees and loan facilities of subsidiaries in various banks
 - Transactions with government agencies
 - Appointment of Attorneys-in-Fact for various transactions
 - Sale of Treasury Shares for Vesting of SIP shares
 - Capital infusion to its subsidiaries
 - Declaration of cash dividends
 - Review and approval of the Company's Purpose and Values
 - Board meeting schedule for the year 2025
 - Appointment of Independent Director Mr. Enrique M. Aboitiz to serve the unexpired term of Mr. Cesar A. Buenaventura, effective January 1, 2026
 - Appointment of the Corporate Secretary, Atty. Amabelle C. Asuncion to serve the unexpired term of Atty. Silverio Benny J. Tan effective January 1, 2026.
 - Approval of the performance bonus of the Chief Executive Officer
 - Utilization of Dividends received from its subsidiaries
- c. Approval of 2025 Audited Financial Statements
- d. Amendment of Articles of Incorporation and By-Laws
- e. Appointment of External Auditor

ITEM 19. VOTING PROCEDURES

All Agenda Items indicated in the Notice of the Meeting will be set out in the digital ballot and the eligible Stockholder may vote as follows:

- a. For the Election of Directors, by (i) casting such number of shares owned by the Stockholder for as many nominees as there are Directors to be elected; (ii) cumulating said shares and giving one nominee as many votes as the number of Directors to be elected multiplied by the number of their shares; or (iii) distributing the shares among as many nominees as may be seen fitting. The top seven (7) Nominees with the most number of votes are considered elected.
- b. For each of the rest of the Agenda Items, by choosing (i) *For*, (ii) *Against*, or (iii) *Abstain*. The vote is considered cast for all the Stockholder's shares. To be considered approved, an Agenda Item will need the affirmative vote of Stockholders representing at least a majority of the voting stock present at the Meeting.
- c. The Office of the Corporate Secretary will tabulate all votes received and the independent party auditor, SGV & Co., will validate the results.

ITEM 20. PROXIES

1. Submission of the Proxy¹²

- a. The proxy form must be completed, signed, and dated by the shareholder or his duly authorized representative.
- b. If the shares of stock are owned by two or more joint owners, the proxy form must be signed by all of the joint owners.
- c. If the shares of stock are owned in an "and/or" capacity, the proxy form must be signed by either one of the owners.

¹²Further guidelines on the submission of Proxies for a Virtual ASM are provided under the ICTSI Annual Stockholders' Meeting Requirements and Procedure for Participation by Remote Communication or Voting in Absentia ("Guidelines for Virtual ASM") which is Appendix "A" of the Notice and Agenda of the 2026 ASM.

- d. If the shares of stock are owned by a corporation, association, or partnership, the proxy form must be accompanied by a secretary's certificate or certification, signed by a duly authorized officer, partner or representative of such corporation, association, or partnership, to the effect that the person signing the proxy form has been authorized by the governing body or has the power pursuant to its Bylaws, constitutive documents or duly approved policies of such corporation, association, or partnership, for such purpose.
- e. A proxy form given by a broker or dealer in respect of shares of stock carried by such broker or dealer for the account of a customer must be supported by a sworn certification that the same is given with the express prior authorization of such customer.
- f. If any customer of a broker or dealer who is the beneficial owner of shares of stock executes a sub-proxy, the broker or dealer shall certify that the signature on the sub-proxy is the true and genuine Schedule signature of its customer.

2. Revocation of Proxy

A Stockholder who has given a Proxy has the power to revoke it by a written instrument duly signed and dated, which original copy must be received at ICTSI's principal office not later than 5:00 p.m. on April 10, 2026. A proxy is also considered revoked if an individual Stockholder registers to attend the ASM.

3. Validation of Proxies

Proxy validation will be held at the ICTSI Administration Building, Manila International Container Terminal, South Access Road, Manila on April 10, 2026, at 10:00 a.m. Validation of proxies will be done by the Office of the Corporate Secretary, Investors Relations Office, and SGV & Co., in accordance with the procedure and guidelines set out in the ICTSI's Bylaws and Rule 20.11.2 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

ITEM 21. ANNEXES TO THE INFORMATION STATEMENT

- Annex A - Notice and Agenda to the ASM
- Annex B - Proxy Form
- Annex C - Management Report
- Annex D – Consolidated Audited Financial Statement of ICTSI and the ICTSI Group

[Signature Page Follows]

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Manila on March 17, 2026.

By:


AMABELLE C. ASUNCION
Corporate Secretary

NOTICE AND AGENDA
Annex A
to the Information Statement



AMENDED NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the **2026 Annual Stockholders' Meeting** ("ASM") of **INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.** ("ICTSI" or the "Company") will be held and conducted in a virtual platform or online format on **April 16, 2026, Thursday, 10:00 a.m.**, via <https://www.ictsi.com/2026asm>.

The Agenda shall be as follows:

1. **Call to Order**

The Chairman will formally open the meeting on April 16, 2026 at 10:00 a.m.

2. **Certification of Notice and Quorum**

The Corporate Secretary will certify that notice was given to the stockholders and there is a quorum for the transaction of business.

3. **Approval of the Minutes of the 2025 Annual Stockholders' Meeting**

A copy of the Minutes of the Annual Stockholders' Meeting held on April 24, 2025 was made available at the Company Website within five days from the said date. This Minutes of the previous ASM will be submitted for approval by the Stockholders. The said Minutes can be accessed through here: [ICTSI Minutes ASM 24Apr2025.pdf](#)

4. **President's Report**

The Chairman and President of the Company will report on the business for the preceding fiscal year of the Company and its subsidiaries.

5. **Approval of the 2025 Audited Financial Statements**

The Audited Financial Statements of the Company as of December 31, 2025, previously approved by the Board and is made part of the SEC Form 20-IS or Definitive Information Statement ("Information Statement"), will be submitted for the approval by the Stockholders. The Company's financial results forms part of the President's Report.

6. **Election of Directors**

The Stockholders will elect the members of the Board of Directors. The profiles and qualifications of the nominees for the said election are listed under Item 5 of the Information Statement.

7. **Appointment of External Auditors**

The current external auditor identified under Item 7 of the Information Statement is endorsed by the Audit Committee for reappointment by the Stockholders.

8. **Approval of the Chief Executive Officer Stock Option Plan (CSOP)**

The details of the proposed CSOP are defined under Item 8 of the Information Statement.

9. **Creation of Preferred C Shares and Conversion of Unissued Preferred A Shares to Preferred C Shares**

The details of the proposed modification of shares can be found in Item 10 of the Information Statement.

10. **Cancellation of Remaining Unissued Preferred A Shares after Conversion**

The details of the proposed cancellation of unissued shares can be found in Item 10 of the Information Statement.

11. **Decrease of Authorized Capital Stock**

The details of the proposed decrease of Authorized Capital Stock can be found in Item 10 of the Information Statement.

12. **Amendment of Articles of Incorporation**

The comparative table of the proposed amendments to the Articles of Incorporation is attached as schedule 4 of the Information Statement

13. **Amendment of By-Laws**

The comparative table of the proposed amendments to the By-Laws is attached as schedule 4 of the Information Statement

14. **Ratification of Acts, Contracts, Investments, and Resolutions of the Board of Directors and the Management**

The ratification by the Stockholders of the acts, contracts, investments, and resolutions of the Board of Directors and the Management since the previous ASM, which are all duly documented in board resolutions and disclosures and filings with the Securities and Exchange Commission (“SEC”) and the Philippine Stock Exchange (“PSE”) will be sought.

15. **Adjournment.**

This will officially end the ASM.

On **February 26, 2026**, the Board of Directors approved to set the **Record Date** on **March 12, 2026** for the purpose of determining the Stockholders entitled to notice of and vote at the ASM.

The Board of Directors also approved that the ASM will be virtual, i.e. held by remote communication, and voting will also be virtual or *in absentia* in accordance with SEC rules. The specific procedures for participation in the ASM through remote communication and for voting *in absentia* are set forth in the **Guidelines for Virtual ASM** which is attached as **Appendix “A”** hereof.

Registration for the ASM shall be done through the **ICTSI Virtual ASM Platform** (<https://ictsi.com/2026asm>) from **9:00 a.m. of March 16, 2026 until 5:00 p.m. of April 13, 2026**. All corporate stockholders and individual stockholders who are unable to join the ASM are required to appoint a Proxy in favor of a representative who will participate in the ASM on their behalf, or in favor of the Chairman of the Board with specific proxy voting instructions. The duly accomplished Proxy Forms must be submitted on or before **5:00 p.m. of April 6, 2026**. A Stockholder who fails to comply with the registration requirements will not be able to participate in the ASM.

The Office of the Corporate Secretary, Investors Relations Office, and SGV & Co. will conduct the **Proxy Validation** at the ICTSI Administration Building, Manila International Container Terminal, South Access Road, City of Manila on **April 10, 2026 at 10:00am**.

By registering for the ASM, a Stockholder, or the relevant Proxy, agrees that ICTSI and the service providers for the ASM may process sensitive personal information necessary to verify their identity and authority. Please review the Data Privacy Policy available at the ICTSI Virtual ASM Platform.

The Information Statement together with its attachments, including the Management Report and the Audited Financial Statements as of December 31, 2025, will be available at least 15 business days prior to the ASM by (i) using the QR Code below, (ii) access through the Company Website at www.ictsi.com, and (iii) access through the PSE Edge of the Philippine Stock Exchange. A copy will be sent to a Stockholder with registered mailing address.

Manila, March 16, 2026.

FOR THE BOARD OF DIRECTORS:

AMABELLE C. ASUNCION
Corporate Secretary



How to Use QR Code:

Step 1: Open the QR Scanning App or Camera App from your device's Home Screen, Control Center, or Lock Screen;

Step 2: Scan the QR code using the App and you will see a notification with a link; and

Step 3: Click on the notification to open the link associated with the QR Code.

**ICTSI ANNUAL STOCKHOLDERS' MEETING
REQUIREMENTS AND PROCEDURE FOR PARTICIPATION
BY REMOTE COMMUNICATION OR VOTING *IN ABSENTIA*
("Guidelines for Virtual ASM")**

1. Participation in the **2026 Annual Stockholders' Meeting** ("ASM") to be held on **April 16, 2026, 10:00 a.m.** through remote communication and voting virtually or *in absentia* is via <https://www.ictsi.com/2026asm> (the "ICTSI Virtual ASM Platform" or the "Platform").
2. Only Stockholders as at Record Date, **March 12, 2026**, may use the Platform to participate in the ASM or vote *in absentia* on the Agenda Items, *provided that* the Stockholder (1) has complied with the Registration Requirement, and (2) such registration has passed the validation process.
3. All corporate stockholders and any individual Stockholder not able to attend the ASM shall appoint a Proxy. They must submit the following copies through the Platform **on or before April 6, 2026, 5:00 p.m.:**
 - a) Duly signed Proxy;
 - b) Photo of valid government-issued ID showing Proxy's photo and personal details, preferably with residential address; and
 - c) For Corporation, Partnership and Association Stockholders: a copy of the *Secretary's Certificate* on the resolution authorizing the Proxy or Authorized Representative who will sign the Proxy.

Original copies of the Proxy and Secretary's Certificate must be submitted to the Office of the Corporate Secretary of ICTSI by **April 6, 2026, 5:00 p.m.** The Office of the Corporate Secretary, Investors Relations Office, and SGV & Co. will conduct the Proxy Validation at the ICTSI Administration Building, Manila International Container Terminal, South Access Road, City of Manila on **April 10, 2026 at 10:00am.**

4. Platform Registration for Stockholders who will attend the ASM is from **March 16, 2026 until 5:00 p.m. of April 13, 2026,**

Registration Procedure

- a) Proceed to <https://www.ictsi.com/2026asm>.
- b) Click "Register Now".
- c) Carefully read the ICTSI Terms of Use and Data Privacy Statement and the service provider's End User Terms of Service and [Privacy Policy](#).
- d) Indicate consent.
- e) Choose stockholder type: (1) Individual Stockholder with Certificated Shares; (2) Individual Stockholder under Broker Account; or (3) Corporate Stockholder (e.g. corporation, association, or partnership).
- f) Indicate *exact* full name as indicated in the government-issued ID to be presented and uploaded in the Platform, or the complete corporate name of the Corporation represented.
- g) Upload the Registration Requirements enumerated under Item 5 below.
- h) Click "Submit Registration".
- i) Confirm your email upon receiving a verification email.
- j) Create your own password to sign in the Platform.

Registration Documents

For Individual Stockholder with Certificated Shares

- a) Valid and active email address
- b) Valid and active mobile phone number
- c) Copy of valid government-issued ID showing Stockholder's photo and personal details, preferably with residential address

For an Individual Stockholder under Broker Account

- a) Valid and active email address
- b) Valid and active cellular phone number
- c) Copy of valid government-issued ID showing Stockholder's photo and personal details, preferably with residential address

- d) Copy of Broker's Certification on the Stockholder's number of shareholdings

IMPORTANT: To facilitate the verification of your account, please make sure that you copy ICTSI through: 2026ASM@ictsi.com; and the stock and transfer agent, STSI, through: rregala@stocktransfer.com.ph in all email correspondence with your Broker regarding request for Broker's Certification.

For Authorized Representative of Corporate Stockholders (e.g. corporation, association, or partnership)

- a) Valid and active email address
- b) Valid and active mobile phone number
- c) Copy of valid government-issued ID showing Authorized Representative's photo and personal details, preferably with residential address*
- d) Copy of the *Certificate* on the resolution authorizing the Authorized Representative who will act on behalf of the corporate stockholder.

ICTSI will request for consent to process sensitive personal information pursuant to the Data Privacy Act. ICTSI reserves the right to request additional information and original signed copies of the Registration Requirements at a later time. The registration requirements shall be validated; hence, Stockholders are advised to register as early as possible.

- 5. *Validation of Registration.* ICTSI, Stock Transfer Services, Inc. (the Company's stock transfer agent), and SGV & Co. (the Company's external auditor) will evaluate and validate the information and documents furnished and uploaded against the stockholders' records of ICTSI. After passing the validation process, the Stockholders will receive an email informing them of their registration acceptance.

- a) Only Stockholders who registered, verified their email, **and** passed the validation process may use the Platform to participate in the Meeting.
- b) After passing the validation process, the Stockholder will receive an email confirming registration acceptance.
- c) Stockholders with validated registration may cast their votes until the voting on the Agenda Item is closed during the ASM.

- 6. *Voting in Absentia.* Stockholders who will not participate in the ASM may vote *in absentia* by sending an absentee ballot obtained from the Corporate Secretary, duly filled up and signed and returned to the Corporate Secretary before the date of the ASM. An absentee ballot shall be sent to a stockholder who requests the same after complying with the requirement prescribed by the Corporate Secretary to verify the identity and number of shares in the name of the stockholder as of Record Date of the ASM. Valid absentee ballots received by the Corporate Secretary prior to the date of the ASM shall be counted as part of the quorum and in the voting on the Agenda Items.

7. *Virtual Participation at the ASM*

- a) The Stockholder will be required to enter the registered username and password to enter the Platform and access the ASM.
- b) The Platform will allow Stockholders to send questions, motions, secondments, and other comments during the ASM. To ensure a productive and orderly ASM, Stockholders are encouraged to send their questions relating to the Agenda Items **on or before April 13, 2026** to 2026ASM@ictsi.com. Relevant questions will be answered by the Company during the Meeting.
- c) For any technical difficulties, the Stockholder should call the **Platform Support Hotline** at **(+63)9696022100**.
- d) Copies of the ASM recording will be available upon request.

For any questions or inquiries, including request for assistance in the registration process, please contact our Office of the Corporate Secretary through corpsec@ictsi.com.

PROXY FORM
Annex B
to the Information Statement

PROXY

The undersigned (the "Principal") hereby constitutes and appoints [Name of Proxy] or in his absence, the Chairman of the meeting, as his/her attorney-in-fact and proxy (the "Proxy"), so that the Proxy or any other person empowered by the Proxy, shall vote all of the shares of stock of the Principal in INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. (the "Corporation") at the annual stockholders' meetings of the Corporation on **April 16, 2026**, or any adjournment thereof, on the following matters, in the following manner:

Agenda Item	Choose one option below		
1. Approval of the Minutes of the Annual Stockholders' Meeting held on April 24, 2025	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
2. Approval of the 2025 Audited Financial Statements	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
3. Election of Directors Choose one option below for each candidate. YES The candidate will be given the votes corresponding to the total number of shares voting); For cumulative voting , please indicate the number of votes to be given to each candidate provided that the total votes given to all candidates shall not exceed 7 times the number of shares voting. ABSTAIN No vote will be given.			
i. Enrique K. Razon Jr.	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
ii. Enrique M. Aboitiz - Independent Director	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
iii. Chief Justice Diosdado M. Peralta (ret.) – Independent Director	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
iv. Jose C. Ibazeta	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
v. Stephen A. Paradies	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
vi. Andres Soriano III	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
vii. Martin O'Neil	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
Choose one option below			
4. Appointment of External Auditors	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
5. Approval of the Chief Executive Officer Stock Option Plan (CSOP)	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
6. Creation of Preferred C Shares and Conversion of Unissued Preferred A Shares to Preferred C Shares	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
7. Cancellation of Remaining Unissued Preferred A Shares after Conversion	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
8. Decrease of Authorized Capital Stock	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
9. Amendment of Articles of Incorporation	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
10. Amendment of By-Laws	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
11. Ratification of acts, contracts, investments and resolutions of the Board of Directors and Management since the last Annual Stockholders' Meeting	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN

Note: If the proxy form is returned without indicating the intended vote on any of the above matters, the Proxy shall vote on said matters in a way that the Proxy shall deem fit.

IN WITNESS WHEREOF, this proxy has been executed by the Principal on the date and place indicated below.

Signature over Printed Name of Principal

Date signed:

Place signed:

MANAGEMENT REPORT

Annex C to the Information Statement

I. 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, 2025. References to "ICTSI", "the Company", and "Parent Company" pertain to ICTSI Parent Company, while references to "the Group" pertain to ICTSI and its subsidiaries.

Overview

ICTSI is a leading developer, manager and operator of common user origin and destination container terminals serving the global container shipping industry. ICTSI operates in six continents and continues to pursue container terminal opportunities around the world. 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 4, 2026, the Group is involved in 34 terminal operations, including concessions and port development projects in 20 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) each in Papua New Guinea (PNG) and Indonesia; and one (1) each in China, Ecuador, Poland, Georgia, Madagascar, Croatia, Honduras, Mexico, Iraq, Argentina, Democratic Republic (DR) of the Congo, Colombia, Australia, Cameroon, Nigeria and South Africa.

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 the Group's 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 North Harbour Port, Inc., North Harbor, Manila, Philippines (MNHPI); and Manila Multipurpose Terminal, Manila, Philippines (MMT)
 - Zambales - Subic Bay International Terminal Corp., Subic Bay Freeport Zone, Olongapo City, Philippines (SBITC/ICTSI Subic)
 - Misamis Oriental - Mindanao Container Terminal, Phividec Industrial Estate, Tagaloan, Philippines (MCT)
 - Iloilo - Visayas Container Terminal, Iloilo Commercial Port Complex, Philippines (VCT; *commenced April 1, 2024*)
 - General Santos - South Cotabato Integrated Port Services, Inc., Port of General Santos, Philippines (SCIPSI)
 - 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)
 - 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)
 - China - Yantai International Container Terminals Ltd., Port of Yantai, Shandong Province, China (YICT)
 - Indonesia - Batu Ampar Container Terminal (BACT), Batam (*commenced September 1, 2025*); East Java Multipurpose Terminal, Tanjung Pakis Lamongan Public Terminal, East Java, Indonesia (EJMT); Olah Jasa Andal, Port of Tanjung Priok, Jakarta (OJA; *until February 1, 2024*); and Makassar Terminal Services, Makassar, South Sulawesi, Indonesia (MTS; *ceased commercial operations on January 31, 2023*)
- EMEA
 - South Africa - Durban Gateway Terminal, Durban Container Terminal Pier 2, Port of Durban, South Africa (DGT; *commenced January 1, 2026*)
 - DR Congo - ICTSI D.R. Congo S.A., Matadi Gateway Terminal, Mbengu, Matadi, Democratic Republic of Congo (MGT)
 - Iraq - Basra Gateway Terminal, Port of Umm Qasr, Iraq (BGT)

- Madagascar - Madagascar International Container Terminal Services Ltd., Port of Toamasina, Toamasina, Madagascar (MICTSL)
 - Poland - Baltic Container Terminal Ltd., Gdynia, Poland (BCT)
 - Croatia - Adriatic Gate Container Terminal, Rijeka, Croatia (AGCT)
 - 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)
 - Ecuador - Contecon Guayaquil S.A., Port of Guayaquil, Guayaquil, Ecuador (CGSA)
 - 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 Logística); and CLIA Pouso Alegre, Minas Gerais, Brazil
 - 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*)

Results of Operations and Key Performance Indicators

Results of Operations

The following table shows a summary of the results of operations for the year ended December 31, 2025 as compared with the same period in 2024 and 2023 as derived from the accompanying audited consolidated financial statements:

Audited Consolidated Statements of Income

	For the Years Ended December 31			% Change	% Change
<i>In thousands, except % change data</i>	2023	2024	2025	2023 vs 2024	2024 vs 2025
Gross revenues from port operations	US\$2,388,326	US\$2,739,524	US\$3,234,704	14.7	18.1
Revenues from port operations, net of port authorities' share	2,168,318	2,506,676	2,951,368	15.6	17.7
Total income (net revenues, interest, and other income)	2,259,871	2,634,777	3,053,419	16.6	15.9
Total expenses (operating, financing, and other expenses)	1,512,329	1,428,956	1,547,269	(5.5)	8.3
EBITDA ¹	1,505,614	1,779,428	2,144,292	18.2	20.5
EBIT ²	1,211,182	1,478,650	1,816,537	22.1	22.9
Net income attributable to equity holders of the parent	511,530	849,799	1,048,140	66.1	23.3
Earnings per share					
Basic	US\$0.238	US\$0.408	US\$0.511	71.6	25.2
Diluted	0.237	0.407	0.510	71.9	25.2

¹ 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.

² 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:

EBITDA Computation

	For the Years Ended December 31				
<i>In thousands, except % change data</i>	2023	2024	2025	% Change 2023 vs 2024	% Change 2024 vs 2025
Net income attributable to equity holders of the parent	US\$511,530	US\$849,799	US\$1,048,140	66.1	23.3
Non-controlling interests	69,596	85,979	78,737	23.5	(8.4)
Provision for income tax	166,416	270,043	379,274	62.3	40.4
Income before income tax	747,542	1,205,821	1,506,151	61.3	24.9
Add (deduct):					
Depreciation and amortization	294,432	300,778	327,755	2.2	9.0
Interest and other expenses	555,193	400,930	412,437	(27.8)	2.9
Interest and other income	(91,553)	(128,101)	(102,051)	39.9	(20.3)
EBITDA	US\$1,505,614	US\$1,779,428	US\$2,144,292	18.2	20.5

Key Performance Indicators

	2023	2024	2025
Gross moves per hour per crane	12.3 - 30.0	13.4 - 33.0	15.8 - 27.3
Crane availability	66.8% - 99.7%	78.0% - 98.0%	80.6% - 98.4%
Berth utilization	25.2% - 72.6%	23.3% - 83.4%	31.2% - 87.2%
TEU volume growth	4.4%	2.5%	11.0%
Gross revenue growth	6.5%	14.7%	18.1%

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.

Comparison of Operating Results for the Years Ended December 31, 2024 and 2025

TEU Volume

The below table presents the volume (in TEU) handled by the Group for the years ended December 31, 2024 and 2025:

Volume

	For the Years Ended December 31		
	2024	2025	% Change
Asia	7,107,101	7,729,812	8.8
Americas	3,498,068	4,158,288	18.9
EMEA	2,461,780	2,613,089	6.1
	13,066,949	14,501,189	11.0

The Group's consolidated volume increased by 11.0 percent to 14,501,189 TEUs for the year ended December 31, 2025 from 13,066,949 TEUs handled for the same period in 2024 mainly due to the improvement in trade activities across all regions, particularly volume recovery at CGSA. Excluding impact of new (VCT and BACT) and discontinued (OJA) operations, consolidated volume would have increased by 9.6 percent for the year ended December 31, 2025.

Volume from the Asia segment, consisting of terminals in the Philippines, Australia, China, Papua New Guinea and Indonesia, increased by 8.8 percent to 7,729,812 TEUs for the year ended December 31, 2025 from 7,107,101 TEUs

for the same period in 2024 mainly due to the improvement in trade activities across all Philippine terminals, VICT and PNG terminals, and contribution of BACT. Excluding the impact of new and discontinued operations, volume from the Asia segment would have increased by 6.1 percent for the year ended December 31, 2025. The Asia operations accounted for 54.4 percent and 53.3 percent of the consolidated volume for the years ended December 31, 2024 and 2025, respectively.

Volume from the Americas segment, consisting of terminals in Mexico, Ecuador, Brazil, Honduras and Argentina, increased by 18.9 percent to 4,158,288 TEUs for the year ended December 31, 2025 from 3,498,068 TEUs for the same period in 2024 mainly due to the volume recovery at CGSA; new services at CMSA; and improvement in trade activities across all other terminals in Americas. The Americas operations accounted for 26.8 percent and 28.7 percent of the consolidated volume for the years ended December 31, 2024 and 2025, respectively.

Volume from the EMEA segment, consisting of terminals in Iraq, DR Congo, Poland, Georgia, Croatia, Madagascar and Nigeria, increased by 6.1 percent to 2,613,089 TEUs for the year ended December 31, 2025 from 2,461,780 TEUs for the same period in 2024 mainly due to the improvement in trade activities in most of the terminals in EMEA. The EMEA operations accounted for 18.8 percent and 18.0 percent of the Group's consolidated volume for the years ended December 31, 2024 and 2025, respectively.

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 income of joint ventures; and (5) Other income.

The table below illustrates the consolidated total income for the years ended December 31, 2024 and 2025:

Total Income

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		% Change
	2024	2025	
Gross revenues from port operations	US\$2,739,524	US\$3,234,704	18.1
Port authorities' share in gross revenues	232,848	283,336	21.7
Net revenues	2,506,676	2,951,368	17.7
Interest income	71,547	55,343	(22.6)
Foreign exchange gain	19,599	25,439	29.8
Equity in net income of joint ventures	-	3,359	100.0
Other income	36,954	17,910	(51.5)
	US\$2,634,776	US\$3,053,419	15.9

For the year ended December 31, 2025, net revenues stood at 96.7 percent of the total consolidated income whereas interest income, foreign exchange gain, equity in net income of joint ventures, and other income accounted for 1.8 percent, 0.8 percent, 0.1 percent and 0.6 percent, respectively. For the same period in 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.

Gross Revenues from Port Operations

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

The table below illustrates the consolidated gross revenues for the years ended December 31, 2024 and 2025:

Gross Revenues from Port Operations

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		% Change
	2024	2025	
Asia	US\$1,140,265	US\$1,336,712	17.2
Americas	1,078,241	1,307,445	21.3
EMEA	521,018	590,547	13.3
	US\$2,739,524	US\$3,234,704	18.1

The Group's consolidated gross revenues from port operations increased by 18.1 percent to US\$3,234.7 million for

the year ended December 31, 2025 from US\$2,739.5 million for the same period in 2024 mainly due to the volume growth with a more favorable container mix, tariff adjustments, and higher revenues from ancillary services at certain terminals; partially tapered by unfavorable translation impact mainly of the depreciation of Mexican Peso (MXN)-based revenues at CMSA, Brazilian Real (BRL)-based revenues at TSSA and ICTSI Rio, and Australian Dollar (AUD)-based revenues at VICT. Excluding impact of new and discontinued operations, consolidated gross revenues would have increased by 17.8 percent for the year ended December 31, 2025.

Gross revenues from the Asia segment increased by 17.2 percent to US\$1,336.7 million for the year ended December 31, 2025 from US\$1,140.3 million for the same period in 2024 mainly due to the volume growth with a more favorable container mix, tariff adjustments, and higher revenues from ancillary services, with most of the Philippine terminals and all other terminals in Asia contributing to the revenue growth; partially tapered by unfavorable translation impact of foreign currency-denominated revenues against US dollar. Excluding the impact of new and discontinued operations, gross revenues of Asia segment would have increased by 16.5 percent for the year ended December 31, 2025. The Asia operations captured 41.6 percent and 41.3 percent of the consolidated gross revenues for the years ended December 31, 2024 and 2025, respectively.

Gross revenues from the Americas segment increased by 21.3 percent to US\$1,307.4 million for the year ended December 31, 2025 from US\$1,078.2 million for the same period in 2024 mainly due to the volume recovery at CGSA; higher revenues from ancillary services, volume growth with a more favorable container mix and tariff adjustments, with all terminals in Americas contributing to the revenue growth; partially tapered by unfavorable translation impact of foreign currency-denominated revenues against US dollar. The Americas operations accounted for 39.4 percent and 40.4 percent of the consolidated gross revenues for the years ended December 31, 2024 and 2025, respectively.

Gross revenues from the EMEA segment increased by 13.3 percent to US\$590.5 million for the year ended December 31, 2025 from US\$521.0 million for the same period in 2024 mainly due to the higher revenues from ancillary services, including growth in general cargo activities, and volume growth and tariff adjustments, with all terminals in EMEA contributing to the revenue growth; and favorable translation impact of foreign currency-denominated revenues against US dollar. The EMEA operations stood at 19.0 percent and 18.3 percent of the consolidated gross revenues for the years ended December 31, 2024 and 2025, respectively.

Port Authorities' Share in Gross Revenues

Port Authorities' share in gross revenues, which represents the variable fees paid to Port Authorities at certain terminals, other than minimum guaranteed variable fees that were capitalized as part of concession rights and right-of-use assets and are amortized on a straight-line basis over the term of the concession, increased by 21.7 percent to US\$283.3 million for the year ended December 31, 2025 from US\$232.8 million for the same period in 2024 as a result of higher revenues from these terminals. The Port Authorities' share in gross revenue grew faster than the revenue due to higher revenue growth at terminals with higher variable fees, mainly MICT and CGSA.

Interest Income, Foreign Exchange Gain, and Other Income

Interest income decreased by 22.6 percent to US\$55.3 million for the year ended December 31, 2025 from US\$71.5 million for the same period in 2024 mainly due to the lower average balance of short-term investments and bank deposits.

Foreign exchange gain increased by 29.8 percent to US\$25.4 million for the year ended December 31, 2025 from US\$19.6 million for the same period in 2024 mainly due to the favorable translation impact of certain currencies against US dollar.

Equity in net income of joint ventures amounted to US\$3.4 million for the year ended December 31, 2025 mainly due to positive result of operations at SPIA.

Other income decreased by 51.5 percent to US\$17.9 million for the year ended December 31, 2025 from US\$37.0 million for the same period in 2024 mainly due to nonrecurring income from the settlement of legal claims in 2024.

Total Expense

The table below shows the breakdown of total expenses for the years ended December 31, 2024 and 2025:

<i>(In thousands, except % change data)</i>	For the Years Ended December 31		
	2024	2025	% Change
Manpower costs	US\$365,862	US\$418,094	14.3
Equipment and facilities-related expenses	187,400	197,159	5.2
Administrative and other operating expenses	173,986	191,824	10.3
Total cash operating expenses	727,248	807,077	11.0
Depreciation and amortization	300,778	327,755	9.0
Interest expense and financing charges on borrowings	159,280	147,372	(7.5)
Interest expense on concession rights payable	63,313	63,865	0.9
Interest expense on lease liabilities	138,035	141,039	2.2
Equity in net loss of joint ventures	5,457	-	(100.0)
Foreign exchange loss and other expenses	34,845	60,161	72.7
Total expenses	US\$1,428,956	US\$1,547,269	8.3

Total cash operating expenses of the Group increased by 11.0 percent to US\$807.1 million for the year ended December 31, 2025 from US\$727.2 million for the same period in 2024 mainly due to volume/revenue-driven increase in operating expenses, including increases related to the growth in revenue generating ancillary services at certain terminals; increase in government-mandated and contracted salary rate adjustments and benefits; partially tapered by favorable foreign exchange effect mainly of BRL-based expenses at ICTSI Rio and TSSA, and MXN- and AUD-based expenses at CMSA and VICT, respectively, and continuous cost optimization measures implemented. 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, 2025.

Expense accounts for the year ended December 31, 2025 with variances of plus or minus 5.0 percent against December 31, 2024 balances are discussed, as follows:

Manpower Costs

Manpower costs increased by 14.3 percent to US\$418.1 million for year ended December 31, 2025 from US\$365.9 million for the same period in 2024 primarily due to volume-driven increase in headcount and contracted services, and increase in government-mandated and contracted salary rate adjustments and benefits, at certain terminals; partially tapered by 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 14.0 percent for the year ended December 31, 2025.

Manpower costs accounted for 50.3 percent and 51.8 percent of consolidated cash operating expenses for the years ended December 31, 2024 and 2025, respectively.

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 5.2 percent to US\$197.2 million for the year ended December 31, 2025 from US\$187.4 million for the same period in 2024 mainly due to volume/revenue-driven increase in repairs and maintenance, equipment rentals, and fuel and power consumption; partially tapered by continuous cost optimization measures implemented; lower cost of outsourced facilities and services; 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 4.4 percent for the year ended December 31, 2025.

Equipment and facilities-related expenses represented 25.8 percent and 24.4 percent of consolidated cash operating expenses for the years ended December 31, 2024 and 2025, respectively.

Administrative and Other Operating Expenses

Administrative and other operating expenses increased by 10.3 percent to US\$191.8 million for the year ended December 31, 2025 from US\$174.0 million for the same period in 2024 driven by increases in volume-driven IT costs and revenue-related taxes and licenses; partially tapered by 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 9.8 percent for the year ended December 31, 2025.

Administrative and other operating expenses stood at 23.9 percent and 23.8 percent of consolidated cash operating expenses for the years ended December 31, 2024 and 2025, respectively.

Depreciation and amortization

Depreciation and amortization increased by 9.0 percent to US\$327.8 million for the year ended December 31, 2025 from US\$300.8 million for the same period in 2024 mainly due to the commissioning of various port equipment and facilities; and increase in right-of-use asset as a result of remeasurement of lease liabilities, including new leased areas, at certain terminals. Excluding the impact of new and discontinued operations, consolidated depreciation and amortization would have increased by 8.3 percent for the year ended December 31, 2025.

Interest and Financing Charges on Borrowings

Interest and financing charges on borrowings decreased by 7.5 percent to US\$147.4 million for the year ended December 31, 2025 from US\$159.3 million for the same period in 2024 primarily due to the substantial repayment of loan during the year and in the latter part of 2024, including capitalization of borrowing costs. Excluding the impact of new and discontinued operations, consolidated interest and financing charges on borrowings would have decreased by 8.8 percent for the year ended December 31, 2025.

Equity in Net Loss of Joint Ventures

Equity in net loss of joint ventures amounted to nil for the year ended December 31, 2025 from US\$5.5 million for the same period in 2024 mainly due to positive result of operations at SPIA.

Foreign Exchange Loss and Other Expenses

Foreign exchange loss and other expenses increased by 72.7 percent to US\$60.2 million for the year ended December 31, 2025 from US\$34.8 million for the same period in 2024 mainly due to unfavorable translation impact of certain currencies against US dollar; partially tapered by nonrecurring loss on sale of OJA in 2024.

EBITDA and EBIT

Consolidated EBITDA increased by 20.5 percent to US\$2,144.3 million for the year ended December 31, 2025 from US\$1,779.4 million for the same period in 2024 mainly due to higher revenues partially tapered by the increase in cash operating expenses. EBITDA margin increased to 66.3 percent in 2025 from 65.0 percent in 2024. Excluding the impact of new and discontinued operations, EBITDA would have increased by 20.2 percent for the year ended December 31, 2025.

Meanwhile, consolidated EBIT increased by 22.9 percent to US\$1,816.5 million for the year ended December 31, 2025 from US\$1,478.7 million for the same period in 2024 mainly due to higher EBITDA, partially tapered by the increase in depreciation and amortization charges. EBIT margin increased to 56.2 percent in 2025 from 54.0 percent in 2024. Excluding the impact of new and discontinued operations, EBIT would have increased by 22.7 percent for the year ended December 31, 2025.

Income Before Income Tax and Provision for Income Tax

Consolidated income before income tax increased by 24.9 percent to US\$1,506.2 million for the year ended December 31, 2025 from US\$1,205.8 million for the same period in 2024 primarily due to higher operating income; partially tapered by nonrecurring income from settlement of legal claims in 2024. Excluding impact of nonrecurring income and charges, and new and discontinued operations, consolidated income before income tax would have increased by 27.0 percent for the year ended December 31, 2025.

The ratio of consolidated income before income tax to consolidated gross revenues stood at 44.0 percent and 46.6 percent in 2024 and 2025, respectively.

Consolidated provision for income taxes increased by 40.4 percent to US\$379.3 million for the year ended December 31, 2025 from US\$270.0 million for the same period in 2024. Effective income tax rate in 2024 and 2025

stood at 22.4 percent and 25.2 percent, respectively. Increase in the provision for income tax and effective income tax rate from prior period is due to higher taxable income at certain terminals operating in jurisdictions with high tax rates.

Net Income

Consolidated net income increased by 20.4 percent to US\$1,126.9 million for the year ended December 31, 2025 from US\$935.8 million for the same period in 2024. The ratio of consolidated net income to gross revenues from port operations stood at 34.2 percent and 34.8 percent in 2024 and 2025, respectively. Excluding the impact of nonrecurring gains and losses, and new and discontinued operations, consolidated net income would have increased by 22.9 percent.

Consolidated net income attributable to equity holders of the Parent increased by 23.3 percent to US\$1,048.1 million for the year ended December 31, 2025 from US\$849.8 million for the same period in 2024. Excluding the impact of nonrecurring gains and losses, and new and discontinued operations, consolidated net income attributable to equity holders would have increased by 26.1 percent.

Basic earnings per share increased to US\$0.511 in 2025 from US\$0.408 in 2024. Diluted earnings per share increased to US\$0.510 in 2025 from US\$0.407 in 2024.

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

TEU Volume

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

Table 6.8 Volume

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

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:

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	US\$2,739,524	14.7
Port authorities' share in gross revenues	220,008	232,848	5.8
Net revenues	2,168,318	2,506,676	15.6
Interest income	57,977	71,547	23.4
Foreign exchange gain	10,489	19,599	86.9
Other income	23,087	36,954	60.1
	US\$2,259,871	US\$2,634,776	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.

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:

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	US\$1,140,265	9.4
Americas	855,615	1,078,241	26.0
EMEA	490,279	521,018	6.3
	US\$2,388,326	US\$2,739,524	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.

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.

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.

Total Expenses

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

Total Expenses

<i>(In thousands, except % change data)</i>	For the Years Ended		
	2023	2024	% Change
Manpower costs	US\$329,115	US\$365,862	11.2
Equipment and facilities-related expenses	167,837	187,400	11.7
Administrative and other operating expenses	165,752	173,986	5.0
Total cash operating expenses	662,704	727,248	9.7
Depreciation and amortization	294,432	300,778	2.2
Interest expense and financing charges on borrowings	140,333	159,280	13.5
Interest expense on concession rights	64,519	63,313	(1.9)

payable			
Interest expense on lease liabilities	133,793	138,035	3.2
Equity in net loss of joint ventures	9,809	5,457	(44.4)
Foreign exchange loss and other expenses	206,739	34,845	(83.1)
Total expenses	US\$1,512,329	US\$1,428,956	(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:

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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

TEU Volume

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

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

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 6.13 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	US\$2,388,326	6.5

Port authorities' share in gross revenues	221,604	220,008	(0.7)
Net revenues	2,021,388	2,168,318	7.3
Interest income	39,052	57,977	48.5
Foreign exchange gain	14,471	10,489	(27.5)
Equity in net profit of joint ventures	1,987	-	(100.0)
Other income	18,996	23,087	21.5
	US\$2,095,894	US\$2,259,871	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.

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:

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	US\$1,042,432	2.6
Americas	759,825	855,615	12.6
EMEA	467,634	490,279	4.8
	US\$2,242,992	US\$2,388,326	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.

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.

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.

Total Expenses

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

Total Expenses

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

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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. Fluctuation of the US dollar relative to other major currencies may adversely affect the Group's reported levels of revenues and profits.

For further details please refer to Note 29 *Other Matters* to the Audited Consolidated Financial Statements.

Financial Position

Consolidated Balance Sheets

(In thousands, except % change data)	As at December 31			% Change 2023 vs 2024	% Change 2024 vs 2025
	2023	2024	2025		
Total assets	US\$7,244,859	US\$7,649,352	US\$9,077,099	5.6	18.7
Current assets	1,212,086	1,624,425	1,532,454	34.0	(5.7)
Total equity	1,905,168	1,904,127	2,481,185	(0.1)	30.3
Total equity attributable to equity holders of the parent	1,592,742	1,569,673	2,122,275	(1.4)	35.2
Total interest-bearing debt*	2,171,989	2,654,324	3,151,389	22.2	18.7
Current liabilities	715,617	1,169,018	1,079,145	63.4	(7.7)
Total liabilities	5,339,691	5,745,225	6,595,914	7.6	14.8
Current assets/total assets	16.7%	21.2%	16.9%		
Current ratio	1.69	1.39	1.42		

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

Total assets increased by 18.7 percent to US\$9.1 billion as at December 31, 2025 from US\$7.6 billion as at December 31, 2024 driven by the US\$618.0 million deposit for the acquisition of DGT; increase in property and equipment, and intangibles primarily due to various concession-related civil works and purchase of port facilities and equipment, including acquisition of FII Inhaúma.

Current assets decreased by 5.7 percent to US\$1.5 billion as at December 31, 2025 from US\$1.6 billion as at December 31, 2024 mainly due to the decrease in cash and cash equivalents, including short-term deposits and investments driven by the payments of dividends, borrowings, capital expenditures, lease liabilities and concession rights payable, with interests; partially tapered by cash generated from operations.

Total equity increased by 30.3 percent to US\$2.5 billion as at December 31, 2025 from 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 14.8 percent to US\$6.6 billion as at December 31, 2025 from US\$5.7 billion as at December 31, 2024 mainly due to the net availment of loans; higher accounts payable, income tax payable, and other current liabilities, including recognition of put option liability related to the acquisition of FII Inhaúma; and increase in lease liabilities from the remeasurement of lease payments and new leased areas.

Current liabilities decreased by 7.7 percent to US\$1.1 billion as at December 31, 2025 from US\$1.2 billion as at December 31, 2024 mainly due to the settlement of certain loans; partially tapered by higher accounts payable, income tax payable, and other current liabilities, including recognition of put option liability related to the acquisition of FII Inhaúma.

Material Variances Affecting the Balance Sheet

Balance sheet accounts as at December 31, 2025 with variances of plus or minus 5.0 percent against December 31, 2024 balances are discussed, as follows:

Noncurrent Assets

1. Intangibles increased by 6.7 percent to US\$2,552.8 million as at December 31, 2025 mainly due to various concession-related civil works, including acquisition of port facilities and equipment, payment of additional concession upfront fee, and remeasurement of concession rights payable.
2. Property and equipment increased by 33.0 percent to US\$2,486.0 million as at December 31, 2025 mainly due to the marine property in Brazil as a result of acquisition of FII Inhaúma, impact of consolidation of BACT, and various expansion-related civil works and acquisitions of port equipment, with favorable impact on the translation of certain foreign operations' accounts; partially tapered by the depreciation charge for the period.
3. Investment properties increased by 7.9 percent to US\$5.9 million due to the acquisition of a warehouse building held for leasing.
4. Investments in and advances to joint ventures and an associate increased by 7.6 percent to US\$237.4 million as at December 31, 2025 mainly due to higher share in net earnings of SPIA and interest earned from loan extended to SPIA.
5. Other noncurrent assets increased to US\$959.9 million as at December 31, 2025 primarily due to the deposit for the acquisition of DGT and higher advances to suppliers and contractors for capital expenditures.

Current Assets

6. Receivables increased by 17.2 percent to US\$225.7 million as at December 31, 2025 primarily due to higher revenues from port operations.
7. Spare parts and supplies increased by 15.7 percent to US\$68.8 million as at December 31, 2025 mainly due to acquisition of spare parts associated with operational requirements.
8. Current portion of derivative assets decreased by 73.4 percent to US\$2.5 million as at December 31, 2025 due to market valuation of interest rate swaps.
9. Prepaid expenses and other current assets decreased by 46.2 percent to US\$136.6 million mainly due to the maturity of short-term investments that were reclassified to cash and cash equivalents.

Equity

10. Treasury shares increased by 65.8 percent to US\$130.9 million as at December 31, 2025 due to the acquisition of 10.3 million of the Company's own shares of common stock.
11. Excess of consideration over the carrying value of non-controlling interests acquired or disposed increased by 8.0 percent to US\$183.6 million due to the acquisition of 26% non-controlling interest in FII Inhaúma and recognition of put option liability relating to the outstanding 27% non-controlling interest in FII Inhaúma.
12. Retained earnings increased by 43.5 percent to US\$1,760.2 million as at December 31, 2025 mainly due to the net income generated during the year; partially tapered by the declaration of dividends.
13. Other comprehensive loss decreased by 27.9 percent to US\$203.7 million as at December 31, 2025 mainly due to the net favorable exchange differences on translation of foreign operations' accounts.
14. Equity attributable to non-controlling interests increased by 7.3 percent to US\$358.9 million as at December 31, 2025 mainly due to net income attributable to non-controlling interests partially tapered by dividends declared during the year.

Noncurrent Liabilities

15. Noncurrent portion of long-term debt increased by 39.4 percent to US\$2,889.2 million as at December 31, 2025 due to the availment of new loans; partially tapered by the reclassification of loans maturing within the next 12 months, from noncurrent to current.
16. Noncurrent portion of lease liabilities increased by 5.3 percent to US\$1,539.6 million resulting mainly from the remeasurement of lease liabilities, including new and additional leased area, at certain terminals; partially tapered by the derecognition of the certain lease liability at ICTSI Rio upon consolidation of FII Inhaúma.
17. Deferred tax liabilities increased by 10.2 percent to US\$288.8 million mainly due to deferred tax on higher earnings of subsidiaries accumulated to date.

Current Liabilities

18. Loans payable amounted to nil as at December 31, 2025 due to the full settlement of short-term loans.
19. Accounts payable and other current liabilities increased by 38.7 percent to US\$626.1 million as at December 31, 2025 mainly due to the increase in liabilities from capital expenditures and operating expenses; output and other taxes payable driven by higher revenues; and recognition of put option liability related to the acquisition of FII Inhaúma.
20. Current portion of long-term debt decreased by 36.8 percent to US\$262.2 million as at December 31, 2025 mainly due to the repayment of certain loans; partially tapered by the reclassification of loans maturing within the next 12 months, from noncurrent to current.
21. Current portion of lease liabilities increased by 32.9 percent to US\$56.8 million as at December 31, 2025 due to higher scheduled lease payments within the next 12 months.
22. Income tax payable increased by 86.9 percent to US\$116.2 million as at December 31, 2025 mainly due to revenue-driven higher taxable income at certain terminals.
23. Current portion of derivative liabilities decreased by 82.4 percent to US\$2.5 million as at December 31, 2025 due to settlement of certain cross-currency swaps in March 2025 partially tapered by market valuation of interest rate and cross-currency interest rate swaps.

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.

Liquidity and Capital Resources

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

Liquidity

The table below shows the Group's consolidated cash flows for the years ended December 31, 2023, 2024 and 2025:

Consolidated Cash Flows

	For the Year Ended December			% Change 2023 vs 2024	% Change 2024 vs 2025
	2023	2024	2025		
	31				
<i>(In thousands, except % change data)</i>					
Net cash provided by operating activities	US\$1,300,459	US\$1,579,154	US\$1,810,044	21.4	14.6
Net cash used in investing activities	(317,984)	(448,605)	(1,250,431)	41.1	178.7
Net cash used in financing activities	(1,120,212)	(688,718)	(602,376)	(38.5)	(12.5)
Effect of exchange rate changes on cash	14,901	(48,862)	32,520	(427.9)	(166.6)
Net increase (decrease) in cash and cash equivalents	(122,836)	392,969	(10,243)	(419.9)	(102.6)
Cash and cash equivalents, beginning	838,940	716,104	1,109,073	(14.6)	54.9
Cash and cash equivalents, end	US\$716,104	US\$1,109,073	US\$1,098,830	54.9	(0.9)

Consolidated cash and cash equivalents was lower by 0.9 percent to US\$1,098.8 million as at December 31, 2025 from US\$1,109.1 million for the same period in 2024, mainly due to higher net cash used in investing and financing activities; partially tapered by cash generated from operations.

Net cash provided by operating activities increased by 14.6 percent to US\$1,810.0 million for the year ended December 31, 2025 from US\$1,579.2 million for the same period in 2024, primarily due to higher results of operations in 2025.

Net cash used in investing activities increased to US\$1,250.4 million for the year ended December 31, 2025 from US\$448.6 million for the same period in 2024, mainly due to the deposit for the acquisition of DGT; higher capital expenditures spent for ongoing expansions, from US\$517.1 million in 2024 to US\$654.8 million in 2025, including

additional concession upfront fee; and the acquisition of FII Inhaúma and upfront payment for BACT; partially tapered by the maturity of short-term investments.

Net cash used in financing activities decreased by 12.5 percent to US\$602.4 million for the year ended December 31, 2025 from US\$688.7 million for the same period in 2024, mainly due to higher loan avilment, and redemption of perpetual capital securities in 2024; partially tapered by higher dividend payment; and purchase of treasury stock and non-controlling interest in 2025.

Capital Resources

The table below illustrates the Group's capital sources as at December 31, 2023, 2024 and 2025:

Capital Sources

<i>(In thousands, except % change data)</i>	As at December 31			% Change 2023 vs 2024	% Change 2024 vs 2025
	2023	2024	2025		
Loans payable	US\$139,563	US\$167,504	US\$–	20.0	(100.0)
Current portion of long-term debt	42,389	414,944	262,206	878.9	(36.8)
Long-term debt, net of current portion	1,990,037	2,071,875	2,889,182	4.1	39.4
Total short and long-term debt	2,171,989	2,654,323	3,151,388	22.2	18.7
Equity	1,905,168	1,904,127	2,481,185	(0.1)	30.3
	US\$4,077,157	US\$4,558,450	US\$5,632,573	11.8	23.6

2025 versus 2024

The Group's total debt and equity capital increased by 23.6 percent as at December 31, 2025 primarily due to net avilment of loans by the Group; and the net income generated during the period; partially tapered by the dividends declared and paid during the period.

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 avilment 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.

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, 2025:

Outstanding Long-Term Debt Maturities

<i>(In thousands)</i>	Amount
2026	US\$262,605
2027	309,677
2028	446,321
2029	698,911
2030 and onwards	1,458,840
Total	US\$3,176,354

The average duration of the Group's long-term debt was extended by the avilment of various long-term loans. As a result, 92% of the Group's long-term debt will mature in 2027 and beyond.

Discussion on outstanding loans is further disclosed in Note 15, *Long-term Debt* to the 2025 Annual Audited Consolidated Financial Statements.

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, 2025,

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, 2025, except as discussed above.

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.

As at December 31, 2025 the carrying value of the perpetual capital securities amounted to US\$295.1 million.

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

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, BRL, AUD 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 61.8 percent and 61.4 percent of gross revenues for the periods ended December 31, 2024 and 2025, respectively. 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, 2025:

Revenue Currency Profile

Business Unit	USD/EUR Composition	Local Currency
MICT	47% USD	53% PHP
MNHPI		100% PHP
SBITC/ICTSI Subic	46% USD	54% PHP
MCT	51% USD	49% PHP
VCT	29% USD	71% PHP
SCIPSI		100% PHP
MMT	37% USD	63% PHP
BIPI	32% USD	68% PHP
LGICT	20% USD	80% PHP
CGT		100% PHP
VICT		100% AUD
PNG		100% PGK
YICT		100% RMB
BACT		100% IDR
EJMT		100% IDR
CMSA	17% USD	83% MXN
OPC	100% USD	
CGSA	100% USD	
TSSA		100% BRL
ICTSI Rio	41% USD	59% BRL
IRB Logistica		100% BRL

Business Unit	USD/EUR Composition	Local Currency
CLIA Pouso Alegre	57% USD	43% BRL
Tecplata	100% USD	
MGT	100% USD	
BGT	52% USD	48% IQD
MICTSL	100% EUR	
BCT	74% USD/ 2% EUR	24% PLN
AGCT	100% EUR	
OMT	58% USD	42% NGN
BICTL	100% USD	
KMT	100% EUR	

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.

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 Group's liquidity.

II. Consolidated Financial Statements

The Group's 2025 consolidated financial statements and accompanying notes are incorporated in the Company's SEC Form 17-A.

III. 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.

The information of the Independent Accountant and external audit fees and services are discussed under Item 7 of the Information Statement.

IV. General Nature and Scope of the Business and its Subsidiaries

The Company acquires, develops and operates container ports and terminals. Established in December 1987 in the Philippines, the Company began with its flagship operation, the Manila International Container Terminal. Soon after, the Company launched an international and domestic expansion program and currently has 34 terminals and operates in 20 countries and 6 continents.

As discussed in the Overview, under Item I of this Report, the Company's major subsidiaries are primarily engaged in the ownership, development, management, and operation of container ports and terminals worldwide.

V. Directors and Officers

The profiles of the Directors and Officers of the Company are discussed under Item 5 of the Information Statement.

VI. Market Price of and Dividends on the Common Shares

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

As at the latest practicable trading date (March 3, 2026), the share prices of ICTSI were:

	<i>In US Dollar</i>	<i>In Philippine Peso</i>
Opening	US\$11.67	₱682.00
High	12.13	709.00
Low	11.67	682.00
Closing	12.13	709.00

* 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 3, 2026.

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>
2024				
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
2025				
Quarter 1	US\$7.177	₱410.60	US\$5.803	₱332.00
Quarter 2	7.563	426.00	5.681	320.00
Quarter 3	8.746	509.00	7.097	413.00
Quarter 4	10.376	610.00	8.267	486.00

* 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 2024 and 2025.

Holder

The number of common stockholders of record as at the latest practicable date on February 28, 2026 was 1,338. Common shares issued and outstanding as at the same date were 2,045,177,671 shares (including 26,474,409 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 February 28, 2026, the public ownership level of the Company is at 50.91% based only on outstanding common shares (excluding 26,474,409 treasury shares). The public ownership level of the Company is at 37.80% 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 February 28, 2026:

Name	No. of Shares Held	% of Total*
1. PCD Nominee Corporation (Filipino)	856,476,862	41.88%
2. PCD Nominee Corporation (Non-Filipino)	733,985,201	35.89%
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 26,474,409 treasury shares)

Dividends and Dividend Policy

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

	2023	2024	2025
Date of Board approval	March 6, 2023	March 1, 2024	March 6, 2025
Cash dividends (regular) per share	US\$0.156 (₱8.56)	US\$0.167 (₱9.35)	US\$0.247 (₱14.16)
Cash dividends (special) per share	US\$0.026 (₱1.44)	US\$0.029 (₱1.65)	–
Record date	March 20, 2023	March 15, 2024	March 20, 2025
Payment date	March 28, 2023	March 25, 2024	March 28, 2025

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, 2025, 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\$29.0 million in 2023, US\$22.0 million in 2024 and US\$14.9 million in 2025.

As at December 31, 2025, the unappropriated retained earnings of the Parent Company that is available for dividend declaration amounted to US\$754.5 million.

For more information on the Dividends Policy, please visit the [Company Policies](#) page of the Company website.

Recent Sale of Unregistered Securities

There is no sale of unregistered securities in 2023, 2024 and 2025.

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 14, *Equity*, to the 2025 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 14.1 to the 2025 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.

VII. Compliance with Leading Practices on Corporate Governance

The Company's corporate governance framework is set out in its Manual of Corporate Governance (CG Manual), first submitted to the Philippine Securities and Exchange Commission in 2011 and later revised and updated in 2014 and 2017. The CG Manual is designed to balance the interests of multiple stakeholders and to guide the achievement of strategic objectives through internal and external mechanisms, including the Board of Directors' structure, the Board's oversight of Management, and the adoption of sound policies and controls.

The Board of Directors has assigned to the Chief Compliance Officer the responsibility for evaluating ICTSI's compliance with the CG Manual and with applicable rules and regulations issued by regulatory agencies. ICTSI has had a Chief Compliance Officer since 2016. The current Chief Compliance Officer is Mr. Christian R. Gonzalez, who has served in that role since January 18, 2023, while also serving as ICTSI's Executive Vice President.

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.

The detailed discussions on Company's objectives, financial and non-financial information, and compliance adherence, is disclosed under part V, Corporate Governance, Item 13 of the Company's SEC Form 17-A.

VIII. Undertaking to Provide Annual Report

A copy of the 2025 ICTSI Annual Report on SEC Form 17-A for the fiscal year ended December 31, 2025, as filed with the Securities and Exchange Commission, will be sent to any stockholder at the address he indicates or through email, without charge upon written request addressed to:

**The Corporate Secretary
International Container Terminal Services, Inc.
3F ICTSI Administration Building
Manila International Container Terminal
MICT South Access Road, Port of Manila
1012 Manila, Philippines**

Or through an email to bgorospe@ictsi.com, copy investor@ictsi.com.

CONSOLIDATED AUDITED FINANCIAL STATEMENTS

Annex D to the Information Statement

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
A	L		S	E	R	V	I	C	E	S	,		I	N	C	.		A	N	D		S	U	B	S	I	D	I	A
R	I	E	S																										

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

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	,		
M	A	N	I	L	A		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	A	L	,		S	O	U	T	H		A	C	C	E	S	S		R	O	A	D	,		M		
A	N	I	L	A																											

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

<p>Company's Email Address</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>ictsi.ir@ictsi.com</td> </tr> </table>	ictsi.ir@ictsi.com	<p>Company's Telephone Number</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>8245-4101</td> </tr> </table>	8245-4101	<p>Mobile Number</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>09285031362</td> </tr> </table>	09285031362
ictsi.ir@ictsi.com					
8245-4101					
09285031362					
<p>No. of Stockholders</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>1,335</td> </tr> </table>	1,335	<p>Annual Meeting (Month / Day)</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>04/15</td> </tr> </table>	04/15	<p>Fiscal Year (Month / Day)</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>12/31</td> </tr> </table>	12/31
1,335					
04/15					
12/31					

CONTACT PERSON INFORMATION

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

<p>Name of Contact Person</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>Arlyn L. McDonald</td> </tr> </table>	Arlyn L. McDonald	<p>Email Address</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>alacania@ictsi.com</td> </tr> </table>	alacania@ictsi.com	<p>Telephone Number/s</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>8245-4101</td> </tr> </table>	8245-4101	<p>Mobile Number</p> <table border="1" style="width: 100%; text-align: center;"> <tr> <td>09178454608</td> </tr> </table>	09178454608
Arlyn L. McDonald							
alacania@ictsi.com							
8245-4101							
09178454608							

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.



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, 2023, 2024 and 2025, 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 periods 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, 2023, 2024 and 2025, and its consolidated financial performance and its consolidated cash flows for each of the three years in the periods 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), as applicable to the audits of the consolidated financial statements of public interest entities, together with the ethical requirements that are relevant to the audits of consolidated financial statements of public interest entities in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of 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.



Accounting for the Acquisition of Inhaúma Fundo de Investimento Imobiliário - Responsabilidade Limitada (“FII Inhaúma” or “the Fund”)

In April 2025, the Group acquired 47% ownership interest in the Fund for a total consideration of BRL459.8 million (US\$79.2 million), with the remaining 53% ownership interest in the Fund being subject to a combination of put and call options. The Group intends to exercise the call option if the non-controlling interests fail to exercise the put option. With these, the Group determined that it has obtained control over the Fund, and accounted for the transaction as acquisition of a group of assets which is comprised virtually of the marine property.

Subsequently, in July 2025, the Group purchased an additional 26% ownership interest in the Fund for a consideration of BRL254.5 million (US\$45.7 million) and brought its total ownership interest to 73%.

This matter is significant to our audit because the purchase consideration is material to the consolidated financial statements, and significant judgment was used in the determination as to whether the Group has obtained control over the Fund under PFRS 10, *Consolidated Financial Statements*, and whether the transaction is considered as an acquisition of a business in accordance with PFRS 3, *Business Combinations*. In addition, significant estimation was used in (a) the allocation of the purchase consideration to the identifiable assets and liabilities of the Fund, specifically on the determination of the fair value of the acquired group of assets, (b) the valuation of the put options at initial recognition and at the end of the reporting period which used assumptions such as future cash flows and discount rate, and (c) the valuation of call options at the same dates which used assumptions such as future cash flows, discount rate, volatility, dividend yield and fair value of the underlying property of the Fund.

The disclosures related to the acquisition are included in Note 1 to the consolidated financial statements.

Audit Response

We reviewed the Group’s determination of control in accordance with PFRS 10 by reviewing the acquisition agreement and relevant documents regarding the acquisition. We also reviewed the assessment of management whether the group of assets and liabilities acquired meets the definition of a business in accordance with PFRS 3. We also reviewed the identification of the acquired assets and liabilities, and tested the allocation of the purchase price based on the relative fair values of the identified assets and liabilities. We also reviewed the valuation of the put and call options at acquisition date and at the end of the reporting period. We involved our internal specialists to assist us in evaluating the assumptions and methodologies used by the Group in determining the relative fair values of the identified assets and liabilities. We reviewed the bases and assumptions used in determining the value of the put and call options. We tested the parameters used in the determination of the discount rate against market and economic data. Further, we reviewed the Group’s disclosures in the consolidated financial statements about the key terms and conditions of the transaction.

Recoverability of Goodwill

Under PFRS Accounting Standards, the Group is required to annually test the amounts of its goodwill for impairment. As of December 31, 2025, goodwill attributable to certain subsidiaries amounted to US\$150.9 million, which is considered significant to the consolidated financial statements. In addition, management’s assessment process requires significant judgment and is based on assumptions which are subject to higher level of estimation uncertainty, specifically the forecasted free cash flows, forecasted revenue growth, earnings before interest, tax, depreciation and amortization (EBITDA) margins at the cash-generating unit (CGU) level, capital expenditures and weighted average cost of capital.



The Group's disclosures about the impairment testing of goodwill are included in Notes 3 and 10 to the consolidated financial statements.

Audit Response

We obtained an understanding of the management's process for evaluating the impairment of goodwill. We involved our internal specialist in evaluating the assumptions and methodologies used. We compared the key assumptions used, such as 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 assessed the historical accuracy of management's estimates and performed sensitivity analyses of the significant assumptions to evaluate the change in the fair value of the CGU. 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 goodwill.

Accounting for Income Taxes

The Group has significant operations in countries that are governed by varying income tax laws and regulations with differences in tax and financial reporting currencies. In addition, significant judgment and estimation are used in the recognition and measurement of deferred income tax liabilities related to undistributed profits and assessing the recoverability of deferred income tax assets. Accordingly, management's recognition and measurement process for the Group's income tax expense, income tax payable, deferred income tax assets and liabilities are complex and uses assumptions that are sensitive to future market or economic conditions as well as the forecasted performance of the relevant subsidiaries.

The Group's disclosures about income taxes are included in Notes 3 and 21 to the consolidated financial statements.

Audit Response

We involved our tax specialists in our review of management's calculation of income taxes, income tax payable and deferred tax assets and liabilities in countries where the Group has significant operations and complex tax laws and regulations. To address the significant judgment and estimation on the recoverability of deferred tax assets, we, together with our tax specialists, reviewed the management's assessment on the availability of future taxable income in reference to financial forecasts and tax planning strategies by comparing revenue growth and EBITDA margins against historical performance and available comparable market data. We also reviewed the timing of the reversal of future taxable and deductible temporary differences. We also reviewed the bases for recognition of deferred tax liabilities on undistributed cumulative earnings of certain subsidiaries by reviewing the historical dividend declaration and future declarations to be made by those subsidiaries considering relevant circumstances.



Other Information

Management is responsible for the other information. The other information comprises the SEC Form 17-A for the year ended December 31, 2025 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, 2025, 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. 88494

Tax Identification No.

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

SEC Partner Accreditation No. 88494-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

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

PTR No. 10765057, January 2, 2026, Makati City

March 4, 2026



INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	As at December 31		
	2023	2024	2025
ASSETS			
Noncurrent Assets			
Intangibles (Notes 1, 5 and 24)	US\$2,389,063,462	US\$2,392,206,722	US\$2,552,767,982
Property and equipment (Notes 1, 6 and 15)	1,845,693,951	1,868,911,180	2,486,014,100
Right-of-use assets (Notes 1, 7 and 24)	916,366,357	957,760,276	945,147,012
Investment properties	5,633,749	5,434,675	5,862,434
Investments in and advances to joint ventures and associate (Notes 1, 8 and 22)	271,502,661	220,634,149	237,448,655
Deferred tax assets (Note 21)	408,653,279	343,875,531	357,530,377
Other noncurrent assets (Notes 1 and 9)	195,859,476	236,104,233	959,874,417
Total Noncurrent Assets	6,032,772,935	6,024,926,766	7,544,644,977
Current Assets			
Cash and cash equivalents (Notes 1, 11, 26 and 27)	716,104,043	1,109,073,233	1,098,830,301
Receivables (Notes 1, 12, 26 and 27)	182,507,225	192,489,983	225,693,851
Spare parts and supplies (Note 1)	55,822,377	59,464,720	68,809,321
Prepaid expenses and other current assets (Notes 1, 13, 26 and 27)	247,454,041	253,922,959	136,602,012
Derivative assets	10,198,303	9,474,263	2,518,340
Total Current Assets	1,212,085,989	1,624,425,158	1,532,453,825
	US\$7,244,858,924	US\$7,649,351,924	US\$9,077,098,802
EQUITY AND LIABILITIES			
Equity Attributable to Equity Holders of the Parent			
Capital stock:			
Preferred stock (Note 14)	US\$236,222	US\$236,222	US\$236,222
Common stock (Note 14)	67,330,188	67,330,188	67,330,188
Additional paid-in capital (Notes 14 and 19)	577,430,605	584,458,288	590,096,367
Preferred shares held by a subsidiary (Note 14)	(72,492,481)	(72,492,481)	(72,492,481)
Treasury shares (Notes 14 and 19)	(38,330,159)	(78,946,292)	(130,917,089)
Excess of consideration over the carrying value of non-controlling interests acquired or disposed (Note 1)	(169,922,520)	(169,922,520)	(183,563,433)
Retained earnings (Note 14)	799,685,565	1,226,425,279	1,760,167,258
Perpetual capital securities (Note 14)	583,162,965	295,141,911	295,141,911
Other comprehensive loss - net (Notes 8, 9, 14, 23 and 26)	(154,358,265)	(282,558,061)	(203,724,066)
Total equity attributable to equity holders of the parent	1,592,742,120	1,569,672,534	2,122,274,877
Equity Attributable to Non-controlling Interests (Note 1.4)	312,425,668	334,454,320	358,909,801
Total Equity	1,905,167,788	1,904,126,854	2,481,184,678
Noncurrent Liabilities			
Long-term debt - net of current portion (Notes 1, 6, 15, 26 and 27)	1,990,036,959	2,071,875,126	2,889,182,436
Concession rights payable - net of current portion (Notes 1, 24, 26 and 27)	742,334,740	745,863,663	765,098,022
Lease liabilities - net of current portion (Notes 1, 7, 24 and 27)	1,571,022,387	1,462,147,182	1,539,585,396
Deferred tax liabilities (Notes 1 and 21)	273,522,534	262,152,007	288,832,512
Other noncurrent liabilities (Notes 1, 16, 23, 26 and 27)	47,157,301	34,169,050	34,071,051
Total Noncurrent Liabilities	4,624,073,921	4,576,207,028	5,516,769,417
Current Liabilities			
Loans payable (Notes 17, 26 and 27)	139,562,649	167,504,595	-
Accounts payable and other current liabilities (Notes 1, 18, 22, 26 and 27)	412,135,523	451,507,446	626,120,759
Current portion of long-term debt (Notes 1, 6, 15, 26 and 27)	42,389,052	414,944,295	262,206,397
Current portion of concession rights payable (Notes 1, 24, 26 and 27)	14,682,499	15,989,952	15,372,618
Current portion of lease liabilities (Notes 1, 7, 24 and 27)	41,877,334	42,708,981	56,770,666
Income tax payable (Notes 1 and 21)	64,970,158	62,157,017	116,170,070
Derivative liabilities	-	14,205,756	2,504,197
Total Current Liabilities	715,617,215	1,169,018,042	1,079,144,707
Total Liabilities	5,339,691,136	5,745,225,070	6,595,914,124
	US\$7,244,858,924	US\$7,649,351,924	US\$9,077,098,802

See accompanying Notes to Consolidated Financial Statements.



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

CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31		
	2023	2024	2025
INCOME			
Gross revenues from port operations (Notes 4 and 24)	US\$2,388,326,383	US\$2,739,524,184	US\$3,234,704,222
Interest income (Notes 11 and 22)	57,976,544	71,546,644	55,343,274
Foreign exchange gain (Note 27)	10,489,189	19,599,493	25,438,893
Equity in net income of joint ventures (Note 8)	–	–	3,358,873
Other income (Notes 1 and 20)	23,087,457	36,954,395	17,910,204
	2,479,879,573	2,867,624,716	3,336,755,466
EXPENSES			
Port authorities' share in gross revenues (Notes 1, 7, 20 and 22)	220,008,757	232,848,200	283,335,667
Manpower costs (Notes 19, 22 and 23)	329,115,205	365,862,467	418,093,938
Equipment and facilities-related expenses (Notes 7 and 22)	167,836,512	187,399,789	197,159,260
Administrative and other operating expenses (Notes 7 and 22)	165,752,389	173,985,603	191,823,631
Depreciation and amortization (Notes 5, 6, and 7)	294,431,515	300,777,664	327,755,080
Interest expense and financing charges on borrowings (Notes 15 and 17)	140,332,636	159,279,665	147,371,916
Interest expense on concession rights payable	64,518,959	63,313,327	63,864,680
Interest expense on lease liabilities (Note 7)	133,793,311	138,035,382	141,039,234
Equity in net loss of joint ventures (Note 8)	9,808,724	5,457,186	–
Foreign exchange loss (Note 27)	17,186,101	8,071,159	28,019,806
Impairment losses on goodwill and other nonfinancial assets (Notes 5, 9 and 10)	165,303,485	–	–
Other expenses (Notes 20 and 22)	24,249,937	26,773,510	32,141,189
	1,732,337,531	1,661,803,952	1,830,604,401
CONSTRUCTION REVENUE (EXPENSE) (Note 24)			
Construction revenue	65,270,968	166,545,199	189,483,899
Construction expense	(65,270,968)	(166,545,199)	(189,483,899)
	–	–	–
INCOME BEFORE INCOME TAX	747,542,042	1,205,820,764	1,506,151,065
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 21)			
Current	176,007,041	229,209,876	346,775,666
Deferred	(9,591,354)	40,833,269	32,498,596
	166,415,687	270,043,145	379,274,262
NET INCOME	US\$581,126,355	US\$935,777,619	US\$1,126,876,803
Attributable To			
Equity holders of the parent	US\$511,529,938	US\$849,798,990	US\$1,048,139,715
Non-controlling interests	69,596,417	85,978,629	78,737,088
	US\$581,126,355	US\$935,777,619	US\$1,126,876,803
Earnings Per Share (Note 28)			
Basic	US\$0.238	US\$0.408	US\$0.511
Diluted	0.237	0.407	0.510

See accompanying Notes to Consolidated Financial Statements.



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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2023	2024	2025
NET INCOME FOR THE YEAR	US\$581,126,355	US\$935,777,619	US\$1,126,876,803
OTHER COMPREHENSIVE INCOME (LOSS)			
<i>Items to be reclassified to profit or loss in subsequent periods</i>			
Exchange differences on translation of foreign operations' financial statements (Note 14)	51,159,475	(139,882,059)	104,504,405
Net change in unrealized mark-to-market values of derivatives	(12,109,652)	9,667,582	(21,993,065)
Share of other comprehensive income (loss) of joint ventures (Notes 8 and 14)	1,876,729	(280,609)	(109,101)
Income tax relating to components of other comprehensive loss	3,033,798	(2,385,785)	5,527,324
	43,960,350	(132,880,871)	87,929,563
<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 9 and 14)	396,624	1,049,552	2,503,686
Share of other comprehensive income of joint ventures (Notes 8 and 14)	20,310	16,909	4,156
Remeasurement losses on defined benefit plans - net of tax (Notes 14 and 23)	(964,905)	(89,382)	(544,842)
	(547,971)	977,079	1,963,000
	43,412,379	(131,903,792)	89,892,563
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	US\$624,538,734	US\$803,873,827	US\$1,216,769,366
Attributable To			
Equity holders of the parent	US\$555,582,359	US\$721,599,194	US\$1,127,981,505
Non-controlling interests	68,956,375	82,274,633	88,787,861
	US\$624,538,734	US\$803,873,827	US\$1,216,769,366

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, 2023, 2024 AND 2025

Attributable to Equity Holders of the Parent (Note 14)

	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	Attributable to Non-controlling Interests	Total Equity
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 14)	–	–	–	–	–	–	–	–	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 14)	–	–	–	–	–	–	(370,267,208)	–	–	(370,267,208)	(59,387,555)	(429,654,763)
Share-based payments (Note 19)	–	–	6,175,103	–	–	–	–	–	–	6,175,103	–	6,175,103
Issuance of treasury shares for share-based payments (Notes 14 and 19)	–	–	(2,725,247)	–	2,725,247	–	–	–	–	–	–	–
Acquisition of treasury shares (Note 14.1)	–	–	–	–	(1,064,203)	–	–	–	–	(1,064,203)	–	(1,064,203)
Disposal of NCI	–	–	–	–	–	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 14)	–	–	–	–	–	–	(29,026,678)	–	–	(29,026,678)	–	(29,026,678)
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
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 14)	–	–	–	–	–	–	–	–	(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 14)	–	–	–	–	–	–	(399,338,991)	–	–	(399,338,991)	(62,873,476)	(462,212,467)
Share-based payments (Note 19)	–	–	9,577,387	–	–	–	–	–	–	9,577,387	–	9,577,387
Issuance of treasury shares for share-based payments (Notes 14 and 19)	–	–	(2,549,704)	–	2,549,704	–	–	–	–	–	–	–
Acquisition of treasury shares (Note 14.1)	–	–	–	–	(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 14)	–	–	–	–	–	–	(8,820,285)	(288,021,054)	–	(296,841,339)	–	(296,841,339)
Distributions on perpetual capital securities (Note 14)	–	–	–	–	–	–	(14,900,000)	–	–	(14,900,000)	–	(14,900,000)
Balance at December 31, 2024	US\$236,222	US\$67,330,188	US\$584,458,288	(US\$72,492,481)	(US\$78,946,292)	(US\$169,922,520)	US\$1,226,425,279	US\$295,141,911	(US\$282,558,061)	US\$1,569,672,534	US\$334,454,320	US\$1,904,126,854
Balance at December 31, 2024	US\$236,222	US\$67,330,188	US\$584,458,288	(US\$72,492,481)	(US\$78,946,292)	(US\$169,922,520)	US\$1,226,425,279	US\$295,141,911	(US\$282,558,061)	US\$1,569,672,534	US\$334,454,320	US\$1,904,126,854
Net income for the year	–	–	–	–	–	–	1,048,139,715	–	–	1,048,139,715	78,737,088	1,126,876,803
Other comprehensive income (Note 14)	–	–	–	–	–	–	–	–	79,841,790	79,841,790	10,050,773	89,892,563
Total comprehensive income for the year	–	–	–	–	–	–	1,048,139,715	–	79,841,790	1,127,981,505	88,787,861	1,216,769,366
Cash dividends (Note 14)	–	–	–	–	–	–	(500,505,531)	–	–	(500,505,531)	(61,075,612)	(561,581,143)
Share-based payments (Note 19)	–	–	12,628,814	–	–	–	–	–	–	12,628,814	–	12,628,814
Issuance of treasury shares for share-based payments (Notes 14 and 19)	–	–	(6,990,735)	–	6,990,735	–	–	–	–	–	–	–
Acquisition of treasury shares (Note 14.1)	–	–	–	–	(58,961,532)	–	–	–	–	(58,961,532)	–	(58,961,532)
Distributions on perpetual capital securities (Note 14)	–	–	–	–	–	–	–	–	–	(14,900,000)	–	(14,900,000)
Acquisition of FIL Inhaúma (Note 1.4)	–	–	–	–	–	–	–	–	–	–	92,773,747	92,773,747
Recognition of put option liability (Note 1.4 and 18)	–	–	–	–	–	–	–	–	–	–	–	–
Acquisition of non-controlling interest (Note 1.4)	–	–	–	–	–	–	(14,737,054)	–	–	(14,737,054)	(50,455,445)	(65,192,499)
Capital contribution from non-controlling interest	–	–	–	–	–	–	1,096,141	–	–	1,096,141	(46,818,877)	(45,722,736)
Disposal of FVOCI equity investments (Note 9)	–	–	–	–	–	–	–	–	–	–	1,243,807	1,243,807
Balance at December 31, 2025	US\$236,222	US\$67,330,188	US\$590,096,367	(US\$72,492,481)	(US\$130,917,089)	(US\$183,563,433)	US\$1,760,167,258	US\$295,141,911	(US\$203,724,066)	US\$2,122,274,877	US\$358,909,801	US\$2,481,184,678

See accompanying Notes to Consolidated Financial Statements.



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

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2023	2024	2025
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	US\$747,542,042	US\$1,205,820,764	US\$1,506,151,065
Adjustments for:			
Depreciation and amortization (Notes 5, 6, and 7)	294,431,515	300,777,664	327,755,080
Interest expense on:			
Borrowings (Notes 15 and 17)	140,332,636	159,279,665	147,371,916
Lease liabilities	133,793,311	138,035,382	141,039,234
Concession rights payable	64,518,959	63,313,327	63,864,680
Loss (gain) on:			
Sale of a subsidiary (Note 1.2)	–	1,639,535	–
Disposal of property and equipment and others	1,628,370	(2,502,671)	(378,609)
Interest income (Notes 11 and 22)	(57,976,544)	(71,546,644)	(55,343,274)
Impairment losses on goodwill and nonfinancial assets (Notes 5, 9 and 10)	165,303,485	–	–
Share-based payments (Notes 14 and 19)	6,268,329	8,806,204	11,107,996
Unrealized foreign exchange loss (gain)	6,606,006	(10,894,127)	8,301,328
Equity in net loss (income) of joint ventures (Note 8)	9,808,724	5,457,186	(3,358,873)
Dividend income	(4,534)	(1,143,870)	(4,656)
Operating income before changes in working capital	1,512,252,299	1,797,042,415	2,146,505,887
Increase in:			
Receivables	(22,026,495)	(14,907,361)	(25,453,679)
Spare parts and supplies	(3,244,021)	(7,231,047)	(6,751,740)
Prepaid expenses and other current assets	(6,117,697)	(21,325,911)	(42,001,298)
Increase (decrease) in:			
Accounts payable and other current liabilities	(7,217,157)	50,766,554	26,932,361
Retirement liabilities	(571,643)	72,606	(124,723)
Cash generated from operations	1,473,075,286	1,804,417,256	2,099,106,808
Income taxes paid	(172,615,991)	(225,262,970)	(289,062,453)
Net cash flows provided by operating activities	1,300,459,295	1,579,154,286	1,810,044,355
CASH FLOWS FROM INVESTING ACTIVITIES			
Deposit for investment in Durban Gateway Terminal (Notes 9 and 30)	–	–	(618,000,000)
Acquisitions of:			
Property and equipment (Note 6)	(207,678,271)	(288,529,428)	(385,927,958)
Intangible assets, including upfront costs deposit (Notes 5 and 9)	(74,930,298)	(184,540,302)	(190,540,522)
Investment properties	–	–	(594,745)
Subsidiaries (Note 1)	(13,881,550)	–	(79,184,299)
Group of assets that constitute a business (Note 1.4)	–	(2,516,970)	(909,819)
Proceeds from disposal of:			
Property and equipment	891,516	5,565,826	2,723,981
A subsidiary (Note 1.2)	–	2,000,000	–
FVOCI equity investments	–	–	1,007,795
Interest received	44,050,082	62,444,948	44,398,627
Payments for concession rights	(21,334,293)	(22,113,678)	(22,081,906)
Dividends received	4,434	1,143,870	4,656
Cash receipt from government grant (Note 6)	–	–	10,729,124
Decrease (increase) in:			
Other noncurrent assets	(42,026,111)	(66,400,418)	(162,398,145)
Short-term investments and restricted cash	(3,475,332)	(10,443,568)	152,609,237
Investment in and advances to joint ventures (Note 8)	396,065	54,784,316	(2,267,229)
Net cash flows used in investing activities	(317,983,758)	(448,605,404)	(1,250,431,203)

(Forward)



	Years Ended December 31		
	2023	2024	2025
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from:			
Long-term borrowings (Note 15)	US\$432,839,358	US\$593,883,375	US\$1,062,640,191
Loans payable (Note 17)	464,843,618	279,482,992	–
Capital contribution from non-controlling interest	–	–	1,243,807
Payments of:			
Dividends (Note 14)	(428,241,674)	(454,276,765)	(556,202,913)
Redemption of perpetual capital securities (Note 14)	–	(296,841,339)	–
Interest on lease liabilities and concession rights payable	(198,130,404)	(199,353,930)	(202,147,736)
Short-term borrowings (Note 17)	(666,842,000)	(243,890,896)	(174,353,254)
Interest on borrowings	(119,269,603)	(148,405,100)	(141,737,674)
Long-term borrowings (Note 15)	(543,985,586)	(117,005,145)	(422,903,491)
Lease liabilities	(32,031,514)	(44,410,658)	(49,330,245)
Distributions on perpetual capital securities (Note 14)	(29,026,678)	(14,900,000)	(14,900,000)
Purchase of treasury shares (Note 14)	(1,064,203)	(43,165,837)	(58,961,532)
Acquisition of non-controlling interests (Note 1.4)	–	–	(45,722,736)
Decrease in other noncurrent liabilities	696,260	165,532	–
Net cash flows used in financing activities	(1,120,212,426)	(688,717,771)	(602,375,583)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS			
	14,901,262	(48,861,921)	32,519,499
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS			
	(122,835,627)	392,969,190	(10,242,932)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR			
	838,939,670	716,104,043	1,109,073,233
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 11)			
	US\$716,104,043	US\$1,109,073,233	US\$1,098,830,301

See accompanying Notes to Consolidated Financial Statements.



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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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 4, 2026.

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 4, 2026, the Group is involved in 34 terminal operations, including concessions and port development projects in 20 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 Indonesia, and one (1) each in China, Ecuador, Poland, Georgia, Madagascar, Croatia, Honduras, Mexico, Iraq, Argentina, Democratic Republic (DR) of Congo, Colombia, Australia, Cameroon, Nigeria and South Africa.

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

Acquisition and Extension of Concessions

Melbourne, Australia. In February 2026, Victoria International Container Terminal (VICT), and Port of Melbourne Operations Pty Ltd. signed an extension of its contract to operate and manage the Webb Dock East terminal located in the Port of Melbourne for another twenty-six (26) years extending the contract expiry from 2040 to 2066. The effective date of this agreement is subject to usual conditions precedent applicable to this kind of transaction.

Port of Durban, South Africa. In December 2025, Transnet SOC Ltd. (Transnet), a South African Government State-owned Company, signed an agreement with ICTSI for a 25-year joint venture to operate and further develop Durban Container Terminal Pier 2 (DCT2) at the Port of Durban. The Group took over the operations of Durban Gateway Terminal (Pty) Ltd. (DGT), the company that will operate DCT2, on January 1, 2026 (see Notes 9 and 30).

Zambales, Philippines. On October 3, 2025, Subic Bay International Terminal Corp. (SBITC) and ICTSI Subic Inc. (ICTSI Subic), subsidiaries of ICTSI, have been granted an extension of their respective concessions by the Subic Bay Metropolitan Authority. These extensions will allow the continued operation and management of New Container Terminals 1 and 2 (NCT-1 and NCT-2) in Subic Bay Freeport Zone, Zambales until 2058.



Batu Ampar Container Terminal, Indonesia. On July 31, 2025, ICTSI, through its 75% owned subsidiary, PT Batu Ampar Container Terminal (BACT), signed an agreement with PT Batam Terminal Petikamas (BTP), a subsidiary of an Indonesian Government State-owned Entity (SOE), to operate and develop Batu Ampar Container Terminal (Batam Terminal) in Batam Island for 30 years. On September 1, 2025, BACT took over the operations of Batam Terminal.

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 25 years, from 2033 to 2058.

Tanjung Pakis Lamongan Public Terminal, East Java, Indonesia. On December 17, 2024, PT East Java Development was granted by PT Lamongan Integrated Shorebase an extension of its concession term to operate the multi-purpose terminal in Lamongan Regency, East Java, Indonesia 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.

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. 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 4, 2026, 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, as a result of the expiration of the concession contract. 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.

1.3 Subsidiaries, Joint Ventures and Associates

	Place of Incorporation	Nature of Business	Functional Currency	Percentage of Ownership					
				2023		2024		2025	
				Direct	Indirect	Direct	Indirect	Direct	Indirect
Subsidiaries:									
Asia									
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 ^(a)	Indonesia	Maritime infrastructure and logistics	US Dollar	–	80.19	–	–	–	–
PT PBM Olah Jasa Andal (OJA) ^(a)	Indonesia	Port Management	US Dollar	–	80.19	–	–	–	–
PT Makassar Terminal Services (MTS) ^(b)	Indonesia	Port Management	Indonesian Rupiah	–	95.00	–	95.00	–	95.00
PT East Java Development (EJD)	Indonesia	Port Management	Indonesian Rupiah	66.67	–	66.67	–	66.67	–
PT Batu Ampar Container Terminal (BACT) ^(c)	Indonesia	Port Management	Indonesian Rupiah	–	–	–	–	–	75.00
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)	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) ^(d)	Philippines	Port Management	Philippine Peso	–	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)	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) ^(e)	Philippines	Port Management	Philippine Peso	–	–	100.00	–	100.00	–
Catalyst Logistics Incorporated (CLI)	Philippines	Freight Forwarder	Philippine Peso	–	51.00	–	51.00	–	51.00
Sevilla Brokerage Incorporated (SBI)	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	–

(a) Disposed effective February 1, 2024

(b) Ceased commercial operations effective January 31, 2023

(c) Established on July 31, 2025

(d) Corporate term expired on December 31, 2025

(e) Established in March 2024



	Place of Incorporation	Nature of Business	Functional Currency	Percentage of Ownership					
				2023		2024		2025	
				Direct	Indirect	Direct	Indirect	Direct	Indirect
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	-
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. ^(f)	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 (AIL)	British Virgin Islands	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
Crixus Limited ^(g)	British Virgin Islands	Holding Company	US Dollar	-	100.00	-	100.00	-	-
Pentland International Holdings, Ltd.	British Virgin Islands	Holding Company	US 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 ^(h)	Hong Kong	Management Services	US Dollar	-	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
Innovest Mauritius Ltd. (formerly ICTSI Mauritius Ltd.) (IML)	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
ICTSI South Pacific, Ltd. (ISPL)	Papua New Guinea	Holding Company	Papua New Guinea Kina	-	100.00	-	100.00	-	100.00
ICTSI QFC LLC ⁽ⁱ⁾	Qatar	Holding Company	US Dollar	-	100.00	-	-	-	-
ICTSI Far East Pte. Ltd. (IFEL)	Singapore	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Africa Headquarters (Pty) Ltd	South Africa	Holding Company	US Dollar	-	100.00	-	100.00	-	100.00
ICTSI Richards Bay (Pty.) Ltd. ^(j)	South Africa	Holding Company	US Dollar	-	-	-	-	-	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

(f) Dissolved effective January 23, 2026

(g) Dissolved effective November 12, 2025

(h) Dissolved effective April 5, 2024

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

(j) Incorporated on January 12, 2024



	Place of Incorporation	Nature of Business	Functional Currency	Percentage of Ownership					
				2023		2024		2025	
				Direct	Indirect	Direct	Indirect	Direct	Indirect
ICTSI Global Holdings B.V.	The Netherlands	Holding Company	US Dollar	100.00	–	100.00	–	100.00	–
ICTSI Oceania B.V. (IOBV)	The Netherlands	Holding Company	US Dollar	–	100.00	–	100.00	–	100.00
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.) FZCO (ICTSI Dubai)	United Arab Emirates	BDO	US Dollar	100.00	–	100.00	–	100.00	–
ICTSI Middle East FZCO	United Arab Emirates	Holding Company	US Dollar	–	100.00	–	100.00	–	100.00
ICTSI Global FZCO (formerly ICTSI Santos DMCC) ^(k)	United Arab Emirates	Holding Company	US Dollar	100.00	–	100.00	–	100.00	–
ICTSI EMEA FZCO (formerly ICTSI Durban DMCC) ^(k)	United Arab Emirates	Holding Company	US Dollar	100.00	–	100.00	–	–	100.00
ICTSI Americas FZCO ^(l)	United Arab Emirates	Holding Company	US Dollar	–	100.00	–	100.00	–	100.00
Container Terminal de Venezuela Conterven CA (CTVCC)	Venezuela	Holding Company	US Dollar	–	95.00	–	95.00	–	95.00
Europe, Middle East and Africa (EMEA)									
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)	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.) FZCO 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. (ICTSI Nigeria)	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) ^(m)	Pakistan	Port Management	Pakistani Rupee	–	80.41	–	79.71	–	79.71
Africa Gateway Terminal (AGT) ⁽ⁿ⁾	Sudan	Port Management	Euro	–	100.00	–	100.00	–	100.00
Tartous International Container Terminal, Inc. (TICT) ^(o)	Syria	Port Management	US Dollar	100.00	–	100.00	–	100.00	–
Americas									
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) ^(p)	Brazil	Rail Ramp Terminal Management	Brazilian Real	–	70.00	–	70.00	–	70.00
DF3 Empreendimento S.A (DF3)	Brazil	Real Estate	Brazilian Real	–	70.00	–	70.00	–	70.00

(k) Established in October 2023

(l) Established in November 2024

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

(n) Established in February 2019 and has not started commercial operations to date.

(o) Ceased commercial operations effective January 27, 2013

(p) 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%.



	Place of Incorporation	Nature of Business	Functional Currency	Percentage of Ownership					
				2023		2024		2025	
				Direct	Indirect	Direct	Indirect	Direct	Indirect
IRB Holding Ltda	Brazil	Holding Company	Brazilian Real	-	100.00	-	100.00	-	100.00
Armazéns Gerais Sul das Gerais S.A. (CLIA Pouso Alegre) ^(q)	Brazil	Logistics Solutions Provider	Brazilian Real	-	60.00	-	60.00	-	60.00
Rio Logística Multimodal e Participações Ltda (RLMP) ^(r)	Brazil	Holding Company	Brazilian Real	-	100.00	-	100.00	-	100.00
Rio Logística e Participações Ltda ^(s)	Brazil	Holding Company	Brazilian Real	-	100.00	-	100.00	-	100.00
Inhaúma Fundo de Investimento Imobiliário - Responsabilidade Limitada (FII Inhaúma) ^(s)	Brazil	Real Estate	Brazilian Real	-	-	-	-	-	72.99
Centro Logístico Industrial Portuário Ltda (CLIP) ^(t)	Brazil	Port Management	Brazilian Real	-	-	-	-	-	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	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. ^(u)	U.S.A.	Port Management	US Dollar	-	100.00	-	100.00	-	-
Joint Ventures:									
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	-	49.99	-	49.99
Associate:									
Asiaview Realty and Development Corporation (ARDC)	Philippines	Realty	Philippine Peso	-	49.00	-	49.00	-	49.00

(q) Acquired 60% shareholdings on September 5, 2023

(r) Established in September 2023

(s) Acquired in April 2025

(t) Incorporated on July 18, 2025

(u) Dissolved effective January 15, 2025



1.4 Acquisition of Subsidiaries and Businesses

FII Inhaúma (“the Fund”). In April 2025, ICTSI, through its wholly owned subsidiary, ICTSI Americas B.V. (“IABV”), acquired 47% ownership interest in the Fund for BRL459.8 million (US\$79.2 million). The Fund owns a marine property in Brazil and leases it out to ICTSI Rio Brasil Terminal 1 S.A. (“ICTSI Rio Brazil”), another wholly owned subsidiary of ICTSI, for at least 30 years. The remaining 53% interest in the Fund is subject to a combination of put and call options. The Fund’s non-controlling interests have been granted a put option to sell their 53% holdings in totality to ICTSI. The put is exercisable starting from 2026. On the other hand, IABV has been granted a call option to buy the remaining 53% ownership stake of the Fund in totality. The call is exercisable beginning 2036. IABV intends to exercise the call if the non-controlling interests fail to exercise the put. The call enables the Group to manage the return derived from the marine property by the time the aforementioned lease agreement ends (e.g., managing its re-leasing or sale). With this, the Group determined that it has obtained control of the Fund and consequently, accounted for the acquisition as acquisition of a group of assets. The Fund’s assets and liabilities at the date of acquisition were as follows:

Assets	
Property and equipment	US\$175,537,015
Cash and cash equivalents	17
Prepaid expenses and other current assets	2,919,394
	<u>178,456,426</u>
Liabilities	
Long-term debt	6,476,248
Other current liabilities	22,132
	<u>6,498,380</u>
Total identifiable net assets	171,958,046
Noncontrolling interests at 53% proportionate share	(92,773,747)
Purchase consideration satisfied in cash	<u>79,184,299</u>

Upon consolidation of the Fund:

- the Group derecognized the right-of-use asset and lease liability relating to the lease and recognized the marine property amounting to US\$171.8 million as part of the Group’s property and equipment (see Note 6);
- the Group eliminated 51% of the US\$6.5 million long-term debt corresponding to the portion payable to IABV. Since then, the carrying value of the debt decreased to US\$1.4 million as of December 31, 2025 (see Note 15) after recognition of interest and loan repayments.

In July 2025, IABV purchased additional 26% ownership interest in the Fund for BRL254.5 million (US\$45.7 million). This brought the Group’s total ownership stake in the Fund to 73%. The excess of the carrying value of the acquired 26% non-controlling interest over the said purchase price amounting to US\$1.1 million has been taken to the Parent Company’s equity.

The Group recognized a current liability measured based on the present value of the strike price of the put option over the remaining 27% ownership interest in the Fund amounting to US\$65.2 million as at December 31, 2025. The value of the call option is not material.

IRB Logística. In June 2024, IRB Logística, 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 BRL55.4 million (US\$10.6 million). As the acquisition qualifies to be treated as a business combination, the Group recognized a provisional goodwill of BRL46.6 million (US\$8.9 million) in 2024. Upon finalizing the purchase price allocation in 2025, the goodwill was reduced to BRL34.0 million (US\$6.2 million) after identification of additional intangible assets amounting to BRL15.2 million (US\$2.8 million) (see Note 5). The goodwill comprises the value of expected synergies from the acquisition. The purchase price is payable in three installments with first and second installments already paid in June 2024 and May 2025, respectively. The remaining gross amount payable to the seller amounted to BRL45.0 million (US\$8.2 million).

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 CLIA Pouso Alegre, an Integrated Customs Logistics Center entity located in the state of Minas Gerais, Brazil.

The fair values of the identifiable assets and liabilities of CLIA Pouso Alegre at the date of acquisition were as follows:

Assets	
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>
Liabilities	
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, 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:

Assets	
Property and equipment	US\$122,191
Intangible assets	342
Cash and cash equivalents	1,275
	<u>US\$123,808</u>
Liabilities	
Accounts payable and other current liabilities	<u>US\$173</u>
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	<u>US\$2,731,019</u>

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.



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.

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, 2025. 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 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.

The amendments had no impact on the consolidated financial statements because the Group has not encountered any situation where it could not exchange a currency into another currency.

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 exists when an investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. On September 8, 2022, ICTSI and San Miguel Holdings Corporation (SMHC), co-shareholders in MNHPI, agreed that MNHPI shall be consolidated by ICTSI. This is because ICTSI 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.

Determination of Acquisition Date. Acquisition date is the date on which the acquirer obtains control of the acquiree. This is generally the closing date i.e., the date on which the acquirer legally transfers the consideration, acquires the assets and assumes the liabilities of the acquiree. In December 2025, ICTSI, through its wholly-owned subsidiary, ICTSI EMEA FZCO, acquired controlling interest in DGT, subject to closing conditions (see Note 30). The closing conditions were satisfied on January 1, 2026, which is the same date that ICTSI took over formal management and operation of DGT, the company that will operate DCT2.

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.

In April 2025, ICTSI, through its wholly owned subsidiary, IABV, acquired 47% ownership interest in FII Inhaúma (the Fund). The Fund owns a marine property in Brazil and leases it out to ICTSI Rio Brazil for at least 30 years. The remaining 53% interest in the Fund is subject to a combination of put and call options (see Note 1.4). IABV intends to exercise the call if the non-controlling interests fail to exercise the put. The call enables the Group to manage the return derived from the marine property by the time the aforementioned lease agreement ends (e.g., managing its re-leasing or sale). With this, the Group determined that it has obtained control of the Fund and consequently, accounted for the acquisition as acquisition of a group of assets.

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, 2023, 2024 and 2025, the Group recognized deferred tax liability relating to the undistributed earnings of subsidiaries amounting to US\$15.0 million, US\$26.5 million and US\$44.1 million, respectively (see Note 21).

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\$21.3 million, US\$15.7 million and US\$19.8 million as at December 31, 2023, 2024 and 2025, respectively (see Notes 18 and 25).



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\$63.2 million, US\$123.8 million and US\$144.7 million as of December 31, 2023, 2024 and 2025, 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, investments in joint ventures and associates, and other noncurrent assets are disclosed in Notes 5, 6, 7, 8 and 9 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 and property and equipment are disclosed in Notes 5 and 6 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 23 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 21 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 12.

Estimating the value of Put and Call Options. Management estimated the value of options using certain assumptions such as future cash flows, discount rate, volatility, dividend yield and fair value of the underlying property of the Fund. The Group measured the put option liability based on the present value of the strike price of the put option over the remaining 27% non-controlling interest in FII Inhaúma. As at December 31, 2025, put option liability amounted to US\$65.2 million while the value of the call option is not material (see Note 1.4).

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 50 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	5-25 years
Leasehold rights and improvements	5-25 years or terms of the operating contract with port authorities, whichever is shorter
Port facilities and equipment, and port equipment spare parts	5-25 years or terms of the operating contract with port authorities, whichever is shorter
Transportation equipment	5-10 years
Office equipment, furniture and fixtures	2-5 years
Miscellaneous equipment	5-30 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 plus 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:

	2023		2024		2025	
	Closing	Average	Closing	Average	Closing	Average
Foreign currency to 1 unit of						
US dollar (USD or US\$):						
Argentine peso (AR\$)	808.475	294.709	1,030.985	916.750	1,451.623	1,246.496
Australian dollar (AUD)	1.468	1.505	1.616	1.516	1.499	1.550
Brazilian real (BRL or R\$)	4.852	4.996	6.174	5.394	5.496	5.585
Central African franc (XAF)	594.229	606.628	633.565	606.429	558.466	581.402
Chinese renminbi (RMB)	7.100	7.086	7.299	7.200	6.989	7.185
Colombian peso (COP)	3,875.340	4,319.410	4,405.630	4,074.250	3,774.720	4,049.040
Euro (EUR or €)	0.906	0.925	0.966	0.924	0.851	0.885
Georgian lari (GEL)	2.688	2.624	2.818	2.721	2.696	2.740
Honduran lempira (HNL)	24.741	24.662	25.351	24.855	26.304	25.968
Hong Kong dollar (HKD)	7.812	7.829	7.769	7.803	7.783	7.796
Indonesian rupiah (IDR or Rp)	15,399.000	15,245.000	16,132.000	15,844.000	16,680.000	16,479.000
Iraqi dinar (IQD)	1,320.000	1,337.165	1,320.000	1,320.000	1,310.000	1,310.000
Japanese Yen (JPY)	141,040	140.540	157.200	151.480	156.710	149.680
Malagasy ariary (MGA)	4,585.100	4,451.860	4,717.020	4,528.130	4,538.500	4,524.230
Mexican peso (MXN)	16.972	17.744	20.827	18.328	18.008	19.200
Nigerian naira (NGN)	911.680	638.740	1,544.080	1,491.970	1,444.470	1,521.210
Papua New Guinean kina (PGK)	3.730	3.589	4.038	3.853	4.265	4.102
Philippine peso (PHP or ₱)	55.370	55.633	57.845	57.272	58.790	57.509
Polish zloty (PLN)	3.936	4.200	4.131	3.980	3.589	3.757
Singaporean dollar (SGD)	1.320	1.343	1.366	1.337	1.285	1.307
United Arab Emirates dirham (AED)	3.673	3.673	3.673	3.673	3.673	3.673



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, 2025, 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, 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, 2025 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, 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 has conducted an impact assessment of PFRS 18 and made changes to the accounting system to be able to comply with PFRS 18 once the standard takes effect.



- Amendments to PAS 21, *Translation to a Hyperinflationary Presentation Currency*

These narrow-scope amendments specify the translation procedures for an entity whose presentation currency is that of a hyperinflationary economy. The entity applies the amendments if:

- its functional currency is that of a non-hyperinflationary economy and it is translating its results and financial position into the currency of a hyperinflationary economy; or
- it is translating into the currency of a hyperinflationary economy the results and financial position of a foreign operation whose functional currency is that of a non-hyperinflationary economy.

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.

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, Mindanao Container Terminal (MCT), LGICT, CGT, Manila Multipurpose Terminal (MMT), MNHPI, VCT, SBI, CLI, DIPSSCOR^(a) and Hijo International Port Services, Inc. (HIPS^(a)) in the Philippines; YICT in China; BACT, East Java Multipurpose Terminal (EJMT), OJA^(a), IJP^(a) and MTS^(a) 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, Onne Multipurpose Terminal (OMT) in Nigeria, Matadi Gateway Terminal (MGT) in DR Congo, Basra Gateway Terminal (BGT) in Iraq, AGT^(b) in Sudan and PICT^(a) in Pakistan; and
- Americas - includes TSSA, ICTSI Rio, IRB Logistica and CLIA Pouso Alegre in Brazil, CGSA in Ecuador, SPIA in Colombia, Tecplata in Argentina, OPC in Honduras, CMSA and TMT^(b) in Mexico, and ICTSI Oregon^(a) 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:

2023				
	Asia	EMEA	Americas	Consolidated
Volume ^(a)	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 ^(b)	145,793,115	74,157,814	116,369,620	336,320,549
Other information:				
Segment assets ^(c)	3,781,442,003	907,754,784	2,147,008,858	6,836,205,645
Segment liabilities ^(d)	3,504,606,968	317,853,875	1,178,737,601	5,001,198,444

2024				
	Asia	EMEA	Americas	Consolidated
Volume ^(a)	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 ^(b)	244,733,486	97,599,097	174,807,907	517,140,490
Other information:				
Segment assets ^(c)	4,237,597,796	978,286,496	2,089,592,101	7,305,476,393
Segment liabilities ^(d)	3,995,227,712	313,993,233	1,111,695,101	5,420,916,046

2025				
	Asia	EMEA	Americas	Consolidated
Volume ^(a)	7,729,812	2,613,089	4,158,288	14,501,189
Gross revenues	US\$1,336,711,643	US\$590,547,641	US\$1,307,444,938	US\$3,234,704,222
Capital expenditures ^(b)	317,108,145	145,218,937	192,449,571	654,776,653
Other information:				
Segment assets ^(c)	5,103,368,667	1,120,987,981	2,495,211,777	8,719,568,425
Segment liabilities ^(d)	4,629,396,037	328,228,369	1,233,287,136	6,190,911,542

^(a) Measured in TEUs.

^(b) Capital expenditures consist of amount disbursed for the acquisition of port facilities and equipment classified as intangible assets under IFRIC 12 amounting to US\$74.9 million, US\$184.5 million, and US\$190.5 million in 2023, 2024, and 2025, respectively, property and equipment (including those acquired under business combination) amounting to US\$207.7 million, US\$288.5 million, and US\$385.9 million in 2023, 2024, and 2025, respectively, investment properties amounting to nil in 2023 and 2024, US\$0.6 million in 2025, as shown in the consolidated statements of cash flows, and noncurrent advances to suppliers and contractors amounting to US\$53.7 million, US\$42.9 million, and US\$88.4 million in 2023, 2024, and 2025, respectively. These amounts have been reduced by cash receipts from government grants amounting to nil in 2023 and 2024 and US\$10.7 million in 2025.

^(c) Segment assets do not include deferred tax assets as shown in the consolidated balance sheets.

^(d) 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:

	2023	2024	2025
Net income attributable to equity holders of the parent	US\$511,529,938	US\$849,798,990	US\$1,048,139,715
Non-controlling interests	69,596,417	85,978,629	78,737,088
Provision for income tax	166,415,687	270,043,145	379,274,262
Income before income tax	747,542,042	1,205,820,764	1,506,151,065
Add (deduct):			
Depreciation and amortization	294,431,515	300,777,664	327,755,080
Interest and other expenses ^(a)	555,193,153	400,930,229	412,436,825
Interest and other income ^(b)	(91,553,190)	(128,100,532)	(102,051,244)
EBITDA ^(c)	US\$1,505,613,520	US\$1,779,428,125	US\$2,144,291,726

^(a) 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 other expenses.

^(b) Interest and other income include the following as shown in the consolidated statement of income: foreign exchange gain; interest income; equity in net income of joint ventures and other income.

^(c) 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 33.9 percent, 31.2 percent and 31.5 percent of the consolidated gross revenues from port operations for the years ended December 31, 2023, 2024 and 2025, respectively. Gross revenues from port operations outside the Philippines comprised 66.1 percent, 68.8 percent and 68.5 percent of the consolidated gross revenues from port operations for the years ended December 31, 2023, 2024 and 2025, respectively.



5. Intangibles

This account consists of:

	2023						
	Concession Rights (Note 24)				Computer Software and Others	Goodwill	Total
	Upfront Fees	Fixed Fees	Port Infrastructure	Subtotal			
Cost							
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 9)	–	–	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
Balance at end of year	539,342,259	953,417,746	2,344,136,370	3,836,896,375	117,959,763	239,515,062	4,194,371,200
Accumulated Amortization and Impairment Losses							
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)
Balance at end 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
Net Book Value	US\$334,213,229	US\$608,998,208	US\$1,249,365,323	US\$2,192,576,760	US\$38,076,687	US\$158,410,015	US\$2,389,063,462
	2024						
	Concession Rights (Note 24)				Computer Software and Others	Goodwill	Total
	Upfront Fees	Fixed Fees	Port Infrastructure	Subtotal			
Cost							
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, 7 and 9)	–	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)
Balance at end of year	526,435,336	960,127,948	2,471,128,858	3,957,692,142	108,875,069	203,208,940	4,269,776,151
Accumulated Amortization and Impairment Losses							
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)
Balance at end of year	221,202,310	363,365,101	1,157,551,793	1,742,119,204	81,141,811	54,308,414	1,877,569,429
Net Book Value	US\$305,233,026	US\$596,762,847	US\$1,313,577,065	US\$2,215,572,938	US\$27,733,258	US\$148,900,526	US\$2,392,206,722
	2025						
	Concession Rights (Note 24)				Computer Software and Others	Goodwill	Total
	Upfront Fees	Fixed Fees	Port Infrastructure	Subtotal			
Cost							
Balance at beginning of year	US\$526,435,336	US\$960,127,948	US\$2,471,128,858	US\$3,957,692,142	US\$108,875,069	US\$203,208,940	US\$4,269,776,151
Additions	28,206,151	–	162,533,965	190,740,116	818,477	–	191,558,593
Remeasurement	–	23,296,412	–	23,296,412	–	–	23,296,412
Transfers from other accounts (Notes 6 and 9)	–	–	54,915,830	54,915,830	3,919,660	–	58,835,490
Effect of business combination (Note 1.4)	–	–	–	–	2,757,032	(2,757,032)	–
Translation adjustments	1,401,835	14,337,157	7,789,795	23,528,787	6,566,354	8,300,751	38,395,892
Balance at end of year	556,043,322	997,761,517	2,696,368,448	4,250,173,287	122,936,592	208,752,659	4,581,862,538
Accumulated Amortization and Impairment Losses							
Balance at beginning of year	221,202,310	363,365,101	1,157,551,793	1,742,119,204	81,141,811	54,308,414	1,877,569,429
Amortization for the year	21,212,966	35,190,379	83,797,963	140,201,308	6,153,446	–	146,354,754
Translation adjustments	4,007,537	(1,246,469)	2,611,582	5,372,650	(117,577)	(84,700)	5,170,373
Balance at end of year	246,422,813	397,309,011	1,243,961,338	1,887,693,162	87,177,680	54,223,714	2,029,094,556
Net Book Value	US\$309,620,509	US\$600,452,506	US\$1,452,407,110	US\$2,362,480,125	US\$35,758,912	US\$154,528,945	US\$2,552,767,982



Concession Rights

Additions to concession rights in 2023 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, EJMT, 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 MCT in Misamis Oriental. In 2025, 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 and OPC; and additional upfront fees paid upon the turnover of additional area as agreed in the concession contract for KMT.

Concession rights have remaining amortization periods ranging from 9 to 47 years as of December 31, 2025.

Capitalized borrowing costs amounted to nil in 2023, US\$1.2 million in 2024, and US\$0.7 million in 2025.

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:

	2023	2024	2025
ICTSI Rio	US\$59,201,950	US\$54,093,371	US\$58,461,419
MHCPSI	46,613,128	44,618,811	43,901,559
MNHPI	23,347,120	22,348,226	21,988,976
Others	29,247,817	27,840,118	30,176,991
	US\$158,410,015	US\$148,900,526	US\$154,528,945

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).



	2025								
	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\$485,387,427	US\$767,488,486	US\$969,048,122	US\$63,472,477	US\$70,798,716	US\$53,578,091	US\$3,749,324	US\$305,440,609	US\$2,718,963,252
Additions	29,157,547	30,022,446	117,316,974	6,684,456	5,650,318	1,934,115	653,815	232,981,796	424,401,467
Acquisition of FII Inhaúma (Note 1.4)	171,825,537	–	13,651,681	–	–	–	–	–	185,477,218
Disposals	–	(269,381)	(7,880,840)	(2,919,972)	(1,263,520)	(127,561)	(35,526)	–	(12,496,800)
Transfers from (to) other accounts (Notes 5 and 9)	34,431,534	10,583,695	177,618,300	–	–	–	–	(240,302,594)	(17,669,065)
Translation adjustments	3,507,614	52,747,226	93,994,541	664,707	6,557,842	1,929,362	37,408	33,181,667	192,620,367
Balance at end of year	724,309,659	860,572,472	1,363,748,778	67,901,668	81,743,356	57,314,007	4,405,021	331,301,478	3,491,296,439
Accumulated Depreciation and Amortization									
Balance at beginning 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
Depreciation and amortization for the year	4,834,514	35,595,108	57,742,528	5,881,598	4,310,566	3,871,491	129,972	–	112,365,777
Disposals	–	(268,017)	(5,888,646)	(2,750,659)	(1,240,877)	(118,006)	–	–	(10,266,205)
Translation adjustments	(316,329)	15,753,390	35,028,839	340,448	2,198,960	140,832	(15,445)	–	53,130,695
Balance at end of year	27,161,743	343,463,827	486,560,747	42,339,902	69,018,343	34,708,733	2,029,044	–	1,005,282,339
Net Book Value	US\$697,147,916	US\$517,108,645	US\$877,188,031	US\$25,561,766	US\$12,725,013	US\$22,605,274	US\$2,375,977	US\$331,301,478	US\$2,486,014,100



Capitalized borrowing costs amounted to US\$4.5 million in 2023, US\$3.5 million in 2024 and US\$5.9 million in 2025.

Additions to port facilities and equipment in 2023 mainly pertain to expansion works and/or acquisition of terminal equipment at VICT and MGT. 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 OMT, and certain Philippine terminals. Additions to land and land improvements in 2025 mainly pertain to the acquisition of marine property at FII Inhaúma (see Note 1.4) while additions to port facilities and equipment mainly pertain to the impact of consolidation of BACT, and acquisitions of port equipment in AGCT and BGT. The Group received government grant amounting to US\$10.7 million during 2025 for purchasing certain port equipment.

Construction in progress is mainly composed of ongoing port development and expansion projects in MGT, VICT and CMSA as at December 31, 2023; CMSA, MGT and ICTSI Rio as at December 31, 2024; and CMSA and MGT as at December 31, 2025.

Certain property and equipment of VICT with total carrying value of AUD428.6 million (US\$292.0 million), AUD749.9 million (US\$464.0 million) and AUD806.1 million (US\$537.9 million) as at December 31, 2023, 2024 and 2025, respectively, were pledged as securities for its Senior Secured Notes.

7. Right-of-use Assets

The concession agreements of CMSA, TSSA, VICT, BCT, BICTL, MICTSI (until December 16, 2024), OMT, BACT, lease of terminal facilities in IRB Logística, and lease of land for use in the operations of Tecplata, OMT, BICTL, and ICTSI Rio, were accounted for by the Group in accordance with PFRS 16, *Leases*. Related right-of-use assets have remaining amortization periods ranging from 1 to 30 years as of December 31, 2025.

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:

	2023	2024	2025
Balance at beginning of year	US\$723,831,838	US\$916,366,357	US\$957,760,276
Additions	164,218,518	134,816,271	35,826,135
Remeasurement	28,658,474	50,806,270	38,408,633
Amortization	(56,056,912)	(60,704,868)	(68,936,128)
Derecognition of ROU assets due to acquisition of FII Inhaúma (Note 1.4)	–	–	(96,215,238)
Transfer to other account (Note 5)	–	(8,368,810)	–
Termination	–	(2,641,598)	(1,563,451)
Cumulative translation adjustments	55,714,439	(72,513,346)	79,866,785
Balance at end of year	US\$916,366,357	US\$957,760,276	US\$945,147,012



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 OMT, and equipment leases at IRB Logistica and MICT. Additions to right-of-use assets in 2025 mainly pertain to the recognition of the sub-concession contract of BACT, and leases of new area and equipment at CLIA Pouso Alegre and IRB Logistica.

Summarized below are the amounts recognized in the consolidated profit or loss relating to lease expense not capitalized as right-of-use assets:

	2023	2024	2025
Lease expense not included in the measurement of lease liabilities (under Port Authorities' share in gross revenues)	US\$27,752,083	US\$35,768,341	US\$41,971,393
Lease expense on short-term leases exempted from PFRS 16 classified under:			
Equipment and facilities-related expenses	3,121,398	3,974,280	5,087,306
Administrative and other operating expenses	136,902	101,688	111,016
Lease expense on low value assets exempted from PFRS 16 classified under:			
Equipment and facilities-related expenses	15,874	20,001	99,916
Administrative and other operating expenses	7,459	15,391	8,748

8. Investments in and Advances to Joint Ventures and an Associate

This account consists of:

	2023	2024	2025
Investments in and advances to joint ventures:			
SPIA	US\$242,974,846	US\$191,129,963	US\$206,455,371
Others	28,527,815	29,504,186	30,993,284
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
	US\$271,502,661	US\$220,634,149	US\$237,448,655

The movements and details of investments in and advances to joint ventures account are as follows:

	2023	2024	2025
Investments in joint ventures:			
Balance at beginning of year	US\$29,548,523	US\$30,798,834	US\$44,884,186
Share in other comprehensive income (loss)	1,897,039	(263,700)	(104,945)
Additions during the year	9,161,996	19,806,238	1,260,500
Equity in net gains (losses) during the year	(9,808,724)	(5,457,186)	3,358,873
Balance at end of year	30,798,834	44,884,186	49,398,614
Advances to joint ventures (Note 22.1)	240,703,827	175,749,963	188,050,041
	US\$271,502,661	US\$220,634,149	US\$237,448,655

In April 2024, the Group received US\$55.9 million as partial repayment of the advances previously extended to its joint venture, SPIA.



The summarized financial information of SPIA as at and for the years ended December 31 follows:

	2023	2024	2025
Current assets ^(a)	US\$55,117,226	US\$56,347,373	US\$77,954,053
Noncurrent assets	463,865,946	466,751,031	504,187,307
Current liabilities	236,141,871	191,487,993	227,842,390
Noncurrent liabilities ^(b)	232,573,280	286,027,465	297,917,198

(a) Current assets include cash and cash equivalents amounting to US\$30.4 million, US\$28.6 million and US\$43.0 million as at December 31, 2023, 2024 and 2025, respectively.

(b) Noncurrent liabilities include deferred tax liabilities amounting to US\$4.9 million, US\$4.5 million and US\$4.2 million as at December 31, 2023, 2024 and 2025, respectively.

	2023	2024	2025
Gross revenues from port operations	US\$81,386,226	US\$104,575,108	US\$131,839,849
Operating expenses	(35,975,475)	(36,924,111)	(43,352,462)
Depreciation and amortization	(31,835,816)	(32,683,504)	(33,476,421)
Other income	8,850,524	8,373,012	10,470,323
Other expenses ^(c)	(34,133,463)	(42,566,222)	(47,236,570)
Provision for income tax	(1,462,115)	(5,459,359)	(7,445,893)
Net income (loss)	(US\$13,170,119)	(US\$4,685,076)	US\$10,798,826

(c) Other expenses include interest expense on concession rights payable amounting to US\$1.2 million in 2023, US\$1.1 million in 2024, and US\$1.1 million in 2025, and interest expense on advances from SPIA Spain S.L. and PSA International Pte Ltd. (PSA) amounting to US\$12.3 million in 2023, US\$10.4 million in 2024 and US\$9.6 million in 2025.

9. Other Noncurrent Assets

This account consists of:

	2023	2024	2025
Deposit for investment in DGT (Note 1.2)	US\$–	US\$–	US\$618,000,000
Advances to suppliers, contractors and others	125,611,366	158,770,118	245,081,152
Input tax	4,705,820	2,387,985	6,786,091
Derivative assets	4,186,513	4,934,850	1,822,812
Financial assets at FVOCI	3,999,892	5,026,642	6,516,246
Prepayments and others	57,355,885	64,984,638	81,668,116
	US\$195,859,476	US\$236,104,233	US\$959,874,417

Deposit for investment in DGT

On December 30, 2025, ICTSI paid US\$618.0 million to Transnet as a deposit for acquisition of shares in DGT, subject to closing conditions. The closing conditions were satisfied on January 1, 2026, which is the same date that ICTSI took over formal management and operation of DGT, the company that will operate DCT2 (see Note 30).

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.

This account also includes the remaining balance of the upfront fee that ICTSI was required to pay pursuant to the Concession Agreement signed with the Sea Ports Corporation of Sudan to operate, manage and develop the South Port Container Terminal at Port of Sudan, Republic of the Sudan which did not push through due to fortuitous event. The remaining balance of the upfront fee amounted to US\$154.7 million as at December 31, 2023, which was fully provided with an impairment provision.



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.

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:

	2023	2024	2025
Balance at beginning of year	US\$1,781,384	US\$2,178,008	US\$3,227,560
Change in fair value of financial assets at FVOCI	396,624	1,049,552	2,503,686
Disposal of financial assets	–	–	(1,007,795)
Balance at end of year (Note 14.5)	US\$2,178,008	US\$3,227,560	US\$4,723,451

Prepayments and Others

This account includes deposits in relation to the concession agreement of MICTSL and will be appropriately reclassified as part of intangibles once certain requirements within the concession agreement are met.

10. 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 7.04 percent to 17.00 percent in 2023, 7.03 percent to 13.60 percent in 2024 and 6.29 percent to 13.64 percent in 2025.

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 0.14 percent to 5.88 percent in 2023, -3.49 percent to 6.11 percent in 2024, and 1.81 percent to 5.73 percent in 2025, 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\$165.3 million, nil and nil, were recognized in 2023, 2024 and 2025, respectively (see Notes 5 and 9). The impairment charge was a result of lower projected cash inflows arising from the current unfavorable economic conditions.



11. Cash and Cash Equivalents

This account consists of:

	2023	2024	2025
Cash on hand and in banks	US\$422,117,997	US\$515,423,343	US\$531,770,920
Cash equivalents	293,986,046	593,649,890	567,059,381
	US\$716,104,043	US\$1,109,073,233	US\$1,098,830,301

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\$44.3 million, US\$60.0 million and US\$44.2 million for the years ended December 31, 2023, 2024, and 2025, respectively.

12. Receivables

This account consists of:

	2023	2024	2025
Trade	US\$155,420,425	US\$158,694,847	US\$195,434,727
Advances and nontrade	38,203,929	43,884,576	40,069,420
	193,624,354	202,579,423	235,504,147
Less allowance for ECL	11,117,129	10,089,440	9,810,296
	US\$182,507,225	US\$192,489,983	US\$225,693,851

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 ECL are summarized below:

	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



	2025		
	Trade	Advances and Nontrade	Total
Balance at beginning of year	US\$6,605,165	US\$3,484,275	US\$10,089,440
Provision during the year	985,827	28,802	1,014,629
Write-off	(12,384)	–	(12,384)
Translation adjustments	(14,905)	(1,266,484)	(1,281,389)
Balance at end of year	US\$7,563,703	US\$2,246,593	US\$9,810,296

13. Prepaid Expenses and Other Current Assets

This account consists of:

	2023	2024	2025
Prepaid taxes	US\$29,801,278	US\$25,814,139	US\$40,110,192
Prepaid port fees, insurance, bonds and other expenses and deposits	21,341,848	30,961,227	37,167,727
Input tax	21,744,192	39,221,307	35,266,962
Restricted cash (Note 15)	13,406,894	6,875,197	16,273,688
Receivable from port authorities	2,322,489	4,520,506	956,151
Short-term investments (Note 17)	155,639,325	141,069,913	382,172
Others	3,198,015	5,460,670	6,445,120
	US\$247,454,041	US\$253,922,959	US\$136,602,012

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.

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.

Restricted Cash

Restricted cash include 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.

Short-term Investments

The maturity dates of short-term investments range from more than three months to 12 months.

14. Equity

14.1 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, 2023, 2024 and 2025, the Parent Company had 1,388, 1,340 and 1,335 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		
	2023	2024	2025	2023	2024	2025
Preferred A Shares - nonvoting, non-cumulative, ₱1.00 (US\$0.048) par value	993,000,000	993,000,000	993,000,000	3,800,000	3,800,000	3,800,000
Preferred B Shares - voting, non-cumulative, ₱0.01 (US\$0.0002) par value	700,000,000	700,000,000	700,000,000	700,000,000	700,000,000	700,000,000
Common Stock - ₱1.00 (US\$0.048) par value	4,227,397,381	4,227,397,381	4,227,397,381	2,045,177,671	2,045,177,671	2,045,177,671

	Number of Shares		
	2023	2024	2025
Treasury Shares			
Balance at beginning of year	(14,836,722)	(13,189,068)	(17,962,468)
Acquisitions during the year	(306,230)	(6,596,820)	(10,280,040)
Issuances for share-based payments (Note 19)	1,953,884	1,823,420	1,893,099
Balance at end of year	(13,189,068)	(17,962,468)	(26,349,409)

	Amounts Issued and Subscribed		
	2023	2024	2025
Preferred Stock	US\$236,222	US\$236,222	US\$236,222
Common Stock	US\$67,781,529	US\$67,781,529	US\$67,781,529
Subscription Receivable	(451,341)	(451,341)	(451,341)
	US\$67,330,188	US\$67,330,188	US\$67,330,188

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.

14.2 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.



14.3 Retained Earnings

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

	2023	2024	2025
Date of Board approval	March 6, 2023	March 1, 2024	March 6, 2025
Cash dividends (regular) per share	US\$0.156 (₱8.56)	US\$0.167 (₱9.35)	US\$0.247 (₱14.16)
Cash dividends (special) per share	US\$0.026 (₱1.44)	US\$0.029 (₱1.65)	–
Record date	March 20, 2023	March 15, 2024	March 20, 2025
Payment date	March 28, 2023	March 25, 2024	March 28, 2025

As at December 31, 2025, the unappropriated retained earnings of the Parent Company that is available for dividend declaration amounted to US\$754.5 million.

14.4 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 28).

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.



14.5 Other Comprehensive Loss - net

The details of other comprehensive net loss, net of applicable tax, as at December 31 are as follows:

	2023	2024	2025
Cumulative translation adjustments*	(US\$157,940,760)	(US\$294,118,823)	(US\$199,665,191)
Unrealized mark-to-market gain (loss) on derivatives (Note 26)	2,955,806	10,237,603	(6,228,138)
Unrealized mark-to-market gain on financial assets at FVOCI (Note 9)	2,178,008	3,227,560	4,723,451
Business combination revaluation reserve	609,969	609,969	609,969
Share of other comprehensive gain of joint ventures (Note 8)	1,567,100	1,303,400	1,198,455
Remeasurement loss on defined benefit plans (Note 23)	(3,728,388)	(3,817,770)	(4,362,612)
	(US\$154,358,265)	(US\$282,558,061)	(US\$203,724,066)

*Cumulative translation adjustments arise from the change in functional currency of the Parent Company and some of its subsidiaries' translation of foreign operations.

15. Long-term Debt

15.1 Outstanding Balances and Maturities

	Company	Maturity	2023	2024	2025
<i>Medium-term Note (MTN) Programme (Note 15.2.1)</i>					
Secured fixed interest					
USD bond	ITBV	2025	US\$390,038,269	US\$395,701,376	US\$–
<i>Senior Notes (Note 15.2.2)</i>					
Unsecured fixed interest					
USD bond	ICTSI	2030	394,208,958	394,962,234	395,763,036
Secured fixed interest					
USD bond	ITBV	2031	291,894,478	292,792,063	293,725,010
<i>Fixed Interest US Dollar and Foreign Currency-denominated Term Loans and Securities (Note 15.2.3)</i>					
Unsecured USD term loan	ICTSI	2027-2032	297,850,744	745,651,308	1,401,836,973
Secured AUD bond	VICT	2039	270,261,192	245,640,198	265,108,621
Secured USD term loan	IGFBV	2026	257,212,034	248,516,767	239,821,499
Secured HKD term loan	IGFBV	2027	–	–	101,351,017
Secured USD term loans	CGSA	2027	5,480,520	4,110,390	2,740,260
Secured USD term loans	IDRC	2025	18,000,000	6,000,000	–
Secured BRL term loans	CLIA Pouso Alegre	2026	738,425	168,100	–
Other BRL term loan	FII Inhaúma	2027	–	–	1,394,878
<i>Floating Interest US Dollar and Foreign Currency-denominated Term Loans and Securities (Note 15.2.4)</i>					
Unsecured USD term loan	ICTSI	2028-2032	–	99,247,854	297,766,532
Secured IDR term loan	BACT	2030	–	–	76,324,104
Secured IDR term loan	EJD	2029	–	47,310,037	51,769,077
Secured PGK term loan	SPICTL	2026-2030	9,916,243	4,127,597	17,195,517
Secured PGK term loan	MITL	2026-2030	4,503,001	1,238,329	5,440,135
Secured NGN term loan	ICTSI Nigeria	2028	2,717,284	1,353,168	1,152,174
Secured PHP term loan	MHCPSI	2029	89,604,863	–	–
Total			2,032,426,011	2,486,819,421	3,151,388,833
Less current portion			42,389,052	414,944,295	262,206,397
Long-term debt, net of current portion			US\$1,990,036,959	US\$2,071,875,126	US\$2,889,182,436



15.2 Details and Description

15.2.1 *MTN Programme*

ITBV. The MTN Programme is unconditionally and irrevocably guaranteed by ICTSI (“secured”) and is listed in the Singapore Stock Exchange. The MTNs were fully repaid on September 17, 2025.

15.2.2 *Senior Notes*

ICTSI. The Senior Notes bear interest of 4.75 percent per annum, payable semi-annually in arrears, maturing on June 17, 2030. These 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. They are traded and listed in the Singapore Stock Exchange.

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”).

15.2.3 *Fixed Interest US Dollar and Foreign Currency-denominated Term Loans and Securities*

ICTSI. The loans bear interest based on three-month and six-month term Secured Overnight Financing Rate (SOFR) plus an agreed margin. ICTSI entered into interest rate swaps to hedge the interest rate exposure of these loans.

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 13) and guaranteed by IOBV (“secured”).

IGFBV. The USD term 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. IGFBV entered into interest rate swap to hedge the interest rate exposure of this loan. The loan is unconditionally and irrevocably guaranteed by ICTSI (“secured”).

The HKD term loan bears interest based on one-month HIBOR plus an agreed margin. ICTSI entered into a cross currency-interest rate swap to hedge the interest rate and foreign exchange exposure of this loan. The loan is unconditionally and irrevocably guaranteed by ICTSI (“secured”).

CGSA. The loans are unconditionally and irrevocably guaranteed by ICTSI (“secured”).

IDRC. The loan is fully repaid on June 22, 2025.

CLIA Pouso Alegre. The loans are fully paid on April 25, 2025.



15.2.4 Floating Interest US Dollar and Foreign Currency-denominated Term Loans and Securities

ICTSI. The loans bear interest based on six-month term Secured Overnight Financing Rate (SOFR) plus an agreed margin.

BACT. The loan bears interest based on three-month JIBOR plus an agreed margin. Effective January 1, 2026, JIBOR has discontinued and was replaced with IndONIA. The loan is unconditionally and irrevocably guaranteed by ICTSI (“secured”).

EJD. The loan bears interest based on three-month JIBOR plus an agreed margin. Effective January 1, 2026, JIBOR has discontinued and was replaced with IndONIA. The loan is unconditionally and irrevocably guaranteed by ICTSI (“secured”).

SPICTL and MITL. The loans bear interest based on the bank’s published Indicator Lending Rate minus an agreed margin. 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”).

MHCPSI. The loan was prepaid in full on December 14, 2024.

15.3 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, 2025, 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\$117.6 million in 2023, US\$154.2 million in 2024 and US\$146.5 million in 2025 (see Notes 5 and 6). These amounts include amortization of debt issuance costs, discount and premium of US\$8.8 million in 2023, US\$9.9 million in 2024 and US\$8.2 million in 2025.

16. Other Noncurrent Liabilities

This account consists of:

	2023	2024	2025
Retirement liabilities (Note 23)	US\$19,046,193	US\$18,640,759	US\$18,785,297
Derivative liabilities	10,316,934	–	10,094,557
Accrued taxes and others (Note 18)	10,939,692	3,643,451	2,562,095
Others	6,854,482	11,884,840	2,629,102
	US\$47,157,301	US\$34,169,050	US\$34,071,051



Accrued taxes and others include CGSA's customs duties payable in relation to the importation of port equipment amounting to US\$8.5 million, US\$1.7 million, and US\$2.6 million as at December 31, 2023, 2024 and 2025, respectively.

17. Loans Payable

A summary of outstanding balance of loans payable as at December 31 is presented below:

	Company	2023	2024	2025
Secured fixed interest JPY loan ^(a)	ICTSI	US\$–	US\$155,597,965	US\$–
Unsecured floating interest PGK loan ^(b)	SPICTL	2,681,325	4,953,315	–
Unsecured floating interest PGK loan ^(b)	MITL	2,681,324	4,953,315	–
Secured fixed interest USD loan ^(c)	CGSA	–	2,000,000	–
Secured fixed interest USD loan ^(d)	ICTSI Ltd.	134,200,000	–	–
		US\$139,562,649	US\$167,504,595	US\$–

^(a) 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. 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.

^(b) The PGK-denominated short-term loans bear interest based on the lending bank's published Indicator Lending Rate minus an agreed margin.

^(c) The loan is unconditionally and irrevocably guaranteed by ICTSI ("secured"). The loan was repaid in February 2025.

^(d) The facility is secured by short-term investments held by CMSA amounting to MXN2.6 billion (US\$155.2 million) as of December 31, 2023. 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 in 2024.

All short-term loans have been fully paid in 2025. Interest expense incurred related to the loans payable amounted to US\$22.8 million in 2023, US\$5.1 million in 2024 and US\$0.9 million in 2025.

18. Accounts Payable and Other Current Liabilities

This account consists of:

	2023	2024	2025
Trade (Note 22)	US\$206,633,780	US\$247,854,103	US\$272,037,160
Accrued expenses:			
Salaries and benefits	46,459,838	43,932,935	74,187,880
Output and other taxes	40,889,610	42,135,068	65,334,311
Interest (Notes 15 and 17)	23,893,273	26,048,694	23,718,309
Operating expenses and others	26,150,349	22,627,659	39,332,995
Put option liability (Note 1.4)	–	–	65,192,499
Customers' deposits	24,226,792	28,663,146	28,896,382
Provisions for claims and losses (Note 25)	21,319,416	15,660,806	19,784,854
Dividends payable	5,391,163	8,850,093	12,481,245
Others	17,171,302	15,734,942	25,155,124
	US\$412,135,523	US\$451,507,446	US\$626,120,759

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:

	2023	2024	2025
Balance at beginning of year	US\$19,673,523	US\$21,319,416	US\$15,660,806
Provision during the year	8,002,164	4,590,645	9,827,284
Settlement and reversal during the year	(7,110,345)	(9,011,949)	(4,129,445)
Translation adjustment	754,074	(1,237,306)	(1,573,791)
Balance at end of year	US\$21,319,416	US\$15,660,806	US\$19,784,854

19. 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 Stock Incentive Plan (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. 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, 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)
March 3, 2025	1,957,959	US\$5.87 (₱340.00)
March 28, 2025	179,196	US\$6.41 (₱368.00)

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 2023, 2024 and 2025 follow:

	2023	2024	2025
Balance at beginning of year	4,176,507	4,285,683	4,594,388
Stock awards granted	2,436,272	2,132,125	2,137,155
Stock awards vested, issued and cancelled	(2,327,096)	(1,823,420)	(1,893,099)
Balance at end of year	4,285,683	4,594,388	4,838,444

Share-based payment expense presented as part of “Manpower costs” in the consolidated statements of income amounted to US\$6.3 million in 2023, US\$8.8 million in 2024 and US\$11.1 million in 2025.

20. Income and Expenses

20.1 Other Income

This account consists of:

	2023	2024	2025
Rental income	US\$3,419,237	US\$3,707,638	US\$5,728,642
Reversal of accrued taxes and other accruals	760,453	3,318,254	3,212,366
Gain on disposal of property and equipment	210,597	2,945,038	370,059
Gain on settlement of insurance and other claims	1,819,405	21,780,130	218,737
Dividend income	4,534	1,143,870	4,656
Income from amortization of government grant	1,116,469	–	–
Miscellaneous income	15,756,762	4,059,465	8,375,744
	US\$23,087,457	US\$36,954,395	US\$17,910,204

Gain on Settlement of Insurance and Other Claims

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 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 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.



20.2 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 24).

20.3 Other Expenses

	2023	2024	2025
Management fees (Note 22.1)	US\$5,051,010	US\$4,819,316	US\$4,468,043
Other financing charges	2,377,620	2,348,586	3,259,776
Restructuring and separation costs	894,150	2,869,300	1,205,925
Loss on disposal of property and equipment	1,838,967	442,367	311,918
Loss on disposal of a subsidiary (Note 1.2)	–	1,639,535	–
Unutilized taxes and other expenses	14,088,190	14,654,406	22,895,527
	US\$24,249,937	US\$26,773,510	US\$32,141,189

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.

21. Income Tax

The components of recognized deferred tax assets and liabilities are as follows:

	2023	2024	2025
Deferred tax assets on:			
Right-of-use asset and lease liability under PFRS 16	US\$178,854,736	US\$132,970,104	US\$156,320,807
Unrealized foreign exchange losses	85,578,716	98,315,964	81,719,001
Intangible assets and concession rights payable under IFRIC 12	48,088,431	47,456,861	50,963,319
NOLCO	57,193,730	37,193,276	25,131,281
Accrued retirement cost and other expenses	6,885,336	8,032,283	9,955,876
Unrealized mark-to-market loss on derivatives	14,804,555	666,844	7,073,854
Allowance for doubtful accounts and other provisions	1,871,132	1,887,130	4,903,608
Share-based payments	1,504,289	2,265,298	3,353,730
Allowance for obsolescence	768,338	753,746	829,504
Others	13,104,016	14,334,025	17,279,397
	US\$408,653,279	US\$343,875,531	US\$357,530,377
Deferred tax liabilities on:			
Accelerated depreciation and translation difference between functional and local currency	US\$87,266,969	US\$77,571,905	US\$83,911,935
Excess of fair value over book value of net assets of acquired subsidiaries	100,833,854	87,079,296	83,723,784
Undistributed earnings of subsidiaries	14,968,698	26,547,534	44,091,279
Difference in depreciation and amortization periods of port infrastructure classified as concession rights	37,687,623	40,033,903	43,321,305
Nonmonetary assets	7,588,451	10,445,716	11,456,620
Capitalized borrowing costs	8,429,825	6,622,734	7,901,684
Unrealized foreign exchange gains	3,199,094	2,761,976	2,708,512
Unrealized mark-to-market gain on derivatives	2,912,045	1,908,666	514,323
Others	10,635,975	9,180,277	11,203,070
	US\$273,522,534	US\$262,152,007	US\$288,832,512



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\$82.4 million, US\$95.6 million and US\$79.0 million as at December 31, 2023, 2024 and 2025, 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\$0.3 million in 2023, US\$0.1 million in 2024 and US\$0.2 million in 2025.

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:

	2023	2024	2025
Income tax expense computed at statutory tax rates applicable to the Parent Company and each subsidiary	US\$189,162,161	US\$307,614,284	US\$418,891,264
Add (deduct):			
Income tax incentives	(34,226,901)	(46,917,823)	(58,906,513)
Nondeductible expenses and tax losses of subsidiaries	4,896,073	12,540,266	16,603,952
Interest income already subjected to final tax	(1,295,584)	(4,572,611)	(3,041,036)
Others	7,879,938	1,379,029	5,726,595
Provision for income tax	US\$166,415,687	US\$270,043,145	US\$379,274,262

Base Erosion and Profit Shifting (BEPS) Pillar Two

The Organization for Economic Co-operation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting (BEPS) addresses the tax challenges arising from the digitalization of the global economy. The Global Anti-Base Erosion Model Rules (Pillar Two model rules) apply to multinational enterprises (MNEs) with annual revenue in excess of EUR750 million per their consolidated financial statements.

The Pillar Two model rules introduce new taxing mechanisms under which MNEs would pay a minimum level of tax (the Minimum Tax):

- The Qualified Domestic Minimum Top-up Tax (QDMTT)
- The Income Inclusion Rule (IIR)
- The Under Taxed Payments/Profits Rule (UTPR)

The new taxing mechanisms can impose a minimum tax on the income arising in each jurisdiction in which an MNE operates. The IIR, UTPR and QDMTT do so by imposing a top-up tax in a jurisdiction whenever the effective tax rate (ETR), determined on a jurisdictional basis under the Pillar Two rules, is below a 15% minimum rate.



According to these rules, the Group is considered a multinational enterprise to which the Pillar Two rules shall be applied. At the same time, Pillar Two legislation has been enacted or substantively enacted in several other jurisdictions in which the Group operates effective for the financial year beginning January 1, 2025.

The Group has determined that the impact of Pillar Two Model Rules is not material to the consolidated financial statements in 2025 and 2024 based on the Group's country-by-country reporting and the most recent information available regarding the financial performance of the constituent entities in the Group.

For the years ended December 31, 2024 and 2025, the Group has applied the amendment to PAS 12, *Income Taxes*, which provides a mandatory temporary exception from recognizing or disclosing deferred taxes related to Pillar Two.

22. Related Party Transactions

22.1 Transactions with the Shareholders and Affiliates

Related Party	Relationship	Nature of Transaction	2023		2024		2025	
			Transaction Amount ⁽ⁱ⁾	Outstanding Receivable (Payable) Balance	Transaction Amount ⁽ⁱ⁾	Outstanding Receivable (Payable) Balance	Transaction Amount ⁽ⁱ⁾	Outstanding Receivable (Payable) Balance
<i>(In Millions)</i>								
SPIA Spain S.L.								
SPIA	Joint venture	Interest-bearing loans ⁽ⁱⁱ⁾	US\$13.68	US\$212.63	US\$11.53	US\$163.12	US\$11.10	US\$173.11
YICT								
Yantai Port Holdings (YPH)	Non-controlling shareholder	Trade transactions ⁽ⁱⁱⁱ⁾	0.90	(0.11)	3.27	(0.05)	3.34	(0.09)
Yantai Port Container Terminal Ltd. (YPHT)	Common shareholder	Outsourced services ^(iv)	5.35	0.93	5.71	0.56	5.98	0.62
Yantai Port Group (YPG)	Common shareholder	Cargo handling charges ^(v)	3.43	0.83	3.20	0.46	–	–
		Trade transactions ⁽ⁱⁱⁱ⁾	2.10	–	0.12	–	0.30	(0.01)
SCIPSI								
Asian Terminals, Inc.	Non-controlling shareholder	Management fees	0.15	0.01	0.02	(0.01)	0.16	(0.02)
AGCT								
Luka Rijeka D.D. (Luka Rijeka)	Non-controlling shareholder	Provision of services ^(vi)	1.28	(0.11)	0.30	–	0.05	–
PICT								
Bilal Associates (Pvt) Limited	Common shareholder	Stevedoring and storage charges ^(vii)	0.28	–	–	–	–	–
		Container handling revenue ^(vii)	0.02	–	–	–	–	–
Bay West (Pvt) Ltd	Common shareholder	Container handling revenue ^(vii)	0.04	–	–	–	–	–
LGICT								
NCT Transnational Corp.	Non-controlling shareholder	Management fees	0.32	(0.07)	0.10	–	–	–
		Maintenance and repairs	0.09	(0.03)	0.06	(0.01)	0.10	(0.02)
<i>(Forward)</i>								

(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.



Related Party	Relationship	Nature of Transaction	2023		2024		2025	
			Transaction Amount ⁽ⁱ⁾	Outstanding Receivable (Payable) Balance	Transaction Amount ⁽ⁱ⁾	Outstanding Receivable (Payable) Balance	Transaction Amount ⁽ⁱ⁾	Outstanding Receivable (Payable) Balance
<i>(In Millions)</i>								
IDRC								
Ledy SARL	Non-controlling shareholder	Management fees	3.60	(0.90)	3.60	–	3.60	–
		Loans ^(viii)	3.06	–	–	–	–	–
Parent Company								
Prime Metro BMD Corporation	Common shareholder	Purchase of services ^(ix)	9.23	(2.03)	18.67	(13.23)	40.78	(6.19)
Prime Metro Power Holdings Corporation	Common shareholder	Sublease ^(x) Reimbursement of operating expenses and sublease ^(x)	– 0.01	0.08 0.06	– –	(0.07) 0.06	– –	(0.07) 0.06
Prime Metroline Infrastructure Holdings Corporation	Common shareholder	Reimbursement of operating expenses and sublease ^(x)	0.04	(0.03)	–	0.06	–	–
FAMI	Joint Venture	Sale of asset ^(xi) Reimbursement of operating expenses	0.75 0.01	0.56 0.45	– –	– 0.07	– 0.23	– 0.53
ACTSI ICTSI Ltd.	Joint Venture	Management fees Lease of asset ^(xii)	1.79 –	(0.31) –	2.18 15.54	(0.38) (15.38)	0.43 0.70	(0.48) (14.09)
FAMI	Joint Venture	Working capital advances	0.14	0.14	0.33	0.33	0.16	0.54
ACTSI	Joint Venture	Interest-bearing loans ^(xiii) Working capital advances	0.49 –	9.50 –	0.55 –	10.37 –	0.33 1.88	10.84 1.88
IW Cargo Handlers, Inc.								
ACTSI	Common shareholder	Sale of asset ^(xiv)	17.20	17.20	0.46	–	–	–

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, 2023, 2024 and 2025, 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.

22.2 Compensation of Key Management Personnel

Compensation of key management personnel consists of:

	2023	2024	2025
Short-term employee benefits	US\$699,210	US\$707,089	US\$742,964
Post-employment employee benefits	34,248	31,151	29,224
Share-based payments	1,434,280	1,963,017	2,434,329
Total compensation to key management personnel	US\$2,167,738	US\$2,701,257	US\$3,206,517

(viii) In April 2023, IDRC entered into a shareholder loan agreement with Ledy 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.

(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 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.

(xiv) 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.



23. 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:

	2023	2024	2025
Retirement benefit liabilities (presented as part of "Other noncurrent liabilities")			
Asia	US\$8,098,191	US\$7,608,942	US\$5,006,518
EMEA	3,759,204	3,963,728	4,714,842
Americas	7,188,798	7,068,089	9,063,937
	US\$19,046,193	US\$18,640,759	US\$18,785,297

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.

	2023	2024	2025
Retirement benefits expense:			
Current service cost	US\$2,280,227	US\$2,438,195	US\$2,819,106
Net interest cost	629,291	624,159	897,899
Past service cost	30,524	326,310	(122,176)
Settlement loss	323,524	158,010	–
	US\$3,263,566	US\$3,546,674	US\$3,594,829
Retirement benefit liabilities:			
Present value of defined benefit obligation	US\$29,751,568	US\$32,931,644	US\$36,766,102
Fair value of plan assets	(10,705,375)	(14,290,885)	(17,980,805)
	US\$19,046,193	US\$18,640,759	US\$18,785,297

	2023	2024	2025
Changes in the present value of the defined benefit obligation:			
Balance at beginning of year	US\$27,211,148	US\$29,751,568	US\$32,931,644
Current service cost	2,280,227	2,438,195	2,819,106
Interest cost	1,107,270	1,182,657	1,628,042
Actuarial loss	929,486	1,574,940	1,746,947
Past service cost (credit)	30,524	326,310	(122,176)
Benefits paid	(3,078,528)	(2,539,046)	(2,873,821)
Settlement loss	323,524	158,010	–
Translation adjustment	1,015,906	197,264	615,337
Net acquired (released) liability due to employee transfers	(67,989)	(158,254)	21,023
Balance at end of year	US\$29,751,568	US\$32,931,644	US\$36,766,102

	2023	2024	2025
Changes in fair value of plan assets:			
Balance at beginning of year	US\$9,601,176	US\$10,705,375	US\$14,290,885
Interest income	477,979	558,498	730,143
Actuarial gain	520,469	1,466,220	1,199,649
Benefits paid	(2,067,856)	(1,487,435)	(2,023,371)
Actual contributions	2,699,696	2,720,883	4,013,213
Translation adjustment	(526,089)	327,344	(229,714)
Balance at end of year	US\$10,705,375	US\$14,290,885	US\$17,980,805

The Group expects to contribute US\$2.4 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):

	2023	2024	2025
Discount rate			
Asia	6.06% - 6.15%	6.04% - 6.17%	6.07% - 6.56%
EMEA	3.40% - 10.28%	3.40% - 11.54%	5.00% - 11.80%
Americas	5.83% - 9.45%	5.27% - 10.39%	5.11% - 9.55%
Future salary increases			
Asia	3.00% - 6.00%	3.00% - 9.00%	2.00% - 9.69%
EMEA	3.00% - 5.00%	3.00% - 5.00%	3.00% - 5.00%
Americas	1.40% - 5.50%	1.41% - 6.00%	1.30% - 5.50%

A quantitative sensitivity analysis for significant assumptions as at December 31, 2025 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\$1.7	(US\$1.5)	(US\$1.6)	US\$1.8

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:

	2023	2024	2025
Within the next 12 months	US\$4,762,567	US\$5,440,912	US\$6,088,499
Between 1 and 5 years	5,849,960	6,695,284	7,794,731
Between 5 and 10 years	8,741,179	10,323,910	13,057,965
Beyond 10 years	40,021,074	59,177,814	50,156,709
Total expected payments	US\$59,374,780	US\$81,637,920	US\$77,097,904

The average duration of the defined benefit plan obligations as at December 31, 2025 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:

	2023	2024	2025
Cash and cash equivalents	US\$577,966	US\$511,766	US\$519,559
Investments in debt securities	2,505,089	2,605,417	2,462,263
Investments in government securities	5,323,204	7,249,178	9,454,854
Investments in equity securities	2,225,159	3,764,524	5,151,232
Others	79,877	167,017	401,609
	10,711,295	14,297,902	17,989,517
Liabilities	(5,920)	(7,017)	(8,712)
	US\$10,705,375	US\$14,290,885	US\$17,980,805



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\$1.8 million, US\$2.6 million and US\$3.8 million as at December 31, 2023, 2024 and 2025, respectively. For the years ended December 31, 2023, 2024 and 2025, mark-to-market gain arising from investment in ICTSI shares amounted to US\$1.4 million, US\$1.0 million and US\$1.2 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, 2023, 2024 and 2025, contributions to defined contribution plans by certain subsidiaries recognized as expense under manpower costs amounted to US\$3.6 million, US\$4.5 million and US\$4.8 million, respectively.

24. Significant Contracts and Agreements

24.1 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 material 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 27 to the consolidated financial statements.

Concession arrangements for MICT, MCT (starting December 2024), MICTSL, CGSA, Tecplata, SBITC, ICTSI Subic, AGCT, OPC, BGT, MITL, SPICTL, MNHPI, ICTSI Rio, KMT, EJMT and PICT (ended June 2023) 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.



24.2 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 (15th) day of the following month.

25. **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.

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.

ICTSI and OPC appointed their member arbitrators respectively on April 5, 2025, and on May 28, 2025. The parties will continue to conduct a process in selecting the presiding arbitrator.



26. Financial Instruments

26.1 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:

	2023		2024		2025	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities						
Long-term debt	US\$2,032,426,011	US\$2,007,223,661	US\$2,486,819,421	US\$2,432,686,843	US\$3,151,388,833	US\$3,113,358,383
Concession rights payable	757,017,239	841,774,839	761,853,615	710,843,946	780,470,640	751,378,437

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 and demand feature.

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 the US dollar-denominated notes and US dollar-denominated medium-term notes are based on quoted prices.

The fair value of other liabilities were estimated at the present value of all future cash flows discounted using the applicable rates for similar types of liabilities ranging from 2.93 to 14.23 percent in 2023, 3.20 to 16.01 percent in 2024 and 3.66 to 14.73 percent in 2025.

The fair values of derivative assets and liabilities are calculated using valuation techniques with inputs and assumptions that are based on market observable data and conditions.

26.2 Fair Value Hierarchy

The following tables below present the fair value hierarchy of the Group's financial instruments as at December 31:

	2023			
	Amount	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:				
Derivative assets	US\$14,384,816	US\$-	US\$14,384,816	US\$-
Financial assets at FVOCI	3,326,557	3,326,557	-	-
Liabilities measured at fair value:				
Derivative liabilities	10,316,934	-	10,316,934	-
Liabilities for which fair values are disclosed:				
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)		
Assets measured at fair value:					
Derivative assets	US\$14,409,113	US\$–	US\$14,409,113	US\$–	
Financial assets at FVOCI	4,368,112	4,368,112	–	–	
Liabilities measured at fair value:					
Derivative liabilities	14,205,756	–	14,205,756	–	
Liabilities for which fair values are disclosed:					
Long-term debt	2,432,686,843	1,062,855,000	–	1,369,831,843	
Concession rights payable	710,843,946	–	–	710,843,946	
2025					
Amount	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)		
Assets measured at fair value:					
Derivative assets	US\$4,341,152	US\$–	US\$4,341,152	US\$–	
Financial assets at FVOCI	5,863,041	5,863,041	–	–	
Liabilities measured at fair value:					
Derivative liabilities	12,598,754	–	12,598,754	–	
Liabilities for which fair values are disclosed:					
Long-term debt	3,113,358,383	688,216,000	–	2,425,142,383	
Concession rights payable	751,378,437	–	–	751,378,437	

In 2023, 2024 and 2025, 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.

26.3 Derivative Financial Instruments

The Group enters into derivative transactions to eliminate risk exposures arising from changes in foreign exchange rates and interest rates. These derivatives are either designated as effective hedging instruments when criteria for hedge accounting have been met or accounted as freestanding derivatives. There are no material derivative instruments outstanding as at year-end.

26.4 Translation Hedging

To manage foreign exchange risk exposure, the Group uses non-derivative foreign currency denominated financial instruments as hedging instruments against forecasted transactions such as foreign currency denominated revenue from port operations (translation hedging). These instruments have the same critical terms as those of the hedged item, such as notional amount and payment dates. Economic relationship between the hedging instrument and the hedged item is established because all the critical terms matched. As such, these financial instruments have been designated as cash flow hedges of the hedged items. Details of the outstanding significant hedges used in translation hedging are as follows:

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, 2024 and 2025, foreign currency translation loss on the USD-denominated payable aggregating to US\$16.8 million and US\$15.0 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, 2024 and 2025, foreign currency translation loss on the PLN-denominated lease liability designated as cash flow hedge aggregating to US\$2.9 million and US\$27.2 million, respectively, were taken to other comprehensive loss under equity. No ineffectiveness was recognized in the consolidated statement of income for the years ended December 31, 2024 and 2025.

27. 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, Philippine Peso, Nigerian Naira, Brazilian Real and Hongkong Dollar 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 floating interest bank loans disclosed in Note 15 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 sensitivity to reasonably possible changes in interest rates, with all other variables held constant, of the Group's income before income tax, at December 31 are as follows (amounts in millions unless otherwise indicated):

	Increase/Decrease in Interest Rates (%)	Effect on Income Before Income Tax		
		2023	2024	2025
Loans	+1.0	(US\$1.1)	(US\$1.6)	(US\$4.5)
	-1.0	1.1	1.6	4.5

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. 8 percent, 22 percent and 8 percent of the Group's total borrowings, gross of debt issuance costs as at December 31, 2023, 2024 and 2025 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).

	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
Total	US\$377.3	US\$194.0	US\$202.5	US\$1,949.9	US\$4,750.0	US\$7,473.7

*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
Total	US\$528.8	US\$111.4	US\$586.4	US\$2,457.9	US\$4,427.8	US\$8,112.3

*Excludes statutory liabilities and provisions for claims and losses.



	2025					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\$8.8	US\$241.5	US\$12.3	US\$1,978.1	US\$935.7	US\$3,176.4
Accounts payable and other current liabilities*	373.3	24.4	49.2	–	–	446.9
Other noncurrent liabilities*	–	–	–	2.6	–	2.6
Derivative liabilities	2.5	–	–	10.1	–	12.6
Concession rights payable	20.5	20.5	41.8	344.4	1,092.5	1,519.7
Lease liabilities	46.7	47.1	94.5	770.6	2,098.6	3,057.5
Put option liability**	–	–	74.9	–	–	74.9
Total	US\$451.8	US\$333.5	US\$272.7	US\$3,105.8	US\$4,126.8	US\$8,290.6

*Excludes statutory liabilities and provisions for claims and losses.

**The put option is exercisable from 2026. For purposes of preparing the maturity profile, management assumed that the option will be exercised at the earliest possible date.

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\$422.1 million, US\$515.4 million and US\$531.8 million as at December 31, 2023, 2024 and 2025, respectively. Furthermore, cash equivalents, amounting to US\$294.0 million, US\$593.6 million and US\$567.1 million as at December 31, 2023, 2024 and 2025, respectively, may also be used to manage liquidity.

Changes in Liabilities Arising from Financing Activities

	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
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
Total liabilities from financing activities	US\$4,607,756,140	(US\$1,112,152,098)	US\$15,136,998	US\$93,741,860	US\$–	US\$966,707,157	US\$4,571,190,057

* 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
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
Total liabilities from financing activities	US\$4,571,190,057	(US\$356,089,805)	(US\$8,781,135)	(US\$238,975,202)	US\$–	US\$988,588,666	US\$4,955,932,581

* 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, 2024	Cash flows	Foreign exchange movement	Translation Adjustment	Changes in fair values	Others*	December 31, 2025
Long-term debt	US\$2,486,819,421	US\$639,736,700	US\$–	US\$15,901,723	US\$–	US\$8,930,989	US\$3,151,388,833
Lease liabilities	1,504,856,163	(189,784,085)	24,530,759	139,855,369	–	116,897,856	1,596,356,062
Concession rights payable	761,853,615	(83,775,802)	(353,310)	12,863,216	–	89,882,921	780,470,640
Accrued interest	26,048,694	(141,737,674)	–	184,355	–	139,222,934	23,718,309
Loans payable	167,504,595	(174,353,254)	(814,086)	7,662,745	–	–	–
Dividends payable	8,850,093	(556,202,913)	(413,001)	275,463	–	559,971,603	12,481,245
Put option liability	–	–	–	–	–	65,192,499	65,192,499
Total liabilities from financing activities	US\$4,955,932,581	(US\$506,117,028)	US\$22,950,362	US\$176,742,871	(US\$)	US\$980,098,802	US\$5,629,607,588

* Others include derecognition of lease liability as a result of acquisition of FII Inhauma amounting to US\$96.5 million (see Note 1.4), 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

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 following table shows the Group's significant foreign currency-denominated financial assets and liabilities and their US Dollar equivalents at December 31:

	2023		2024		2025	
	Foreign Currency	US Dollar	Foreign Currency	US Dollar	Foreign Currency	US Dollar
Current Financial Assets						
Cash and cash equivalents:						
Philippine peso	7,604,767,512	US\$137,344,546	4,101,372,350	US\$70,902,798	9,572,398,856	US\$162,823,590
HNL	41,301,314	1,669,374	208,781,800	8,235,741	231,023,030	8,782,910
MGA	10,802,666,138	2,356,037	33,944,555,208	7,196,186	37,018,107,326	8,156,463
PLN	1,543,098	392,047	5,196,440	1,258,035	16,149,843	4,499,817
BRL	–	–	–	–	20,632,428	3,754,354
IQD	8,891,076,914	6,735,664	6,551,608,801	4,963,340	2,408,309,240	1,838,404
EUR	2,581,005	2,849,171	3,131,834	3,242,701	1,200,216	1,409,774
GEL	1,227,419	456,714	2,459,528	872,668	3,450,830	1,280,029
Receivables:						
MGA	8,580,214,935	US\$1,871,326	19,019,368,982	US\$4,032,073	14,044,483,559	US\$3,094,521
Philippine peso	297,638,943	5,375,455	1,472,116,262	25,449,326	168,937,886	2,873,582
IQD	163,322,557	123,729	2,266,104,588	1,716,746	2,535,731,630	1,935,673
PLN	8,438,042	2,143,811	8,119,605	1,965,720	5,949,672	1,657,752
EUR	32,380	35,744	200,180	207,266	1,057,127	1,241,701
		161,353,618		130,042,600		203,348,570
Current Financial Liabilities						
Accounts payable and other current liabilities:						
Philippine peso	7,076,424,148	127,802,495	6,801,980,998	117,589,783	7,477,389,986	127,188,127
EUR	7,788,864	8,598,127	13,930,833	14,423,984	6,613,222	7,767,891
HNL	132,745,096	5,365,476	81,297,134	3,206,899	171,016,241	6,501,604
MGA	20,984,352,064	4,576,640	25,586,993,854	5,424,398	28,254,831,138	6,225,588
IQD	5,535,817,320	4,193,801	7,886,407,320	5,974,551	7,834,215,270	5,980,317
PLN	18,213,013	4,627,290	19,079,109	4,618,968	20,725,983	5,774,863
ARS	1,042,231,802	1,289,133	3,166,056,991	3,070,905	5,773,168,403	3,977,045
GEL	934,100	347,572	3,991,015	1,416,057	2,941,556	1,091,122
Noncurrent Financial Liabilities						
Long-term debt:						
HKD	–	–	–	–	788,794,695	101,351,017
Concession rights payable:						
Philippine peso	579,838,239	10,472,065	1,884,824,719	32,584,056	1,959,560,002	33,331,519
Lease liabilities:						
PLN	602,643,633	153,110,679	664,950,477	160,981,571	780,460,034	188,945,924
Other noncurrent liability:						
USD	23,204,085	23,204,085	23,204,085	23,204,085	23,204,085	23,204,085
		343,587,363		372,495,257		511,339,102
Net foreign currency-denominated financial liabilities		(US\$182,233,745)		(US\$242,452,657)		(US\$307,990,532)

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 sensitivity of the Group's income before income tax arises from unhedged foreign currency-denominated financial assets and liabilities whereas on the sensitivity of the Group's equity before income tax arises from hedged foreign currency denominated financial liabilities (see Note 26).

2023		
	Effect on Income Before Income Tax	Effect on Equity Before Income Tax
Change in US dollar to other foreign currency exchange rates:		
5% appreciation	(US\$1.4)	US\$6.1
5% depreciation	1.5	(6.9)
2024		
	Effect on Income Before Income Tax	Effect on Equity Before Income Tax
Change in US dollar to other foreign currency exchange rates:		
5% appreciation	US\$1.6	US\$7.6
5% depreciation	(1.8)	(8.5)
2025		
	Effect on Income Before Income Tax	Effect on Equity Before Income Tax
Change in US dollar to other foreign currency exchange rates:		
5% appreciation	(US\$1.4)	US\$13.9
5% depreciation	1.5	(15.5)

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, 2023, 2024 and 2025, about 69 percent, 53 percent and 51 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.

Information about credit risk exposure on the Company's financial assets at year-end is as follows:

Cash in banks, cash equivalents and short-term investments - all considered investment grade, no allowance for ECL is recognized as at December 31, 2023, 2024 and 2025.



Receivables – see tables below:

December 31, 2023

<i>In millions</i>	Current	Days past due				More than 120 days	Total
		1-30 days	31-60 days	61-120 days			
ECL rate	0.5%	1.6%	3.5%	2.4%	35.1%		
Trade receivables	US\$106.3	US\$23.5	US\$4.1	US\$6.3	US\$15.2	US\$155.4	
Allowance for ECL	0.5	0.4	0.1	0.2	5.3	6.5	

<i>In millions</i>	Current	Days past due				More than 120 days	Total
		1-30 days	31-60 days	61-120 days			
ECL rate	12.9%	–	–	–	11.0%		
Nontrade receivables	US\$28.2	US\$0.8	US\$0.2	US\$0.8	US\$8.2	US\$38.2	
Allowance for ECL	3.7	–	–	–	0.9	4.6	

December 31, 2024

<i>In millions</i>	Current	Days past due				More than 120 days	Total
		1-30 days	31-60 days	61-120 days			
ECL rate	0.4%	2.5%	2.2%	2.0%	36.8%		
Trade receivables	US\$116.1	US\$17.9	US\$5.2	US\$4.6	US\$14.9	US\$158.7	
Allowance for ECL	0.5	0.4	0.1	0.1	5.5	6.6	

<i>In millions</i>	Current	Days past due				More than 120 days	Total
		1-30 days	31-60 days	61-120 days			
ECL rate	–	–	–	–	24.5%		
Nontrade receivables	US\$8.3	US\$5.7	US\$0.5	US\$15.2	US\$14.2	US\$43.9	
Allowance for ECL	–	–	–	–	3.5	3.5	

December 31, 2025

<i>In millions</i>	Current	Days past due				More than 120 days	Total
		1-30 days	31-60 days	61-120 days			
ECL rate	0.2%	0.7%	1.7%	2.9%	54.6%		
Trade receivables	US\$148.9	US\$25.1	US\$5.6	US\$3.3	US\$12.5	US\$195.4	
Allowance for ECL	0.4	0.2	0.1	0.1	6.8	7.6	

<i>In millions</i>	Current	Days past due				More than 120 days	Total
		1-30 days	31-60 days	61-120 days			
ECL rate	–	–	–	–	8.9%		
Nontrade receivables	US\$7.1	US\$4.3	US\$1.8	US\$1.7	US\$25.2	US\$40.1	
Allowance for ECL	–	–	–	–	2.2	2.2	

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, 2023, 2024 and 2025.

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.

	2023	2024	2025
Long-term debt	US\$2,032,426,011	US\$2,486,819,421	US\$3,151,388,833
Loans payable	139,562,649	167,504,595	–
Total debt (a)	US\$2,171,988,660	US\$2,654,324,016	US\$3,151,388,833
Net worth or total equity (b)	US\$1,905,167,788	US\$1,904,126,854	US\$2,481,184,678
Gearing ratio (a÷b)	1.14 times	1.39 times	1.27 times

28. Earnings Per Share Computation

The following table presents information necessary to calculate earnings per share:

	2023	2024	2025
Net income attributable to equity holders of the parent	US\$511,529,938	US\$849,798,990	US\$1,048,139,715
Adjustment for the effect of cumulative distribution on subordinated perpetual capital securities (Note 14.4)	(29,026,678)	(19,805,096)	(14,900,000)
Net income attributable to equity holders of the parent, as adjusted (a)	US\$482,503,260	US\$829,993,894	US\$1,033,239,715
Common shares outstanding at beginning of year	2,045,177,671	2,045,177,671	2,045,177,671
Weighted treasury shares	(13,596,351)	(12,371,238)	(23,992,132)
Weighted average shares outstanding (b)	2,031,581,320	2,032,806,433	2,021,185,539
Effect of dilutive stock grants	4,285,683	4,594,388	4,838,444
Weighted average shares outstanding adjusted for potential common shares (c)	2,035,867,003	2,037,400,821	2,026,023,983
Basic earnings per share (a÷b)	US\$0.238	US\$0.408	US\$0.511
Diluted earnings per share (a÷c)	US\$0.237	US\$0.407	US\$0.510

29. Other Matters

Impacts of the Macroeconomic, Regulatory and Geopolitical Environment

The Group's financials could be influenced by the effects of the broader macroeconomic, regulatory and geopolitical environment. Fluctuation of US dollar relative to other currencies and rising inflation may affect the Group's reported levels of revenues and profits. The imposition of new tariffs and changes to existing tariffs, along with the possibility of reciprocal tariffs, may impact businesses across industries. Geopolitical conflicts can have major economic impact on the affected regions.

Whilst these developments had no material impact on the Group's business, their scale and duration remain uncertain to date. It is not possible to estimate the impact of the near-term and longer effects of such events. The Group will continue to closely monitor the progress of these situations.



30. Events After the Balance Sheet Date

Acquisition of Durban Gateway Terminal (Pty) Ltd.

In December 2025, ICTSI, through its wholly-owned subsidiary, ICTSI EMEA FZCO, acquired 50% less one share of ownership in DGT for US\$618.0 million, subject to closing conditions. The closing conditions were satisfied on January 1, 2026, which is the same date that ICTSI took over formal management and operation of DGT, the company that will operate DCT2. Concurrently, ICTSI was given the right to appoint three of the five members of the Board of Directors of DGT. In addition, Transnet recognized that ICTSI has the right to direct relevant operational and financial activities of DGT to affect performance, governance and returns to the shareholders.

DGT holds a sub-lease agreement with Transnet Port Terminals, a division of Transnet, which provides the former with an exclusive right to operate DCT2 from January 1, 2026 to December 31, 2050.

With ICTSI acquiring control over DGT through majority representation in the Board of Directors, the transaction is accounted for using the acquisition method under PFRS 3, *Business Combinations*.

The provisional fair values of the identifiable assets and liabilities of DGT on January 1, 2026, the date of acquisition, were as follows:

Assets	
Intangible assets	US\$743,447,054
Right-of-use assets	244,947,939
Property and equipment	178,702,495
Other noncurrent assets	3,401,549
Spare parts and supplies	11,919,458
	<u>US\$1,182,418,495</u>
Liabilities	
Lease liabilities	US\$241,786,755
Deferred tax liabilities	200,730,705
	<u>US\$442,517,460</u>
Total identifiable net assets at fair value	US\$739,901,035
Noncontrolling interests	(369,957,917)
The Group's share in identifiable net assets	<u>369,943,118</u>
Goodwill arising on acquisition	248,056,882
Purchase consideration satisfied in cash*	<u>US\$618,000,000</u>

* Paid in advance on December 30, 2025

The net assets were based on a provisional assessment of their fair values while the Group has sought an independent valuation for the fixed assets and identifiable intangible assets. Adjustments to these provisional fair values shall be made within 12 months from the acquisition date, as allowed under PFRS 3.

The provisional goodwill recognized is primarily attributable to expected synergies arising from the acquisition. The intangible assets, except goodwill, are to be amortized over 25 years, the term of the sub-lease agreement.



VICT Extension of Concession Contract

On February 6, 2026, VICT and Port of Melbourne Operations Pty Ltd. signed an extension of its contract to operate and manage the Webb Dock East terminal located in the Port of Melbourne for another twenty-six (26) years extending the contract expiry from 2040 to 2066. The effective date of this agreement is subject to usual conditions precedent applicable to this kind of transaction.

Purchase of Treasury Shares

ICTSI acquired 125,000 treasury shares for US\$1.2 million since January 2026.



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

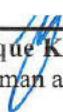
The management of International Container Terminal Services, Inc. (the Company) is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, as of and for the years ended December 31, 2023, 2024 and 2025, in accordance with 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.

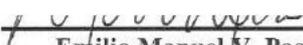
In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the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

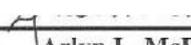
The Board of Directors is responsible for overseeing the Company’s financial reporting process.

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 4th day of March 2026.

SUBSCRIBED AND SWORN to before me this 4th day of March 2026 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

Doc. No. 191
Page No. 40
Book No. I
Series of 2026.



MARIA MARGARITA M. VILLANUEVA
Commission No. 201-2025
Notary Public for Parañaque City
until December 31, 2026
1 Asean Avenue, Entertainment City
Bgy. Tambo, Parañaque City 1701
Roll No. 61398

IBP No. 579603 / 31 December 2025 / Manila IV Chapter
PTR No. 4018716 / 05 January 2026 / Parañaque City
MCLE Compliance No. VIII-0032582 / 14 April 2028

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 December 31, 2023, 2024 and 2025, and for each of the three years in the periods then ended, and have issued our report thereon dated March 4, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the 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. 88494

Tax Identification No. 152-884-272

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

SEC Partner Accreditation No. 88494-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

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

PTR No. 10765057, January 2, 2026, Makati City

March 4, 2026



**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, 2023, 2024 and 2025, and for each of the three years in the periods then ended, and have issued our report thereon dated March 4, 2026. 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. 88494

Tax Identification No. 152-884-272

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

SEC Partner Accreditation No. 88494-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

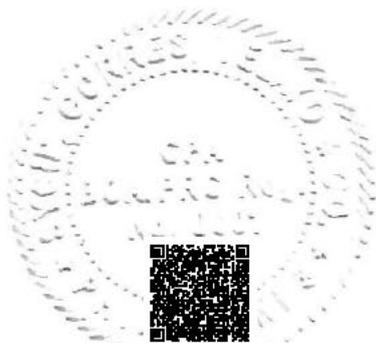
SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

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

PTR No. 10765057, January 2, 2026, Makati City

March 4, 2026



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 December 31, 2023, 2024 and 2025, and for each of the three years in the periods then ended and have issued our report thereon dated March 4, 2026. 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, 2023, 2024 and 2025 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

↳ Martin C. Guantes

Partner

CPA Certificate No. 88494

Tax Identification No.

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

SEC Partner Accreditation No. 88494-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

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

PTR No. 10765057, January 2, 2026, Makati City

March 4, 2026



INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES

Schedule A. Financial Assets

December 31, 2025

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\$4,341,152	N/A	US\$–
Amortized Cost					
Cash and Cash Equivalents	N/A	N/A	1,098,830,301	N/A	37,854,877
Receivables	N/A	N/A	225,693,851	N/A	–
Restricted Cash	N/A	N/A	23,638,511	N/A	215,498
Short-term Investments	N/A	N/A	382,172	N/A	3,554,910
Financial Assets at FVOCI					
Quoted Equity Shares	N/A	N/A	5,863,041	US\$5,863,041	–
Unquoted Equity Shares	N/A	N/A	653,205	N/A	–
			US\$1,359,402,233	US\$5,863,041	US\$41,625,285

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, 2025

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, 2025

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\$1,219,239	US\$–	(US\$569,825)	US\$–	US\$2,838	US\$–	US\$652,252	US\$652,252
Adriatic Gateway Container Terminal	119,410	260,404	(376,090)	–	(229)	–	3,495	3,495
Africa Gateway Terminal Co. Ltd.	683	–	–	–	–	–	683	683
Baltic Container Terminal Ltd.	38,379	658,037	(356,636)	–	–	–	339,780	339,780
Basra Gateway Terminal (BGT)	67,660	674,190	(705,027)	–	(7)	–	36,816	36,816
Batumi International Container Terminal LLC	54,207	490,873	(477,571)	–	60	–	67,569	67,569
Bauan International Port, Inc.	69,423	–	(947,339)	–	1,017,982	–	140,066	140,066
Catalyst Logistics Incorporated	1,480,280	488,462	(196,231)	–	(28,093)	–	1,744,418	1,744,418
Cavite Gateway Terminal, Inc.	699,078	15,258	(664,145)	–	5,914	–	56,105	56,105
CGSA B.V.	3,727	4,065	(7,114)	–	–	–	678	678
Contecon Guayaquil, S.A.	14,074,149	14,590,364	(28,657,735)	–	32	–	6,810	6,810
Contecon Manzanillo S.A.	4,614,938	29,210,257	(24,125,178)	–	910	–	9,700,927	9,700,927
CMSA BV	1,016	2,032	(2,710)	–	–	–	338	338
East Java Multipurpose Terminal	321,245	678,354	(391,256)	–	187	–	608,530	608,530
ICTSI Africa B.V.	678	4,065	(4,065)	–	–	–	678	678
ICTSI Americas B.V.	5,202	–	(5,202)	–	–	–	–	–
ICTSI Asia Pacific Business Services, Inc.	311,395	22	–	–	(12,219)	–	299,198	299,198
ICTSI EMEA B.V.	18,666	–	(2,710)	–	(15,395)	–	561	561
ICTSI Global Holdings B.V.	200,001,263	179,002,239	(410,002,710)	–	30,999,990	–	782	782
IWI Container Terminal Holdings, Inc.	1,127,561	1,918,281	(1,633,059)	–	(21,537)	–	1,391,246	1,391,246

(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\$484,923	US\$2,061,486	(US\$861,025)	US\$–	(US\$1,032)	US\$–	US\$1,684,352	US\$1,684,352
ICTSI Africa (Pty) Ltd.	23,123	–	–	–	(23,123)	–	–	–
ICTSI Africa Headquarters (PTY) Ltd.	11,284	3,166	–	–	1,867	–	16,317	16,317
ICTSI Far East Pte. Ltd.	36	–	–	–	(1)	–	35	35
ICTSI (Hong Kong) Ltd.	88	32	–	–	(3)	–	117	117
Innovest Mauritius Ltd.	84,664	2	(84,666)	–	–	–	–	–
ICTSI Middle East FZCO	872,357	85,906,748	(84,260,065)	–	1,293,432	–	3,812,472	3,812,472
ICTSI Ltd. Regional Headquarters	313,520	–	–	–	(5,077)	–	308,443	308,443
ICTSI Oceania B.V.	1,016	2,033	(2,711)	–	–	–	338	338
ICTSI Rio Brasil Terminal 1 S.A.	1,409,220	6,714,905	(6,580,579)	–	–	–	1,543,546	1,543,546
ICTSI Sudan B.V.	118,211	–	–	–	(274)	–	117,937	117,937
Intermodal Terminal Holdings, Inc.	5,798	1,085	367	–	(152)	–	7,098	7,098
International Container Terminal Holdings, Inc.	–	–	–	–	4,000	–	4,000	4,000
IRB Logistica S.A.	23,020	–	(23,020)	–	–	–	–	–
Kribi Multipurpose Terminal	521,753	78,756	–	–	1,632	–	602,141	602,141
Laguna Gateway Inland Container Terminal, Inc.	89,914	618,639	(456,987)	–	(1,058)	–	250,508	250,508
Logipuerto S.A.	–	451	–	–	(445)	–	6	6
Madagascar International Container Terminal Services, Ltd.	422,930	4,212,416	(4,261,854)	–	5,804	–	379,296	379,296
Manila North Harbour Port, Inc.	421,703	12,117,444	(12,294,551)	–	102,586	–	347,182	347,182
Mindanao International Container Terminal Services, Inc.	548,309	2,077,314	(1,995,085)	–	(2,862)	–	627,676	627,676
Motukea International Terminal Limited	484,076	1,147,100	(1,530,073)	–	372	–	101,475	101,475
International Container Terminal Services Nigeria Ltd.	44,773	316,373	(325,001)	–	(89)	–	36,056	36,056

(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 Centroamericana, S.A.	US\$394,311	US\$27,539,659	(US\$27,530,172)	US\$–	(US\$179)	US\$–	US\$403,619	US\$403,619
Pakistan International Container Terminal	1,247,683	–	–	–	(1,247,683)	–	–	–
Prime Staffers and Selection Bureau, Inc.	522	–	–	–	(9)	–	513	513
Sevilla Brokerage Incorporated	2,715,565	–	(527,290)	–	274,951	–	2,463,226	2,463,226
SPIA Colombia B.V.	1,694	4,065	(5,081)	–	–	–	678	678
SPIA Spain S.L.	143	–	–	–	(2)	–	141	141
Sociedad Puerto Industrial Aguadulce SA	–	–	–	–	33,884	–	33,884	33,884
South Cotabato Integrated Port Services, Inc.	18,675	655,253	(648,257)	–	(151)	–	25,520	25,520
South Pacific International Container Terminal Limited	263,694	2,089,064	(2,298,375)	–	1,386	–	55,769	55,769
Subic Bay International Terminal Holdings, Inc.	4,072,509	14,462,244	(18,534,755)	–	2	–	–	–
Tecplata S.A.	940,515	138,400	–	–	(1,415)	–	1,077,500	1,077,500
Tecon Suape, S.A.	503,109	29,169,762	(19,740,753)	–	735	–	9,932,853	9,932,853
Victoria International Container Terminal Ltd.	579,613	7,413,030	(7,294,384)	–	6,461	–	704,720	704,720
Yantai International Container Terminal Ltd.	35,964	26,002	(14,552)	–	187	–	47,601	47,601
Total	US\$240,882,914	US\$424,752,332	(US\$658,393,472)	US\$–	US\$32,394,177	US\$–	US\$39,635,951	US\$39,635,951

INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES

Schedule D. Long-term Debt

December 31, 2025

Title of Issue and Type of Obligation	Amount Authorized by Indenture	Amount Shown Under Caption "Current Portion of Long-term Debt" in Related Balance Sheet	Amount Shown Under Caption "Noncurrent Portion of Long-term Debt" in Related Balance Sheet	Remarks
ICTSI - US Dollar Term Loan		US\$-	US\$1,699,603,505	
ICTSI - US Dollar Bond		-	395,763,036	
ITBV - US Dollar Bond		-	293,725,010	
VICT - AUD Bond		11,889,566	253,219,055	
IGFBV - US Dollar Term Loan		239,821,499	-	
IGFBV - HK Dollar Term Loan		-	101,351,017	See Note 15 to the Audited Consolidated Financial Statements
BACT - IDR Term Loan		-	76,324,104	
EJMT - IDR Term Loan		-	51,769,077	
SPICTL - PGK Term Loan		5,861,902	11,333,615	
MITL - PGK Term Loan		1,664,869	3,775,266	
CGSA - US Dollar Term Loan		1,370,130	1,370,130	
FII Inhaúma - BRL Term Loan		1,183,911	210,967	
ICTSI Nigeria - NGN Term Loan		414,520	737,654	
		US\$262,206,397	US\$2,889,182,436	

INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES
Schedule E. Indebtedness to Related Parties (Long-term Loans from Related Companies)
December 31, 2025

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, 2025

Name of Issuing Entity of Securities Guaranteed by the Company for which this Statement is Filed	Title of Issue of Each Class of Securities Guaranteed	Total Amount Guaranteed and Outstanding	Amount 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, 2025

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
Preferred Shares						
Preferred A Shares	993,000,000	3,800,000	–	3,800,000	–	–
Preferred B Shares	700,000,000	700,000,000	–	–	700,000,000	–
Common Shares	4,227,397,381	2,018,828,262	26,349,409	–	990,297,139	1,028,531,123

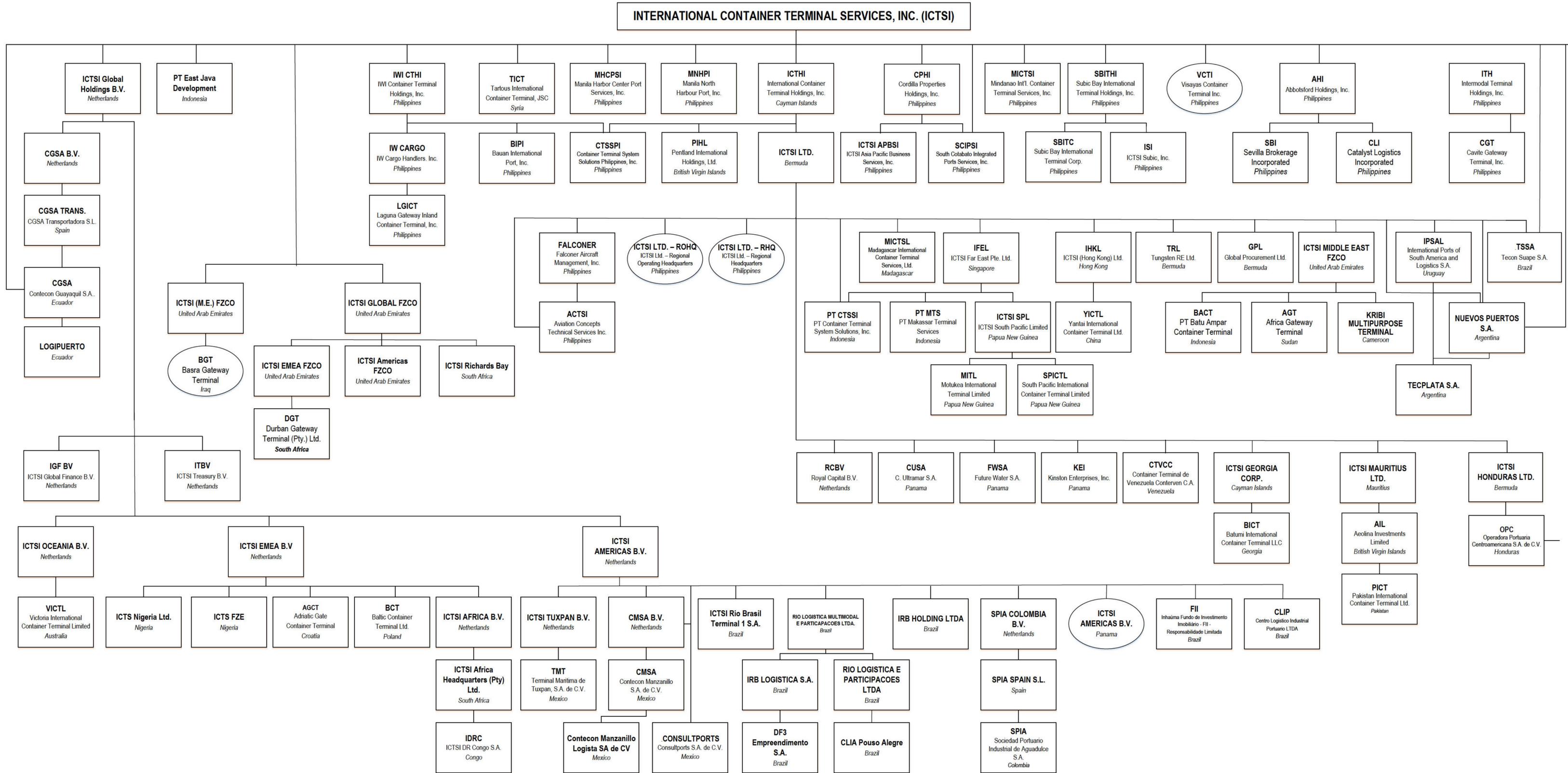
INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES
Schedule H. Amounts Payable to Related Parties which are Eliminated during the Consolidation of Financial Statements
December 31, 2025

Name and Designation of Creditor	Balance at Beginning of Period	Additions	Deductions		Current	Not current	Balance at End of Period
			Amounts paid	Others			
Armazéns Gerais Sul das Gerais S.A. (CLIA Pouso Alegre)	US\$–	US\$–	US\$–	US\$25,143	US\$–	US\$25,143	US\$25,143
CGSA Transportadora S.L.	–	–	–	29,698	–	29,698	29,698
Container Terminal Systems Solutions Philippines, Inc.	55	–	–	(55)	–	–	–
Cordilla Properties Holdings, Inc.	32,506	362,306	(362,306)	16,743	–	49,249	49,249
Davao Integrated Port and Stevedoring Services Corporation	1,447,951	1,402	(58,997)	(21,074)	–	1,369,282	1,369,282
ICTSI Americas B.V.	–	12,447	(13,916)	2,938	–	1,469	1,469
ICTSI Global Finance B.V.	146,369,692	107,510,797	–	(4,687,024)	1,068,845	248,124,620	249,193,465
ICTSI Ltd.	23,270,031	750,746	–	34,990	–	24,055,767	24,055,767
ICTSI Ltd. Regional Operating Headquarters	14,733,337	9,521,549	–	(1,262,295)	–	22,992,591	22,992,591
ICTSI Subic, Inc.	2,279,080	1,607,826	(1,651,612)	112	–	2,235,406	2,235,406
ICTSI South Pacific, Ltd.	23,773	165,463	(126,207)	(11)	–	63,018	63,018
ICTSI Treasury B.V.	803,460,250	33,842,682	–	(439,794,751)	1,980,351	395,527,830	397,508,181
International Container Terminal Holdings, Inc.	32,688	–	–	(32,688)	–	–	–
IRB Logistica S.A.	–	55,183	(77,777)	47,897	–	25,303	25,303
IW Cargo Handlers, Inc.	203,548	127,440	–	9,925	–	340,913	340,913
Logipuerto S.A.	349	–	–	(349)	–	–	–
Manila Harbor Center Port Services, Inc.	292,358	10,367,416	–	(10,493,790)	–	165,984	165,984
Royal Capital B.V.	311,618,771	16,642,411	–	(16,088,132)	2,963,079	309,209,971	312,173,050
Subic Bay International Terminal Corporation	2,274,386	2,762,662	(2,566,912)	(816)	–	2,469,320	2,469,320
Visayas Container Terminal, Inc.	3,067,720	3,105,611	–	(1,092,402)	–	5,080,929	5,080,929
Total	US\$1,309,106,495	US\$186,835,941	(US\$4,857,727)	(US\$473,305,941)	US\$6,012,275	US\$1,011,766,493	US\$1,017,778,768

INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES
Schedule I. Parent Company Retained Earnings Available for Dividend Declaration
December 31, 2025

		<i>Amount</i>
Unappropriated parent company retained earnings, beginning of reporting period		US\$597,636,453
Add/Less:		
Category A.	Item directly credited to unappropriated retained earnings due to disposal of FVOCI equity investments	1,007,795
Category B.	Dividend declaration during the reporting period	(500,505,531)
Unappropriated parent company retained earnings, as adjusted		98,138,717
Add:	Parent company net income for the current year	689,185,006
Add/Less:		
Category C.1	Unrealized mark-to-market gain on derivatives	(3,754,586)
Category C.2	Unrealized foreign exchange gain recognized in the profit or loss in prior reporting periods but realized in the current reporting period	2,562,971
Category C.3	Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period	—
Adjusted parent company net income		687,993,391
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	18,363,712
	Movement in treasury shares	(50,009,634)
Unappropriated parent company retained earnings, end of reporting period available for dividend		US\$754,486,186

ICTSI Group – Map of Subsidiaries



INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES
Schedule K. Schedule of Financial Soundness Indicators

	As at and for the Years Ended December 31	
	2024	2025
Liquidity ratios		
Current ratio ^(a)	1.39	1.42
Interest rate coverage ratio ^(b)	11.17	14.55
Solvency ratios		
Debt to equity ratio ^(c)	1.39	1.27
Asset to equity ratio ^(d)	4.02	3.66
Profitability ratio		
EBITDA margin ^(e)	65.0%	66.3%

(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 L. 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>	2024	2025
Total audit fees	US\$1,434.0	US\$1,567.8
Non-audit services fees:		
Other assurance services	9.6	7.4
Tax services	246.1	161.3
All other services	73.2	165.7
Total non-audit fees	328.9	334.4
Total audit and non-audit fees	US\$1,762.9	US\$1,902.2

Audit and non-audit fees of other related entities

	For the Years Ended December 31	
<i>Amounts in thousands</i>	2024	2025
Audit fees	US\$–	US\$–
Non-audit services fees:		
Other assurance services	–	–
Tax services	–	–
All other services	–	–
Total audit and non-audit fees of other related entities	US\$–	US\$–

Schedule 1
to Item 5 of the Information Statement

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ENRIQUE M. ABOITIZ**, Filipino, of legal age, and with office address c/o at ICTSI Administration Building, Manila International Container Terminal, South Access Road, 1012 Manila City, Philippines, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **International Container Terminal Services, Inc.** (the "Company"), a Philippine corporation with principal office address at ICTSI Administration Building, Manila International Container Terminal, South Access Road, 1012 Manila City, Philippines, and have been its Independent Director since April 2021.
2. I am affiliated with the following companies or organizations.

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Aboitiz Equity Ventures, Inc.	Chairman	2018 to present
BlueVoyant Philippines, Inc.	Director	2019 to present
Aboitiz & Co. Inc.	Director	2006 to Present
Nice Tech Holding AG	Director	2015 to present
Seven Seas Resorts & Leisure Inc.	Director	1997 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided under Section 38 of the Securities Regulation Code ("SRC") and its Implementing Rules and Regulations ("IRR") and related issuances of the Securities and Exchange Commission ("SEC").
4. I am not affiliated with any government-owned and controlled corporations.
5. I am not related to any director/officer/substantial shareholder of the Company and its subsidiaries and affiliates, other than the relationship provided under Rule 38.2.3 of the SRC.
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director as provided under the SRC and its IRR, the SEC Code of Corporate Governance for Publicly-Listed Companies, and other SEC issuances.
8. I shall inform the Corporate Secretary of the Company of any changes in the abovementioned information within five days from its occurrence.

-Signature Page Follows-

SIGNED, this MAR 11 2026 at the City of Manila.

ENRIQUE M. ABOITIZ
Affiant

SUBSCRIBED AND SWORN TO before me this MAR 11 2026 at the City of Manila, affiant exhibiting to me his Philippine Passport No. _____ issued by the Department of Foreign Affairs, Manila and valid until _____

Doc. No. 284;
Page No. 38;
Book No. V;
Series of **2026**.

STEFFI MARTINA S. VALLE
Appointment No. M-317
Notary Public for Makati City
Until December 31, 2026
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 91591
PTR No. 10766613/Makati City/01-02-2026
IBP No. 536191/Iloilo City/12-23-2025
MCLE No. VIII-0032752/May 8, 2025

Schedule 2
to Item 5 of the Information Statement

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CHIEF JUSTICE DIOSDADO M. PERALTA (ret.)**, Filipino, of legal age, and with office address c/o at ICTSI Administration Building, Manila International Container Terminal, South Access Road, 1012 Manila City, Philippines, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **International Container Terminal Services, Inc.** (the "Company"), a Philippine corporation with principal office address at ICTSI Administration Building, Manila International Container Terminal, South Access Road, 1012 Manila City, Philippines, and have been its Independent Director since August 2021.
2. I am affiliated with the following companies or organizations.

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Bloomberry Resorts Corporation	Independent Director	2021 to present
Philippine Business Bank	Independent Director	2022 to present
Manila Hotel Corporation	Independent Director	2021 to present
Heavenly Place Memorial Park	President & Chairman	2022 to present
University of the East	Board Trustee	2023 to Present
U.E.R.M Hospital	Board Trustee	2023 to Present
Manila Water Company, Inc.	Independent Director	January 02, 2026- Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company, as provided under Section 38 of the Securities Regulation Code ("SRC") and its Implementing Rules and Regulations ("IRR") and related issuances of the Securities and Exchange Commission ("SEC").
4. I am not affiliated with any government-owned and controlled corporations.
5. I am not related to any director/officer/substantial shareholder of the Company and its subsidiaries and affiliates, other than the relationship provided under Rule 38.2.3 of the SRC.
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director as provided under the SRC and its IRR, the SEC Code of Corporate Governance for Publicly-Listed Companies, and other SEC issuances.
8. I shall inform the Corporate Secretary of the Company of any changes in the abovementioned information within five days from its occurrence.

-Signature Page Follows-

SIGNED, this MAR 11 2026 at the City of Manila.

CHIEF JUSTICE DIOSDADO M. PERALTA (ret.)
Affiant

SUBSCRIBED AND SWORN TO before me this MAR 11 2026 at Manila City, affiant exhibiting to me his Philippine Passport No. _____ issued by the Department of Foreign Affairs - Manila and valid until _____

Doc. No.: 925 ;
Page No.: 38 ;
Book No.: V ;
Series of **2026**.

STEFFI MARTINA S. VALLE
Appointment No. M-317
Notary Public for Makati City
Until December 31, 2026
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 91591
PTR No. 10766613/Makati City/01-02-2026
IBP No. 536191/Iloilo City/12-23-2025
MCLE No. VIII-0032752/May 8, 2025

Schedule 3
to Item 5 of the Information Statement



SECRETARY'S CERTIFICATE

I, **AMABELLE C. ASUNCION**, of legal age, Filipino and with office address at 7th Floor, 8 Rockwell Drive, Makati City, Philippines, hereby certify that:

1. I am the Corporate Secretary of **INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.** (the "Company"), a Philippine corporation with principal office address at ICTSI Administration Building, Manila International Container Terminal, South Access Road, Manila 1012, Philippines.

2. I hereby certify that none of the Board of Directors or Officers of the Company are connected or employed with any government agencies or its instrumentalities.

AMABELLE C. ASUNCION
Corporate Secretary

13 MAR 2026 **CITY OF MANILA**

SUBSCRIBED AND SWORN TO before me this _____ in _____, Philippines, affiant exhibiting to me his Passport No. _____ issued by the Department of Foreign Affairs ON

Doc. No. 120
Page No. 149
Book No. _____
Series of 2026.

ATTY. ERNESTO S. BAYOG
Notary Public Manila / Dec. 31, 2026
Notarial Commission No. 2025-075
Merchant Dir. 825 Bldg. Puerto St. Ermita, Manila
Roll of Notaries No. 77572
PTR NO. MIA-8046-00-0000000 City of Manila
IBP O.R. No. INV 883791: Jan. 02, 2026
MCLE Compliance No. VII-8029702
Issued on March. 6, 2025
Valid until April 14, 2028

Schedule 4
To Item 17 of the Information Statement

**COMPARATIVE MATRIX OF PROPOSED AMENDMENTS TO THE
ARTICLES OF INCORPORATION AND BY LAWS**

ITEM	ARTICLES OF INCORPORATION	PROPOSED AMENDMENT
1	<p>Second – Primary Purpose Insofar as may be allowed or permitted under existing laws directly or indirectly as principal, agent, commercial broker or contractor, to carry on the business or providing and rendering general services incidental to and necessarily connected with the operation of port terminals in the Philippines and other countries, particularly, but not limited to Management, operation and development of the Manila International Container Terminal and other terminals, which will involve the handling of containers, bulk liquid and dry cargoes, refrigerated warehousing facilities, warehousing complex, container storage and handling facilities, and stevedoring, lightering, towing and/or storing of cargo of all kinds, the transportation of freight and other cargo handled by the company to and from port terminals in the Philippines to any part in the Philippines intended for delivery from abroad and/or shipment abroad as may be necessary or incidental thereto; to establish subsidiaries or affiliates in the Philippines or in any part of the world to carry on the aforementioned businesses as well as those incidental thereto, including the secondary business purposes of the corporation as enumerated hereinbelow; and to guarantee the obligations of such subsidiaries or affiliates or any entity in which the corporation has lawful interest. (As amended on February 18, 2011 by the Board of Directors and approved by the Stockholders on April 14, 2011).</p>	<p>To <u>engage, directly or indirectly, in</u> the business of providing and rendering general services incidental to and necessarily connected with the operation of port terminals in the Philippines and other countries,</p> <p>particularly, but not limited to, <u>the</u> management, operation and development of the Manila International Container Terminal and other terminals <u>(including inland logistics facilities or hubs)</u></p> <p>which will involve:</p> <p><u>(a) the handling of cargoes of all kinds, including those agricultural in nature such as fertilizers and pesticides;</u></p> <p><u>(b) the operation of</u> refrigerated warehousing facilities, warehousing complex, container storage and handling facilities, <u>pilotage, hauling,</u> stevedoring, lightering, towing <u>activities</u> and/or storing of cargo of all kinds;</p> <p><u>and (c) the transportation of freight and other cargo</u> handled by the company to and from port terminals in the Philippines to any part in the Philippines intended for delivery <u>from</u> abroad and/or shipment abroad as may be necessary or incidental thereto;</p> <p><u>To acquire interests or invest in similar businesses.</u></p> <p>To establish subsidiaries or affiliates in the Philippines or in any part of the world to carry on the aforementioned businesses as well as those incidental thereto, including the secondary business purposes of the corporation as enumerated hereinbelow; and to guarantee the obligations of such subsidiaries or affiliates or any entity in which the corporation has lawful interest.</p>
2	<p>Second – Secondary Purpose (a) Subject to existing laws and applicable rules and regulations to reclaim and develop certain foreshore areas of Manila Bay, particularly North Harbor International Port, and to introduce land improvements, to contract development, to subcontract, etc., to build structures, to operate dredges, earth moving equipment, to operate, lease, purchase, sell mechanical equipment used for cargo handling such as automotive vehicles, gantry cranes, forklifts, cranes, transtainers and others, facilities for the repair, construction, cleaning of containers,</p>	<p>(a) To reclaim and develop certain foreshore areas <u>and such other water bodies allowed by law,</u> and to introduce land improvements, to contract development, to subcontract, etc., to build structures, to operate dredges, earth moving equipment, <u>water vessels such as tug boats,</u> to operate, lease, purchase, sell mechanical equipment used for cargo handling such as automotive vehicles, gantry cranes, forklifts, cranes, transtainers and others, facilities for the repair, construction, cleaning of containers, maintenance shops for mechanical and engineering equipment, to sublet electrical power, to distribute fresh water, to receive, handle, store transport cargoes, to operate a tank farm for liquid, such as chemicals,</p>

	<p>maintenance shops for mechanical and engineering equipment, to sublet electrical power, to distribute fresh water, to receive, handle, store transport cargoes, to operate a tank farm for liquid, such as chemicals, petroleum products and coconut oil, and to operate and manage oil bunkering facilities.</p> <p>(b) To construct, purchase, take on lease or otherwise acquire and also to rent, lease, hypothecate and convey wharves, piers, docks, dry docks, basins, derricks, elevators, warehouse, stores, ships, trucks, and other vehicles, and other structures thereon or other premises deemed capable of being advantageously used in connection with the business of the corporation and generally to carry on and undertake any and all business undertaking, transaction or operation commonly carried or undertaken by a port terminal and a stevedoring and brokerage concern.</p> <p>(c) To carry out the primary purpose of the corporation to acquire, make, operate, maintain, buy, sell, charter, deal in and with, own, lease, pledge and otherwise dispose of ships, vessels and boats and other transportation facilities of every nature and kind whatsoever, together with all materials, articles, tools, machineries and appliances entering into or suitable thereof, and together with engines, boilers, machineries and appurtenances thereto of all kinds.</p> <p>(1) To engage in the business of public and private warehousing and all business necessarily or impliedly incidental thereto, and to further carry on the business of general warehousing in all its several branches, to issue certificates, warrants and receipts, negotiable or otherwise, to persons warehousing goods with the corporation, and to make, negotiate, to manufacture, sell, lease, rent and trade in all goods and things usually dealt in by warehouseman; to import and export products, goods, wares and merchandise for others, doing and performing all acts and things necessary, proper and convenient for the shipping, clearing and forwarding of said products, goods, wares and merchandise; to act as shipping brokers, forwarding agents, merchandise brokers;</p>	<p>petroleum products and coconut oil, and to operate and manage oil bunkering facilities.</p> <p>(b) To construct, purchase, take on lease or otherwise acquire and also to rent, lease, hypothecate and convey wharves, piers, docks, dry docks, basins, derricks, elevators, warehouse, stores, vehicles, and other structures thereon or other premises deemed capable of being advantageously used in connection with the business of the corporation and generally to carry on and undertake any and all business undertaking, transaction or operation commonly carried or undertaken by a port terminal and a stevedoring and brokerage concern.</p> <p>(c) To carry out the primary purpose of the corporation to acquire, make, operate, maintain, buy, sell, charter, deal in and with, own, lease, pledge and otherwise dispose of transportation facilities of every nature and kind whatsoever, together with all materials, articles, tools, machineries and appliances entering into or suitable thereof, and together with engines, boilers, machineries and appurtenances thereto of all kinds.</p> <p>(1) To engage in the business of public and private warehousing and all business necessarily or impliedly incidental thereto, and to further carry on the business of general warehousing in all its several branches, to issue certificates, warrants and receipts, negotiable or otherwise, to persons warehousing goods with the corporation, and to make, negotiate, to manufacture, sell, lease, rent and trade in all goods and things usually dealt in by warehouseman; to import and export products, goods, wares and merchandise for others, doing and performing all acts and things necessary, proper and convenient for the shipping, clearing and forwarding of said products, goods, wares and merchandise; to act as shipping brokers, forwarding agents, merchandise brokers;</p> <p>(2) As well as in furtherance of and in conjunction with the general business of the corporation, to purchase, acquire, hold, sell, lease, exchange, mortgage and otherwise deal in and with real and personal property, manufacturing, storage, landing and shipping sites, factories, warehouses, bodegas, wharves, piers, decks, pipe-lines, and such other properties, franchise, rights and facilities as may be reasonably necessary for the due and proper conduct of the business of the corporation;</p>
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<p>(2) As well as in furtherance of and in conjunction with the general business of the corporation, to purchase, acquire, hold, sell, lease, exchange, mortgage and otherwise deal in and with real and personal property, manufacturing, storage, landing and shipping sites, factories, warehouses, bodegas, wharves, piers, decks, pipe-lines, and such other properties, franchise, rights and facilities as may be reasonably necessary for the due and proper conduct of the business of the corporation;</p> <p>(3) To carry on transaction or operation and undertake any business, undertaking, commonly carried on or undertaken by promoters, concessionaries, contractors, commercial brokers and commission merchants as may be incidental or related to the foregoing premises;</p> <p>(4) To apply for, obtain, register, lease or otherwise acquire and to hold, use, own, operate, mortgage, sell, assign, or otherwise dispose of any trademarks, tradenames, patents, inventions, improvements and processes used in connection with, or secured under letters patent of the United States or of other countries, or otherwise;</p> <p>(5) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and conduct in any lawful manner the business as acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;</p> <p>(6) To engage in general business/industry in the Philippines and any part of the world in all its phases and to that end, to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities or obligations of any other corporation or corporations, partnership or partnerships, association or associations,</p>	<p>(3) To carry on transaction or operation and undertake any business, undertaking, commonly carried on or undertaken by promoters, concessionaries, contractors, commercial brokers and commission merchants as may be incidental or related to the foregoing premises;</p> <p>(4) To apply for, obtain, register, lease or otherwise acquire and to hold, use, own, operate, mortgage, sell, assign, or otherwise dispose of any trademarks, tradenames, patents, inventions, improvements and processes used in connection with, or secured under letters patent of the United States or of other countries, or otherwise;</p> <p>(5) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and conduct in any lawful manner the business as acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;</p> <p>(6) To engage in general business/industry in the Philippines and any part of the world in all its phases and to that end, to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities or obligations of any other corporation or corporations, partnership or partnerships, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers if any so owned; and to manage the general business of such corporations, partnerships or associations, except management of</p>
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	<p>domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers if any so owned; and to manage the general business of such corporations, partnerships or associations, except management of funds, securities, portfolio and similar assets of the managed firm;</p> <p>(7) Without limiting but in amplification of the foregoing powers to do and perform any other action and to exercise any and all powers which a juridical person could do and exercise now or hereafter under the law, and to that end to transact any other business, necessary to carry out the foregoing such business, or to enhance the value of the properties of the corporation.</p>	<p>funds, securities, portfolio and similar assets of the managed firm;</p> <p>(7) Without limiting but in amplification of the foregoing powers to do and perform any other action and to exercise any and all powers which a juridical person could do and exercise now or hereafter under the law, and to that end to transact any other business, necessary to carry out the foregoing such business, or to enhance the value of the properties of the corporation.</p>
<p>3</p>	<p>Fourth – Corporate Term That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.</p>	<p>That the term for which said corporation is to exist is <u>perpetual</u>.</p>
<p>4</p>	<p>Seventh – Authorized Capital Stock SEVENTH: That the authorized capital stock of the said corporation is Five Billion Two Hundred Twenty Seven Million Three Hundred Ninety Seven Thousand Three Hundred Eighty One Pesos (PhP5,227,397,381.00) divided into Four Billion Two Hundred Twenty Seven Million Three Hundred Ninety Seven Thousand Three Hundred Eighty One (4,227,397,381) common shares with par value of one peso (PhP1.00) per share and Nine Hundred Ninety Three Million (993,000,000) Preferred A Shares with par value of one peso (PhP1.00) per share and Seven Hundred Million (700,000,000) Preferred B Shares with par value of one centavo (PhP0.01) per share.</p> <p>The Preferred A Shares shall be non-voting except in cases expressly provided by law.</p>	<p>That the authorized capital stock of the said corporation is <u>Four Billion Two Hundred Sixty Three Million One Hundred Ninety Seven Thousand Three Hundred Eighty One Pesos (PHP4,263,197,381.00)</u> divided into Four Billion Two Hundred Twenty Seven Million Three Hundred Ninety Seven Thousand Three Hundred Eighty One (4,227,397,381) common shares with par value of one peso (PhP1.00) per share and <u>Three Million Eight Hundred Thousand (3,800,000)</u> Preferred A Shares with par value of one peso (PhP1.00) per share, Seven Hundred Million (700,000,000) Preferred B Shares with par value of one centavo (PhP0.01) per share, <u>and Twenty Five Million (25,000,000) Preferred C Shares with par value of one peso (Php1.00) Per Share.</u></p> <p>The Preferred A Shares shall be non-voting except in cases expressly provided by law. The Board of Directors shall fix the dividend rates applicable to Preferred A Shares. The Preferred A</p>

<p>The Board of Directors shall fix the dividend rates applicable to Preferred A Shares. The Preferred A Shares shall be convertible to common shares under such terms and conditions as may be provided by the Board. Preferred A Shares shall be redeemed at the option of the Corporation subject to the approval of the Board of Directors. Any Preferred A Shares to be redeemed shall be redeemed at the redemption price and under such terms and conditions as shall be determined by the Board.</p> <p>The Preferred B Shares shall have full voting rights, and shall be issued only to Philippine Nationals. The Board of Directors shall fix the dividend rates applicable to the Preferred B Shares provided that such dividend rate shall not exceed 10% of the par value of such Preferred B Shares. The Preferred B Shares shall not be convertible to common shares. The Preferred B Shares shall be redeemed at the option of the Board of Directors at its issue price under such terms and conditions as may be provided by the Board. The Preferred B Shares which are redeemed shall not be considered retired and may be reissued by the Corporation. [] A holder of Preferred B Shares who wish to transfer such shares shall first notify the Corporation, and the Corporation shall have the right to designate a qualified Filipino National who shall the right to acquire such Preferred B Shares.</p> <p>In the event of liquidation of the Corporation, Preferred Shares shall have preference over common shares in the distribution of the remaining assets of the Corporation after payment of all debts.</p> <p>The above-mentioned conditions or summary thereof shall be printed in all certificates of stocks for Preferred Shares issued by the Corporation.</p> <p>Stockholders shall have no pre-emptive rights in shares of stock which are issued by the Corporation. (As amended on June 18, 2010 by the Board of Directors and approved by the Stockholders on August 11, 2010, as further amended on February 22, 2017 by the Board of Directors and approved by the Stockholders on April 20, 2017.)</p>	<p>Shares shall be convertible to common shares under such terms and conditions as may be provided by the Board. Preferred A Shares shall be redeemed at the option of the Corporation subject to the approval of the Board of Directors. Any Preferred A Shares to be redeemed shall be redeemed at the redemption price and under such terms and conditions as shall be determined by the Board.</p> <p>The Preferred B Shares shall have full voting rights, and shall be issued only to Philippine Nationals. The Board of Directors shall fix the dividend rates applicable to the Preferred B Shares provided that such dividend rate shall not exceed 10% of the par value of such Preferred B Shares. The Preferred B Shares shall not be convertible to common shares. The Preferred B Shares shall be redeemed at the option of the Board of Directors at its issue price under such terms and conditions as may be provided by the Board. The Preferred B Shares which are redeemed shall not be considered retired and may be reissued by the Corporation. [] A holder of Preferred B Shares who wish to transfer such shares shall first notify the Corporation, and the Corporation shall have the right to designate a qualified Filipino National who shall the right to acquire such Preferred B Shares.</p> <p><u>The Preferred C Shares shall be non-voting, non-cumulative, non-participating, without pre-emptive rights to any issuance of any class of shares, convertible to common shares, redeemable at such rate and under such terms as may be determined by the board.</u></p> <p>In the event of liquidation of the Corporation, Preferred Shares shall have preference over common shares in the distribution of the remaining assets of the Corporation after payment of all debts.</p> <p>The above-mentioned conditions or summary thereof shall be printed in all certificates of stocks for Preferred Shares issued by the Corporation.</p> <p>Stockholders shall have no pre-emptive rights in shares of stock which are issued by the Corporation. (As amended on June 18, 2010 by the Board of Directors and approved by the Stockholders on August 11, 2010, as further amended on February 22, 2017 by the Board of Directors and approved by the Stockholders on April 20, 2017.)”</p>
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Item	By-Laws	Proposed Amendment
1.a	<p>Stockholders</p> <p>Article 1, Section 1 The annual meeting of the stockholders of the Corporation, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at the principal office of the Corporation at Metro Manila on the third Thursday of April 40 o'clock in the morning in each and every year, if said day is not a legal holiday, if a legal holiday on the following business day.</p>	<p>The annual meeting of the stockholders of the Corporation, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at the principal office of the Corporation <u>or if not practicable, in the city or municipality where the principal office of the Corporation is located or in any city or municipality in Metro Manila</u>, on the third Thursday of April in each and every year, if said day is not a legal holiday, if a legal holiday on the following business day.</p>
1.b		<p><u>In case of postponement of the annual meeting of Stockholders, written notice thereof and the reason therefor shall be sent to all Stockholders of record at least five (5) days prior to the date of the meeting, through mail or any mode of electronic communication.</u></p>
2	<p>Article 1, Section 2 Notice of the time and place of holding each such annual meeting of stockholders shall be served either personally or by mail upon each stockholder of record of the Corporation entitled to vote at such meeting not less than ten (10) days before the date fixed for such meeting. If mailed, it shall be directed, except as otherwise provided by law, to each stockholder at his post office address as it appears on the stock and transfer books of the Corporation. [As amended on March 14, 1997 by the Board of Directors and on April 17, 1997 by the stockholders].</p>	<p>Notice of the time and <u>venue</u> of holding each such annual meeting of Stockholders shall be served <u>through personal service, mail, electronic or digital communication tool, or such other manner allowed by law or regulations</u> upon each stockholder of record of the Corporation entitled to vote at such meeting not less than ten (10) days before the date fixed for such meeting. If mailed, it shall be directed, except as otherwise provided by law, to each stockholder at his post office address as it appears on the stock and transfer books of the Corporation.</p>
3	<p>Article 1, Section 3 Special meeting of stockholders, unless otherwise provided by law, may be called at anytime by the Chairman of the Board and/or the President of the Corporation, or by the Secretary of the Corporation on the order of the Board of Directors. The Secretary shall call a special meeting of the stockholders whenever he is requested in writing so to do by holders of records of a majority of the subscribed capital stock of the Corporation entitled to vote at such meeting.</p>	<p>Special meeting of stockholders, unless otherwise provided by law, may be called at anytime by the Chairman of the Board <u>or the President of the Corporation. The Secretary of the Corporation shall call a special meeting of the stockholders on the order of the Board of Directors or on written request by stockholders of record representing a majority of the Corporation's subscribed capital stock of the Corporation entitled to vote at such meeting.</u></p>
4	<p>Article 1, Section 4 Notice of each such special meeting, unless provided by law, may be given as herein provided for giving notice of an annual meeting.</p>	<p>Notice of each such special meeting <u>shall be served through personal service, mail, electronic or digital communication tool, or such other manner allowed by law or regulations, to each stockholder of record of the Corporation entitled to vote at such meeting at least seven (7) days before the meeting. If mailed, it shall be directed, except as otherwise provided by law or regulations, to each stockholder at his post office address as it</u></p>

Item	By-Laws	Proposed Amendment
		<u>appears on the stock and transfer books of the Corporation.</u>
5	Article 1, Section 5 At all meetings of stockholders, annual or special, other than meetings a quorum at which is fixed by law, in order to constitute a quorum there shall be present either in person or by proxy holders of record of a majority of the shares of the subscribed capital stock of the Corporation entitled to vote.	At all meetings of stockholders, annual or special, other than meetings a quorum at which is fixed by law, in order to constitute a quorum there shall be present, either in person, by proxy, <u>or through remote communication or in absentia</u> , holders of record of a majority of the shares of the subscribed capital stock of the Corporation entitled to vote.
6	Article 1, Section 8 In the election of directors and in voting on any question, which a vote by ballot is required by law, or is demanded by any stockholder, the voting shall be by ballot. On all other questions the voting may be viva voce or by show of hands.	In the election of directors and in voting on any question, which a vote by ballot is required by law, or is demanded by any stockholder, the voting shall be by ballot. <u>Each stockholder entitled to vote may cast the vote in person, by proxy, or through remote communication or in absentia, electronically or otherwise, to which the number of shares he owns entitles him, for as many persons as are Directors to be elected, or he may give to one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of Directors to be elected.</u>
7	Article 1, Section 9 The Board of Directors, prior to the annual meeting of the stockholders each year, may appoint two (2) inspectors of election to act at such annual meeting and at all other meetings of stockholders held during the ensuing year. In the event of the failure of the Board to make such appointment or if any inspector on election shall for any reason fail to attend and to act at such meeting, an inspector or inspectors of election, as the case may be, may be appointed by the Chairman of the meetings. [As amended on 25 January 2007 by the Board of Directors and approved by the Stockholders on 19 April 2007]	The Board of Directors, prior to the annual meeting of the stockholders each year, may appoint <u>an independent party to count and/or validate the votes at the Stockholders' Meeting.</u>
8	Stock Article II, Section 1 Certificates of stock shall be numbered and registered in the order in which they are issued and shall bear the signature or the facsimile of the signature of the Chairman or	Certificates of stock shall be numbered and registered in the order in which they are issued and shall bear the signature of the <u>President or the Executive Vice President</u> , and countersigned by the Secretary or by an Assistant Secretary, and sealed with the seal of the corporation.

Item	By-Laws	Proposed Amendment
	<p>president, and personally countersigned by the Secretary or by an Assistant Secretary, and sealed with the seal of the corporation, <u>but where any such certificate is signed by a transfer agent or transfer clerk and by a registrar, the signature of any such Chairman or President, Secretary or Assistant Secretary and the seal of the Corporation upon such certificates may be facsimiles, engraved or printed.</u></p>	
9	<p>Article III, Section 3 The Board of Directors shall hold regular meetings on the third week of each month at such time on such dates and at such places as the Board may prescribe, except that the organizational meeting of the Board of Directors shall be held immediately after the adjournment of the annual meeting of stockholders, and at such meeting the Board may elect and appoint officers of the Corporation. No notice shall be required for regular meetings of the Board.</p>	<p>The Board of Directors shall hold regular meetings <u>once every quarter</u> at such time on such dates and at such places as the Board may prescribe, except that the organizational meeting of the Board of Directors shall be held immediately after the adjournment of the annual meeting of stockholders, and at such meeting the Board may elect and appoint officers of the Corporation.</p>
10	<p>Article III, Section 5 Notice of any special meeting of the Board of Directors may be served, not less than three (3) days before the date for such meeting, by oral, telegraphic or written communication stating the time and place thereof and, if by mail or telegraph, addressed to each member of the Board of Directors at his address as it appears on the books of the Corporation.</p>	<p><u>Notice of regular and special meetings stating the date, time and venue of the meeting must be sent to every director at least two (2) days prior to the scheduled meeting by any means of communication. A director may waive this requirement, either expressly or impliedly.</u></p>
11	<p>Article III, Section 6 At any meetings of the Board of Directors, regular or special, majority of the directors provided in this By-Laws shall constitute a quorum for the transaction of business.</p>	<p>At any meetings of the Board of Directors, regular or special, majority of the directors provided in this By-Laws shall constitute a quorum for the transaction of business. <u>Directors can attend and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Directors cannot attend or vote by proxy at board meetings.</u></p>
12	<p>Article III, Section 7 Notwithstanding the general powers provided in Section 1 of this Article III and all the power granted by these by-laws, it is hereby expressly declared that the Board of Directors shall have the following powers:</p> <ol style="list-style-type: none"> a. To purchase or otherwise acquire in any lawful manner, for and in the name of the Corporation, any and all properties rights, interests or privileges whatsoever deemed necessary or convenient for the Corporation's business, at such price and subject to such terms and conditions as it may deem proper or convenient. 	<p>Notwithstanding the general powers provided in Section 1 of this Article III and all the power granted by these by-laws, it is hereby expressly declared that the Board of Directors shall have the following powers:</p> <p style="text-align: center;">xxx</p> <ol style="list-style-type: none"> j. To create, <u>as may be necessary, an Executive Committee, composed of four (4) members to be appointed by the Board which may act, by at least three (3) votes of all its members, on such specific matters within the</u>

Item	By-Laws	Proposed Amendment
	<p>b. To invest the funds of me Corporation in any other corporation or business or for any purpose other than those for which it was organized, whenever in its judgment, the interest of the Corporation would thereby be promoted, subject to such stockholder approval or authorization as may be necessary under the law.</p> <p>c. To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the Corporation whenever in its judgment, the interest of the Corporation would thereby be promoted, subject to such stockholder authorization or approval as may be necessary under the law.</p> <p>d. To incur such indebtedness as it may deem necessary, subject to such stockholder approval or authorization as may be required by law and, for such purpose, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments or securities and/or to mortgage or otherwise encumber all or part of the properties and rights of the Corporation.</p> <p>e. Upon recommendation of the Chairman and the President and in accordance with the applicable provisions of these By-Laws, to determine and prescribe the qualifications, duties, term of office, compensation, remuneration, incentives and other benefits of officers and/or employees. Pursuant thereto, to appoint or elect or enter into contracts which such officers and/or employees, under such terms and conditions as the board may determine to be in the best interest of the Corporation.</p> <p>f. Upon recommendation of the Chairman and/or the President, to create other offices it may deem necessary and determine how such offices will be filled.</p> <p>g. With regard to shares issued in total or partial payment of debts contracted by the Corporation, for whatsoever properties it may have acquired or in payment of services rendered to the Corporation, to impose such conditions regarding the transfer of said shares as it may deem convenient; subject, however, to the limitations fixed by law.</p> <p>h. To prosecute, maintain, defend, compromise or abandon any law suit in which the Corporation or its officers are either plaintiffs or defendants in connection with the business of the Corporation, and to settle all claims for or</p>	<p><u>competence of the board, as may be delegated to it on a majority vote of the board, except with respect to (1) approval of any action for which shareholders' approval is also required; (2) filling of vacancies in the board; (3) the amendment or repeal of the By-laws or the adoption of new By-laws; (4) the amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable; (5) a distribution of dividends to shareholders.</u></p> <p>k. To create, by resolution passed by a majority of all members of the Board, one or more standing or special committees of directors including a Compensation Committee, with such powers and duties as may be specified in the enabling resolution.</p> <p><u>l. To delegate powers and functions as it may deem appropriate to Board Committees, to the fullest extent permitted under the Revised Corporation Code and applicable rules and regulations, for the effective and efficient management, oversight, and operation of the Corporation's business.</u></p> <p><u>m.</u> To appoint any person, corporation, association, partnership or entity duly organized and registered in accordance with the laws of the Republic of the Philippines, as general managers or management consultants or technical consultants, under such terms and conditions and for such compensation as the Board may determine.</p> <p><u>n.</u> To guarantee, for and on behalf of the Corporation, obligations of the other corporations in which it has lawful interest.</p> <p><u>o.</u> To appoint trustees who for the benefit of the Corporation, may receive and retain such properties as may belong to the Corporation or in which it has interest, and to execute such deeds and perform such acts as may be necessary to transfer the ownership of said properties to its trustee.</p> <p><u>p.</u> <u>To approve, whether through in-person meeting, remote communications or electronic mail, corporate actions provisionally and subject to subsequent ratification at the next Board meeting, when business exigencies require immediate action (ad referendum).</u></p> <p><u>q.</u> To enter into any transaction, obligation or contract and perform such acts and execute such deeds as it may deem essential for the proper administration of the Corporation's property, business and affairs or the accomplishment of any of the purposes for which the Corporation was organized.</p>

Item	By-Laws	Proposed Amendment
	<p>against the Corporation on such terms and conditions as it may deem fit.</p> <p>i. To determine whether any, and if any, what part of the surplus profits of the Corporation, arising from its business or retained earnings, available for declaration as dividends, shall be declared as dividends, subject to the provisions of law.</p> <p>j. To create, by a resolution passed by a majority of all members of the Board and Executive Committee of five (5) members, majority of whom shall be members of the Board of Directors. Except as specifically limited by law or by the Board, a member of the Executive Committee may designate in writing an Alternate to represent him and vote at any meeting. Such Alternate need not be a members of the Board of Directors, provided that the other three (3) members of the Executive Committee present at any meeting of the Executive Committee are members of the Board. The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board which could lawfully be delegated in the management of the business and affairs of the Corporation. The Executive Committee shall act by the majority vote of all its members, namely, three of five, provided there is no dissenting vote or opposition from the other members. Among the powers to be delegated to the Executive Committee is the authority to approve expenditures up to one Hundred Thousand U.S. Dollars for any purchase or acquisition, provided that Capital Expenditures shall always be subject to Board approval. In case of any dissenting vote or opposition, the issue shall be presented to the Board of Directors for resolution. The Board shall have the power at any time to remove and replace the members of, and fill vacancies in, the Executive Committee.</p> <p>k. To create, by resolution passed by a majority of all members of the Board, one or more standing or special committees of directors including a Compensation Committee, with such powers and duties as may be specified in the enabling resolution.</p> <p>l. To appoint any person, corporation, association, partnership or entity duly organized and registered in accordance with the laws of the Republic of the Philippines, as general managers or management consultants or technical</p>	

Item	By-Laws	Proposed Amendment
	<p>consultants, under such terms and conditions and for such compensation as the Board may determine.</p> <p>m. To guarantee, for and on behalf of the Corporation, obligations of the other corporations in which it has lawful interest.</p> <p>n. To appoint trustees who for the benefit of the Corporation, may receive and retain such properties as may belong to the Corporation or in which it has interest, and to execute such deeds and perform such acts as may be necessary to transfer the ownership of said properties to its trustee.</p> <p>o. To enter into any transaction, obligation or contract and perform such acts and execute such deeds as it may deem essential for the proper administration of the Corporation's property, business and affairs or the accomplishment of any of the purposes for which the Corporation was organized.</p>	
13	<p>Article III, Section 8 As compensation, the Board of Directors shall receive no more than two percent (2%) of the profits obtained during the year after deducting therefrom general expenses, remunerations to officers and employees, depreciation on buildings, machineries, transportation units, furniture and other properties. Such compensation shall be apportioned among the directors in such manner as the Board of Directors duly assembled as a Board, may deem proper.</p>	<p>As compensation, the Board of Directors shall receive <u>and allocate an amount of</u> no more than two percent (2%) of the <u>net income before income tax of the corporation during the preceding year.</u> Such compensation shall be <u>determined and</u> apportioned among the directors in such manner as the Board of Directors duly assembled as Board, may deem proper.</p> <p><u>The Remuneration Committee of the Board shall have the responsibility for recommending to the Board the fees, per diem allowance for attendance at meetings, and other compensation for directors. In discharging this duty, the Committee shall be guided by the objective of ensuring that the compensation should fairly pay directors for work required in a company of the Corporation's size and scope. No Director shall be involved in deciding their own remuneration during their incumbent terms.</u></p>
14	<p>Officers</p> <p>Article IV, Section 1 The officers of the corporation shall be composed of the Chairman of the Board, the President, the Executive Vice President, the Treasurer, the Chief Finance Officer, the Secretary, the Chairman of the Executive Committee and such Senior Operating Officers as the Board may elect. All officers, except those who hold office by appointment or designation of the Board, shall serve for a period of one (1) year and may serve for an equal period as often as they are re-elected;</p>	<p>The officers of the corporation shall be composed of the Chairman of the Board, the President, the Executive Vice President, <u>the Vice Presidents,</u> the Treasurer, the Chief Finance Officer, <u>the Chief Compliance Officer,</u> the Secretary, the Chairman of the Executive Committee and such other <u>key officers with a rank of at least Vice President,</u> as the Board may elect. All officers, except those who hold office by appointment or designation of the Board, shall serve for a period of one (1) year and may serve for an equal period as often as they are re-elected. Officers by appointment or designation shall serve the Corporation for the period provided for under their respective appointments or</p>

Item	By-Laws	Proposed Amendment
	<p>Officers by appointment or designation shall serve the Corporation for the period provided for under their respective appointments or contracts. The Board of Directors, or the Executive Committee, may create such other offices as it may determine and appoint officers to fill such officers. The Board may fill vacancies in any office, delegate to one or more officers any of the duties of any officer or office provided they are not incompatible, and prescribe the duties of any officer.</p>	<p>contracts. The Board of Directors, or the Executive Committee, may create such other offices as it may determine and appoint officers to fill such officers. The Board may fill vacancies in any office, delegate to one or more officers any of the duties of any officer or office provided they are not incompatible, and prescribe the duties of any officer.</p>
15	<p>Article IV, Section 2 The Chairman of the Board shall preside at all meetings of the Stockholders and of the Board of Directors. The Chairman of the Board, jointly with the President, shall have general supervision, administration and management of the business of the Corporation. The Chairman of the Board may enter into contracts with the approval of the President binding the Corporation in accordance with the standards and guidelines prescribed by the Board of Directors. The Chairman of the Board may execute contracts approved by the Board of Directors or the Executive Committee. The Chairman of the Board and the President shall jointly establish general administrative and operating policies and guidelines. He shall perform other duties and functions as the Board may, from time to time assign.</p>	<p>The Chairman shall preside at all meetings of the Stockholders and of the Board of Directors. <u>He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.</u></p>
16	<p>Article IV, Section 4 The President shall, jointly with the Chairman of the Board, have general supervision, administration and management of the business of the Corporation. He shall, with the approval of the Chairman of the Board, appoint, suspend, and discharge subordinate officers and all employees and agents of the Corporation, prescribe their duties and determine their compensation, subject to the standards and guidelines prescribed by, and/or with the approval of the Board of Directors or the Executive Committee. The President and the Chairman of the Board shall jointly establish general administrative and operating policies and guidelines. The President shall exercise other powers and perform such other duties as the Board of Directors may from time to time fix or delegate, and perform all other duties incident to this office. In the absence or incapacity of the President, any officer upon designation of the Board may execute contracts in the name of the Corporation. The Chairman of the Board shall exercise the powers and functions of the President in the absence or incapacity of the President,</p>	<p>The President shall have <u>the following functions:</u></p> <ul style="list-style-type: none"> <u>a.</u> To exercise general supervision, administration and management of the business of the Corporation. <u>b.</u> To appoint, suspend, and discharge subordinate officers and all employees and agents of the Corporation and prescribe their duties and determine their compensation, subject to the standards and guidelines prescribed by, and/or with the approval of the Board of Directors or the Executive Committee. <u>c.</u> To establish general administrative and operating policies and guidelines. <u>d.</u> To exercise other powers and perform such other duties as the Board of Directors may from time to time fix or delegate. <u>e.</u> To perform all other duties incident to this office. <u>f.</u> To execute contracts in the name of the Corporation. <p>The Chairman of the Board shall exercise the powers and functions of the President in the absence or incapacity of the President, unless such absence or incapacity is permanent in which case the Board of Directors shall elect a new President to serve the unexpired term.</p>

Item	By-Laws	Proposed Amendment
	<p>unless such absence or incapacity is permanent in which case the Board of Directors shall elect a new President to serve the unexpired term.</p>	
17	<p>Article IV, Section 5 The Executive Vice-President shall exercise the day-to-day functions of a General Manager. He shall exercise direct and active management in the business operations of the Corporation subject to the instructions of the Chairman of the Board and the President and the resolutions of the Board of Directors. He shall exercise active superintendence and see to it that their respective duties are properly performed.</p>	<p>The Executive Vice-President shall exercise the day-to-day functions of a General Manager. He shall exercise direct and active management in the business operations of the Corporation subject to the instructions of the Chairman of the Board and the President and the resolutions of the Board of Directors. He shall exercise active superintendence and see to it that their respective duties are properly performed.</p> <p><u>The Executive Vice President shall succeed the President during the absence, inability to act, or disqualification of the latter for any cause and shall assist the Board of Directors in all their duties and functions. The Executive Vice-President shall also have such powers and shall perform such duties as may from time to time be assigned by the Board of Directors or by the President.</u></p>
18	<p>Article IV, Section 6 The Treasurer shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation, and shall have the care and custody of all funds and securities of the Corporation and deposit such funds in the name of the Corporation in such bank or banks as the Board of Directors may designate, and he is authorized as provided herein below to sign all checks, drafts, notes, bills of exchange, orders for the payment of money, and any negotiable instruments of the Corporation, but no such instrument shall be signed in blank; he shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President; he shall at all reasonable times exhibit his books and accounts to any director, and also, provided the Board so orders, to any stockholder of the Corporation by such stockholder during business hours; and he shall give such bonds for the faithful performance of his duties as the Board of Directors may determine, and he shall perform such other duties as may be incident to his office.</p>	<p>The Treasurer shall <u>have the following duties:</u></p> <ol style="list-style-type: none"> <u>a.</u> To keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation; <u>b.</u> To have the care and custody of, <u>and be responsible for,</u> all funds, <u>bonds,</u> and securities of the Corporation; <u>c.</u> To deposit in the name <u>and to the credit</u> of the Corporation in such bank or banks as the Board of Directors may designate, <u>all the moneys, funds, securities, bonds and similar valuable effects belonging to the Corporation which may come under the Treasurer's control,</u> and is authorized as provided herein below to sign all checks; drafts, notes, bills of exchange, orders for the payment of money, and any negotiable instruments of the Corporation, but no such instrument shall be signed in blank; <u>d.</u> To disburse the funds of the Corporation as may be ordered by the Board of Directors or the President; <u>e.</u> To, at all reasonable times, exhibit the books and accounts to any director, and also, provided the Board so orders, to any stockholder of the Corporation by such stockholder during business hours; <u>f.</u> To render annual statements showing the <u>financial condition of the Corporation and such other financial reports as the Board of Directors, the Chairman or the President may, from time to time, require;</u> <u>g.</u> To prepare such financial reports, statements, certifications and other documents which may, from time to time, be

Item	By-Laws	Proposed Amendment
		<p><u>required by government rules and regulations and to submit the same to the proper government agencies;</u></p> <p><u>h. To exercise such powers and perform such duties and functions as may be assigned to him by the President;</u></p> <p><u>i. To give such bonds for the faithful performance of his duties as the Board of Directors may determine; and</u></p> <p><u>j. To perform such other duties as may be incident to the office.</u></p>
19	<p>Article IV, Section 7</p> <p>The Secretary, who must be a Filipino citizen and a resident of the Philippines, shall be ex-officio Secretary of the Board of Directors, and when required, of all other standing committees; and attend to serving and giving all notices required by law or the By-Laws of the Corporation. He shall have the charge of the corporate seal, the stock certificate books and such other books, records and papers as the Board of Directors may direct; keep the stock and transfer book containing the names alphabetically arranged of all persons who are stockholders of the Corporation, showing their place of residence, the number of shares of stock held by them respectively, the time when they respectively became owners thereof, and the amount paid thereon, which book shall be open daily, during at least three business hours, for inspection by any director and/or any person authorized to inspect such books, and shall perform such other duties as may be incident to his office.</p>	<p>The Secretary, who must be a Filipino citizen and a resident of the Philippines, shall be ex-officio Secretary of the Board of Directors, and when required, of all other standing committees. <u>The Secretary shall be the custodian of and shall maintain the corporate books and record and shall be the recorder of the Corporation's formal actions and transactions, and shall have the following specific powers and duties:</u></p> <p><u>a. To attend to the giving and serving of all notices of the Corporation required by law or these By-laws to be given;</u></p> <p><u>b. To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;</u></p> <p><u>c. To keep or cause to be kept record books showing the details required by law with respect to the stock certificates of the Corporation, including ledgers and transfer books showing all shares of the Corporation subscribed, issued and transferred;</u></p> <p><u>d. To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by their signature all corporate documents requiring the same;</u></p> <p><u>e. To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;</u></p> <p><u>f. To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any and all of the foregoing duties, powers and functions to any other person or persons,</u></p>

Item	By-Laws	Proposed Amendment
		<p><u>subject always to his supervision and control; and</u></p> <p><u>g. To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.</u></p>
20	No provision	<p>Article IV, Section 8</p> <p><u>The Chief Compliance Officer shall ensure compliance by the Corporation, its directors and officers with applicable laws, rules and regulations, and governance issuances of regulatory agencies. The Compliance Officer shall have the following duties:</u></p> <p><u>a. To ensure proper onboarding of new Directors (i.e. orientation on the Corporation's business, charter, Articles of Incorporation and By-laws, among others);</u></p> <p><u>b. To monitor, review, evaluate and ensure the compliance by the Corporation, its officers and Directors with the relevant laws, the CG Code for PLCs rules and regulations and all governance issuances of regulatory agencies;</u></p> <p><u>c. To report to the Board if violations are found and recommend the imposition of appropriate disciplinary action;</u></p> <p><u>d. ensure the integrity and accuracy of all documentary submissions to regulators; and</u></p> <p><u>e. To perform such other duties and functions as may be assigned to him by the Board of Directors.</u></p>
21	<p>Corporate Seal</p> <p>Article VII, Section 1</p> <p>The seal of this Corporation shall consist of concentric circle within which shall be inscribed:</p> <p>INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.</p> <p>November 25, 1987</p> <p>Manila, Philippines</p>	<p>The seal of this Corporation shall <u>be determined by the Board of Directors.</u></p>